

Rolcon Engineering Co. Ltd.

CIN: L29259GJ1961PLC001439

Reg. Office: P B No. 20, Vitthal Udyognagar - 388121,
Anand - Sojitra Road, Gujarat, India.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra-Ordinary General Meeting** of the Shareholders of **ROLCON ENGINEERING CO. LTD., (CIN: L29259GJ1961PLC001439)** will be held on Thursday, 15 March, 2018 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;

SPECIAL BUSSINESS:

Appointment of Statutory Auditors to fill casual vacancy

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the companies Act, 2013 as amended from time to time or any other law for the time being in force (Including any statutory modifications or amendment thereon or re-enactment thereof for the time being in force) M/s. P. D. Parikh & Co., Chartered Accountant, Vallabh Vidyanagar, (FRN: 114136W) be and are hereby appointed as statutory Auditors of the company to fill the casual vacancy caused by the Resignation of M/s. C. F. Patel, Chartered Accountant, Anand.

RESOLVED FURTHER THAT M/s. P. D. Parikh & Co., Chartered Accountant, Vallabh Vidyanagar be and are hereby appointed as Statutory Auditors of the company from this Extra-ordinary General Meeting and that they shall hold the office of the statutory Auditors of the company from the conclusion of this meeting until the conclusion of ensuing Annual General Meeting and that they shall conduct the statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

By Order of the Board
For Rolcon Engineering Company Limited

Dharmesh Chauhan
Company Secretary

Place: Vitthal Udyognagar

Date: February 05, 2018.

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.
3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
5. The Register of Members and Share Transfers Books of the Company will remain closed from 9th March, 2018 to 15th March, 2018 (Both days Inclusive).

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 Extra-ordinary General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **12th March 2018 at 09.00 a.m. and ends on 14th March, 2018 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th March, 2018, 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) 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. 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.

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 or you may contact **at Company on Ph: 02692-230766**.

Other Instructions:

1. CS Kiran Vaghela, Practicing Company Secretary, Proprietor of M/s. Kiran Vaghela & Associate, Anand, has been appointed as the Scrutinizer to Scrutinize the E-Voting process (Including the Poll at the Extra-ordinary General Meeting) in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e- voting period, after conclusion of Extra-ordinary 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 favor or against, if any, forthwith to the chairman of the Company.
3. Member who have not voted earlier and present at Extra-ordinary 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 Extra-ordinary General Meeting of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

By Order of the Board
For Rolcon Engineering Company Limited

Dharmesh Chauhan
Company Secretary

Place: Vitthal Udyognagar
Date: February 05, 2018.

Explanatory Statement

The Explanatory Statement, as requires under the section 102 of the companies Act, 2013, set out all material fact relating to the special business (if any).

M/s. C. F. Patel & Co., Chartered Accountant, Anand, have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. P. D. Parikh & Co., Chartered Accountant, Vallabh Vidyanagar, (FRN: 114136W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. C. F. Patel & Co., Chartered Accountant.

M/s. P. D. Parikh & Co., Chartered Accountant, Vallabh Vidyanagar, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board
For Rolcon Engineering Company Limited

Dharmesh Chauhan
Company Secretary

Place: Vitthal Udyognagar

Date: February 05, 2018.

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 Co. Ltd.

CIN: L29259GJ1961PLC001439

Reg. Office: P B No. 20, Vitthal Udyognagar - 388121,
Anand - Sojitra Road, Gujarat, India.

EXTRA-ORDINARY GENERAL MEETING - MARCH 15, 2018

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 Limited, hereby appoint,

1. Name:

E-mail Id:

Address:

Signature: _____, or failing him/her

2. Name:

E-mail Id:

Address:

Signature: _____, or failing him/her

3. 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 Extra-Ordinary General Meeting of the Company, to be held on the 15 day of March, 2018 at 3.00 p.m. at registered office of the Company and at any adjournment thereof in respect of such resolution as indicated below:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill casual Vacancy

Signed this _____ day of _____, 2018

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Signature of Shareholder

.....

Signature of Proxy holder(s)

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.

Affix
Revenue
stamp of
Rs.1