

## NOTICE

Notice is hereby given that the 48<sup>th</sup> Annual General Meeting of the Shareholders of ROLCON ENGINEERING CO LTD., (CIN: L29259GJ1961PLC001439) will be held on Thursday, 16<sup>th</sup> 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 31<sup>st</sup> 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 13<sup>th</sup> July to 16<sup>th</sup> 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 16<sup>th</sup> 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 48<sup>th</sup> Annual General Meeting of the Company dated 16<sup>th</sup> July, 2015 (the AGM Notice).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 13<sup>th</sup> July, 2015 at 09.00 AM and ends on 15<sup>th</sup> 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](http://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](http://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"> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 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](mailto: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](mailto:rolcon@rolconengineering.com) and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com) within 2 days of the passing of the resolutions at the 48<sup>th</sup> 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