



ROLLATAINERS LIMITED

Regd. Office : 73-74, Phase III, Industrial Area, Dharuhera,
Distt - Rewari - 123106, Haryana

POSTAL BALLOT NOTICE

(Pursuant to Section 192 A of the Companies Act, 1956)

Dear Members,

NOTICE is hereby given, pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, ('Rules') that the Resolutions appended below are proposed to be passed as Ordinary/ Special Resolutions, by way of voting by Postal Ballot.

Your consideration and approval is sought for the annexed Postal Ballot Resolutions. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the 'Form') for your consideration.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, the 13th February 2013, the last date for the receipt of the completed Postal Ballot forms.

The Scrutinizer will submit her report to the Chairman of the Board after completion of the scrutiny and the result will be announced on Friday, the 15th February 2013 at the Registered Office of the Company i.e. 73-74, Phase III, Industrial Area, Dharuhera, Haryana - 123106.

ITEM NO. 1

To consider and, if thought fit, to give assent/ dissent to the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 94(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 the Authorised Share Capital of the Company be and is hereby increased from Rs. 25,00,00,000/- (Rs. Twenty five Crores) divided into 1,20,00,000 (One Crore Twenty lacs) Equity Shares of Rs. 10/- each and 13,00,000 (Thirteen lacs) Preference Shares of Rs. 100/- each to Rs. 40,00,00,000/- (Rs. Forty Crores) divided into 2,70,00,000 (Two Crores Seventy lacs) Equity Shares of Rs. 10/- each and 13,00,000 (Thirteen lacs) Preference Shares of Rs. 100/- each by creation of additional 1,50,00,000 (One Crore Fifty lacs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this Resolution."

ITEM NO. 2

To consider and, if thought fit, to give assent/ dissent to the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 16 of the Companies Act, 1956 the existing clause (Clause V) of the Memorandum of Association of the Company be and is hereby substituted and read as under:-

"The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rs. Forty crores) divided into 2,70,00,000 (Two Crores Seventy Lacs) Equity Shares of Rs. 10/- each and 13,00,000 (Thirteen lacs) Preference Shares of Rs. 100/- each."

For ROLLATAINERS LTD.


Company Secretary

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary, desirable or expedient for giving effect to this Resolution."

ITEM NO. 3

To consider and, if thought fit, to give assent/ dissent to the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 5(a) of the Articles of Association of the Company be and is hereby substituted and read as under :-

The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rs. Forty Crores) divided into 2,70,00,000 (Two Crores Seventy Lacs) Equity Shares of Rs. 10/- each and 13,00,000 (Thirteen lacs) Preference Shares of Rs. 100/- each with the power to increase or reduce the same in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary, desirable or expedient for giving effect to this Resolution."

ITEM NO. 4

To consider and, if thought fit, to give assent/ dissent to the following Resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Section 17 of the Companies Act, 1956, the Object Clause of the Memorandum of Association of the Company be altered by substituting following new clauses in place of all the existing clauses of Clause 3 (A) i.e. Main Object clause of the Company.

Main Objects

1. To carry on the business of manufacturing, trading, distributing, processing, printing, selling, buying, importing, exporting and dealing in all kinds of packaging made of paper, film, foil and plastics, laminated coated materials of all kinds including moulded plastics, metal and glass containers, classes of papers and boards including laminated craft papers and cellulose wrapping paper, classes of films including lamination, tubing, sheeting and all that may be needed to produce and sell the product.
2. To carry on the business as general, commercial, color, art and process printers, lithographers, photographers, engravers, die sinkers, rubber stamp manufacturers, proprietors, printers and manufacturers of news papers, magazines, art and musical productions, manufacturers, dealers and suppliers of printing machinery, all kinds of printers, book binders and stationers, furniture, furnishings and equipments for mercantile and other uses.
3. To purchase, acquire, take on lease or through any other lawful manner any land, agricultural lands, buildings and structures, basements or such other interest in any immovable property to develop the same or maintain and build township markets, commercial complex and all or related conveniences thereon and to equip the same or any related amenities such as drainage, roads, electricity etc by laying out, plotting and preparing the same for building purposes, multistoried buildings, decorating, maintaining, furnishing, fitting up and improving and by letting building on lease or on rent
4. To engage in real estate promotion, development & Project Management Association including civil, mechanical, electrical and all other types of erection, commissioning projects, trading projects as well as consultant for execution of projects on turnkey basis for industrial, domestic and other purposes.
5. To carry on the business of manufacturers, traders and distributors of all kinds of auto parts & components, forgings, castings and assembling, buying, selling, reselling, exchanging, manufacturing, altering, importing, exporting and to engineer, develop, design, produce, fabricate, and otherwise deal in all types of automobile parts, components, accessories and fittings etc.
6. To carry on the business to generate, receive, produce, improve, buy, acquire, use, transmit, accumulate, employ, distribute, develop, handle, and to act as collaborator, or otherwise to deal

For ROLLATAINERS LTD.

2

Hakanishy
Company Secretary

in electrical power by establishments of thermal power plants, hydraulic power plants, and other power plants based on any source of energy as may be developed or invented in future and to construct, lay down, establish, promote, erect, build, install, commission, carry out and run all necessary power substations, workshops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution, and supply of electricity.

7. To carry on all or any of the business of manufacturers, traders, processors, importers, exporters, of and dealers in all kinds of iron, steel and other ferrous metals meant for any industrial or non-industrial use whatsoever and to carry on the business in cold or hot rolling, re-rolling, slitting, edge-milling, sheeting, stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and other metals or any other kind of steel and other metals or any other kind of strips, sheets, foils, tapes, wires, rods, plates and any other sections, shapes or forms.
8. To hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities of any kind issued by any Company constituted or carrying on business in India or elsewhere, of above mentioned activities as promoters or for long term purposes.
9. To carry on in India or elsewhere the business of manufacturing, producing, assembling, trading, repairing, altering, fabricating, converting, improving, handling, insulating, reconditioning, welding, concerting, erecting, dismantling, buying, selling, importing, exporting, and to act as agent, broker, stockist, distributor, consultant, contractor, structural engineer, franchiser, supplier or otherwise to deal in all shapes, sizes, strengths, dimensions, descriptions, specification and deal in machines, jigs fixtures, tooling etc. for automotive engineering & other industries.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution”.

ITEM NO. 5

To consider and, if thought fit, to give assent/ dissent to the following Resolution as an Ordinary Resolution:

“ **RESOLVED THAT** pursuant to the recommendation of Board of Directors & as per the Articles of Association of the Company and subject to the guidelines issued by the Securities and Exchange Board of India and other authorities, subject to approvals, if any, and such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approval, the consent of the Company be and is hereby accorded to capitalize a sum of Rs. 15,00,78,000/- out of the Company's Share Premium Account and General Reserve to be capitalized and that the said sum so capitalized be applied for the issue of new Equity Shares of Rs. 10/- each (hereinafter referred to as the “said Bonus Shares”) in the share capital of the Company and the said Bonus Shares be appropriated as capital and not as income nor in lieu of dividend and allotted and distributed as fully paid up Bonus Shares to and amongst the persons registered in the Register of Members (i.e as on Record Date) as the holders of the existing Equity Shares of the Company at a date to be fixed by the Board of Directors in the proportion of 3:2, i.e. 3 (Three) Bonus Equity Shares of Rs. 10/- (Rs. Ten) each for every two existing fully paid Equity Share of Rs.10/- (Rs. Ten) each held by such members as on such date as may hereafter be determined by the Board for every existing Equity Share held by such persons respectively provided that the issue and allotment of the said Bonus Shares are subject to the following terms and conditions:

- (i) That the said Bonus Shares shall, in all respects, rank *pari passu* with the existing Equity Shares.
- (ii) That the said Bonus Shares shall also be subject to the Memorandum and Articles of Association of the Company in all respects.
- (iii) That no allotment letter shall be issued to the allottees of the said Bonus Shares and that Certificates in respect of the said Bonus Shares allotted shall be sent to the respective allottees within the statutory time limit. In case of securities held in Electronic mode no physical share certificate shall be issued, the shares as per the entitlement will be credited to the respective accounts as per the requirements of the depository system.
- (iv) That it is hereby recorded that subject to statutory limitation of dividend, if any, and provided cash resources are adequate and profits after taxation for the year are sufficient to cover the dividend plus transfers to reserves which may be required, it is the intention of the Board of Directors, unless prevented by unforeseen circumstances, to recommend the declaration of a dividend of at least

For ROLLATAINERS LTD.

Rs. 1/- each per Equity Share on the share capital as increased by the proposed Bonus issue in the financial year of the Company immediately after the allotment of the said Bonus Shares. This statement of intention is not a forecast.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps and to give such directions as may be necessary or desirable and to decide for any question whatsoever that may arise with regard to the issue, allotment distribution of the new equity shares as the Board may in their absolute discretion deem fit."

ITEM NO. 6

To consider and, if thought fit, to give assent/ dissent to the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT subject to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof) for the borrowing by the Board from time to time, subject to any restriction imposed by the terms of the agreements as may have been entered into or may be entered into from time to time for grant of any assistance to the Company, of all moneys deemed by them to be requisite or proper for the purpose of carrying on the business of the Company so, however, that the total amount of such borrowing shall not exceed Rs. 5,000 Crores (Rupee Five Thousand Crores Only) notwithstanding that the moneys to be borrowed together with the money's already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

ITEM NO. 7

To consider and, if thought fit, to give assent/ dissent to the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called " the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolutions and with the power to delegate such authority to any persons or persons) to mortgage, lease, transfer, sell or otherwise disposes of and/or create charge in addition to charge created/ to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company, wherever situate, both present and future, with such ranking as the Board may in its absolute discretion decide, on such terms and conditions and at such time or times or in such form and manner as it may deem fit, in favour of various financial institutions/ Banks / Trustees for the Bond and/or Debenture holders etc. (hereinafter referred as "the lenders") to secure any Term Loans / Cash Credit Facilities / Debenture / Bonds or the like, obtained/ to be obtained from any of the aforesaid lenders not exceeding Rs. 5,000 Crores (Rupee Five Thousand Crores Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other moneys payable by the Company to the aforesaid lenders in term of loan agreement(s) and/or any other document(s) entered into/ to be entered into between the Company and the lenders(s)/ agent(s)/ trustee (s) in respect of the aforesaid financial facilities including bank guarantee facility.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, including the nature and ranking of charge and/or mortgage, documents for creation of mortgage and/or charge and to do all such acts, deeds, matters and things incidental thereto and to execute all such documents or writings as may be considered necessary for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to settle any issue relating to security/ documentation etc., with the concerned lenders as may be considered appropriate by it."

For ROLLATAINERS LTD.

Akanksha
Company Secretary

ITEM NO. 8

To consider and, if thought fit, to give assent/ dissent to the following Resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 372A of the Companies Act, 1956, Rules & Regulations of Reserve Bank of India, Securities & Exchange Board of India (SEBI) and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to: -

- a) make any loan to any other body corporate;
- b) give any guarantee, or provide security, in connection with a loan made by any other person to, or to any other person by, any body corporate; and
- c) to acquire, by way of subscription, purchase or otherwise the securities of any other body corporate;
- d) to make investments.

from time to time, upto an amount not exceeding Rs 5000 Crores (Rupees Five Thousand Crores only) in the aggregate, notwithstanding that such loans, guarantees, securities and investments etc. when made together with the Company's existing loans made, guarantees given, securities provided and investments made, exceed 60% of the aggregate of the paid up share capital and free reserves or 100% of the free reserves, whichever is more.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sum to be invested and to deal with all the matters arising out of or incidental to the proposed investment and to do all such acts and things as may be necessary to implement this resolution.”

ITEM NO. 9

To consider and, if thought fit, to give assent/ dissent to the following Resolution as an Ordinary Resolution.

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 311 read with Schedule XIII, and other applicable provisions of the Companies Act, 1956, if any, and Article 123 of Articles of Association of the Company, Shri Sagato Mukerji, be and is hereby appointed as Wholetime Director of the Company for a period of 5 years commencing from January 10, 2013 upto January 09, 2018 on a total remuneration not exceeding Rs. 10 Lacs (Rupees Ten Lacs only) per month and other benefits such as residence, gratuity and provision of Company's car and use of telephone at his residence as per the rules of the Company and as may be decided by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Remuneration Committee of Directors).

RESOLVED FURTHER that notwithstanding anything herein above stated where in any financial year, the Company incurs a loss or its profit are inadequate, the Company shall pay to Shri Sagato Mukerji, Wholetime Director, as per the provisions of Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER that the consent of the Company, be and is hereby accorded to the Board to alter and vary the aforesaid terms as to remuneration (including perquisites) within the ceiling limits in that behalf laid down in schedule XIII of the Companies Act, 1956 as in force from time to time.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

**By Order of the Board
for Rollatainers Limited**

Sd/-
(Aakanksha Varshney)
Company Secretary

Place : New Delhi
Date : 10th January 2013

For ROLLATAINERS LTD.

Aakanksha
Company Secretary

In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, your approval is sought by voting by postal ballot.

Your Directors recommend the Resolution for your approval.

None of the Directors is concerned or interested in the proposed Resolution.

ITEM NO. 9

Mr. Sagato Mukerji is proposed to be appointed as a Wholetime Director of the Company w.e.f. 10th January, 2013 for a period of 5 years. Mr. Sagato Mukerji was born on 12th April 1972 and is a packaging professional who has been in the Industry for the last 20 years . He has done his graduation (B.Com Hons) from St. Xaviers College , Kolkata and his PGDBM(Mktg.) from XLRI , Jamshedpur . He has worked in senior management positions with Sharp Industries Ltd. and Paharpur 3P (divn. of Paharpur Cooling Towers Ltd) prior to joining Rollatainers Ltd in June 2010.

The Remuneration Committee as constituted by the Board and the Board of Directors have duly considered and approved the terms of remuneration payable to Mr. Sagato Mukerji. A copy of the said Resolution is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on all working days of the Company.

The appointment of Mr. Sagato Mukerji as Wholetime Director and the remuneration payable to him is subject to approval of shareholders. The proposed resolution set out at item No-9 and this explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration payable to Mr. Sagato Mukerji, in terms of Section 269 along with Schedule XIII of the Companies Act, 1956.

Mr. Sagato Mukerji is deemed to be concerned or interested in the resolution as it pertains to his appointment and the remuneration payable to him. Save and except Mr. Sagato Mukerji, none of the other Directors of the Company is in any way, concerned or interested in the said Resolution. Your Directors, therefore, recommend the Resolution for your approval.

**By Order of the Board
for Rollatainers Limited**

Sd/-

(Aakanksha Varshney)
Company Secretary

Place : New Delhi
Date : 10th January 2013

FOR ROLLATAINERS LTD.

Aakanksha Varshney
Company Secretary

NOTES:

1. Explanatory Statement and reasons for the proposed Special Business mentioned above pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is enclosed herewith.
2. The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (who has given her consent to act as a scrutinizer) as Scrutinizer for the purpose of Postal Ballot Process.
3. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. The envelopes containing the Postal Ballot should reach the Company not later than the close of working hours on Wednesday, the 13th February 2013.
4. The result of the Postal Ballot shall be announced by the Chairman or in his absence by any other person, so authorized by the Chairman on Friday, 15th February, 2013 at 4.00 P.M. at the Registered Office of the Company i.e. at 73-74, Phase III, Industrial Area, Dharuhera, Haryana – 123106 and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution. Result of the Postal Ballot shall be displayed at the Registered Office on Friday, 15th February, 2013.
5. A copy of all the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of declaration of the results of Postal Ballot.
6. Members are requested to carefully read the instructions printed on the enclosed Postal Ballot Form before exercising their vote.
7. Only a member entitled to vote is entitled to fill in Postal Ballot Form and send it to the Scrutinizer & that any recipient of the notice who has no voting right should treat the Notice as intimation only.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 10TH JANUARY, 2013 PURSUANT TO SECTION 173(2) READ WITH SECTION 192A (2) OF THE COMPANIES ACT, 1956 :-

ITEM NO. 1, 2 & 3

The existing Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores). In connection with the proposed Bonus issue of Equity Shares, the Company is required to increase the authorised capital to Rs. 40,00,00,000 (Rupees Forty Crores).

Consequent to increase in the Authorised share capital, it is necessary to change the existing Capital Clause of the Memorandum of Association and Article 5(a) of the Articles of Association of the Company. The increase in authorised Share Capital & alteration of Memorandum and Article of Association of the Company is required to the approved by the member of Company.

Your Directors recommends the resolutions set out at item no. 1, 2 & 3 of the Notice for your approval.

None of the Directors is concerned or interested in the proposed Resolution.

ITEM NO. 4

The Special Resolution concerns proposal by the Company to alter the object clause of the Company.

Presently the Company is engaged in the business of packaging. The Board of Directors had, in their meeting held on 10th January 2013 decided to expand its activities further and plans to undertake new initiatives and to enter in to areas of new business pertaining to manufacturing of auto components, steel and generation & distribution of power. All these activities are being looked at from the point of view of adding value to the organization thus enhancing Shareholders value. Accordingly, it has been found desirable that the object Clause of the Memorandum of Association of the Company be amended suitably so as to include the said objects therein. As per the provisions of Section 17 of the Companies Act 1956, it has been made mandatory to get the approval of Shareholders by passing Special Resolution before initiating any change in the existing object Clause. Further, as per provisions of Section 192A of the Companies Act 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the above approvals pursuant to Section 17 for alteration in object Clause of Memorandum of Association has to be approved by the Shareholders of the Company by way of Postal Ballot. Therefore, the Board of Directors recommends the proposed Resolution for your approval.

For ROLLATAINERS LTD.


Company Secretary

None of the Directors is concerned or interested in the proposed Resolution.

ITEM NO. 5

In terms of the guidelines prescribed by Securities and Exchange Board of India (SEBI), for capitalization of reserves and in order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors in its meeting held on 10th January 2013 recommended an issue of Bonus Shares in the proportion 3:2 i.e. 3 (Three) Bonus equity shares of Rs.10/- each for every 2 (two) existing fully paid Equity Shares of Rs. 10/- each held by the Members on a date to be fixed by the Board, by capitalizing part of the Share Premium Account and General Reserve.

It is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and/or any regulatory authority.

The said Resolution seeks the approval of the members to issue Bonus Shares on the terms and conditions set out in Resolution. The Board recommends the above Resolution for approval of the shareholders.

The Directors of the Company may be deemed to be concerned or interested in the issue of Bonus shares to the extent of their shareholding in the Company, or to the extent of the shareholdings of the Companies/ Institution/Trust of which they are directors or members or trustee without any beneficial interest.

ITEM NO. 6

As per Section 293 (1) (d) and other applicable provisions of the Companies Act 1956, the consent of Share holders is required for increasing the borrowing limits of the Company. In view of the expanding business operations and future growth plans of the Company, it is considered desirable to increase the borrowing limit by authorising the Board of Directors to borrow money, up to an amount of Rs. 5000 Crores (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business). Such enhanced borrowing limit would also enable the Company to borrow for its routine business purposes.

Therefore, the Board of Directors recommends the proposed Resolution for your approval.

None of the Directors is concerned or interested in the proposed Resolution.

ITEM NO. 7

The Company proposes to enhance the limit of mortgage, lease, transfer and sell of and/or creation of security on the moveable and/or immoveable properties of the Company, in order to commensurate the same with the borrowing limit as referred to in the resolution at Item No.6.

The borrowings by the Company may be required to be secured by mortgage and/or charge on the movable and/or immovable properties of Company in such form, manner and ranking as may be determined by the Board of Directors of the Company in consultation with the lender(s).

As per the provisions of Section 293(1) (a) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the permission of the members, mortgage, lease, transfer, sell and/or create charge in addition to charge created / to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company. Hence, proposed resolution seeks approval for the same from the Shareholders voting by Postal Ballot.

Your Directors recommend the Resolution for your approval.

None of the Directors is concerned or interested in the proposed Resolution.

ITEM NO. 8

As a measure of achieving greater financial flexibility, it is proposed that the Board be authorised to make loans, to give guarantees, to make investments, to provide securities in connection with any loan made by any other person to, or to any other person by any body corporate upto Rs. 5,000 Crores, and making of such investments etc. from time to time may invariably result in exceeding the ceiling as provided in Section 372A of the Companies Act, 1956 i.e. exceeding 60% of the aggregate of the paid up share capital and free reserves or 100% of free reserves, whichever is higher. Therefore, a Special Resolution in terms of the Provisions of Section 372A of the Companies Act, 1956 is required to deal with the aforesaid matter.

This Special Resolution seeks to authorize the Board of Directors of the Company for making of loans, giving of guarantees, providing of securities, making of investments upto Rs. 5000 Crores (Rupees Five Thousand Crores only) in the aggregate, which exceeds the ceiling mentioned above.

INSTRUCTIONS:

1. A Member desirous to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature) registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by Companies, trusts, societies etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Unsigned or incorrect Postal Ballot Form will be rejected.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Wednesday, 13th February 2013, Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
8. A member may request for a duplicate Postal Ballot Form if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. The voting right shall be reckoned on the paid-up value of Shares registered in the name of the Member(s) as on 11th January, 2013.
10. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of Members within 48 hrs of declaration.

For ROLLATAINERS LTD.
Ajankeshy
Company Secretary



ROLLATAINERS LIMITED

Regd. Office : 73-74, Phase – III, Industrial Area, Dharuhera, Distt – Rewari – 123106, Haryana

POSTAL BALLOT FORM

POSTAL BALLOT NO. _____

1. Name(s) of Member(s)
(Including Joint holders, if any) _____
2. Registered address of the Sole /
first named Member _____

3. Registered Folio No./DPID No./Client ID No.*
(*applicable to investors holding
shares in dematerialised form) _____
4. No. of Shares held _____
5. I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution to be passed through Postal Ballot for the business stated in Notice of Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

S. No.	Item	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Ordinary Resolution to increase the Authorised share capital of the company.			
2.	Ordinary Resolution to alter the Memorandum of Association of the Company			
3.	Special Resolution to alter the Articles of Association of the Company			
4.	Special Resolution to alter the Memorandum of Association of the Company by change in main object clause of the Company pursuant to Section 17 of the Companies Act, 1956			
5.	Ordinary Resolution to issue Bonus Shares to the Shareholders of the Company in the proportion of 3:2.			
6.	Ordinary Resolution to increase Borrowing Limits u/s 293(1)(d) of the Companies Act, 1956 up to Rs. 5000 Crore (Rupees Five Thousand Crore).			
7.	Ordinary Resolution under section 293(1) (a) of the Companies Act, 1956 to mortgage, sell and/or create charge on all and any of the movable and/or immovable properties of the Company upto Rs. 5000 Crore (Rupees Five Thousand Crore).			
8.	Special Resolution to make intercorporate loans and investments exceeding the prescribed limit pursuant to section 372A of the Companies Act, 1956.			
9.	Ordinary Resolution for Appointment of Shri Sagato Mukerji as Wholetime Director of the Company.			

Place :

Date :

(Signature of Member)

Note: Please read carefully the instructions printed below before exercising your vote.