

NOTICE

Notice is hereby given that the **49th Annual General Meeting** of the Shareholders of **ROLCON ENGINEERING CO LTD., (CIN: L29259GJ1961PLC001439)** will be held on Thursday, 22 September, 2016 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 2016, and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint Shri S. H Amin, who retires by rotation and being eligible offer himself for re-appointment.
3. To ratify appointment of Auditors and Fix their Remuneration for the year 2016-17

SPECIAL BUSINESS:

4. 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 provision of SEBI (LODR) Regulation, 2015 and Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Wolfgang Fuchs (DIN: 07317102) who was appointed as by Board of Directors as an Additional Director pursuant to the Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five Consecutive Five years from the date of this Annual General Meeting and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Companies Act.”

5. 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 provision of SEBI (LODR) Regulation, 2015 and Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Kiran M Patel (DIN: 00084171) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five Consecutive Five years from the date of this Annual General Meeting and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Companies Act.”

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 16th September, to 22nd September, 2016 (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 49th Annual General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **19th September 2016 at 09.00 AM and ends on 21st September, 2016 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 15th September, 2016, 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 or you may contact Shri Kiran Vaghela, Company Secretary on 02692-230766.

Other Instructions:

1. Shri 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 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 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 49th 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 20, 2016.

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. 4: pursuant to the Section 161 of the Companies Act, 2013 (the Act) and applicable rules made thereunder and provision of the Listing Agreement entered with the Stock Exchanges, the Company had, appointed Shri Wolfgang Fuchs (holding DIN: 07317102) as an Additional Director (Independent Director) w.e.f. 29th October, 2015 who hold office up to the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Wolfgang Fuchs as an Independent Director of the Company.

The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Shri Wolfgang Fuchs as an Independent Director as per his letter of appointment for a period of five years from the ensuing Annual General Meeting.

Shri Wolfgang Fuchs has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 his appointment as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of the appointment of Shri Wolfgang Fuchs as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Except Shri Wolfgang Fuchs, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5: The Board of Director has proposed the name of Shri Kiran M Patel (holding DIN: 00084171) as Independent Director in terms of the applicable provisions of the Companies Act, 2013, Shri Kiran M Patel (holding DIN: 00084171) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Shri Kiran M Patel (holding DIN:00084171) as an Independent Director as per his letter of appointment for a period of five years from the ensuing Annual General Meeting.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 his appointment as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of the appointment of Shri Kiran M Patel (holding DIN: 00084171) as an Independent Director of the Company shall be open for inspection by the Members at the

Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Except Shri Kiran M Patel (holding DIN: 00084171), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

For and on Behalf of Board of Directors

A. S. AMIN

Managing Director (DIN: 01130354)

Place: Vitthal Udyognagar

Date: May 20, 2016.

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	Shri Wolfgang Fuchs	Shri Kiran M Patel
Date of Birth	13 th August, 1936	29 th May, 1958	30 th October, 1951
Date of Appointment	28 th April, 1982	29 th October, 2015	Proposed in Ensuing AGM
Qualification	Mechanical Engineer. Master Degree (M.S.) from Brunshweig University, West Germany.	Dip. Ing., Germany	Chartered Accountant
Expertise in the Function area	Engineering & Wide management experience	Engineering & Wide management experience	Internal Audit & Tax Audit.
Relation with Director inter-se	Relative (Son) Shri Ashish S. Amin & Relative (Wife) Smt. Daksha S. Amin.	NIL	NIL
Directorship in other Listed/public company As on 31 st March, 2016	NIL	NIL	NIL
Memberships / Chairmanships of committees of other Listed/public companies (includes only Audit Committee and Stakeholders' Relationship Committee.) As on 31 st March, 2016	NIL	NIL	NIL
Number of Share held in company as on 31 st March, 2016.	69,978 (Including HUF shareholding)	NIL	NIL