

### ROLLATAINERS LIMITED

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

#### **NOTICE**

Notice is hereby given that an Extraordinary General Meeting of the members of Rollatainers Limited will be held on Tuesday, the 7<sup>th</sup> day of May 2013 at the Registered Office of the Company at Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District- Rewari, Haryana-123106 at 09:30 A.M. to transact the following business:

### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** in accordance with the provisions of Foreign Exchange Management Act, 1999, Foreign Exchange Management Act (Transfer of Issue of Security by a Person Resident Outside India) Regulations, 2000 or all other applicable rules, regulations, guidelines and law (including any statutory modifications or reenactments thereof for the time being in force) and subject to the statutory approvals, if required, the consent of the Company be and is hereby accorded for the investment by Foreign Institutional Investors (FII) in the equity share capital of the Company, either by direct investment or by purchase or otherwise by acquiring from the market under portfolio investment scheme on repatriation basis, upto 74% of the paid up equity share capital of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee of Directors for the time being exercising the powers conferred by the Board of Directors, be and is hereby to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto, authorized to do all such, acts, deeds matters and things and to execute such documents or writings giving effect to this resolution and for matters connected therewith or incidental ancillary thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or Officer(s) of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof for the time being in force) the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and other applicable laws, rules and regulations (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the regulations and guidelines issued by the Government of India, the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and any other competent authorities and clarifications issued thereon from time to time and such approvals, permissions, consents and sanctions as may be necessary from the concerned statutory and other authorities including, but not limited to, the Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchange where the Company's shares are listed and subject to all other necessary approvals, permissions, consents and sanctions and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof for the time being exercising the powers conferred by the Board of Directors) consent of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more

foreign markets and/or domestic market, for a value of up to US\$ 100 million, representing such number of Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), and/or Equity Shares through Depository Receipt Mechanism and/or any Other Financial Instruments ("OFIs") convertible into or linked to Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the equity shares or otherwise, in registered or bearer form (hereinafter collectively referred to as "Securities") or any combination of Securities to any person including foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Foreign Institutional Investors, Promoters, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "Investors") through public issue(s) of prospectus, private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, as the Board in its absolute discretion may deem fit and appropriate.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) and the provisions of Chapter VIII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations 2009 ("SEBI (ICDR) Regulations") and the provisions of the Foreign Exchange Management Act, 2000 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Board of Directors and/or committee thereof for the time being exercising the powers conferred by the Board of Directors may at their absolute discretion, issue, offer and allot equity shares or securities convertible into equity shares for a value up to the amount of US\$ 100 million inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined under SEBI (ICDR) Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI (ICDR) Regulations 2009.

**RESOLVED FURTHER THAT** in the event that the Securities Convertible into equity shares are issued under Chapter VIII of the SEBI (ICDR) Regulations 2009 (QIP), the relevant date for the purpose of pricing of the securities, shall be as per Regulation 81(C) of SEBI (ICDR) Regulations 2009, which shall be either the date of the meeting in which the board of directors of the Company or the committee thereof duly authorized by the board of directors of the issuer decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply of the equity shares.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities and the Board (and/or any committee thereof for the time being exercising the powers conferred by the Board of Directors) be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

### **RESOLVED FURTHER THAT:**

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) The underlying equity shares shall rank pari passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of applicable law (including but not limited to the issue of Foreign Currency Convertible Bonds and Ordinary Shares(Through Depository Receipt Mechanism) Scheme, 1993), the issue of equity shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

(a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

- (b) in the event of the Company making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares shall stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders, and
- (c) In the event of any merger, amalgamation, takeover or any other re-organization, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

**RESOLVED FURTHER THAT** the preliminary/ final offer document/ placement document (by whatever name called) for the issue of Securities be finalized, approved, and signed by the Director(s)/ Officer(s), as may be authorized by the Board (and/or any committee thereof for the time being exercising the powers conferred by the Board of Directors) in this regard, for and on behalf of the Company with the authority to amend, vary ,modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents, authorities as may be required from time to time.

**RESOLVED FURTHER THAT** the Company do open one or more bank account(s) in the name of the Company in Indian currency and/or in Foreign currency(ies) with such bank(s) in India and/or in such foreign countries as may be required in connection with the aforesaid issue, subject to requisite compliance of applicable provisions of FEMA and/ or any regulations/ rules/ guidelines of the Reserve Bank of India and other regulatory authorities, if any, in accordance with the approval of the Board or a committee thereof duly authorized in this regard by the Board.

**RESOLVED FURTHER THAT** the common seal of the Company, if required, be affixed on any agreement, undertaking, deed or other document(s), in accordance with the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Advisors, in India and abroad and all such Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and/or International Stock Exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking *pari passu* with the existing equity shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, manner, terms and timing of the Issue(s), use of proceeds including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of Warrants/Redemption of Securities, rate of interest, redemption period, relevant date for pricing, listing on one or more Stock Exchanges in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

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

# 03. To consider and, if thought fit, to pass with or without modification(s), if any, 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. 40,00,00,000 (Rupees Forty Crores Only) 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 to Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 4,70,00,000 (Four Crores Seventy Lacs) Equity Shares of Rs. 10/- each and 18,00,000 (Eighteen Lacs) Preference Shares of Rs. 100/- each by creation of additional 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each and 5,00,000 (Five Lacs) Preference Shares of Rs. 100/- each.

**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 for giving effect to this Resolution."

### 04. To consider and, if thought fit, to pass with or without modification(s), if any, 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 5) of the Memorandum of Association of the Company be and is hereby altered to read as under :-

"The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 4,70,00,000 (Four Crores Seventy Lacs) Equity Shares of Rs. 10/- each and 18,00,000 (Eighteen Lacs) Preference Shares of Rs. 100/- each.

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

### 05. To consider and, if thought fit, to pass with or without modification(s), if any, 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 shall be such as given in Clause 5 of the Memorandum of Association or altered from time to time."

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

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

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval from statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations and modifications, if any, as may be prescribed and specified by such authorities while granting such approval and which may be agreed by the Board of Directors of the Company (herein referred to as the "Board" which expression shall include Committee of Directors duly authorised in this behalf), the consent of the Company be and is hereby accorded to the 'Board" to make investments in shares/securities of M/s Oliver Engineering Private Limited, M/s Fenace Auto Limited and M/s Stride Autoparts Limited for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) notwithstanding that the aggregate amount of all Investments so made together with the Investments already made by the Company, in Other Bodies Corporate, are in excess of and in addition to 60% of the paid up capital and free reserve of the Company or 100% of its free reserves whichever is more.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to take such steps as may be required to give effect to the above resolution including obtaining approvals, statutory, contractual or otherwise, if required, and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for giving effect to this Resolution including delegating all or any of the power herein conferred to Whole Time Director or any Director(s) or Company Secretary of the Company, to give effect to this resolution."

By order of the Board of Directors Rollatainers Limited

Sd/-

Aakanksha Varshney (Company Secretary)

Place: Dharuhera, Haryana Date: 26<sup>th</sup> March, 2013

#### **NOTES:**

- 1. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.
- 2. A proxy form duly completed, stamped and signed should reach the Registered Office of the Company at least 48 hours before the scheduled time of the meeting.
- 3. The explanatory statement, pursuant to section 173(2) of the Companies Act, 1956 is annexed hereto and forms integral part of the notice.
- 4. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days between 11:00 A.M. to 1.00 P.M.
- 5. The members are requested to bring their copies of Notice to the Meeting and deliver the enclosed attendance slip, after filling in their folio number at the entrance of the meeting hall. Admission at the General Meeting venue will be allowed only after verification of the signature in the attendance slip. Duplicate attendance slip will be issued at the Registered Office of the Company up to a day of the General Meeting.
- 6. In case of Body Corporate member, please furnish certified copy of Board Resolution in terms of Section 187 of the Companies Act, 1956 authorizing the person attending the meeting in person as its representative or appointing a proxy; and that such authority must be conferred in advance, and not by ratifying its act subsequently by a Board Resolution.
- 7. Members who hold shares in de-materialized form are requested to bring their client ID and DP-ID number for the purpose of identification and attendance at the General Meeting.

# EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956. ITEM NO. 1

The Reserve Bank of India had through its Master Circular dated July 2, 2012 on Foreign Investments in India permitted the Companies to increase limit of investments by Foreign Institutional Investors (FII) up to the sectoral cap or statutory limit as applicable, by passing a resolution by its Board of Directors followed by a Special Resolution to that effect by its General Body. The sectoral cap applicable to the Company is 100% of its paid-up capital. The resolution at item no.1 of the notice seeks shareholder approval for increases in the permitted FII Investment limits up to 74%. FII's have assumed crucial role in the Indian capital market and it is therefore proposed to facilitate greater FII investment in the Company which would provide liquidity to Company's shares, reflects Company's commitment to high standards of disclosures, transparency, corporate governance, its operational efficiencies and global competitiveness. The Board considers the increased investment by FII to be in the interest of the Company.

The Board recommends the resolution for increasing the maximum limit of FII investment in the Company to 74% of the paid up equity capital of the Company.

Your Directors recommend the resolution for your approval. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

### ITEM NO. 2

The resolution contained in the business of the Notice relates to a proposal by the Company to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, and such other Securities as stated in the resolution (the "**Securities**"). The Company intends to issue Securities for a value of up to US\$ 100 million.

The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined under SEBI (ICDR) Regulations. The Board of Directors may in their discretion adopt the mechanism as prescribed under Chapter VIII of the SEBI (ICDR) Regulations for raising the funds for acquisitions, capital expenditure and expansion plans of the Company, without the need for fresh approval from the shareholders.

The Company in order to enhance its global competitiveness and to increase the ability to compete with the peer group in domestic and international markets, needs to strengthen its financial position by augmenting its long term resources. To achieve this, the Company may need to issue Securities in the domestic and international markets, as contemplated in this resolution and as may be decided by the Board and found to be expedient and in the interest of the Company.

The detailed terms and conditions of the issue, including but not limited to the use of proceeds, as and when made will be determined by the Board of Directors in consultation with the Merchant Bankers, Lead Managers,

Advisors and other experts in accordance with the provisions of applicable law(s).

The Special Resolution seeks to give Board the power to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and on such terms and conditions to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit.

Accordingly, the approval of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchange where the equity shares of the Company are listed.

Section 81(1A) of the Companies Act, 1956 and the relevant clause of the Listing Agreement with the Stock Exchange where the equity shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 81 unless the shareholders in a general meeting decide otherwise. The Listing Agreement with the various Stock Exchange also provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders, unless the Members decide otherwise. The Special Resolution seeks the consent and authorization of the members to the Board of Directors to make the proposed issue of Securities and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such Convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company.

The Board of Directors believe that the issue of Securities to investors who are not shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent further shares, if any, that may be offered to them.

#### ITEM NO. 3, 4 & 5

In connection with the proposed Foreign Currency Convertible Bond (FCCB's) issue or issue of any other security as contemplated in Item no. 2 above, the Company proposes to increase its Authorised Share Capital. The existing Authorised Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crores Only) and it is proposed to increase the Authorised Capital to Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only).

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.

Your Directors recommends the resolutions set out at item no. 3, 4 & 5 of the Notice for your approval.

None of the Directors of the Company is concerned or interested in the proposed Resolutions.

#### ITEM NO. 6

As a measure of achieving greater financial flexibility and profitability, and to enable optimal financial structuring to facilitate speedy implementation of projects, it is proposed that the Board of Directors be authorized to make strategic investments in the shares/securities of M/s Oliver Engineering Private Limited, M/s Fenace Auto Limited and M/s Stride Autoparts Limited for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only). The said investment is proposed to be financed by Promoters' Contribution and / or own resources viz. internal accruals/ raising through the market.

Pursuant to the proviso to Section 372A (1) of the Companies Act, 1956, consent of the Members is required by way of Special Resolution for making the abovementioned investments.

Your Directors recommend the aforesaid resolution for approval of the members.

Except Mr. Sanjay Tiku, Mr. Ashish Pandit and Mr. Vinod Kumar Uppal, being Directors of Stride Autoparts, Oliver Engineering Private Limited and Fenace Auto Limited, none of the others Directors of the Company are concerned or interested in the proposed Resolution.

By order of the Board of Directors Rollatainers Limited

> Sd/-Aakanksha Varshney (Company Secretary)

Place: Dharuhera, Haryana Date: 26<sup>th</sup> March, 2013

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### **ROLLATAINERS LIMITED**

Folio No./DP ID -

Client ID No. :	Registered Office:
No. of Shares:	No. 73-74, Phase- III, Industrial Area, Dharuhera, District- Rewari, Haryana-123106
I / We	R/o being a
member / members of Rollatainers Limited	nereby appoint Mr. / Ms
	or failing
signatures are given hereunder, as my/our F	R/o
1. Rever	····
2.	3.
Specimen signature of the Proxy (ies)	Signature of the members
Signed this day of	
	s to reach the Registered Office of the Company not later g the aforesaid meeting. The Proxy need not be a member
A	TTENDANCE SLIP
(To be handed	over at the Registration Counter)
Folio No./ DP ID - Client ID No.:	ROLLATAINERS LIMITED  Registered Office:  No. 73-74, Phase- III, Industrial Area,
No. of Shares:	Dharuhera, District- Rewari, Haryana-123106
	e Extraordinary General Meeting of the Company being held on , Phase-III, Industrial Area, Dharuhera, District - Rewari,

1.	Name(s) of the Member :	1.	Mr./Ms
	and Joint Holder(s)	2.	Mr./Ms
	(in block letters)	3.	Mr./Ms