



SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
49th Annual General Meeting of the Equity Shareholders of ROLCON ENGINEERING COMPANY LTD. held on Thursday, 22nd September, 2016 at 3.00 p.m. at the Registered Office of the Company situated at Vitthal Udyognagar- 388121, Ta. & Dist. Anand, Gujarat, India.

Dear Sir,

I Dinesh G. Bhimani, Proprietor of D. G. Bhimani & Associates, Company Secretaries having my office at 207, Nathwani Chambers, Sardargunj, Anand - 388001 have been appointed as Scrutinizer for remote e-voting and the poll taken on the below mentioned resolution(s), at the 49th Annual General Meeting of the Equity Shareholders of ROLCON ENGINEERING COMPANY LTD. held on Thursday, 22nd September, 2016 at 3.00 p.m. at the Registered Office of the Company situated at Vitthal Udyognagar- 388121, Ta. & Dist. Anand, Gujarat, submit my report as under:

1. The e-voting period commenced on 19th September, 2016, 2016 from 9.00 AM and concluded on 21st September, 2016 at 5.00 PM. The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
2. The shareholders holding shares as on the cut-off date i.e. 15th September, 2016 were entitled to vote on the proposed resolutions (item No. 1 to 5 as set out in the Notice of 49th Annual General Meeting of the Company.)
3. The votes were unblocked at Vitthal Udyog Vidyanagar on 22nd September, 2016 at 3.45 p.m. in the presence of two witness. Mrs. Arpita A. Amin and Dr. Mukund D. Patel who are not in the employment of the Company.
4. Members have either voted electronically or through ballot. There were FOUR members who have voted through e-voting as well as through ballot. Therefore, their voting through ballot has been ignored.
5. The results of e-voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the E-voting website of CDSL. The combined results of the voting is as under :



RESOLUTION NO. 1 – ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements as at 31st March 2016 the reports of the Board & Auditors.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
5	149128	12	304125
Total No. of members voted			17
Total number of votes casted by them			453253
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

RESOLUTION NO. 2 – ORDINARY RESOLUTION

To appoint Shri S. H. Amin, as Director who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
5	149128	12	304125
Total No. of members voted			17
Total number of votes casted by them			453253
Percentage of total voting			100



(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

RESOLUTION NO. 3 – ORDINARY RESOLUTION

To ratify appointment of auditor and fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
5	149128	12	304125
Total No. of members voted			17
Total number of votes casted by them			453253
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



RESOLUTION NO. 4 – ORDINARY RESOLUTION

To appoint Shri Wolfgang Fuchs as Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
5	149128	12	304125
Total No. of members voted			17
Total number of votes casted by them			453253
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

RESOLUTION NO. 5 – ORDINARY RESOLUTION

To appoint Shri Wolfgang Fuchs as Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
5	149128	12	304125
Total No. of members voted			17
Total number of votes casted by them			453253
Percentage of total voting			100



(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution through electronic means and ballot papers is enclosed.
- The relevant records relating to electronic voting and ballot papers shall remain in my safe custody until the Chairman considers, approve and sign the minutes of the 49th Annual General Meeting and the same shall thereafter be handed over to the Chairman/Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For D. G. Bhimani & Associates
(Dinesh G. Bhimani)
Proprietor
(C.P. No. 6628)



Place : Anand
Date : 24.09.2016