

ROLLATAINERS LIMITED

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



Tel. : +91-129-2271599
+91-129-2278271
+91-129-4083423
Fax: +91-129-2274801

Web. : rollatainers.com
CORPORATE OFFICE

Ref: RIL/BSE/2013

15th February, 2013

The Bombay Stock Exchange Limited,
Phiroze Jeejee Bhoy Towers,
Dalal Street, Mumbai-400001.

Kind Attn.: CORPORATE ANNOUNCEMENT DEPARTMENT

BSE SECURITY CODE: 502448

Sub: Result of Postal Ballot

Dear Sir,

This is to inform you that the members of the Company by way of Postal Ballot have passed the following resolution with requisite & overwhelming majority:

1. To Issue Bonus Shares to the shareholders of the Company in the proportion of 3:2, i.e. 3 (Three) Bonus Equity Shares of Rs. 10/- each for every 2 (Two) existing fully paid Equity Share of Rs. 10/- each held by such shareholders.
2. To increase the authorized capital of the company pursuant to Section 94(1)(a) of the Companies Act, 1956.
3. Altering the Memorandum of Association of the Company pursuant to Section 16 of the Companies Act, 1956.
4. Altering the Articles of Association of the Company pursuant to Section 31 of the Companies Act, 1956.
5. Altering the main Object Clause of the Memorandum of Association of the Company pursuant to Section 17 of the Companies Act, 1956.
6. To Authorize the Board under section 293(1)(d), to increase the borrowing limit to the extent of Rs. 5000 Crores.
7. To Authorize the Board under section 293 (1) (a) to mortgage, lease, and/or create charge on all or any of the moveable and/or immovable properties of the Company in favour of lenders to secure various financial facilities not exceeding Rs. 5000 Crores.
8. To make investments give loan, provide guarantees or security under section 372A of the Companies Act, 1956.

For ROLLATAINERS LTD.

Aakankshya
Company Secretary


9. To Appointment Mr. Sagato Mukerji as Whole time Director of the Company.

You are requested to kindly take the same on record and oblige.

Thanking You

Yours truly,

For ROLLATAINERS LIMITED



(AAKANKSHA VARSHNEY)
Company Secretary

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RESULT OF POSTAL BALLOT DECLARED ON 15th FEBRUARY, 2013

Mrs. Iqneet Kaur, Practicing Company Secretary, New Delhi who was appointed as Scrutinizer for conducting the postal ballot, has submitted the following postal ballot result pursuant to section 192A of the Companies Act 1956 sent vide notice dated 10th January, 2013 which is announced today i.e. 15th February, 2013 at 4.00 P.M. at the Registered Office of the Company by Chairman of the Company.

S.No.	Item	No. of valid votes polled (%age)	Votes cast in favour of the Resolution (%age)	Votes cast against the Resolution (%age)
1.	Ordinary Resolution to increase the Authorised share capital of the company.	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
2.	Ordinary Resolution to alter the Memorandum of Association of the Company	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
3.	Special Resolution to alter the Articles of Association of the Company	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
4.	Special Resolution to alter the Object clause of Memorandum of Association of the Company	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
5.	Ordinary Resolution to Issue Bonus Shares to the shareholders of the Company in the proportion of 3:2.	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
6.	Ordinary Resolution to increase in Borrowing Power u/s 293(1) (d) of the Companies Act, 1956.	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
7.	Ordinary Resolution Under U/s 293(1) (a) of the Companies Act, 1956 for mortgage and /or charge of movable and immovable properties of the Company.	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
8.	Special Resolution to make investments under section 372A of the Companies Act, 1956.	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)
9.	Ordinary Resolution to Appoint Mr. Sagato Mukerji as Whole time Director of the Company.	8272060 (100%)	8214836 (99.31 %)	57224 (0.69 %)

The Votes cast "FOR" the Resolution are about 99.31 % of the total votes polled and consequently the resolution as mentioned in the notice of the postal ballot dated 10th January, 2013.

For ROLLATAINERS LIMITED


Aakanksha Varshney
(Company Secretary)

Date: 15th February, 2013



ROLLATAINERS LIMITED

Regd. Office : 73-74, Phase-III, Industrial Area, Dharuhera, Haryana, INDIA-123 106

Tel. : 01274-243326, 242220 E-mail : www.rollatainers.com

Annexure: III

EXTRACTS OF THE MINUTES OF THE PROCEEDINGS HELD ON 15TH DAY OF FEBRUARY, 2013 AT THE REGISTERED OFFICE OF THE COMPANY RELATING TO DECLARATION OF RESULT ON THE VOTING OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A, OF THE COMPANIES ACT, 1956 FOR THE ORDINARY RESOLUTION AS SET OUT IN THE NOTICE DATED 10TH JANUARY, 2013 PURSUANT TO SECTION 192A (2) OF THE COMPANIES ACT, 1956.

"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 Shares 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 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."

For Rollatainers Limited

Aakanksha Varshney
Company Secretary



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Annexure: IV

EXTRACTS OF THE MINUTES OF THE PROCEEDINGS HELD ON 15TH DAY OF FEBRUARY, 2013 AT THE REGISTERED OFFICE OF THE COMPANY RELATING TO DECLARATION OF RESULT ON THE VOTING OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A, OF THE COMPANIES ACT, 1956 FOR THE ORDINARY RESOLUTION AS SET OUT IN THE NOTICE DATED 10TH JANUARY, 2013 PURSUANT TO SECTION 192A (2) OF THE COMPANIES ACT, 1956.

"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."

For Rollatainers Limited

Aakanksha Varshney
Company Secretary