



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106
Tel. : 01274-243326, 242220 E-mail: www.rollatainers.in
CIN: L21014HR1968PLC004844

11TH February, 2016

Ref.: RTL/ BSE/CS/2016

BSE Ltd.,
Phirozee Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Security Code-502448

Subject: INTIMATION OF POSTAL BALLOT

Dear Sir/Madam,

This is to inform you that pursuant to Section 108 and Section 110 read with the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company will conduct Postal Ballot for obtaining the approval of members for the resolutions as mentioned in the notice enclosed.

The Company has appointed Mr. Sachin Khurana, Company Secretary in Practice (Membership No. 35297, C.P. No. 13212), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Company provide it's members facility to exercise their right to vote for the postal ballot by electronic means through e-voting services provided by National Securities Depository Limited (NSDL).

In this connection, we attach herewith the following:

1. Consent letter of Scrutinizer
2. Calendar of Events for the Postal Ballot Process
3. Notice of Postal Ballot and
4. Postal Ballot Form.

Kindly take the same on record and oblige.

Thanking you
Yours Sincerely,

For ROLLATAINERS LIMITED


Company Secretary

Encl.: As above

S. Khurana & Associates

Company Secretaries

Email: sachinkhuranacs@gmail.com

(M):9540407575, 9711970159

Dated: 11th February, 2016

To,

The Board of Directors
Rollatainers Limited
Plot No. 73-74, Phase – III,
Industrial Area,
Dharuhera, District Rewari,
Haryana – 123106

Subject: Consent to act as Scrutinizer for the Postal Ballot of the Company

Dear Sir/Madam,

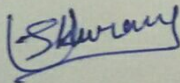
I am in receipt of your letter informing the appointment of Mr. Sachin Khurana, Practicing Company Secretary, as the Scrutinizer for the postal ballot process in respect of the proposed resolutions under Companies Act, 2013. I hereby convey my consent for the appointment as Scrutinizer for the above-said postal ballot process.

Kindly take the same on record and oblige.

Thanking you

Yours Sincerely,

For S. Khurana & Associates



Sachin Khurana
M. No.: 35297
C.P. No.: 13212





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CIN: L21014HR1968PLC004844

CALENDER OF EVENTS OF POSTAL BALLOT OF ROLLAINERS LIMITED

| S. No. | Events | Date |
|--------|--|---|
| 1. | Date on which consent was given by the Scrutinizer to act in that capacity. | 11-02-2016 Thursday |
| 2. | Date of Board Resolution approving the Postal Ballot Notice and authorizing the Directors/Director/Company Secretary to be responsible for the entire Postal Ballot Process. | 11-02-2016 Thursday |
| 3. | Intimation to Stock Exchange | 11-02-2016 Thursday |
| 4. | Cut- off Date for determining List of Shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights. | 12-02-2016 Friday |
| 5. | Date of completion of dispatch of Postal Ballot Notice alongwith the Explanatory Statement and Postal Ballot Form.(Physically and through e mail) | 17-02-2016 Wednesday |
| 6. | E -Voting Period (commencement and ending period) | 17-02-2016 (Wednesday) to 17-03-2016 (Thursday) |
| 7. | E-Voting ends and Last date for receiving duly filled and signed Postal Ballot Forms by the Scrutinizer. | 17-03-2016 Thursday |
| 8. | Date of Submission of report by the Scrutinizer to the Chairman/ person authorised by the Chairman. | 18-03-2016 Friday |
| 9. | Date of declaration of results of the Postal Ballot by the Chairman / person authorised by the Chairman. | 18-03-2016 Friday |
| 10. | Declaration of Results to BSE and uploading of results of Postal Ballot on the website of the company | 18-03-2016 Friday |

For ROLLAINERS LTD.

Pankaj Mahendru
Company Secretary



ROLLATAINERS LIMITED

Regd. Off. : Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt. Rewari, Haryana – 123106
CIN: L21014HR1968PLC004844, Tel No. +91-01274-243326, 242220 Fax No. +91-01274-242291,
E-mail id. : cs.rollatainers@gmail.com, Website: www.rollatainers.in

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given to the Members of Rollatainers Limited (“Company”) pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, for seeking the consent /approval of the Members of the Company by passing following resolutions through postal ballot including e-voting:


ITEM No. 1: TO SELL/TRANSFER/DISPOSE OFF THE COMPANY’S PACKAGING BUSINESS - CARTON MANUFACTURING DIVISION

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1) (a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to Sell/transfer/dispose off its Packaging Business - Carton Manufacturing Division situated at Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106 along with the employees, assets and liabilities pertaining to the Carton Manufacturing Division including all licenses, permits, approvals, consents, pre qualification rights, contracts whatsoever, on a going concern basis, whether on slump sale basis or otherwise, at and for such consideration, from such date and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including

For ROLLATAINERS LTD.


Company Secretary

without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

ITEM No. 2: TRANSACTIONS WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Memorandum and Articles of Association of the Company and listing agreement entered into with the stock exchange on which the equity shares of the company are listed read with Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals/ consents as may be necessary from the regulatory/ statutory authorities and subject to such conditions and modifications that may be imposed or prescribed by any such authority(ies) and pursuant to the approval of the Audit Committee granted at its meeting held on 10th February, 2016 and customary closing formalities, approval of the Members of the Company, be and is hereby accorded to the Company for entering into the following related party transactions with **R T Packaging Limited**, a subsidiary of the Company: (i) Sale and transfer of the Packaging business - Carton Manufacturing division of the Company on a “going concern” basis for a consideration not less than INR 85,00,00,000/- (Indian Rupees Eighty Five Crores only); (ii) investing into and accepting Redeemable Preference shares of R T Packaging Limited issued in lieu of consideration for the sale and transfer of Packaging business - Carton Manufacturing division of the Company, for an amount equivalent to the purchase consideration of the Packaging business - Carton Manufacturing division of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and such matters and things, as may be necessary or expedient, including finalising, varying, settle any question, remove any difficulty or doubt that may arise from time to time in relation to the aforesaid related party transaction and to settle the terms and conditions of the agreements concerning the aforesaid related party transactions proposed to be entered into by the Company with **R T Packaging Limited** and to finalise, execute, deliver and perform, such agreements (including but not limited to the agreement to sell business), contracts, deeds, undertaking other documents, file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities including Government Authorities, suitably inform and apply to the concerned Authorities, including in respect of its requirements of the Central and/ or State Government(s) and/or local authorities(if required).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by these resolutions to the any of the Directors or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to these Resolutions.”

ITEM NO. 3: INVESTMENT IN BODY CORPORATES/COMPANIES U/S 186 OF THE COMPANIES ACT, 2013

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

For ROLLATAINERS LTD.

Rajeev Mahendru
Company Secretary

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification (s) or re-enactments(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other applicable statutory approvals, consents, sanctions and permissions, as may be necessary, 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 be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to acquire by way of subscription, purchase or otherwise, the securities of following body corporate(s), from time to time and in one or more tranches, as per the details mentioned below:

| Sr. No. | Name of Body Corporate | Amount (Investment limit in INR) |
|---------|--------------------------------------|-------------------------------------|
| 1 | R T PACKAGING LIMITED | Not exceeding INR 125 Crores |
| 2 | BARISTA COFFEE COMPANY LIMITED | Not exceeding INR 50 Crores |
| 3 | DOLOMITE RESTAURANTS PRIVATE LIMITED | Not exceeding INR 50 Crores |
| | TOTAL | Not exceeding INR 225 Crores |

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize in its absolute discretion the terms and conditions, the timing and all related matters in respect of the above mentioned investment(s), with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution."

ITEM NO. 4: AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification (s) or re-enactments(s) thereof for the time being in force) ("the Act") read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other applicable statutory approvals, consents, sanctions and permissions, as may be necessary, 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 be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to (i) give any loans to any person or other body corporates or (ii) give any guarantee(s) or to provide any security(ies) in connection with any loan to any other body corporate or person, or (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s), from time to time and in one or more tranches, for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of such loan(s)/ guarantee(s)/ security(ies)/ investment(s) (apart from the loan(s)/ guarantee(s)/ security(ies)/ investment(s) already given/ made/ held by the Company) shall not any time exceed Rs. 5000 Crores (Rupees Five Thousand Crores

For ROLLATAINERS LTD.

Ranjit Maheshwari
Company Secretary

Only) excluding the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be) whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize in its absolute discretion the terms and conditions, the timing and all related matters in respect of the above mentioned loan(s) / guarantee(s)/ security(ies) / investment(s) including but not limited to timing, the amount and the nature of each such loan(s)/ guarantee(s) / security(ies) /investment(s), with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution."

By order of the Board of Directors
For Rollatainers Limited
Sd/-

Place: Dharuhera, Haryana
Date: 11th February, 2016

Pankaj Mahendru
Company Secretary

NOTES:

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are annexed to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 12.02.2016 (Friday).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on 12.02.2016 (Friday).
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website: www.rollatainers.in
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs.rollatainers@gmail.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

For ROLLATAINERS LTD.


Company Secretary

11. Mr. Sachin Khurana, Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report to the Chairman / Director of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Director of the Company duly authorized, on or before 18.03.2016 (Friday) at 04:00 P.M. at the Registered Office of the Company and will also be displayed on the Company website viz. www.rollatainers.in and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means:

I. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository (NSDL):

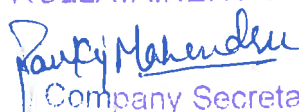
II. The remote e-voting period commences on 17.02.2016 (9:00 am) and ends on 17.03.2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12.02.2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

III. The process and manner for remote e-voting are as under:

A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote evoting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Rollatainers Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.

For ROLLATAINERS LTD.


Company Secretary

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sachinkhurana@gmail.com with a copy marked to evoting@nsdl.co.in.

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANTS(S) OR REQUESTING PHYSICAL COPY]

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form : EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as of the cut-off date of 12.02.2016.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through postal ballot paper.
16. The Scrutinizer shall on or before 18.03.2016, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director of the Company.
17. The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website "www.rollainers.in" and on the website of NSDL within seven (7) days of closing of e-voting facility for Postal Ballot and communicated to the Stock Exchange wherein the Company's shares are listed.

By order of the Board of Directors
For Rollainers Limited
Sd/-

Pankaj Mahendru
Company Secretary

Place: Dharuhera, Haryana
Date: 11th February, 2016

For ROLLAINERS LTD.


Company Secretary

Explanatory statement pursuant to section 102 of the Companies Act, 2013

ITEM NO. 1:

The Board has decided to consolidate the Packaging Business in the subsidiary of the Company namely R T Packaging Limited. Therefore, it is proposed to sell the entire Packaging business - Carton Manufacturing Division to R T Packaging Limited through Slump Sale or otherwise.

The Board of Directors of the Company at its meeting held on 11th February, 2016 approved the Company to sell /transfer/dispose off Company's Packaging Business - Carton Manufacturing Division situated at Plot No. 73-74, Phase - III, Industrial Area, Dharuhera, Distt. Rewari, Haryana - 123106 along with the employees, assets and liabilities pertaining to the Carton Manufacturing Division including all licenses, permits, approvals, consents, pre qualification rights, contracts whatsoever, on a going concern basis, whether on slump sale basis or otherwise, at and for such consideration, from such date and on such terms and conditions as the Board may deem fit.

The Board of Directors of the company has approved the proposal to sell /transfer/dispose off its Packaging Business - Carton Manufacturing Division as mentioned above, on a going concern basis, to R T Packaging Limited, the Purchaser, on the terms and conditions as referred to in this Explanatory statement.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution through Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company.

ITEM NO. 2:

The Companies Act, 2013 and Listing Agreement aim to ensure transparency in the transactions and dealings between the related parties of the company. The provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, that governs the related party transactions require that for entering into any contract or arrangement prior approval of Audit Committee and Board of Directors shall be obtained. Further such types of related parties transactions, if exceeds such amount as prescribed under the relevant provisions, the shareholders approval by passing special resolution is required.

In the light of provisions of the Companies Act, 2013 read with rules made there under and Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee and Board of Directors of your company has approved the proposed transactions that your company may enter into with related parties.

The Particulars of the transaction such as — Name of Related parties, Monetary Value, Nature of Relationship, Name of Director or KMP's, if any, and nature of relationships etc in pursuance to Section 188 of the Companies Act, 2013 read with rules made there under are as under:

| Sr. No. | Name of Related Party | Nature of Relationship | Nature of Transaction | Monetary Value |
|---------|-----------------------|------------------------|-----------------------|-----------------------------|
| 1 | R T Packaging Limited | 90% Subsidiary | Slump Sale | Not less than INR 85 Crores |

For ROLLATAINERS LTD.

Pooja Mahendru
Company Secretary

The Transactions with above related party are in ordinary course of business and at arm's length basis and shall be on the basis of the fair valuation report from independent valuers and have been considered and approved by the Audit Committee and the Board of Directors.

The members are further informed that no member(s) of the company being a related party or having any interest in the resolution as set out at item No. 2 shall be entitled to vote on this special resolution.

The Board accordingly recommends passing the Special resolution through postal ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company.

ITEM NO. 3:

In view of the provisions of Section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company to acquire by way of subscription, purchase or otherwise, the securities of the body corporate(s), from time to time and in one or more tranches, as per the details mentioned below needs prior approval of shareholders of the Company by means of a special resolution:

| Sr. No. | Name of Body Corporate | Amount (Investment limit in INR) |
|---------|--------------------------------------|-------------------------------------|
| 1 | R T PACKAGING LIMITED | Not exceeding INR 125 Crores |
| 2 | BARISTA COFFEE COMPANY LIMITED | Not exceeding INR 50 Crores |
| 3 | DOLOMITE RESTAURANTS PRIVATE LIMITED | Not exceeding INR 50 Crores |
| | TOTAL | Not exceeding INR 225 Crores |

The Board accordingly recommends passing the Special resolution through postal ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company and in the bodies corporate in which investments may be made pursuant to this Special Resolution.

ITEM NO. 4:

In view of the provisions of Section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s)/ guarantee(s)/ security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) in the ordinary course of business exceeding the prescribed limits i.e. i) Sixty per cent of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or, ii) Hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

In order to enable the Board of Directors to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the

For ROLLATAINERS LTD.

Company Secretary

provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s), providing loan(s) or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person upto an amount not exceeding Rs.5000 Crores.

Such loan(s) shall be given and investment(s) shall be made or security(ies) shall be provided by the Board of Directors of the Company or Committees thereof in other body corporate(s) or other person(s) including subsidiary(ies)/ step subsidiary(ies) in India and abroad from time to time.

The aforesaid limit of Rs. 5000 Crores shall exclude the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be) whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

The Register of Loans and Investments containing the details required to be mentioned therein shall be open for inspection during the office hours on all working days at the Registered Office of the Company.

The Board accordingly recommends passing the Special resolution through postal ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company and in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

Place: Dharuhera, Haryana
Date: 11th February, 2016

By order of the Board of Directors
For Rollatainers Limited
Sd/-
Pankaj Mahendru
Company Secretary

For ROLLATAINERS LTD.


Company Secretary



ROLLATAINERS LIMITED

Regd. Off. : Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, Distt. Rewari, Haryana – 123106
CIN: L21014HR1968PLC004844, Tel No. +91-01274-243326, 242220 Fax No. +91-01274-242291,
E-mail id. : cs.rollatainers@gmail.com, Website: www.rollatainers.in

POSTAL BALLOT FORM

Serial No.:

- Name(s) of Member(s)
(Including Joint holders, if any) _____
- Registered address of the Sole/
First named Member

- Registered Folio No. /DPID No./Client No.*
(* applicable to investors holding
Shares in dematerialized form) _____
- No. of Shares held _____

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed by means of Postal Ballot for the businesses stated in the Postal Ballot Notice issued by the Company on 11th February, 2016 by sending my/our assent or dissent to the said Resolution by placing tick mark in the appropriate box below:

| S. No | Brief Particulars of the Item | No. of votes exercised corresponding to the total number of voting rights | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|-------|--|---|-------------------------------------|--|
| 1. | Special Resolution for sell / transfer / dispose off the Undertaking pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 | | | |
| 2. | Special Resolution for transactions with Related parties u/s 188 of the Companies Act, 2013 | | | |
| 3. | Special Resolution for Investment in Body Corporates/Companies u/s 186 of the Companies Act, 2013 | | | |
| 4. | Special Resolution for authorization to the Board of Directors to make Loan(s) And give guarantee(s), provide Security(ies) Or make Investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013 | | | |

Place:
Date:

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

| EVEN (Remote E-Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|---------|--------------|
| | | |

The e-voting facility will be available during the following voting period:

| Commencement of E-Voting | End of E-Voting |
|--------------------------|-----------------|
| | |

Note:

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer is 17.03.2016 upto 5:00 P.M.
2. Please read the instructions printed overleaf carefully before filling this form and for e-voting, please refer to the instructions for Voting through Electronic means provided in the Postal Ballot Notice sent herewith.

INSTRUCTIONS

1. Voting Period Commences on 17.02.2016 (09:00 a.m.) and ends on 17.03.2016 (05:00 P.M.) for the members exercising their voting either by Postal Ballot form or through electronic voting.
2. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the Expense of the Member but using the postage pre-paid envelope will also be accepted.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the 05.00 p.m. on 17.03.2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
7. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
8. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
9. The procedure and instructions for the voting through electronic means is attached in the Postal Ballot Notice.
10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. The result of the voting on the resolutions will be declared at the Registered Office of the Company on 18.03.2016. The results will thereafter be also informed to the stock exchange, hosted on the Company's website: www.rollatainers.in.
12. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Pankaj Mahendru, Company Secretary & Compliance Officer, Rollatainers Limited at Plot No. 73-74, Phase – III, Industrial Area, Dharuhera, District Rewari, Haryana – 123106 and Email to: cs.rollatainers@gmail.com.