



SEC/AGM/ /2024-25

September 3, 2024

TO,
CORPORATE COMPLIANCE CELL - LISTING
BSE LTD.,
PHEROZA JEEJEEBHOY TOWERS,
25TH FLOOR, DALAL STREET,
MUMBAI-1.
E-Mail: corp.relations@bseindia.com

Ref: - Scrip Code/ SYMBOL: - 505807 / ROLCOEN

Dear Sir/Mam,

Sub. : Intimation of 57th Annual General Meeting.

We hereby inform you that the 57th Annual General Meeting (AGM) of the members of the Company will be held on Friday, September 27, 2024, at 3:00 p.m. at registered office of the Company at Vallabh Vidyanagar-388120, Gujarat, India.

Further, to this please find attached herewith the Notice of 57th Annual General Meeting (AGM) of the Company along with instruction of E-voting.

Notice of the same also available on company's website.

Kindly, take the same on your records.

Thanking You,

Yours Faithfully,
FOR, ROLCON ENGINEERING CO. LTD.,

(Birva Patel)
Company Secretary & Compliance officer
M.No.: A42185

Encl.: a/a.



ISO : 9001 : 2015
Certi No. 04 100 067292

Regd. Office :
Anand-Sojitra Road,
Vallabh Vidyanagar - 388 120,
Anand, Gujarat, India.

CIN : L29259GJ1961PLC001439,
Phone : 02692-230766/230866,
Web:- www.rolconengineering.com
Email:- rolcon@rolconengineering.com

NOTICE

Notice is hereby given that the **57th** Annual General Meeting of the Shareholders of ROLCON ENGINEERING COMPANY LIMITED (CIN:L29259GJ1961PLC001439) will be held on **Friday, September 27, 2024, at 3:00 p.m.** at the Registered office of the Company at Vallabh Vidyanagar-388120, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend of Rs. 2/- (20%) per equity share, for the financial year 2023-24.
3. To Appoint a Director in place of Shri Ashish S. Amin (DIN: 01130354), who retires by rotation and, being eligible, offer himself for re-appointment.
4. To Appointment of M/s HTA & Associates, Chartered Accountants (FRN:120457W) 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 read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of the audit committee and the Board of the Director’s, M/s HTA & Associates, Chartered Accountants (FRN:120457W) be and are hereby appointed as the statutory Auditor of the Company to hold office for period of 5 (five) years from the conclusion of this meeting until the conclusion of 62nd Annual General Meeting to be held for Financial Year 2028-29 of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.”

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS:

5. Appointment of Shri Chandrakant A. Patel (DIN: 00398785) as an Independent Director of the Company.
To consider and if thought fit, to pass the

following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force) and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee, and the board has appointed Shri Chandrakant A. Patel (DIN:00398785), as an Independent Director subject to the approval of members in this Annual General Meeting and being eligible for re-appointment and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) consecutive years effective from August 28, 2024 till to Conclusion of 62nd Annual General Meeting for the Financial Year 2028-29 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized and also authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things as may be necessary or expedient to give effect to the resolutions.”

6. Appointment of Shri Nilesh D. Shelat (DIN: 00045705) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) and or re-enactment(s) there of for the time being in force) and subject to

such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee, and the board has appointed Shri Nilesh D. Shelat (DIN: 00045705), as an Independent Director subject to the approval of members in this Annual General Meeting and being eligible for re-appointment and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) consecutive years effective from August 28, 2024 till to Conclusion of 62nd Annual General Meeting for the Financial Year 2028-29 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolutions.”

7. Appointment of Dr. Arpita A. Amin (DIN: 01927591), as Non-Executive, Non-Independent Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and all 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), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Dr. Arpita A. Amin (DIN: 01927591), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation with effect from September 27, 2022”

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to take all such steps including the power to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Dr. Arpita A. Amin (DIN: 01927591), subject to such approval as may be necessary, proper and expedient and to do any act, deeds, matters and things to give effect to this resolution.”

NOTES:

1. Since the AGM will be held at Registered Office of the company, the route map of the venue of the Meeting is annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. 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. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, if any Annexed – A, Disclosure under Regulation 36(5), if any Annexed – B and profiles of Director seeking re-appointment if any, at this AGM pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, Annexed – C to this notice of the AGM.
4. In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars issued by MCA and SEBI, the notice of the 57th AGM along with the Annual Report are being sent only in electronic mode to shareholders whose e-mail address are registered with the Company or the Depository Participant(s).
5. Shareholders desirous of receiving communication from the Company in electronic form, may register their email address with their respective depository participant. Further, shareholders are also requested to approach their depository participant to register their e-mail address in their demat account details as per the process defined by the respective depository participant. In case any shareholder is desirous of obtaining hard copy/soft copy of the Annual Report for the Financial Year, 2023-24 and notice of the 57th AGM of the Company, may send request to the Company’s email address at rolcon@rolconengineering.com mentioning Folio No. /DP ID and Client ID.)
6. The soft copy of the Notice of the 57th AGM and Annual Report for the Financial Year, 2023-24 are available on the Company’s website: www.rolconengoneering.com, on stock exchange: www.bseindia.com and on website of Registrar and Share Transfer Agent (RTA) of the Company Link Intime India Private: <https://instavote.linkintime.co.in>
7. The Securities and Exchange Board of India

("SEBI") has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details, signature) and nomination details by holders of securities in prescribed Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. Effective from January 1, 2022, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/documents are provided to RTA.

8. Pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the securities will be issued in dematerialized form only against any request by investor, hence it is advisable to convert your share in demat form for ease of dealing in securities markets.
9. Procedure for Inspection of Documents: (a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

10. DIVIDEND:

(a) As mandated by the Listing Regulations, Company will remit dividend electronically by RTGS/NECS/ NACH etc. to the bank account of the shareholder whose bank details are registered with the Company. Shareholders holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant ("DP") only. In the event the Company is unable to pay the dividend to any shareholder directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers cheque/ demand draft to such shareholder.

(b) Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020, shall be taxable in the hands of members. The Company shall therefore be

required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident share holders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN 10% or as notified by the Government of India
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Members not having PAN/valid PAN 20% or as by the Government of India

*i) As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.

ii) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2024-25 does not exceed Rs. 5,000/-and in cases where members provide Form 15G/Form 15H subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident

shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors/Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess)

* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to [Email:rolcon@rolconengineering.com](mailto:rolcon@rolconengineering.com) on or before September 20, 2024.

11. The Company has fixed **Friday, September 20, 2024** as the '**Record Date**' for determining entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and

Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

13. The Register of Members and Share Transfer Books of the Company will remain closed from **September 21, 2024 to September 27, 2024 (Both days inclusive)**
14. **Remote E-voting:** The Company is pleased to provide Remote E-Voting facility through InstaVote as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolution mentioned in the notice of 57th Annual General Meeting of the Company.

Remote e-Voting Date and Time

The voting period begins on **September 24, 2024** at 9:00 a.m. and ends on **September 26, 2024** at 5:00 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 September 20, 2024, may cast their vote electronically.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

- 1) Individual Shareholders holding securities in demat mode with **NSDL**

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 - If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-

Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
*Shareholders holding shares in NSDL form, shall provide 'D' above
» Set the password of your choice (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).
» Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
After selecting the desired option i.e. Favour /

Against, 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two

methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat

mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID

- Click on 'Login' under 'Corporate Body/Custodian/Mutual Fund' tab and further Click 'forgot password?'
 - Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- › It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- › For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- › During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

OTHER INSTRUCTIONS:

1. Shri Kiran Vaghela, Practicing Company Secretary, Proprietor of M/s. Kiran Vaghela & Associate, Anand (C.P.No: 18617) has been appointed as the Scrutinizer to Scrutinize the e-Voting process (InstaVote) 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 website www.rolconengineering.com and on the website of the: <https://instavote.linkintime.co.in> within 2 days of the passing of the resolutions at the 57th 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 of
Rolcon Engineering Company Limited

Sd/-
Ashish S. Amin
Managing Director
(DIN: 01130354)

Vallabh Vidyanagar
September 03, 2024

ANNEXURE TO THE NOTICE

A) 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. 5

Pursuant to the provisions of the Companies Act, 2013, the Board, on recommendation of the Nomination and Remuneration Committee, based on skills, experience, and knowledge, appointed Shri Chandrakant A. Patel (DIN: 00398785) as Independent Director in its meeting held on August 28, 2024.

The Company has received the following from Shri Chandrakant A. Patel (DIN: 00398785):

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any Other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The NRC recommended the candidature of Shri Chandrakant A. Patel (DIN: 00398785). In the opinion of the Board, Shri Chandrakant A. Patel fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the

time being in force, to the extent applicable to the Company. The Board noted that Shri Chandrakant A. Patel’s skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

A Copy of draft appointment letters setting out the terms and conditions of his re-appointment are available for inspection by the members at the Registered Office of the Company.

Details of Shri Chandrakant A. Patel (DIN: 00398785) is provided in the Annexure “C” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

The special resolution seeks the approval of members for the appointment of Shri Chandrakant A. Patel (DIN: 00398785) as an Independent Director of the Company pursuant to the Act and Rules mentioned above and he shall not be liable to retire by rotation.

Shri Chandrakant A. Patel (DIN: 00398785) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board recommends the Special Resolution set out in Item No. 5 for approval of the members.

Item No. 6:

Pursuant to the provisions of the Companies Act, 2013, the Board, on recommendation of the Nomination and Remuneration Committee, based on skills, experience, and knowledge, appointed Shri Nilesh D. Shelat (DIN: 00045705) as Independent Director in its meeting held on August 28, 2024.

The Company has received the following from Shri Nilesh D. Shelat (DIN: 00045705):

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No.

LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any Other such authority;

(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;

(vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The NRC recommended the candidature of Shri Nilesh D. Shelat (DIN: 00045705). In the opinion of the Board, Shri Nilesh D. Shelat (DIN: 00045705) fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company. The Board noted that Shri Nilesh D. Shelat's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

A Copy of draft appointment letters setting out the terms and conditions of his re-appointment are available for inspection by the members at the Registered Office of the Company.

Details of Shri Nilesh D. Shelat (DIN: 00045705) is provided in the Annexure "C" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

The special resolution seeks the approval of members for the appointment of Shri Nilesh D. Shelat (DIN: 00045705) as an Independent Director of the Company pursuant to the Act and Rules mentioned above and he shall not be liable to retire by rotation.

Shri Nilesh D. Shelat (DIN: 00045705) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6

The Board recommends the Special Resolution set out in Item No. 6 for approval of the members.

Item No. 7:

Dr. Arpita A. Amin (DIN: 01927591), Non-Executive Non-Independent Director, was appointed on the Board of the Company on February 9, 2019 in terms of Companies Act, 2013, till 57th Annual General Meeting. Dr. Arpita A. Amin (DIN: 01927591), being relative of Shri Ashish S. Amin (MD) & Shri Suresh H. Amin (Chairman & Whole Time Director), belongs to promoter group of the Company.

The Board received a recommendation by the Nomination and Remuneration Committee at its meeting held on August 9, 2024, has recommended the resolution for the re-appointment of Dr. Arpita A. Amin (DIN: 01927591) as a Non-Executive Non-Independent Director.

The Company has also received a Notice in writing under Section 160(1) of the Act from a member proposing the candidature of Dr. Arpita A. Amin (DIN: 01927591) for the office of Director.

Further, Company has received consent from Dr. Arpita A. Amin (DIN: 01927591) for her appointment as a Non-Executive Non Independent Director of the Company who will be liable to retire by rotation.

As the long term fruitful association with Dr. Arpita A. Amin (DIN: 01927591) needs to be preserved and cherished, your Board of Directors recommends her appointment as a Non-Executive Non Independent Director, liable to retire by rotation to the members for their approval by way of an Ordinary Resolution as set out at Item No. 7 of the accompanying Notice of the 57th AGM.

Dr. Arpita A. Amin (DIN: 01927591) is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by any such authority and has given her consent for the said appointment.

The information as required under the Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Dr. Arpita A. Amin (DIN: 01927591) is provided in Annexure "C" to the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Shri Ashish S. Amin (MD) & Shri Suresh H. Amin (Chairman & Whole Time Director)] is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

(B) DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 4-Appointment of M/s HTA & Associates, Chartered Accountants (FRN: 120457W) as an auditor:

M/s. JHS & Associates-LLP, Mumbai Chartered

Accountants (133288W/W100099), the existing statutory Auditor of the Company was appointed by Board of Directors at their meeting held on January 28, 2019 to fill casual vacancy caused by the sad demise of Company's Auditor M/s. P. D. Parikh & Co., Chartered Accountant (FRN: 114136W) on January 8, 2019. Further Period of account for which M/s. JHS & Associates-LLP, Mumbai Chartered Accountants (133288W/W100099) appointed was for 01-04-2018 to 31-03-2019 and Number of financial year(s) to which appointment relates was 1 year as per Filling ADT-1 filled with ROC. A Fresh Appointment M/s. JHS & Associates-LLP, Mumbai Chartered Accountants (133288W/W100099), as statutory auditor in AGM dated 16-07-2019 for 5 years till AGM of 2023-24.

The audit Committee and the Board was on opinion to appoint new statutory auditor in place of retiring Auditor in this AGM and they recommended appointment of M/s HTA & Associates, Chartered Accountants (FRN: 120457W) for a term of Five years from conclusion of 57th AGM for FY 2023-24 till conclusion of 62nd AGM for FY 2028-29.

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. 4 for your approval. The other details are as below:

Proposed statutory audit fee payable to auditors	About Rs. 2.34/-lakhs (Exclusive of out-of-pocket expenses) for FY 2024-2025, which will be subject to approval by the board of directors (including any committee thereof) of the Company.
Terms of appointment	M/s HTA & Associates, Chartered Accountants (FRN: 120457W), recommended for appointment for a term of Five years from conclusion of 57 th AGM for FY 2023-24 till conclusion of 62 nd AGM for FY 2028-29.
Material changes in fee payable	No material change in fee for the proposed auditors
Basis of recommendation and auditor credentials	M/s. HTA & Associates, Chartered Accountant, (Firm Reg. No. : - 120457W) firm have expertise and having wide experience in the Finance, Accounting, and tax audit. Also, the Firm has been peer reviewed by the ICAI.

(C) Details of Director(s) Seeking appointment/Re-appointment at 57th Annual General Meeting (pursuant to regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, and Secretarial Standards – 2)

Particulars	Shri A. S. Amin	Shri Chandrakant A. Patel	Shri Nilesh D. Shelat	Dr. Arpita Amin
DIN	01130354	00398785	00045705	01927591
Date of Birth	June 19, 1973	March 25, 1944	March 16, 1957	April 22, 1974
Date of Appointment (Initial Appointment)	August 2, 1997	August 28, 2024	August 28, 2024	February 9, 2019
Qualification	B.S. from Bradley University U.S.A.	B.com	B.com. LLB, CS, CMA	M.B.B.S.
Brief Resume & Expertise in the Function area	He is having more than 25 years of experience of industry.	He is having more than 50 years of experience in the manufacturing industries.	He has more than 35 years of experience as Company Secretary.	She is having professional medical degree MBBS.

	He is MD of the Company and associated with the Company Since 1997. He is very good experience of Engineering Manufacturing & Production, Operation and Planning.	He is MD of M. M. Patel and Sons Private Limited since 1973. He had various businesses in different states of the India for many years, specially manufacturing and consumer related goods. He led the operations and management of the business and gained very huge experience in related area.	He also acquired a prudent exposure as CFO of Listed public company. He has very sound working experience of Corporate law, legal and Finance.	She has wide experience in the field of Corporate Administration, Planning, and management. She is good strategy maker for business promotion and marketing. She has been in the corporate for more than 15 years.
Number of meetings of the board attended during the year	4	Not applicable	Not applicable	4
Directorship in other Listed/ public company	Rolcon Engineering Co. Ltd.	Rolcon Engineering Co. Ltd.	Rolcon Engineering Co. Ltd.	Rolcon Engineering Co. Ltd.
Memberships in board committees of other companies (includes membership details of all committees)	Rolcon Engineering Co. Ltd. - Audit Committee Meeting	Nil	Nil	Rolcon Engineering Co. Ltd. -Nomination & Remuneration Committee
Listed entities from which the director has resigned from directorship in the past three years	Nil	Nil	Nil	Nil
Number of shares held in the company	86,350	Nil	Nil	2,432
Relation with Director inter-se	Shri S. H. Amin (Father) Dr. A. A. Amin (Spouse)	None	None	Shri A. S. Amin (Spouse) Shri S. H. Amin (Father In-law)

For and on Behalf of Board of Directors of
Rolcon Engineering Company Limited
Sd/-

Ashish S. Amin
Managing Director
DIN:01130354

Vallabh Vidyanagar
September 03, 2024

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 COMPANY LTD

CIN: L29259GJ1961PLC001439

Registered Office: Anand- Sojitra Road, Vallabh Vidyanagr –388120, Gujarat, India.

E-mail: rolcon@rolconengineering.com, Website: www.rolconengineering.com

57th ANNUAL GENERAL MEETING – September 27, 2024

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, hereby appoint,

- Name : _____
E-mail Id : _____
Address : _____
Signature : _____, or failing him/her
- Name : _____
E-mail Id : _____
Address : _____
Signature : _____, or failing him/her
- Name : _____
E-mail Id : _____
Address : _____
Signature : _____, or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at Annual General Meeting of the Company, to be held on the 27 day of September, 2024 at 3:00 p.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited standalone and consolidated financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
- To Declare Dividend of Rs. 2/- (20%) per equity share, for the financial year 2023-24.
- To Appoint a Director in place of Shri Ashish S. Amin (DIN: 01130354), who retires by rotation and, being eligible, offer himself for re-appointment.
- To Appointment of M/s HTA & Associates, Chartered Accountants (FRN: 120457W) as an auditor.

SPECIAL BUSINESS:

- Appointment of Shri Chandrakant A. Patel (DIN: 00398785) as an Independent Director of the Company.
- Appointment of Shri Nilesh D. Shelat (DIN: 00045705) as an Independent Director of the Company.
- Appointment of Dr. Arpita A. Amin (DIN: 01927591), as Non-Executive, Non-Independent Director.

Signed this _____ day of _____, 2024

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
stamp

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.

ROUTE MAP OF THE VENUE

Address : Anand - Sojitra Road, Vallabh Vidyanagar - 388120

Landmark : Anand Sojitra Road

