



BOARD OF DIRECTORS

Shri Suresh H. Amin	Chairman & Whole Time Director
Shri Ashish S. Amin	Managing Director
Shri Ashok Krishnadas Parikh	Director
Shri Kailashchandra K. Seksaria	Director
Shri Knut Bovenkamp	Director
Smt. Daksha S. Amin	Non-Executives Woman Director
Shri Anil D. Gandhi	Director
Dr. Satish G. Parekh	Director
Shri Mahesh H. Joshi	Director

AUDITORS

THACKER BUTALA DESAI

Chartered Accountants
Navsari, Gujarat.

BANKERS

State Bank of India, SPI. Comm. Br., Anand
Corporation Bank, Vallabh Vidyanagar

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
Vadodara.

REGISTERED OFFICE

Anand - Sojitra Road,
Vithal Udyognagar 388 121,
Ta. & Dist. Anand (Gujarat)
INDIA.



NOTICE

Notice is hereby given that the **48th Annual General Meeting** of the Shareholders of **ROLCON ENGINEERING CO LTD., (CIN: L29259GJ1961PLC001439)** will be held on **Thursday, 16th July, 2015 at 3.00 p.m.** at the Registered Office of the Company at Vitthal Udyognagar-388121, Ta. & Dist. Anand, Gujarat to transact the following business;

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2015, and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To Appoint Smt. Daksha S Amin, who retire by rotation and being eligible offer herself for re-appointment.
4. To ratify appointment of Auditors and Fix their Remuneration for the year 2015-16

SPECIAL BUSINESS: (IF ANY)

5. **Ratification of Appointment of Cost Auditor**

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment and Remuneration during year 2015-16 of M/s Maulin Shah & Associates, Ahmedabad having membership No. 32503 appointed as the Cost Auditors of the Company, for the conduct of the audit of the cost records of the Company for the financial year 2014-15, be paid a remuneration of Rs.37,000/- (Rupees Thirty Seven Thousand Only) plus Service Tax if and Out of Pocket Expenses incurred by them in connection with the Cost Audit of the records of the Company and to submit requisite Cost Auditor report to the Board of Directors of the Company be and hereby ratify and confirmed."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting i.e. 3.00 p.m.
3. The Register of Members and Share Transfers Books of the Company will remain closed from 13th July to 16th July 2015 (Both days inclusive).
4. The dividend if declared will be paid to those members whose names stand on the Register of Members of the Company on 16th July, 2015 in case of Physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL.

Remote E-voting:

The Company is pleased to provide Remote E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 48th Annual General Meeting of the Company to be held on dated 16th July, 2015 (the AGM Notice).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **13th July, 2015 at 09.00 AM and ends on 15th July, 2015 at 05.00 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 10.07.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on attendance sheet indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **ROLCON ENGINEERING COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

1. Mr. D G Bhimani, Practicing Company Secretary, Proprietor of M/s. D G Bhimani & Associate, Anand has been appointed as the Scrutinizer to Scrutinize the E- Voting process (Including the Poll at the Annual general Meeting) in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, after conclusion of Annual general Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer's Report of the votes cast in the favour or against, if any, forthwith to the chairman of the Company.
3. Member who have not voted earlier and present at Annual General Meeting, shall be provided voting facility by poll Paper. Members have the option to request for a physical copy of the Poll Paper by sending an E-mail to rolcon@rolconengineering.com by mentioning their Folio No./ DP ID and Client ID No. Poll Paper received after specified date will be treated as invalid.
4. Member can opt for only one mode of voting i.e. either through E-voting or in physical form. If a member cast his/her vote by both modes, than voting done through E-voting shall be prevail and the vote by Ballot shall be treated as invalid. The result declared along with scrutinizer's report shall be placed on the Company's websites rolcon@rolconengineering.com and on the website of the CDSL www.evotingindia.com within 2 days of the passing of the resolutions at the 48th AGM of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place : Vitthal Udyognagar

Date : May 8, 2015



EXPLANATORY STATEMENT

The explanatory statement, as requires under section 102 of the Company Act, 2013, set out all material fact relating to the Special business (if any).

Item No. 5: the Board of the Directors of the Company has approved the appointment & remuneration of M/s Maulin Shah & Associates, Ahmedabad Cost Accountants as the Cost Auditor of the Company for the financial year 2015-16 at a remuneration of Rs.37,000/- (Rupees Thirty Seven Thousand Only), exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit.

In accordance to the provision of Section 148(3) of the Company Act, 2013 read with Rules 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment and the remuneration of the cost auditor is required to be ratified.

None of the Directors, Key managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at item No. 5 of notice for approval of the members.

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place : Vitthal Udyognagar

Date : May 8, 2015



BOARD'S REPORT

TO,
THE MEMBERS OF,
ROLCON ENGINEERING CO. LTD.

Your Directors takes pleasure in presenting the 48th Annual report together with the Audited Financial Statements and Auditors' Report for the financial year ended 31st March, 2015. The financial highlights for the year under review are given below:

STATE OF AFFAIRS :

	(Rs. in Lacs)	
	2014-15	2013-14
Income	3564.45	3356.98
Profit before depreciation and tax	189.08	213.25
Less: Depreciation	118.02	138.06
Profit before Tax	71.06	75.19
Less :		
Provision for Current Tax	30.00	20.00
Deferred Tax Liability/(Assets)	(4.58)	2.13
(Excess)/Short		
Provision of the earlier years	(3.55)	NIL
Profit after Tax	49.19	53.06
Add :		
The amount brought forward from the last year's account	662.93	631.15
Total available	712.12	684.21
APPROPRIATIONS :		
a) Proposed Dividend	11.34	11.34
b) Provision for Corporate Tax On Dividend	2.27	1.93
General Reserve	8.00	8.00
c) Revaluation of Fixed Assets –Adjustment	23.74	-
d) Balance carried forward	666.77	662.94
TOTAL	712.12	684.21



DIVIDEND

Your directors are pleased to recommended a dividend of Rs. 1.50 per share, aggregating to (15%) for the current year. The dividend payout, if approved, will result in outflow of Rs. 13.61 Lacs inclusive of Rs. 2.27 Lacs for dividend tax.

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Details of the Loan, Guarantees and investments covered under provision of section 186 of the company Act, 2013:

15 Equity Shares of The Charotar Gas Sakhari mandali Ltd to Rs. 7500/-

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the Section 177(9) of the Company Act, 2013 and Clause 49 of the Listing Agreement and other applicable provisions, the Company has a Vigil mechanism / whistle blower Policy to deal with instance of fraud and mismanagement, if any. Further, a dedicated helpline has been set up by the company in Line management. The helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct.

Details of the Policy are available on the company's website.

DIRECTORS

In the AGM held on July 17, 2014 for the financial year ended March 2013-14, Member has appointed Shri Anil D. Gandhi, Director as Independent Director of the company by the changing the terms and condition of his appointment and removal.

In the Extraordinary General Meeting held on September 4, 2014, the member of the company appointed the existing Independent Directors viz. Shri Ashok Parikh, Shri K K Seksaria, Shri Knut Bovenkamp, Dr. Satish Parekh and Shri M H Joshi as Independent Directors under the Act each for a term of five years with the effect from September 4, 2014 under the Company Act, 2013.

All independent Directors have given declarations that they meet the criteria of Independence as laid down under section 149 (6) of Company Act, 2013 and clause 49 of Listing Agreement.

The Member of the Company had at the aforesaid EGM also approved the re-designated of Shri Suresh Amin as Chairman & Whole Time Director form Managing Director and Shri Ashish Amin as Managing Director from Jt. Managing Director without any variation in the terms and conditions like remuneration, balance tenure and others relating to his appointment as approved by the shareholders at their Annual General Meeting held on 19th July, 2012.

REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The detailed remuneration policy is available on the company's website.



BOARD OF DIRECTORS & AUDIT COMMITTEE MEETING

The Details of the meetings are given in **Annexure-A**

DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in the terms of the section 134(3)(c) of the Company Act, 2013:

1. That in the preparation of the Annual financial statements for the year ended March 31, 2015, the applicable Accounting standards have been followed along with proper explanation relating to material departures, if any;
2. That such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
3. That Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
4. That the Annual Accounts have been prepared on a going concern basis;
5. That the proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
6. That the systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effective.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on at arm's length basis and were in the ordinary course of business.

All related party transactions were placed before the Audit Committee as also the Board for approval. Prior approval of the board and Audit Committee were obtained on a quarterly basis for the transactions which were of a foreseen and repetitive nature if any.

The details are given in **Annexure –B**

AUDITORS

Thacker Butala Desai, Chartered Accountants, Navsari statutory auditor of the company, appointed on 47th AGM and will retire on the conclusion of the 50th Annual General Meeting i.e. for a period of three (03) consecutive years (Subject to ratification by the Member at every AGM during the term of their appointment). They have confirmed their eligibility under section 141 of the Companies Act, 2013 and the rules framed thereunder. Your directors have recommended ratification of their appointment.

COST AUDITORS

Pursuant to provision of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014, the cost Audit records maintained by the Company. Your Directors had, on the recommendation of Audit committee, appointed M/s Maulin Shah & Associates, Cost and Works Accountant, Ahmedabad, to Audit the Cost Accounts of the company for the financial year 2015-16 on remuneration of Rs. 37,000/- (Rupees Thirty Seven Thousand Only) plus Service Tax if any plus Out of Pocket Expense to carry on the Cost Audit. As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the members in a general Meeting for their ratification. Accordingly, a resolution seeking member's ratification for the remuneration payable to M/s Maulin Shah & Associates, cost Auditors is included at item No. 5 of the notice convening the Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to provision of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. D G Bhimani and Associates, Anand a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit of the Company is given herewith as **Annexure – C**

As, mentioned in the attached report by the Secretarial Auditor regarding adverse remark, there are only few Shareholders whose dividend is remain unclaimed and unpaid. Company will take immediate action to comply the same.

Further, the Company is in process of developing new website and will be ready within short time.

CORPORATE GOVERNANCE

Provision of Clause 49 of the Listing Agreement in Connection with Corporate Governance are not applicable to the Company vide SEBI circular dated September 15, 2014, since the paid-up capital of the Company is less than Rs. 10 Crores and Net Worth of the Company is below Rs. 25 Crores.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information on Conservation of energy, technology absorption and foreign exchange earning and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure–D**

FIXED DEPOSIT

Your Company has not accepted any fixed deposits during the year.

DETAILS OF ORDER PASSED BY THE REGULATORS

There were no significant and material orders passed by the regulators or courts or Tribunals Impacting the Going Concern Status and Company's Operation in the future.



EXTRACT OF ANNUAL RETURN

The details forming the part of the extract of the Annual Return in the Form MGT-9 is attached herewith as

Annexure –E

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the company, will be provided upon request. In terms of the Section 136 of the Companies Act, 2013 the Reports and Accounts are being sent to the Members and other entitled thereto, excluding the information on employees' particular which is available for inspection by the members at registered office of the Company during business hours on working days of the Company up to the date of the ending Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Compliance officer of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

The Company has safe and healthy work environment that enables its employees to work without fear, prejudices, gender bias and Sexual harassment and also set up guideline in line with the requirement of The Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

Company has not received any complaints during the financial year.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for overwhelming co-operation and assistance received from investors, customers, business associates, bankers, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, who, through their dedication, co-operation, support and smart work, have enabled the Company to achieve growth.

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 8, 2015



ANNEXURE – 'A' TO BOARD'S REPORT

Board Meeting:

5 Meetings of Board of Directors were held during the year

Meetings of Audit Committee:

Audit Committee is formulated by the Company and with the following Composition and 3 meetings were held thereof:

1. **Dr. Satish G. Parekh** Chairman of the Audit Committee
2. **Shri Ashish S. Amin** Member of the Audit Committee
3. **Shri M H Joshi** Member of the Audit Committee

Meetings of Nomination & Remuneration Committee :

Nomination & Remuneration Committee is formulated with the following Composition:

1. **Dr. Satish G. Parekh** Chairman of the N & R Committee
2. **Smt. Daksha S. Amin** Member of the N & R Committee
3. **Shri M H Joshi** Member of the N & R Committee

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 8, 2015

**ANNEXURE – 'B' TO BOARD'S REPORT****FORM No. AOC – 2****Related Party Transaction Form**

(Pursuant to Clause (h) of Sub – Section (3) of section 134 of the Act and Rules 8(2) of the Companies (Accounts) Rules, 2014)

Details of Material Contracts or Arrangement or transactions at arm's Length basis.

Name of the Related Party	Nature of Relationship	Nature of Contract/ Arrangement/ Transaction	Duration of Contract / Arrangement/ Transaction	Date of Approval by Board	Value of Contract/ Arrangement/ Transaction (Rs.)	Advance Amount paid if Any
Sudeep Rub Chem Pvt. Ltd.	Directors of the Company are on the Board of Related Company	Purchase of Materials	01.04.2014 to 30.06.2014	30.07.2014	195348	Nil
Sudeep Rub Chem Pvt. Ltd.	Directors of the Company are on the Board of Related Company	Purchase of Materials	01.01.2015 to 31.03.2015	08.05.2015	150570	Nil

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place: Vitthal Udyognagar**Date: May 8, 2015**



ANNEXURE – 'C' TO BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31/03/2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Rolcon Engineering Company Limited

Vallabh Vidyanagar.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rolcon Engineering Company Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and the other records maintained by Rolcon Engineering Company Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (vi) OTHER APPLICABLE ACTS
 - (a) Factories Act, 1948
 - (b) Payment of Wages Act, 1936, and rules made there under,
 - (c) The Minimum Wages Act, 1948, and rules made there under,
 - (d) Employees' State Insurance Act, 1948, and rules made there under,
 - (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
 - (f) The Payment of Bonus Act, 1965, and rules made there under,
 - (g) Payment of Gratuity Act, 1972, and rules made there under,

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Companies Secretaries of India
- (j) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd.

During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above except to the extent as mentioned below:

The Company has not filed Form INV – V for details of unclaimed dividends with the Registrar of Company.

The Company has not updated its website and thereby not provided the information and disclosures as required under the Listing Agreement and the Companies Act, 2013.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.



We further report that there are adequate systems and processes on the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For, D. G. BHIMANI & ASSOCIATES

DINESH G. BHIMANI

Company Secretary

C P No.: 6628

Place : Anand

Date : 07.05.2015

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE-1' and forms an integral part of this report.

ANNEXURE-1

To,
The Members,
Rolcon Engineering Company Limited
Vallabh Vidyanagar.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, D. G. BHIMANI & ASSOCIATES

DINESH G. BHIMANI

Company Secretary

C P No.: 6628

Place : Anand

Date : 07.05.2015



ANNEXURE – 'D' TO BOARD'S REPORT

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

(Pursuant to the section 134(3) (m) of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts) Rules, 2014)

A. CONSERVATION OF ENERGY

Energy conservation measures taken:

- 1) Monitoring closely high energy consuming equipments.
- 2) Installation of capacitors bank for achieving optimum power factor.
- 3) Use of Stabilizers on entire factory lighting thereby achieving overall reduction in energy consumption.
- 4) Optimum uses of compressors & monitoring air losses
- 5) Impact of the measures of 1, 2, 3 & 4 above for reduction of energy consumption and consequent impact on the cost of production of goods. Saving in fuel cost was achieved.

B. TECHNOLOGY ABSORPTION

- a) The Company is using latest technology for manufacture of Chains and Sprockets which has been implemented as per International Standard in consultation with our technical collaborator M/s. KOBO – DONGHUA GmbH & Co. KG. GERMANY, and same has been fully absorbed.
- b) Company has obtained ISO 9001-2008 certificate for industrial Chain and Sprocket separately from TUV (RWTUV SYSTEMS GmbH) GERMANY.
- c) The Company is continuously improving its quality and installed Latest Equipments and new Testing & Measuring Equipments viz. Fatigue Testing Machine, Wear Testing Machine, Spectroscope, Ultrasonic Tester, Magnetic Crack Detector etc.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used and earned:

Used : Rs. 13307105/-

Earned : Rs. 9340579/-

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 8, 2015



ANNEXURE – 'E' TO BOARD'S REPORT

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS :

1.	CIN	L29259GJ1961PLC001439
2.	Registration Date	17/03/1967
3.	Name of the Company	ROLCON ENGINEERING CO LTD
4.	Category/Sub-category of the Company	PUBLIC LIMITED
5.	Address of the Registered office & contact details	P.B. NO. 20, VITTHAL UDYOGNAGAR -388121, VIA ANAND, GUJARAT, INDIA. PH. NO: (02692) 230766, 230866, 236582 FAX: (02692) 236453, 236480 E-MAIL: rolcon@rolconengineering.com
6.	Whether listed Company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any	LINK INTIME INDIA PVT LTD. B-102-103, SHANGRILA COMPLEX, FIRST FLOOR, OPP. HDFC BANK, NR. RADHAKRISHNA CHAR RASTA, AKOTA -VADODARA-390020 PH NO. : 0265-2356573 MO. : 09974525570

I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to Total turnover of the Company
1	INDUSTRIAL CHAIN ROLLER & CONVEYORS CHAINS	2913	83.76
2	SPROKET WHEELS DRIVING ELEMENTS	2913	16.24

I. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	-	-	-	-	-

II. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31 - March - 2014]				No. of Shares held at the end of the year[As on 31 - March - 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	326261	326261	43.16	-	326261	326261	43.16	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	31520	31520	4.17	-	31520	31520	4.17	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	-	357781	357781	47.33	-	357781	357781	47.33	-

B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	135000	135000	17.86	-	135000	135000	17.86	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	135000	135000	17.86	-	135000	135000	17.86	-

2. Non-Institutions									
a) Bodies Corp.	-	33876	33876	4.48	-	33876	33876	4.48	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	48103	48103	6.36	-	47953	47953	6.34	-0.02
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	181240	181240	23.97	-	181240	181240	23.97	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	150	-	150	0.02	0.02
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	263219	263219	34.82	150	263069	263219	34.82	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	398219	398219	52.67	150	398219	398219	52.67	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	756000	756000	100.00	150	755850	756000	100.00	-

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DAKSHABEN SURESH AMIN	93520	12.37	-	93520	12.37	-	-
2	SUSHILABEN SHANTILAL PATEL	80725	10.68	-	80725	10.68	-	-
3	SURESH HIMABHAI AMIN	64353	8.51	-	64353	8.51	-	-
4	SURESH HIMABHAI AMIN(HUF)	5625	0.74	-	5625	0.74	-	-
5	ASHISH SURESH AMIN	43350	5.73	-	43350	5.73	-	-
6	PRASHANT CHANDRAKANT AMIN	11720	1.55	-	11720	1.55	-	-
7	HEMANT CHANDRAKANT AMIN	19495	2.58	-	6850	0.91	-	-1.68
8	KUNAL H AMIN	-	-	-	6550	0.87	-	0.87
9	CHIRAG H AMIN	-	-	-	6095	0.81	-	0.81
10	RAJENDRA HIMABHAI AMIN	3151	0.42	-	3151	0.42	-	-
11	ARPITA ASHISH AMIN	2432	0.32	-	2432	0.32	-	-
12	ASHA PRADIP DESAI	1890	0.25	-	1890	0.25	-	-
13	M/S.KOBO- DONGHUA GMBH & CO.KG.	31520	4.17	-	31520	4.17	-	-

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	352156	46.58	357781	47.33
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	There is no change during the year except inter se transfer of shares by gift.			

**(iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. N	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	THE ORIENTAL INSURANCE CO. LTD	75600	10.00	75600	10.00
2	NEHA MUKESH PATEL	70920	9.38	70920	9.38
3	MALAY SATISH SHAH	63040	8.34	63040	8.34
4	NATIONAL INSURANCE CO. LTD	54000	7.14	54000	7.14
5	RUPAL NILESH PATEL	47280	6.25	47280	6.25
6	CYTO PVT LTD	24518	3.24	24518	3.24
7	ANITA KUMARI PARIKH	8370	1.11	8370	1.11
8	JAPSAW PVT LTD	5815	0.77	5815	0.77
9	GENERAL INSURANCE CORP. OF INDIA	5400	0.71	5400	0.71
10	HITESH PRAGJI PATEL	3275	0.43	3275	0.43

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each Of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Smt. Shushila S. Patel, Ex- Chairman				
	At the beginning of the year	80725	10.68	80725	10.68
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Resigned w.e.f 30.07.2014			
	At the end of the year	80725	10.68	80725	10.68

2. Shri Suresh H Amin, Chairman & WTD / KMP

	At the beginning of the year	64353	8.51	64353	8.51
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	64353	8.51	64353	8.51

3. Shri Ashish S Amin, Managing Director / KMP

	At the beginning of the year	43350	5.73	43350	5.73
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	43350	5.73	43350	5.73

4. Shri Ashok K Parikh

	At the beginning of the year	1687	0.22	1687	0.22
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	1687	0.22	1687	0.22

5. Shri Kailashchandra K Seksaria

	At the beginning of the year	50	0.007	50	0.007
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	50	0.007	50	0.007

6. Smt. Daksha S Amin

	At the beginning of the year	93520	12.37	93520	12.37
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	93520	12.37	93520	12.37

7. Shri Anil D Gandhi

	At the beginning of the year	500	0.07	500	0.07
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	500	0.07	500	0.07

8. Dr. Satish G Parekh

	At the beginning of the year	Director Do not hold share in the Company
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	
	At the end of the year	

9. Shri M H Joshi

	At the beginning of the year	Director Do not hold share in the Company
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	
	At the end of the year	

10. Mr. Knut Bovenkamp

	At the beginning of the year	Director Do not hold share in the Company
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	
	At the end of the year	

Shareholding of KMPs

	At the beginning of the year	KMPs Do not hold share in the Company
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	
	At the end of the year	

(V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5920702	-	-	5920702
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5920702	-	-	5920702
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	4218759	-	-	4218759
Net Change	4218759	-	-	4218759
Indebtedness at the end of the financial year				
i) Principal Amount	1701943	-	-	1701943
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1701943	-	-	1701943

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Shri S. H. Amin	Shri A. S. Amin	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1440000	1500000	2940000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	144000	150000	294000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	1584000	1650000	3234000
	Ceiling as per the Company Act.	-	-	4200000

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amt.
		Shri Ashok Parikh	Shri K K Seksaria	Shri Anil Gandhi	Dr. Satish Parekh	Shri M H Joshi (Appointed w.e.f. 4.09.2014)	Mr. Knut Bovenkamp	
1	Independent Directors							
	Fee for attending board committee meetings	25000	15000	20000	25000	10000	-	95000
	Commission	-	-	-	-	-	-	-
	Others, please specify							-
	Total (1)	25000	15000	20000	25000	10000	-	95000
2	Other Non-Executive Directors	Smt. Daksha S Amin	Smt. Shushila S Patel (Resigned w.e.f 30.07.2014)					
	Fee for attending board committee meetings	20000	10000					30000
	Commission	-	-					-
	Others, please specify	-	-					
	Total (2)	20000	10000					30000
	Total (B) = (1+2)	45000	25000	20000	25000	10000		125000

C. Remuneration to key Managerial Personnel other than MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO	TOTAL
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	372903	372903
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	Others, specify.	-	-
5	Others, please specify	-	-
	Total	372903	372903

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Co. Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place: Vitthal Udyognagar
Date: May 8, 2015



Independent Auditor's Report

TO,
THE MEMBERS OF,
ROLCON ENGINEERING CO. LTD.,
VALLABH VIDYANAGAR

Report on the Financial Statements

We have audited the accompanying financial statements of **ROLCON ENGINEERING CO. LTD.**, (the "Company"), which comprise the Balance Sheet as at **March 31, 2015**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principal generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in

the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the **Balance Sheet**, of the state of affairs of the Company as at **March 31, 2015**;
- (b) in the case of the **Statement of Profit and Loss**, of the **profit** for the year ended on that date; and
- (c) in the case of the **Cash Flow Statement**, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the directors as on **March 31**,

2015, and taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2015**, from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note **27 j)** to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, THACKER BUTALA DESAI.

Chartered Accountants

Firm Regi. No. 110864W

M. T. Desai

Partner

Membership No. 030911

Place: Navsari

Date : 12th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under ' Report on Other Legal and Regulatory Requirements ' section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) We have been informed that, a portion of the Fixed Assets have been physically verified by the management during the year in accordance with a programme of verification in a phased manner and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) As explained to us, inventories were physically verified by the management during the year.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) According to information and explanation given to us, the discrepancies noticed on verification between the physical stock and book were not material.
- (iii) (a) According to the information & explanations given to us, the Company has not granted any secured or unsecured loan to any party listed in the register maintained under section 189 of the Companies Act, 2013.
- (b) In view of clause (iii) (a) above, this clause regarding receipt of principal amount and interest thereon is not applicable.
- (c) In view of (iii) (a) above, this clause regarding overdue amounts of such loans and interest thereon is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is adequate Internal Control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) In our opinion and according to the information and explanations given to us, the Company has not invited deposits from the public during the year. Therefore, provisions of the clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the books of account and records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us, in respect of statutory dues, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education & Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, VAT, Service Tax, Cess and other material

statutory dues applicable to it with appropriate authorities.

According to the information and explanations given to us, in respect of statutory dues, there were no undisputed amount payable in respect of Provident Fund, Investor Education & Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, VAT, Service Tax, Cess and other material statutory dues in arrears as at **March 31, 2015** for a period of more than six months from the date they became payable.

- (b) According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, there are no dues of Income Tax, CST, Sales Tax, Wealth Tax, Custom Duty, VAT and Cess which have not been deposited on account of any dispute.
- (c) The Company is not required to transfer any amount to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- (viii) According to the records of the Company, it has no accumulated losses. The Company has not incurred cash losses during the financial year under review or during the immediately preceding financial year.
- (ix) According to our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to any Financial Institution, Bank and Debenture Holders.
- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or Financial Institutions. Therefore, the question of terms and conditions whereof are prejudicial to the interest of the Company does not arise.
- (xi) In our opinion and according to the information & explanations given to us, the term loans obtained during the year under review have been applied for the purpose for which they were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statement and as per information and explanations given by the management, no material frauds on or by the Company were noticed or reported during the year under review.

For **THACKER BUTALA DESAI**

Chartered Accountants

M. T. DESAI

Partner

Membership No. : 030911

Firm Regn. No: 110864W

Place : Navsari

Date : 12th May, 2015

**ROLCON ENGINEERING COMPANY LIMITED****Balance Sheet as at 31st March, 2015****(Amt. in Rs.)**

PARTICULARS	Note No	As at March 31,	
		2015	2014
		Amount	Amount
<u>I. EQUITY AND LIABILITIES :</u>			
(1) Shareholders' Funds			
(a) Share Capital	1	7,560,000	7,560,000
(b) Reserves and Surplus	2	125,394,091	124,210,400
		132,954,091	131,770,400
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	Nil	Nil
(b) Other Long term liabilities	4	Nil	Nil
(c) Long term provisions	5	Nil	Nil
		Nil	Nil
(3) Current Liabilities			
(a) Short-term borrowings	6	1,701,943	5,920,702
(b) Trade payables	7	54,315,991	60,278,716
(c) Other current liabilities	8	13,177,399	12,802,100
(d) Short-term provisions	9	1,836,422	1,920,124
		71,031,755	80,921,642
Total		203,985,845	212,692,042
<u>II. ASSETS :</u>			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		54,640,542	68,845,534
(ii) Intangible assets		Nil	Nil
(b) Non-current investments	11	7,500	7,500
(c) Deferred Tax Assets (Net)	12	3,926,791	2,177,195
(d) Other Non Current Assets	13	2,049,477	1,665,250
		60,624,310	72,695,479
(2) Current assets			
(a) Inventories	14	32,844,637	24,707,796
(b) Trade receivables	15	60,881,399	64,802,937
(c) Cash and Bank Balances	16	46,185,276	44,838,581
(d) Short-term loans and advances	17	1,080,738	3,459,988
(e) Other Current Assets	18	2,369,485	2,187,262
		143,361,535	139,996,563
Total		203,985,845	212,692,042

The accompanying notes are an integral part of Financial Statements

As per our report of even date attached herewith

For THACKER BUTALA DESAI

Chartered Accountants

M. T. Desai

Partner

Membership No. 030911

Firm Reg. No 110864W

**Chairman & Whole Time
Director****:S. H. Amin****Directors****:A. D. Gandhi****:Ashok K. Parikh****:K.K.Seksaria****:Daksha S. Amin****:S. G. Parekh****:M. H. Joshi****CFO****:N.U.Patel****Place: Navsari****Date: 12th May, 2015****Place: Vithal Udyognagar****Date: 8th May, 2015**



ROLCON ENGINEERING COMPANY LIMITED
Statement of Profit and Loss for the year ended on 31st March, 2015 (Amt. in Rs.)

PARTICULARS	Note No	Year ended March 31,	
		2015	2014
		Amount	Amount
I. Revenue from Operations			
(a) Sales:			
Chains		313,122,534	280,070,257
Sprockets		57,080,372	68,185,550
Exports		10,138,034	11,724,241
		380,340,940	359,980,047
less : Excise Duty		38,803,617	36,149,774
		341,537,323	323,830,273
(b) Other Operating Revenue	19	9,942,428	7,000,158
II. Total Revenue from Operations	(a + b)	351,479,751	330,830,431
III. Other Income	20	4,965,318	4,867,645
IV. Total Revenue	(II+III)	356,445,069	335,698,076
V. Expenses:			
(a) Cost of Materials Consumed	21	176,047,634	158,891,276
(b) Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade	22	(11,878,518)	(3,279,166)
(c) Other Operating Expenses	23	71,526,606	67,204,137
(d) Employee Benefit Expenses	24	59,028,036	53,557,788
(e) Finance Costs	25	692,975	436,166
(f) Depreciation & Amortisation Expenses	10	11,802,501	13,805,842
(g) Other Expenses	26	42,120,293	37,562,897
Total Expenses		349,339,528	328,178,941
VI. Profit before exceptional and extraordinary items and tax	(IV - V)	7,105,540	7,519,135
VII. Exceptional Items		Nil	Nil
VIII. Profit before extraordinary items and tax	(VI - VII)	7,105,540	7,519,135
IX. Extraordinary Items		Nil	Nil
X. Profit before tax	(VIII - IX)	7,105,540	7,519,135
XI. Tax expense:			
(a) Current Tax		3,000,000	2,000,000
(b) Deferred Tax Charge / (Credit)		(458,354)	213,514
(c) Short / (Excess) Provision for Taxes of Earlier Years		(354,742)	Nil
XII. Profit(Loss) for the period from Continuing Operations	(X-XI)	4,918,637	5,305,621
XIII. Profit/(Loss) from Discontinuing Operations		Nil	Nil
XIV. Tax Expense of Discounting Operations		Nil	Nil
XV. Profit/(Loss) from Discontinuing Operations After Tax	(XIII - XIV)	Nil	Nil
XVI. Profit/(Loss) for the period	(XII + XV)	4,918,637	5,305,621
XVII. Earning per equity share:			
(a) Basic	31	6.51	7.02
(b) Diluted	31	6.51	7.02

The accompanying notes are an integral part of Financial Statements
As per our report of even date attached herewith

For THACKER BUTALA DESAI

Chartered Accountants

M. T. Desai

Partner

Membership No. 030911

Firm Reg. No 110864W

Place: Navsari

Date: 12th May, 2015

**Chairman & Whole Time
Director**

:S. H. Amin

Directors

**:A. D. Gandhi
:Ashok K. Parikh
:K.K.Seksaria
:Daksha S. Amin
:S. G. Parekh
:M. H. Joshi
:N.U.Patel**

CFO

Place: Vithal Udyognagar

Date: 8th May, 2015

ROLCON ENGINEERING COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015
(Amt. in Rs.)

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
[A] <u>Cashflow From Operating Activities</u>		
1. Net Profit before Tax	7,105,540	7,519,135
2. Adjustments for:		
[i] Depreciation and Amortisation	11,802,501	13,805,842
[ii] Interest Expenses	689,553	435,745
[iii] Interest & Dividend Income	(3,645,722)	(4,102,043)
[iv] Unrealised exchange (gain) / loss (net)	37,924	(170,402)
[v] Bad Debt Written off	333,588	383,932
[v] Loss / (Profit) on Sales of Assets	-	(21,553)
Operating Profit Before Working Capital Changes (1 + 2)	16,323,384	17,850,657
3. Adjustments for Working Capital changes:		
<u>[i] Trade & Other Receivables</u>		
* (Increase) / decrease in Trade receivables	3,921,539	(6,224,697)
* (Increase) / decrease in Short term Loans and Advances	(8,500)	(13,000)
* (Increase) / decrease in other Current Assets	(182,223)	(583,880)
* (Increase) / decrease in other Non - Current Assets	(384,227)	585,259
<u>[ii] Trade & Other payables</u>		
* Increase / (decrease) in Trade payables	(5,962,725)	1,107,207
* Increase / (decrease) in Short term provisions	(117,711)	(1,243,451)
* Increase / (decrease) in other current liabilities	375,299	(2,620,353)
<u>[iii] (Increase) / decrease in in Inventories</u>	(8,136,841)	(4,040,260)
Cash Generated From Operations	5,827,994	4,817,481
4. Less: Direct Taxes Paid	(629,020)	(4,147,887)
5. Misc. Expenditure	-	-
Net Cash From Operating Activities [A]	5,198,974	669,594
[B] <u>Cashflow From Investing Activities</u>		
1. Purchase of Fixed Assets	(1,269,965)	(16,195,692)
2. Sale of Fixed Assets	7,000	54,455
3. Sale of current Investments	-	-
4. Interest Received	3,644,597	4,100,918
5. Dividend Received	1,125	1,125
Net Cash From Investing Activities [B]	2,382,757	(12,039,194)
[C] <u>Cashflow From Financing Activities</u>		
1. Proceeds from Long Term borrowings	-	(227,675)
2. Proceeds from Other Borrowings	(4,218,759)	1,652,996
3. Interest Paid	(689,553)	(435,745)
4. Dividends Paid (incl. tax thereon)	(1,326,724)	(2,653,447)
Net Cash From Financing Activities [C]	(6,235,037)	(1,663,871)
[D] Net Incr./ (Decr.) In Cash & Cash Equivalents [A+B+C]	1,346,695	(13,033,471)
[E] Cash & Cash Equivalents at the beginning of the year	44,838,581	57,872,052
[F] Cash & Cash Equivalents at the end of the year	46,185,276	44,838,581



ROLCON ENGINEERING COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amt. in Rs.)

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
1 Components of Cash & Cash Equivalents		
Cash on hand	69,369	49,134
Cheques on hand	-	-
Balances with banks		
- In Current Accounts	8,810,117	16,391,061
- In Margin Money	-	-
- In Fixed Deposit Account	37,215,271	28,313,334
- Unclaimed Share application Money lying In escrow Account	-	-
- Unclaimed Dividend Account	90,519	85,052
2 Cash and cash equivalents include amount not available for immediate use		
a) In Margin Money and Fixed Deposit Accounts	19,021,929	6,000,000
b) Unclaimed Dividend Account	90,519	85,052
3 Interest paid is exclusive of and purchase of fixed assets is inclusive of interest capitalised		
4 The above cashflow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.		

As per our report of even date attached

For on behalf of

THACKER BUTALA DESAI
Chartered Accountants

Chairman & Whole Time Director

:S. H. Amin

M. T. Desai

Directors

:A. D. Gandhi

Partner

:Ashok K. Parikh

M. No. 030911

:K.K.Seksaria

Firm Regi. No. 110864W

:Daksha S. Amin

:S. G. Parekh

:M. H. Joshi

CFO

:N.U.Patel

Place : Navsari
Date: 12th May, 2015

Place: Vithal Udyognagar
Date: 8th May, 2015

Notes forming part of Balance Sheet as per Revised Schedule VI

Note 1 SHARE CAPITAL

(Amt. in Rs.)

PARTICULARS	As at March 31,			
	2015		2014	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs. 10/- each	1,460,000	14,600,000	1,460,000	14,600,000
10% Redeemable Preference Share of Rs. 100/- each	4,000	400,000	4,000	400,000
Total		15,000,000		15,000,000
Issued Subscribed & Paid up				
Equity Share of Rs. 10/- each fully Paid - Up	756,000	7,560,000	756,000	7,560,000
Subscribed but not fully Paid up	N.A.	N.A.	N.A.	N.A.
Total	756,000	7,560,000	756,000	7,560,000

PARTICULARS	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	756,000	7,560,000	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	756,000	7,560,000	-	-

Name of Shareholders holding more than 5% of Equity Shares	As at March 31,		As at March 31,	
	2015		2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares :				
SUSHILABEN S PATEL	80,725	10.68	80,725	10.68
DAKSHABEN S AMIN	93,520	12.37	93,520	12.37
ORIENTAL INSURANCE COMPANY	75,600	10.00	75,600	10.00
NATIONAL INSURANCE COMPANY	54,000	7.14	54,000	7.14
SURESH H AMIN	64,353	8.51	64,353	8.51
NEHA M PATEL	70,920	9.38	70,920	9.38
RUPAL N PATEL	47,280	6.25	47,280	6.25
MALAY S SHAH	63,040	8.34	63,040	8.34
ASHISH S AMIN	43,350	5.73	43,350	5.73

PARTICULARS	Aggregate No. of Shares As at March 31,				
	2015	2014	2013	2012	2011
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-
Preference Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

Unpaid Calls	Amount
By Directors	-
By Officers	-

Rights, preferences and restrictions attached to shares:

Equity Shares: The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Note 2 RESERVES & SURPLUS

(Amt. in Rs.)

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
a. Capital Redemption Reserve		
Opening Balance	400,000	400,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	400,000	400,000
b. General Reserves		
Opening Balance	57,516,806	56,716,806
(+) Current Year Transfer	800,000	800,000
(-) Written Back in Current Year	-	-
Closing Balance	58,316,806	57,516,806
c. Surplus		
Opening balance	66,293,594	63,114,697
(+) Net Profit/(Net Loss) For the Current Year	4,918,637	5,305,621
(-) Proposed Dividend	1,134,000	1,134,000
(-) Tax on Dividend	226,733	192,724
(-) Transfer to Reserves	800,000	800,000
(-) Other Adjustment During Year due to Revaluation of Fixed Asset	2,374,213	-
Closing Balance	66,677,285	66,293,594
Total	125,394,091	124,210,400

Note 3 LONG TERM BORROWINGS

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
<u>Secured</u>		
<i>Term loans from Banks</i>	-	-
Total	-	-

Note 4 OTHER LONG TERM LIABILITIES

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Deposits	-	-
Total	-	-

Note 5 LONG TERM PROVISIONS

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
(a) Provision for employee benefits	-	-
(b) Other Provisions of Long Term Nature	-	-
Total	-	-

Note 6 SHORT TERM BORROWINGS
(Amt. in Rs.)

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Secured		
Over Draft / Cash Credit from Banks		
(I) Overdraft from Indian Bank (Against Lien of Fixed Deposits)	1,302,848	-
(II) Overdraft from Corporation Bank (Against Lien of Fixed Deposits)	397,756	5,420,375
(III) Cash Credit from Corporation Bank (Against Hypothecation of Inventories & Book Debt)	1,338	500,327
Total	1,701,943	5,920,702

Note 7 TRADE PAYABLES

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
(a) Trade Payables for Goods		
Due to SME	-	-
Due to Others	49,294,985	54,473,005
Due to Subsidiary	-	-
(b) Advance From Customers		
Due to SME	-	-
Due to Others	4,673,222	5,642,332
Due to Subsidiary	-	-
(c) Trade Payables for Expenses		
Due to SME	-	-
Due to Others	347,784	163,379
Due to Subsidiary	-	-
Total	54,315,991	60,278,716

Note 8 OTHER CURRENT LIABILITIES

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Secured		
Current Maturity of Long Term Borrowings	-	227,675
Unsecured		
Other Payables	13,177,399	12,574,425
Total	13,177,399	12,802,100

Note 9 SHORT TERM PROVISIONS

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
(a) Provision for employee benefits		
Bonus	475,689	593,400
(b) Dividend Payable		
Proposed Dividend	1,134,000	1,134,000
Dividend Distribution Tax	226,733	192,724
Total	1,836,422	1,920,124

Note 10 FIXED ASSETS

	(Amt. in Rs.)												
	Gross Block					Accumulated Depreciation					Net Block		
	Balance as at 1 April 2014	Additions	Disposals/ Transfers	Acquired through business combination	Revaluations/ (Impairments)	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Disposals/ Transfers	Adjustment due to revaluations	On disposals	Balance as at 31 March 2015	Balance as at 31 March 2014
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
a	Tangible Assets												
	Land	493,702	-	-	-	493,702	-	-	-	-	-	493,702	493,702
	LAND (FREE HOLD WIND MILL)	19,579	-	-	-	19,579	-	-	-	-	-	19,579	19,579
	Buildings	3,753,226	-	-	-	3,753,226	98,597	-	(62,897)	-	1,827,247	1,925,979	1,961,679
	OFFICE BUILDING	44,489,594	632,773	-	-	45,122,367	3,077,046	-	(682,402)	-	15,232,876	29,889,491	31,651,362
	Plant and Equipments	132,110,040	-	-	-	132,110,040	6,268,400	-	-	-	115,290,411	16,819,629	23,212,988
	PLANT & MACHINERIES	5,304,300	-	-	-	5,304,300	620,546	-	412,401	-	4,210,631	1,093,669	2,126,616
	FLAMELESS FURNACE	1,140,074	-	-	-	1,140,074	35,352	-	104,245	-	1,077,769	62,305	201,902
	TURBINE AIR VENTILATORS	9,903,789	-	-	-	9,903,789	187,661	-	(724,140)	-	9,354,369	549,420	12,941
	WIND ELECTRIC GENERATORS	147,732	-	-	-	147,732	39	-	-	-	147,732	-	39
	Computer	2,674,384	68,810	7,000	-	2,736,194	79,218	-	257,140	-	2,654,164	82,030	356,578
	COMPUTER SYSTEMS	4,322,409	28,142	-	-	4,350,551	283,627	-	582,989	-	3,527,721	822,830	1,661,304
	Furniture & Fixtures	2,332,339	-	-	-	2,332,339	101,640	-	573,880	-	2,041,395	290,944	966,464
	ELE. FITTINGS & FIXTURES	2,827,840	60,308	-	-	2,888,148	132,623	-	585,625	-	2,468,618	419,531	1,077,470
	ELECTRICAL INSTALLATIONS	11,419,864	-	-	-	11,419,864	567,808	-	924,742	-	10,169,522	1,250,342	2,742,892
	Vehicles	3,680,886	207,732	-	-	3,888,618	161,757	-	1,183,736	-	3,570,866	317,751	1,455,513
	VEHICLES	2,010,271	272,200	-	-	2,282,471	188,188	-	385,178	-	1,679,130	603,341	904,507
	Office Equipment												
	OFFICE EQUIPMENTS												
	AIR CONDITIONERS												
	Total	226,630,028	1,269,965	7,000	-	227,892,993	11,802,501	-	3,665,456	-	173,252,450	54,640,542	68,845,534
b	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-
c	Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-	-
d	Intangible assets under Development	-	-	-	-	-	-	-	-	-	-	-	-
	Total	226,630,028	1,269,965	7,000	-	227,892,993	11,802,501	-	3,665,456	-	173,252,450	54,640,542	68,845,534

Note 11 NON CURRENT INVESTMENTS

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2015 Amount	2014 Amount
A Trade Investments	-	-
Total (A)	-	-
B Other Investments		
Investment in Equity Instruments	7,500	7,500
Total (B)	7,500	7,500
Total (A + B)	7,500	7,500

Particulars	As at March 31,	
	2015 Amount	2014 Amount
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	7,500	7,500
Aggregate market value of quoted investments	-	-

A. Details of Investments	Sr. No. Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)	Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' Basis of Valuation	
			2015	2014			2015	2014				2015
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
	The Charotar Gas Sakhari Mandali Ltd	Other	15	15	Unquoted	Fully Paid	-	-	7,500	7,500	Yes	-
(b)	Investments in Government or Trust securities		-	-			-	-	-	-	-	-
(c)	Investments in Mutual Funds		-	-			-	-	-	-	-	-
	Total								7,500	7,500		

Note 12 DEFERRED TAX ASSET (NET)

(Amt. in Rs.)

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Deferred Tax Assets	3,926,791	2,177,195
Less: Deferred Tax Liabilities	-	-
Total	3,926,791	2,177,195

Note 13 OTHER NON CURRENT ASSETS

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Unsecured, considered good :		
Deposits	1,549,119	1,549,119
Advance for Capital Expenditure	500,358	116,131
Total	2,049,477	1,665,250

Note 14 INVENTORIES

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Stock-in-trade (as taken , valued and certified by the Management)		
a) Raw Materials	14,055,417	17,797,094
b) Semi-Finished Goods	3,484,220	2,676,130
c) Finished Goods	15,305,000	4,234,572
Total	32,844,637	24,707,796

Note 15 TRADE RECEIVABLES

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Unsecured, considered good :		
Trade receivables outstanding for a period less than six months from the date they are due for payment	54,676,090	61,708,827
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	6,205,308	3,094,110
Total	60,881,399	64,802,937

Trade Receivable stated above include debts due by:

<u>PARTICULARS</u>	As at March 31,	
	2015	2014
	Amount	Amount
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
Total	-	-

*Either severally or jointly

Note 16 CASH AND BANK BALANCES
(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2015	2014
	Amount	Amount
I. Cash & Cash Equivalents		
a. Balances with banks	8,900,636	16,476,113
This includes:		
Unpaid Dividend A/c (C.Y. Rs.90519/-, P.Y. Rs.85052/-)	-	-
Margin Money (C.Y. Rs. Nil, P.Y. Rs.Nil)	-	-
Security against Borrowings (C.Y. Rs. NIL, P.Y. Rs.6000000/-)	-	-
Security against Guarantees (C.Y. Rs. Nil, P.Y. Rs.Nil)	-	-
Security against Other Commitments (C.Y. Rs. Nil, P.Y. Rs.Nil)	-	-
Bank deposits with less than 3 months maturity (C.Y Rs.NIL ,P.Y Rs.6000000/-)	-	-
b. Cheques, drafts on hand		-
c. Cash on hand	69,369	49,134
d. Others (specify nature)		-
II. Other Balances		
Fixed Deposit Maturing after 3 months but before 12 months	37,215,271	28,313,334
This includes:		
Security against Borrowings (C.Y. Rs.13086732/-, P.Y. Rs.Nil)		
Total	46,185,276	44,838,581

Note 17 SHORT TERM LOANS & ADVANCES

PARTICULARS	As at March 31,	
	2015	2014
	Amount	Amount
Unsecured, considered good :		
a. Advance Recoverable in Cash or Kind		-
b. Loans & Advances to Staff	60,500	52,000
c. Inter Corporate Deposit		-
d. Advance to Suppliers - Others	282,792	-
e. Advance Payment of Income Tax (Net of Provisions)	737,446	3,407,988
Total	1,080,738	3,459,988

Short Term Loans & Advance stated above include advance given to:

PARTICULARS	As at March 31,	
	2015	2014
	Amount	Amount
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
Total	-	-

*Either severally or jointly

Note 18 OTHER CURRENT ASSETS

PARTICULARS	As at March 31,	
	2015	2014
	Amount	Amount
a) Interest Receivable	1,109,672	1,086,767
b) Cenvat Receivable (For Capital Goods)	264,846	653,350
c) Cenvat Receivable (For Others)	994,967	416,751
d) CST Receivable	-	30,394
Total	2,369,485	2,187,262

Notes forming part of Statement of Profit & Loss as per Revised Schedule VI

Note 19 OTHER OPERATING REVENUE

(Amt. in Rs.)

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Job Work Income	188,556	370,646
Scrap Sales	9,753,872	6,629,512
Total	9,942,428	7,000,158

Note 20 OTHER INCOME

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Interest Income	3,644,597	4,100,918
Rent Income	30,000	30,000
Dividend Income	1,125	1,125
Net Gain/Loss on Sale of Asset	-	21,553
Foreign Exchange Variation	-	170,402
Income from Wind Electric Generators	746,862	542,828
Bad Debt Written Off Recovered	-	-
Sales Tax Refund	542,733	-
Other Income	-	820
Total	4,965,318	4,867,645

Note 21 COST OF MATERIAL CONSUMED

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Opening Stock	17,797,094	17,036,000
Add : Purchases during the Year	172,305,957	159,652,370
SUB TOTAL	190,103,051	176,688,370
Less : Closing Stock	14,055,417	17,797,094
Total	176,047,634	158,891,276

Note 22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Opening Stock: Semi -Finished Goods	2,676,130	887,174
Finished Goods	4,234,572	2,744,362
	6,910,702	3,631,536
Closing Stock : Semi -Finished Goods	3,484,220	2,676,130
Finished Goods	15,305,000	4,234,572
	18,789,220	6,910,702
(Increase)/Decrease in Stock	(11,878,518)	(3,279,166)

Note 23 OTHER OPERATING EXPENSES

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Power & Fuel	27,253,410	26,875,241
Store, Tools, Oil & Packing Material Consumed	22,480,219	22,153,318
Machining Charges	16,926,168	14,490,820
Clearing & Forwarding Expenses	1,243,396	1,001,157
Freight Inwards	3,623,413	2,683,601
Total	71,526,606	67,204,137

Note 24 EMPLOYEE BENEFIT EXPENSES
(Amt. in Rs.)

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Managerial Remuneration	3,234,000	3,234,000
Salaries & Wages	45,058,807	42,858,334
Contribution to Provident Fund	4,135,435	4,095,329
Staff Welfare Expenses	1,349,241	1,095,383
Exgratia / Bonus / Contribution to Superannuation Fund	1,848,347	974,742
Gratuity	3,402,206	1,300,000
Total	59,028,036	53,557,788

Note 25 FINANCE COST

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Interest : Fixed Period Loan	5,125	62,161
: Others	684,428	373,584
Bank Charges	3,422	421
Total	692,975	436,166

Note 26 OTHER EXPENSES

PARTICULARS	Year ended March 31,	
	2015	2014
	Amount	Amount
Rent	1,057,680	1,057,680
Rates & Taxes (Includes Wealth Tax C.Y Rs Nil , P.Y Rs.Nil)	482,723	164,917
Stationery, Printing, Postage,etc.	2,715,964	2,792,287
Insurance Premium (Net)	678,086	746,040
Works & Office Expense	935,092	1,080,387
Advertisement	183,472	215,403
Forwarding & Transport Charges	7,755,059	4,494,606
Commission to Distributors/Agents	8,117,367	5,387,110
Professional,Consultation & Legal Fees	2,744,360	3,219,700
Travelling & Conveyance	6,451,413	8,305,566
Computer Expenses	398,376	262,570
Repairs & Maintenance		
: Machineries	2,492,106	2,260,531
: Buildings	2,298,722	1,285,252
: Others	1,918,778	2,557,215
Payment to Auditors	122,390	127,381
Donation	80,000	16,000
Subscription & Membership Fees	268,136	99,750
Garden Expenses A/c	352,036	249,060
Liquidated Damages	203,569	456,033
Bab Debts Written off	333,588	383,932
Director Sitting Fees	125,000	100,000
Foreign Exchange Variation (Loss)	37,924	-
Service Tax Exp	718,991	686,403
Sales Tax / Central Excise	60,369	54,106
Bank Charges - Others	1,019,177	918,783
Interest Expense - Others	870	600
Tender Fees	-	19,771
Festival Expense	57,510	61,600
Security Service	511,535	560,215
TOTAL	42,120,293	37,562,897

ROLCON ENGINEERING COMPANY LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

NOTE : 27 ACCOUNTING POLICIES

Significant accounting policies adopted in the preparation and presentation of accounts are as under:

a) Basis of Accounts:

Accounts have been prepared on the basis of historical cost. The Company adopts the accrual system of accounting and the accounts are prepared on a going concern concept.

b) Fixed Assets:

Fixed assets are stated at cost less depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to working condition for its intended use. Financing cost if any relating to the acquisition of fixed assets for the period up to the completion of fixed assets for its intended use are included in the cost of the asset to which they relate.

c) Depreciation & Amortisation :

Depreciation has been provided on life assigned to each asset in accordance with schedule II of the Companies Act 2013.

d) Inventories:

Inventories are valued at the lower of cost or estimated net realizable value. The cost of inventories is arrived at on the following basis:

Raw Material and Stores	:-	Weighted Average Cost
Stock in Process	:-	Raw Materials at Weighted Average Cost & absorption of Labour and Overheads
Finished Goods	:-	Raw Materials at Weighted Average Cost & absorption of Labour and Overheads

e) Accounting of Cenvat Credit:

Cenvat credit is taken on the basis of purchases and consumed at the time of clearance.

f) Foreign Currency Transactions:

- (1) Transactions in foreign currencies are generally recorded by applying to the foreign currency amount, the exchange rate existing at the time of the transaction.
- (2) Gains or losses on settlement, in a subsequent period of transactions entered into in an earlier period are credited or charged to the Statement of Profit and Loss.
- (3) Monetary items denominated in foreign currencies at the year-end are restated at the year-end rates.

g) Retirement Benefits:

1. The **Gratuity liability** is determined based on the Actuarial Valuation done by Actuary as at balance sheet date in context of the Revised AS-15 issued by the ICAI, as follows:

<u>PARTICULARS</u>	<u>Gratuity Funded</u> <u>Rs in Lacs</u>
Expense recognized in the Statement of Profit & Loss for the year ended March 31,2015	
Current Service Cost	8.23
Interest Cost	18.55
Employer Contribution	--
Expected return on Plan Assets	-1.11
Net Actuarial (Gains) / Losses	1.75
Past Service Cost	--
Settlement Cost	--
Total Expense	27.42
Net Asset / (Liability) recognized in the Balance Sheet at March 31, 2015	
Present value of Defined Benefit Obligation as at March 31,2015	197.41
Fair value of plan assets as at March 31, 2015	1.56
Funded status { Surplus / (Deficit)}	-195.85
Net asset / (liability) as at March 31,2015	-195.85
Change in Obligation during the Year ended March 31,2015	
Present value of Defined Benefit Obligation at beginning of the year	230.09
Current Service Cost	8.23
Interest Cost	18.55
Past Service Cost	--
Employer Contributions	--
Actuarial (Gains) / Losses	1.32
Benefits Payments	60.78
Present value of Defined Benefits Obligation at the end of the year	197.41
Change in Assets during the year ended March 31,2015	
Plan assets at the beginning of the year	24.54
Assets acquired in amalgamation in previous year	--
Settlements	--
Expected return on plan assets	1.11
Contributions by Employer	37.11
Actual benefits paid	-60.77
Actuarial (Gains) / Losses	0.43
Plan Assets at the end of the year	1.56

Actuarial Assumptions:

Discount Rate:	7.80 %
Expected Rate of Return on Plan Asset :	8.75 %
Mortality Rates :	LIC (1994-96) Ultimate Published Table of Rates
Withdrawals Rates :	3% at younger age reducing To 1% at older age
Retirement Age :	58 years
Rate of Escalation in Salary (p.a.) :	6.00 %

Liability of Defined Benefit Obligation as at 31-03-2015	1,95,86,328/-
Profit & Loss Charge for the year ended 31-03-2015	27,42,277/-

The Company has covered Rs.1,55,680/- out of Total Liability of Rs.1,95,86,328/- by paying yearly premium to Life Insurance Corporation of India over the past years. And the Company has charged Rs.34,02,206/- towards contribution paid to LIC to Statement of Profit And Loss for the year ended 31-03-2015 as per consistent past practice.

2. Liability in respect of **Superannuation Benefits** extended to eligible employees is contributed by the Company to Life Insurance Corporation of India against a Master Policy @ 8% of the Basic Salary of all the eligible employees.
3. The Company's contribution Rs.41,35,435/- (P.Y. Rs. 40,95,329/-) paid / payable for the year to **Provident Fund** is charged to the Statement of Profit And Loss.
4. Liability in respect of **Leave Encashment** is provided on actual payment basis.

h) Investments :

Investments are generally of Long Term nature and are stated at cost unless there is a other than temporary diminution in their value as at the date of Balance Sheet.

i) Revenue Recognition:

- 1) Sale of goods is generally recognised on dispatch to customers and excludes the amounts recovered towards Excise Duty, Packing and Forwarding and VAT / CST.
- 2) Interest revenues are recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- 3) Consistent with past practice dividends from investments in Shares are recognised as and when the same are received.
- 4) Consistent with past practice Insurance Claim is accounted for as and when the same has been admitted by the Insurance authorities.

j) Contingent Liabilities:

There is no any contingent liability.

Note 28 Payment to Auditors (paid/payable)

	<u>31.03.2015</u>	<u>31.03.2014</u>
	Rs.	Rs.
As Audit Fees	60000	60000
For Tax Audit Fees	25000	25000
In other capacity	36000	36000
Re-imbursement of Expenses	1390	6381
TOTAL	<u>122390</u>	<u>127381</u>

Payment to Auditors Rs.122390/- is excluding Service Tax of Rs. 14,955/- (Previous Year Rs. 14,955/-)

Note 29 Transactions with Related Parties – AS 18

As required by the Accounting Standard 18 "Transactions with Related Parties", the Company has entered into following transactions during the year under review.

Sr No	Name	Nature of Relationship	Nature of Transaction	Transaction During The Year
1.	Sudeep-Rub-Chem Pvt. Ltd.	Directors of the Company are on the Board of Related Company	Purchase	345,918
2.	Shri S.H.Amin	Chairman & Whole Time Director	Remuneration	1,584,000
3.	Shri A.S.Amin	Managing Director	Remuneration	1,650,000
4.	Smt. A.A.Amin	Managing Director's Wife	Remuneration	339,403

Note 30 Segment information

Segment information for the year ended 31st March 2015.

Sr. No.	Particulars	Rs. (In Lacs)
1.	Segment Revenue (A) Industrial Chain (B) Sprocket Wheel	2916.15 598.65
	Total	3514.80
	Less : Inter Segment Revenue	-----
	Net Sales / Income from Operations	3514.80
2.	Segment result (Profit & Loss before tax and Finance Costs) (A) Industrial Chain (B) Sprocket Wheel	44.35 33.64
	Total	77.99
	Less	
	(A) Finance Costs	6.93
	(B) Other un-allocable expenditure net off un-allocable income	-----
	TOTAL PROFIT BEFORE TAX	71.06
3.	Capital Employed (Segment Assets - segment Liabilities) (A) Industrial Chain (B) Sprocket Wheel (C) Un-allocable Corporate Assets less Liabilities	1317.54 12.00 -----
	Total Capital Employed in Company	1329.54

Note 31 Earning per Share :

	Current Year	Previous Year
	Rs.	Rs.
Basic Earning Per Share	6.51	7.02
Diluted Earning Per Share	6.51	7.02
Face Value Per Share	10.00	10.00

Earning per share is calculated by dividing the profit / loss attributable to the Equity Shareholders by weighted average number of Equity share outstanding during the period. The number used in calculating Basic and Diluted Earning per Equity share are as stated below :

	Current Year	Previous Year
Profit / (Loss) after Taxation (in Rs.)	4918637	5305621
Weighted average No. of share during year	756000	756000

Note 32 The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid / payable to these parties during the year is nil.



**Note 33. Information Pursuant To The Provisions Of Part II Of Schedule VI
Of The Companies Act, 1956 (As Certified By The Management)**

A. TURNOVER :

	Current Year		Previous Year	
	Unit/Qty.	Value Rupees	Unit/Qty.	Value Rupees
Industrial chains & Spares	44749 Mtrs. & 123103 Nos.	286011101	49708 Mtrs. & 82672 Nos.	260069640
Sprocket Wheels	3298 Nos.	55526222	5085 Nos.	63760633
		341537323		323830273

B. Raw Materials Purchased :

	Unit/Qty.	Value	Unit/Qty.	Value
	Tons	Rupees	Tons	Rupees
Flats	1019.494	55972705	965.715	49181133
Round Bars	635.722	38424699	619.525	39985479
Plates	361.469	19565445	361.162	19483168
Other components	-	43607375	-	35090018
Others	-	14735733	-	15912572
		172305957		159652370

C. Raw Materials Consumed :

	Unit/Qty.	Value	Unit/Qty.	Value
	Tons	Rupees	Tons	Rupees
Flats	1041.005	56426455	987.903	50290533
Round Bars	648.137	39046539	615.010	39702301
Plates	379.740	20570350	345.606	18589284
Other components	-	45058086	-	34604515
Others	-	14946204	-	15704643
		176047634		158891276

D. Stocks :

Opening : Industrial Chains	231 Mtr + 1 Lot	2881191	213 Mtr + 1 Lot	2642162
Sprocket Wheels	66 Nos	1353381	20 Nos	102200
Closing : Industrial Chains	785 Mtr + 1 Lot	13418644	231 Mtr + 1 Lot	2881191
Sprocket Wheels	120 Nos	1886356	66 Nos	1353381



NOTE 34. Value of Imports on CIF basis during the year in respect of :

	Current Year Rupees	Previous Year Rupees
Raw Materials	12,758,695	6,707,092
Stores and Spares	NIL	NIL
Capital Goods	NIL	NIL

NOTE 35. Expenditure in Foreign Currency on account of :

	Current Year Rupees	Previous Year Rupees
Travelling	229270	545220

NOTE 36. Value of Raw Materials Consumed :

	Current Year		Previous Year	
	Value Rupees	% of Total Consumption	Value Rupees	% of Total Consumption
Imported	12,758,695	7.25	6,707,092	4.22
Indigenous	163,288,939	92.75	152,184,184	95.78
	176,047,634	100.00	158,891,276	100.00

NOTE 37. Value of Stores & Spares Consumed :

	Value Rupees	% of Total Consumption	Value Rupees	% of Total Consumption
Imported	NIL	0.00	NIL	0.00
Indigenous	22,480,219	100.00	22,153,318	100.00
	22,480,219	100.00	22,153,318	100.00

NOTE 38. Remittance in Foreign Currency on account of dividend to Non-Resident Share-holders:

	Current Year	Previous Year
Financial Year	2013-14	2012-13
No. of shareholders	Four	Four
No. of Shares held	212760	212760
	Rupees	Rupees
Net amount of Dividend Remitted	319140	638280

NOTE 39. Earnings in Foreign Exchange - Export of Goods on FOB basis :

	Rupees	Rupees
Industrial Chains	5408142	7252755
Sprocket Wheels	3970361	4407482
	9378503	11660237

Note 40

The figures have been rounded upto a Rupee. Parties Balances are subject to their confirmations and reconciliation and consequential adjustments, if any.

Note 41 : Proposed Dividend

The Board of Directors have proposed equity dividend of Rs.1.50 (P.Y Rs.1.50) per equity share of Rs.10.00 each. The aggregate amount of equity dividend proposed to be distributed is Rs.13,60,733/- (P.Y. Rs. 13,26,724/-) including Dividend Distribution Tax of Rs.2,26,733/- (P.Y. Rs. 1,92,724/-)

Note 42

Previous year figures have been regrouped and recast wherever necessary to make them comparable with current year's figures.

Note 43

Note No. 1 to 42 form an integral part of Financial Statements.

Signature to Balance Sheet, Statement of Profit & Loss and Note 1 to Note 43

As per our report of even date attached herewith

For, THACKER BUTALA DESAI

Chartered Accountants

M. T. Desai

Partner

M. No. 030911

Firm Regi. No. 110864W

Chairman & Whole Time

Director

: S. H. Amin

Directors

: A. D. Gandhi

: Ashok K. Parikh

: K.K.Seksaria

: Daksha S. Amin

: S. G. Parekh

: M. H. Joshi

CFO

: N.U.Patel

Place : Navsari

Date : 12th May, 2015

Place : Vithal Udyognagar

Date : 8th May, 2015



Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ROLCON ENGINEERING COMPANY LTD

Registered Office : Anand- Sojitra Road, Vithal Udyognagar – 388121, Gujarat, India.

CIN: L29259GJ1961PLC001439, E-MAIL: rolcon@rolconengineering.com

48th ANNUAL GENERAL MEETING – JULY 16, 2015

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I/We, being the holder(s) of equity shares of **ROLCON ENGINEERING CO. LTD.** hereby appoint,

- Name : _____
E-mail Id : _____
Address : _____
Signature : _____, or failing him/her
- Name : _____
E-mail Id : _____
Address : _____
Signature : _____, or failing him/her
- Name : _____
E-mail Id : _____
Address : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at Annual General Meeting of the Company, to be held on the 16 day of July, 2015 at 3.00 p.m at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below :

ORDINARY BUSINESS :

- To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2015, and the Reports of the Board of Directors and Auditors thereon.
- To declare dividend.
- To Appoint Smt. Daksha S Amin, who retire by rotation and being eligible offer herself for re appointment.
- To ratify appointment of Auditors and Fix their Remuneration for the year 2015-16

SPECIAL BUSINESS :

- Ratification of Appointment of Cost Auditor.

Signed this _____ day of _____, 2015

Signature of Share holder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

