

NOTICE

Notice is hereby given that the 51st Annual General Meeting of the Shareholders of **ROLCON ENGINEERING CO. LTD.**, (CIN: L29259GJ1961PLC001439) will be held on Thursday, July, 26 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;

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at March 31, 2018, and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint Shri Suresh H. Amin, who retires by rotation and being eligible offer himself for re-appointment.
3. Appointment of M/s P. D. Parikh & Co., Chartered Accountants (F.R.N. 114136W) as an auditor and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 140, 141, 142 and other applicable provisions of the companies Act, 2013 and other rules made there under M/s P. D. Parikh & Co., Chartered Accountants (FRN: 114136W) be and are hereby appointed as the Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of 56th Annual general Meeting of the Company, subject to ratification of their appointment by the members at every Annual general Meeting in accordance with provisions of the Companies Act, 2013 and the rules made thereunder, and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following Resolution as a ordinary Resolution:

Reclassification of status from promoters to public Shareholders.

“RESOLVED THAT approval be and is hereby accorded for reclassification of status of M/S. KOBODONGHUA GMBH & CO.KG. From Promoters to Public Shareholders as they are neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company and they have no responsibility or association with the Company and they have given their consent in writing for change of status”

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. The Register of Members and Share Transfers Books of the Company will remain closed from 20th July, 2018 to 26th July, 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 51st Annual General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **23rd July, 2018 at 09.00 AM and ends on 25th July, 2018 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 19th July, 2018, may cast their vote electronically.
- (ii) Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- (iii) Click on “Login” tab, available under ‘Shareholders’ section.
- (iv) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
- (v) Your User ID details are given below
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- (vi) Your Password details are given below:
 - a. If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
 - b. Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number 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 number. • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- (vii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select / View “Event No” of the company, you choose to vote.
- (viii) On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- (ix) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- (x) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote
- (xi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xii) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
2. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
3. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

4. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Other Instructions:

1. Shri 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 Annual 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 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 favor 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 51st AGM of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

For and on Behalf of Board of Directors

A. S. AMIN

Managing Director

DIN: 01130354

Place: Vitthal Udyognagar

Date: May 18, 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).

Item No. 3: M/s P. D. Parikh & Co., Chartered Accountants (F.R.N. 114136W), the existing statutory Auditor of the Company was appointed on Extra Ordinary General Meeting held on 15th March due to casual vacancy caused by the Resignation of M/s C. F. Patel & Co., Chartered Accountants (FRN: 113432W) Statutory Auditor, to hold the office till the conclusion of 51th Annual general Meeting.

Accordingly, at the meeting of Board of Director held on May 18, 2018, Directors have recommended the Appointment of M/s P. D. Parikh & Co., Chartered Accountants (F.R.N. 114136W) as Statutory Auditor of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the 55th Annual General Meeting on remuneration to be fixed by the Board of Director Subject to the approval of the Members. The resolution under this item seeks the approval of the Members for the said appointment of auditors.

None of the Directors or Key Managerial personnel of the Company or their respective relatives are concerned or interested, either financially or otherwise, in this resolution. Your Directors recommend the ordinary resolution set forth in item No. 3 for your approval.

Item No. 4: M/S. KOBO-DONGHUA GMBH & CO.KG., is presently part of Promoter's Group as reported in the shareholding pattern dated March 31, 2018 submitted with BSE. They intimated vide their letter dated May 04, 2018 to association with the Company as promoters and requested to exclude their association with the Company as promoters and requested to exclude their name from the category of Promoters.

Since M/S. KOBO-DONGHUA GMBH & CO.KG., is neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company individually and they have no other responsibility or association with the Company therefore the Board recommended for Members approval for reclassification of status of its shareholding from Promoters to Public Shareholding.

As per provisions of regulation 31A(6) of SEBI(LODR) Regulations 2015 shareholders approval is required for shifting the status from promoters group to public category.

No other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the Resolution Your Directors recommend the Resolution set out at Item No. 4 of the Notice for your approval.

For and on Behalf of Board of Directors

A. S. AMIN

Managing Director

DIN: 01130354

Place: Vitthal Udyognagar

Date: May 18, 2018

Information on the Directors Recommended for Appointment/ Re-appointment as required under regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

Particulars	Shri S. H. Amin
Date of Birth	13 th August, 1936
Date of Appointment	28 th April, 1982
Qualification	Mechanical Engineer. Master Degree (M.S.) from Brunshweig University, West Germany.
Expertise in the Function area	Engineering & Wide Management Experience
Relation with Director inter-se	Shri A. S. Amin (Son) Smt. D. S. Amin. (Wife)
Directorship in other Listed/public company As on 31 st March, 2018	NIL
Memberships/ Chairmanships of committees of other Listed/public companies as on 31 st March, 2018	NIL
Number of Share held in company as on 31 st March, 2018.	70,578 (Including HUF shareholding)