



ROLLATAINERS

EMERGING EVERYDAY

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

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

CIN : L21014HR1968PLC004844

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE 43RD ANNUAL GENERAL MEETING OF THE COMPANY

The Forty Third Annual General Meeting of the Company was held on Friday, the 26th Day of December, 2014 at the Registered Office of the Company at Plot No. 73-74, Industrial Area, Phase-III, Dharuhera, Distt. Rewari, Haryana-123106 at 09:30 A.M.

The meeting was attended by the following:-

Mr. Sagato Mukerji.....Whole-time Director
Mr. Sanjay Tiku.....Director
Mr. Pyush Gupta.....Director
Mr. Ajay Kumar.....Chief Financial Officer
Mr. Pankaj Mahendru.....Company Secretary

Members personally present.....42 (Forty Two)
Members present by proxy.....Nil
Number of Member personally (electronic voting).....04 (Four)

1. Mr. Sagato Mukerji was elected as a Chairman of the Meeting.

Mr. Sagato Mukerji, Chairman of the Meeting, took the chair.

2. The Chairman then asked the Company Secretary to ascertain the Quorum of the meeting. After ascertaining the requisite Quorum, the Chairman called the meeting in order.
3. The Notice Convening the Annual General Meeting together with Directors' Report was taken as read with the consent of the members. The Company Secretary then read out the Auditor's Report.
4. Thereafter, the following items of the agenda were taken up for voting.

For ROLLATAINERS LTD.

Pankaj Mahendru
Company Secretary



ORDINARY BUSINESS

RESOLUTION NO.1: To consider and adopt the Audited Balance Sheet as at 30th June, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with Report of Directors' and Auditors thereon.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 1 was passed with requisite majority.

RESOLUTION NO.2: To appoint a Director in place of Ms. Aarti Jain was taken up and Ms. Aarti Jain was re-appointed as Director of the Company liable to retire by rotation.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 2 was passed with requisite majority.

RESOLUTION NO.3: To consider the appointment of M/s Manoj Mohan & Associates, Chartered Accountants, Statutory Auditors, and fix their remuneration.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 3 was passed with requisite majority.

For ROLLATAINERS LTD.

Sanjay Maheshwari
Company Secretary



SPECIAL BUSINESS

RESOLUTION NO.4: To appoint Mr. Pyush Gupta as Independent Director.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 4 was passed with requisite majority.

RESOLUTION NO.5: To appoint Mr. Vivek Kumar Aggarwal as Independent Director.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 5 was passed with requisite majority.

RESOLUTION NO.6: To appoint Mr. Sanjiv Bhasin as Independent Director.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 6 was passed with requisite majority.

RESOLUTION NO.7: To appoint Mr. Sanjay Tiku as Independent Director.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 7 was passed with requisite majority.

For ROLLATAINERS LTD.


Company Secretary



RESOLUTION NO.8: Approval of the members for borrowing by the Company under Section 180(1) (c) of the Companies Act, 2013 upto Rs. 5,000 Crore.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 8 was passed with requisite majority.

RESOLUTION NO.9: Approval of the members for Charging /Mortgaging the assets/ Properties of the Company under Section 180 (1) (a) of the Companies Act, 2013 upto Rs. 5,000 Crore.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	42	4	46	278	18843268	18843546	100%
Dissent	0	0	0	0	0	0	0
TOTAL	42	4	46	278	18843268	18843546	100%

Accordingly, the resolution no. 9 was passed with requisite majority.

5. There being no business to transact, the meeting concluded with a vote of thanks to the Chair.

For **ROLLATAINERS LIMITED**

Ranjit Mahendra

(Company Secretary)



SCRUTINIZER'S REPORT

To,
The Chairman,
Rollatainers Limited,
Plot No. 73-74, Industrial Area,
Phase-III, Dharuhera,
Distt. Rewari, Haryana-123106

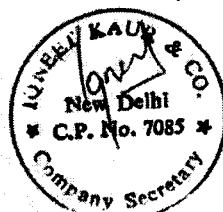
Forty Third Annual General Meeting of the Equity Shareholders of Rollatainers Limited to be held on Friday, 26th December, 2014 at Plot No. 73-74, Industrial Area, Phase-III, Dharuhera, Distt. Rewari, Haryana-123106

Subject: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Iqneet Kaur**, appointed as Scrutinizer for the purpose of the e-Voting taken on the below mentioned resolution(s), at the Forty Third Annual General Meeting of the Equity Shareholders of Rollatainers Limited, to be held on Friday, 26th December, 2014 at Plot No. 73-74, Industrial Area, Phase-III, Dharuhera, Distt. Rewari, Haryana-123106

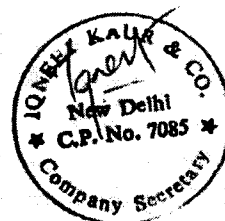
1. The Board of Directors of the company at its meeting held on 01.12.2014 had appointed me as a Scrutinizer for the e-voting process.
2. The Company had appointed National Securities Depository Limited (NSDL) to provide the facility of e-Voting with respect to the Forty Third Annual General Meeting of the Shareholders of the Company.
3. As on the cut-off date (28th November, 2014) there were 4642 Shareholders. Notice was sent to 1093 shareholders through email and to 3549 shareholders by registered post. The completion of dispatch of Notice was done on 5th December, 2014.
4. As per the said rules, the Company had mentioned in the Notice that the e-voting period commence on Friday, 19th December, 2014 (10:00 a.m.) and end on Saturday, 20th December, 2014 (6:00 p.m.) and that any votes cast after 6.00 p.m. on 20th December, 2014 would not be valid.
5. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of wide circulation and a vernacular newspaper on 10th December, 2014.
6. At the end of the voting period on Saturday, 20th December, 2014 (6:00 p.m.), the voting portal was blocked by NSDL. On 23rd December, 2014 the votes casted through e-voting facility were duly unblocked by me as the Scrutinizer in presence of two witnesses.
7. I have compiled the details of the votes cast through e-voting and I submit my Report as under:-



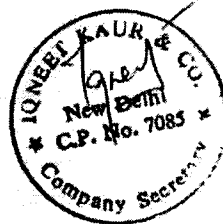
A summary of the votes cast through e-voting is given below:

- Total votes cast – 4 – (18843268 Shares)
- Less: Invalid votes – Nil – (Nil Shares)
- No. of Valid votes – 4– (18843268 Shares)

Sl. No.	Description	Type of Resolution	Total No of Valid Votes cast	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution	%age of Votes cast in favour	%age of votes cast against
(1)	Consideration and adoption of the Audited Balance Sheet as at 30th June, 2014 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Directors' and Auditor's thereon.	Ordinary	4(18843268)	4(18843268)	Nil	100%	Nil
(2)	Appointment of a Director in place of Ms. Aarti Jain (DIN-00143244), who retires by rotation and is eligible for re-appointment.	Ordinary	4(18843268)	4(18843268)	Nil	100%	Nil
(3)	Appointment of M/s Manoj Mohan & Associates, Chartered Accountants,(Firm Registration No. 009195C) as Statutory Auditors and to fix their remuneration	Ordinary	4(18843268)	4(18843268)	Nil	100%	Nil
(4)	Appointment of Mr. Pyush Gupta (DIN-03392865), as an Independent Director of the Company, whose period of office shall not be liable to retire by rotation.	Ordinary	4(18843268)	4(18843268)	Nil	100%	Nil



(5)	Appointment of Mr. Vivek Kumar Aggarwal (DIN-01479902), as an Independent Director of the Company, whose period of office shall not be liable to retire by rotation.	Ordinary	4(18843268)	4(18843268)	Nil	100%	Nil
(6)	Appointment of Mr. Sanjiv Bhasin (DIN-01119788), as an Independent Director of the Company, whose period of office shall not be liable to retire by rotation.	Ordinary	4(18843268)	4(18843268)	Nil	100%	Nil
(7)	Appointment of Mr. Sanjay Tiku (DIN-00300566), as an Independent Director of the Company, whose period of office shall not be liable to retire by rotation.	Ordinary	4(18843268)	4(18843268)	Nil	100%	Nil
(8)	Approval for the borrowing limit of the Company u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 5,000 Crore (Rupees Five Thousand Crore).	Special	4(18843268)	4(18843268)	Nil	100%	Nil
(9)	Approval to authorize the Board to charge/Mortgage the assets/Properties of the Company u/s 180 (1)(a) of the Companies Act, 2013 upto Rs. 5,000 Crore (Rupees Five Thousand Crore).	Special	4(18843268)	4(18843268)	Nil	100%	Nil

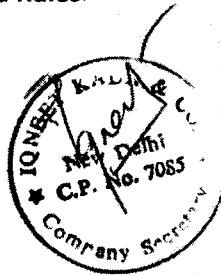


All the resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am holding the Registers received from NSDL both electronically and manually, in respect of the votes cast through e-voting by the shareholders of the Company. It shall be handed over to the Chairman or to any person authorised by him in due course as prescribed in the said Rules.

Thanking you,

(Iqneet Kaur)
Scrutinizer



Place: New Delhi

Dated: 23rd December, 2014