



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

Registered Office: Plot No. 73-74, Phase-III, Industrial Area, Dharuhera, District Rewari, Haryana-123106
Tel. : 01274-243326, 242220 **Email:** cs.rollatainers@gmail.com **Website:** www.rollatainers.in
CIN: L21014HR1968PLC004844

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 read with applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, that the Resolutions appended below are proposed to be passed by the Members through Postal Ballot including Electronic voting (e-voting).

The Board of Directors of the Company has appointed Ms. Iqneet Kaur & Co, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 P:M on May 21, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit her report to the Chairperson or any other Director of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of postal ballot shall be declared on May 22, 2015 and shall be communicated to the Stock Exchange and would also be displayed on the Company's website at www.rollatainers.in.

ITEM NO. 1

ADOPTION OF NEW ARTICLES OF ASSOCIATION

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 14 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company, as recommended by the Board of Directors of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2

ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AS PER TABLE A OF SCHEDULE – I OF THE COMPANIES ACT, 2013

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 4, 13 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Clauses as contained in the Memorandum of Association of the Company, in line with the Table A of Schedule – I of the Companies Act, 2013, as recommended by the Board of Directors of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion of the Clauses contained in the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3

SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH INTO 5 (FIVE) EQUITY SHARES OF RS.2/- EACH.

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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of Rs. 10 each fully paid-up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2 each fully paid-up.

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of face value of Rs. 2 each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10 each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid Equity Shares of Rs. 10 each of the Company and shall be entitled to participate in full in dividends to be declared after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

ITEM NO. 4

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

RESOLVED THAT subject to Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

The authorised share capital of the Company shall be Rs. 65,00,00,000 (Rupees Sixty Five Crores only) divided into 23,50,00,000 (Twenty Three Crores Fifty Lacs) Equity shares of Rs. 2 each aggregating to Rs. 47,00,00,000 (Rupees Forty Seven Crores only) and 18,00,000 (Eighteen Lacs) Preference shares of Rs. 100 each aggregating to Rs. 18,00,00,000 (Rupees Eighteen Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

ITEM NO. 5

APPOINTMENT OF MR. BRAJINDER MOHAN SINGH AS AN INDEPENDENT DIRECTOR

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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Brajinder Mohan Singh (**DIN 02143830**), who was appointed as an Additional Director of the Company on 31st March, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years effective from 31st March 2015 to 30th March 2020.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For Rollatiners Limited**

**Place : Dharuhera, Haryana
Date : 16TH April, 2015**

**Sd/-
Aarti Jain
DIN: 00143244
Chairperson**

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act. 2013 in respect of Item Nos. 1, 2, 3, 4 and 5 set out in the Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on April 17, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self addressed Business Reply Envelope.
3. The Members whose names appear on the Register of Members/List of Beneficial Owners as on April 17, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members, convened in that behalf.
5. 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 form will be treated as invalid.
6. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to cs.rollatiners@gmail.com The Registrar and Transfer Agent/Company shall forward the same along with postage pre-paid self addressed Business Reply envelope to the Member.
7. Voting through electronic means:

In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members for all resolutions Set forth in this Notice.

a. The instructions for e-voting are as under:

- i. Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the User-ID and Password.
 1. Open email and open PDF file viz; “e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 3. Click on Shareholder — Login.
 4. Enter the user ID and password as initial password noted in step (1) above. Click Login.

5. Password change menu appears. Change the password 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.
 6. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 7. Select "EVEN" (E Voting Event Number) of Rollatiners Limited.
 8. Now you are ready for e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to iqneetpcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. For Members whose email IDs are not registered with the Company/Depository Participant(s) and who receive the physical postal ballot forms, the following instructions may be noted:
1. Initial password is provided as below/at the bottom of the Postal Ballot Form:

EVEN (E Voting Event Number)	USER ID	PASSWORD
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 2. Please follow all steps from Sr. No. 1 to Sr. No. 12 of (i) above, to cast vote.
- b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com.
 - c. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - e. 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).
 - f. The e-voting period commences on April 22, 2015 (10:00 A M) and ends on May 21, 2015 (6:00 P M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date of April 17, 2015, may cast their vote electronically. The 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.
 - g. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - h. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - i. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the Telephone No.: 022-2499 4600.
8. All the material documents referred to in the Notice shall be available for inspection by the Members at the registered office of the Company during normal working hours on any working day.

**By order of the Board of Directors
For Rollatiners Limited**

Place : Dharuhera, Haryana
Date : 16TH April, 2015

**Sd/-
Aarti Jain
DIN: 00143244
Chairperson**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The existing Articles of Association (AOA) is based on the Companies Act, 1956 and several regulations in the existing Articles contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

The new AOA to be substituted in place of existing AOA is based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommend the Special Resolution as set out at Item No. 1 of the Notice for approval by the Shareholders.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 1 of the Notice.

Item No. 2

The existing Memorandum of Association (MOA) is based on the Companies Act, 1956 and some clauses in the existing MOA are no longer in conformity with the Companies Act, 2013.

The new MOA to be substituted in place of existing MOA is based on Table A of Schedule – I of the Companies Act, 2013 which sets out the model Memorandum of Association for a Company limited by shares.

The Board of Directors recommend the Special Resolution as set out at Item No. 2 of the Notice for approval by the Shareholders.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 2 of the Notice.

Item No. 3

The Equity Shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on April 16th, 2015 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10 each into five Equity Shares of face value of Rs. 2 each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the Shareholders.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 3 of the Notice.

Item No. 4

Presently, the authorized share capital of the Company is Rs. 65,00,00,000 (Rupees Sixty Five Crores only) divided into 4,70,00,000 Equity shares of Rs. 10 each aggregating to Rs. 47,00,00,000 (Rupees Forty Seven Crores only) and 18,00,000 Preference shares of Rs. 100 each aggregating to Rs. 18,00,00,000 (Rupees Eighteen Crores only).

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association. Accordingly, Clause V would be substituted as follows:

The authorised share capital of the Company shall be Rs. 65,00,00,000 (Rupees Sixty Five Crores only) divided into 23,50,00,000 (Twenty Three Crores Fifty Lacs) Equity shares of Rs. 2 each aggregating to Rs. 47,00,00,000 (Rupees Forty Seven Crores only) and 18,00,000 (Eighteen Lacs) Preference shares of Rs. 100 each aggregating to Rs. 18,00,00,000 (Rupees Eighteen Crores only).

The Board of Directors recommend the Special Resolution as set out at Item No. 4 of the Notice for approval by the Shareholders.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 4 of the Notice.

Item No. 5

Mr. Brajinder Mohan Singh (**DIN 02143830**), was appointed as an additional Director of the Company on 31st March 2015, by the Board of Directors. The Company has received a notice from a member along with the requisite deposit,

proposing appointment of Mr Brajinder Mohan Singh as an Independent Director. As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall not be liable to retire by rotation. Mr. Brajinder Mohan Singh has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement with the Stock Exchange. Mr. Brajinder Mohan Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Brajinder Mohan Singh fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as an Independent Director and he is Independent of the Management. The matter regarding appointment of Mr. Brajinder Mohan Singh as an Independent Director was placed before the Nomination & Remuneration Committee of the Board, which has recommended his appointment as an Independent Director for a term of 5 consecutive years from 31st March, 2015 to 30th March, 2020. In compliance with the provisions of Section 149 and 150 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Brajinder Mohan Singh as an Independent Director is now being placed before the members through the Postal Ballot for their approval. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Brajinder Mohan Singh is appointed as an Independent Director. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the Shareholders.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 5 of the Notice.

**By order of the Board of Directors
For Rollatainers Limited**

**Place : Dharuhera, Haryana
Date : 16TH April, 2015**

**Sd/-
Aarti Jain
DIN: 00143244
Chairperson**



ROLLATAINERS
EMERGING EVERYDAY

ROLLATAINERS LIMITED

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

Tel. : 01274-243326, 242220 **Email:** cs.rollatainers@gmail.com **Website:** www.rollatainers.in

CIN: L21014HR1968PLC004844

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. Number of Share(s) held _____
5. I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses 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.	Adoption of New Articles of Association			
2.	Adoption of New Memorandum of Association as per Table A of Schedule- I of the Companies Act, 2013			
3.	Sub Division of 1(one) Equity Share of Face Value of Rs.10/- Each into 5 (Five) Equity Shares of Rs. 2/- Each			
4.	Alteration of Capital Clause of Memorandum of Association			
5.	Appointment of Mr. Brajinder Mohan Singh as Independent Director			

Place :

Date :

(Signature of Member)

Notes:

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: Close of Working hours (6:00 P.M.) on Thursday, 21st May, 2015.
2. For e-voting please refer to the instructions under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY

INSTRUCTIONS

1. Voting Period Commences on 22nd April, 2015 and ends on 21st May, 2015 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 close of working hours (06.00 p.m.) on 21st May, 2015. 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. The exercise of vote by Postal Ballot is not permitted through proxy.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
8. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
9. 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.
10. The procedure and instructions for the voting through electronic means is attached in the Postal Ballot Notice.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
12. The result of the voting on the resolutions will be declared at the Registered Office of the Company on 22nd May, 2015. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website: www.rollatainers.in and published in newspapers.
13. Any query in relation to the resolutions 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