



**ROLCON**  
ENGINEERING CO. LTD.

SEC/AGM / /2019-20

June 20, 2019

**CORPORATE COMPLIANCE CELL – LISTING  
BOMBAY STOCK EXCHANGE LIMITED  
PHEROZA JEEJEEBHOY TOWERS,  
25TH FLOOR, DALAL STREET,  
BOMBAY-1.  
E-Mail: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)**

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

Dear Sir/Mam,

**Sub. : Notice of 52<sup>nd</sup> Annual General Meeting & Intimation of Remote E-voting facility**

The Notice calling the 52<sup>nd</sup> Annual General Meeting of the members of the Company on Tuesday, July 16, 2019 at 3.00 p.m. at the Registered Office of the Company, containing the business to be transacted thereat, is attached herewith.

As per section 108 of the companies Act, 2013, read with the rules 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the company is providing to its members the facility to cast their vote by Electronic means on all resolution set forth in the notice along with the instruction for the E-Voting.

Kindly, take the same on your records.

Thanking You,

Yours Faithfully,

For, ROLCON ENGINEERING CO. LTD.,

**(DHARMESH CHAUHAN)  
COMPANY SECRETARY & COMPLIANCE OFFICER**

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,  
Fax: 02692-236480 / 236453  
Web:- [www.rolconengineering.com](http://www.rolconengineering.com)  
Email:- [rolcon@rolconengineering.com](mailto:rolcon@rolconengineering.com)

## NOTICE

Notice is hereby given that the **52<sup>nd</sup> Annual General Meeting** of the Shareholders of **ROLCON ENGINEERING COMPANY LIMITED**, (CIN: L29259GJ1961PLC001439) will be held on Tuesday, July 16, 2019 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 consider and adopt the Audited standalone Financial Statements of the Company for the financial year ended as at March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend on Equity Shares of the Company for the F.Y. 2018-19.
3. To Appoint Shri Ashish S. Amin (DIN: 01130354), who retires by rotation and being eligible offer himself for re-appointment.
4. Appointment of M/s JHS & Associates-LLP, Mumbai Chartered Accountants (133288W/W100099) 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, M/s JHS & Associates-LLP, Mumbai Chartered Accountants (133288W/W100099) be and are hereby appointed as the Auditor of the Company to hold office for period of 5 (five) years from the conclusion of this meeting until the conclusion of 57<sup>th</sup> Annual General Meeting to be held for Financial year 2023-24 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 is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

### **SPECIAL BUSINESS:**

5. Re-appointment of Shri Kailashchandra K Seksaria (DIN: 00115565) as an Independent Director of the Company.  
To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:  
**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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, Shri Kailashchandra K Seksaria (DIN: 00115565), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years effective from May 16, 2019 to Conclusion of Annual General Meeting for the Financial Year 2023-24 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.”

6. Re-appointment of Shri Mahesh H Joshi (DIN: 00856573) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with 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, Shri Mahesh H Joshi (DIN: 00856573), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years effective from May 16, 2019 to Conclusion of Annual General Meeting for the Financial Year 2023-24 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. Continuation of Directorship of Ashok K Parikh (DIN: 00359634), Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (“the

Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, consent of members of the Company be and is hereby accorded for continuation of Directorship of Shri Ashok K Parikh (DIN: 00359634), who was appointed as an Independent Director for the term of 5 years at 50<sup>th</sup> Annual General Meeting held on July 27, 2017 till the conclusion of 55<sup>th</sup> Annual General Meeting and whose continuation in Directorship requires approval of Members by way of Special Resolution being more than 75 years of age, for his remaining term of office.

**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.”

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

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 provisions of Sections 152 and 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, Dr. Arpita A. Amin (DIN: 01927591) who was appointed by Board of Directors as Additional Director of the Company up to ensuing Annual General Meeting on February 9, 2019 pursuant to Section 161 of the Companies Act, 2013, and who holds office as such up to the date of the Annual General Meeting and who has submitted a declaration that she meets the criteria for becoming Director 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 her candidature for the office of Director, be and is hereby appointed as an Non-Independent Non-Executive Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**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. 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 July 10, 2019 to July 16, 2019 (Both days Inclusive).

**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 resolutions mentioned in the notice of 52<sup>st</sup> Annual General Meeting of the Company.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on July 13, 2019 at 09.00 a.m. and ends on July 15, 2019 at 05.00 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 9<sup>th</sup> July, 2019, 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).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the</li> </ul>

	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

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 LIPL.

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 LIPL: <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 authorized 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](mailto: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 (C.P.No: 18617) 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](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: <https://instavote.linkintime.co.in> within 2 days of the passing of the resolutions at the 52<sup>nd</sup> 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

**A. S. AMIN**  
Managing Director  
DIN: 01130354

Vallabh Vidyanagar  
May 16, 2019.



## **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:

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) passed away on January 8, 2019.

Accordingly, Audit Committee held on May 16, 2019, Directors have recommended to the Board for Appointment of M/s JHS & Associates-LLP, Mumbai Chartered Accountants (133288W/W100099) as Statutory Auditor of the Company, to hold office for the term of Five years from conclusion of this Annual General Meeting till the conclusion of the 57<sup>th</sup> Annual General Meeting on remuneration recommended by the Audit Committee in consultation with the Auditors. 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.

Item No. 5:

The Members of the Company at the Extra-Ordinary General Meeting held on 4<sup>th</sup> September, 2014 had appointed Shri Kailashchandra K Seksaria (DIN:00115565) as Independent Director of the Company for the first term to hold office up to conclusion of Annual General Meeting for the Financial Year 2018-19 pursuant to the provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of the Company, and shall be eligible for re-appointment on passing of a special resolution by the Company for another term of up to five (5) consecutive years. The Nomination and Remuneration Committee has, in its meeting held on 9<sup>th</sup> February, 2019, recommended to the Board, the re-appointment of Shri Kailashchandra K Seksaria (DIN: 00115565) as Independent Director for a further term of five (5) consecutive years. The Board at its meeting held on May 16, 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, skills, experience, knowledge and contributions made by Shri Kailashchandra K Seksaria (DIN: 00115565) during his tenure, have approved the re-appointment (not liable to retire by rotation) of Shri Kailashchandra K Seksaria (DIN: 00115565) as Independent Director subject to approval of shareholder of the Company from May 16, 2019 till the conclusion of AGM of F.Y. 2023-24. The Board of Directors states that the re-appointment of Shri Kailashchandra K Seksaria (DIN: 00115565) would be in the interest of the Company and its Shareholders. Shri

Kailashchandra K Seksaria (DIN: 00115565) is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has consented to act as Independent Director of the Company. The Company has also received declaration from Shri Kailashchandra K Seksaria (DIN: 00115565) that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. Further, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval from the members required with respect to the continuation of such appointment of Shri Kailashchandra K Seksaria (DIN: 00115565) as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from Members as required in the Amendment Regulations, 2018. In the opinion of the Board, Shri Kailashchandra K Seksaria (DIN: 00115565) meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and they are independent of the management. Details of Shri Kailashchandra K Seksaria (DIN: 00115565) is provided in the "Annexure" 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. 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. Shri Kailashchandra K Seksaria (DIN: 00115565) 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 considers that his continued association as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out in Item No. 5 for approval of the members.

Item No. 6:

The Members of the Company at the Extra-Ordinary General Meeting held on 4<sup>th</sup> September, 2014 had appointed Shri Mahesh H Joshi (DIN: 00856573) as Independent Director of the Company for the first term to hold office up to conclusion of Annual General Meeting for the Financial Year 2018-19 pursuant to the provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of the Company, and shall be eligible for re-appointment on passing of a special resolution by the Company for another term of up to five (5) consecutive years. The Nomination and Remuneration Committee has, in its meeting held on 9<sup>th</sup> February, 2019, recommended to the Board, the re-appointment of Shri Mahesh H Joshi (DIN: 00856573) as Independent Director for a further term of five (5) consecutive years. The Board at its meeting held on May 16, 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, skills, experience, knowledge and contributions made Shri Mahesh H Joshi (DIN: 00856573) during his tenure, have approved the re-appointment (not liable to retire by rotation) of Shri

Mahesh H Joshi (DIN: 00856573) as Independent Director subject to approval of shareholder of the Company from May 16, 2019 till the conclusion of AGM of F.Y. 2023-24. The Board of Directors states that the re-appointment of Shri Mahesh H Joshi (DIN: 00856573) would be in the interest of the Company and its Shareholders. Shri Mahesh H Joshi (DIN: 00856573) is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has consented to act as Independent Director of the Company. The Company has also received declaration from Shri Mahesh H Joshi (DIN: 00856573) that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. Further, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval from the members required with respect to the continuation of such appointment of Shri Mahesh H Joshi (DIN: 00856573) as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from Members as required in the Amendment Regulations, 2018. In the opinion of the Board, Shri Mahesh H Joshi (DIN: 00856573) meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and they are independent of the management. Details of Shri Mahesh H Joshi (DIN: 00856573) is provided in the "Annexure" 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. 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. Shri Mahesh H Joshi (DIN: 00856573) 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 considers that his continued association as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out in Item No.6 for approval of the members.

Item No.7:

The Board of Directors appointed Shri Ashok K Parikh (DIN: 00359634) on November 11, 2016 as Additional Director and regularized him on 50<sup>th</sup> Annual General Meeting held on July 27, 2017 by shareholders appointing him as Independent Director not liable to retire by rotation for the term of Five (5) consecutive years till Conclusion of 55<sup>th</sup> Annual General Meeting.

In view of the said provision of Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018, company is required to pass special resolution by shareholders approval for continuing him as Independent Directors for the remaining period of their term. However, at the time of his appointment on 50<sup>th</sup> Annual General Meeting he had already attained 75 years and approved by shareholders.

The Nomination and Remuneration Committee discussed the matter and recommended to comply the same notification for continuation of Directorship of the above Independent Director not liable to retire by rotation for the remaining period of his term.

The above mentioned Independent Director is experts in their respective fields and their experience and valuable guidance is beneficial to the Company. The Board based on the

recommendation of The Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid independent Directors, has recommended the resolution for approval of shareholders by way of special resolution. Except the above Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and applicable rules made thereunder, the Board has appointed Dr. Arpita A. Amin (DIN: 01927591) as an Additional Director (Non-Executive Director, Non-Independent) to fill the casual Vacancy caused due to sad demise of Smt. Daksha S. Amin, Women Director, with effect from February 09, 2019 up to ensuing Annual General Meeting. In terms of Section 161 of the Act, read with the relevant Rules, she holds office as an Additional Director up to the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director. The Company has received a recommendation by the Nomination and Remuneration Committee at its meeting held on 16<sup>th</sup> May, 2019 and the Board at its meeting held on 16<sup>th</sup> May, 2019, has recommended the resolution for the appointment of Dr. Arpita A. Amin (DIN: 01927591) as a Non-Independent Non-Executive Director as per her letter of appointment for a period of five (5) years from the ensuing Annual General Meeting subject to approval of members. Dr. Arpita A. Amin (DIN: 01927591) has given a consent to the Board under the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules framed thereunder for appointment as Non-Independent Non-Executive Director.

The Members are, therefore, requested to grant their approval by way of passing an ordinary Resolution for the appointment as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Father-in-law (Shri S. H. Amin) and Spouse (Shri A. S. Amin)] is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommend the ordinary Resolution set forth in Item No. 8 for approval of the Members.

For and on Behalf of Board of Directors of  
Rolcon Engineering Company Limited

**A. S. AMIN**  
Managing Director  
DIN: 01130354

Vallabh Vidyanagar  
May 16, 2019

**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 A. S. Amin	Shri K. K. Seksaria	Mahesh H Joshi	Shri Ashok Parikh	Dr. Arpita Amin
DIN	01130354	00115565	00856573	00359634	01927591
Date of Birth	June 19, 1973	April 3, 1939	March 11, 1941	October 20, 1934	April 22, 1974
Date of Appointment	August 2, 1997	January 23, 1999	Sep. 4, 2014	November 8, 2016	February 9, 2019
Qualification	B.S. from Bradley University U.S.A.	B.Com	C.A., B.Com	Graduate in Textile Technology from U.K.	M.B.B.S.
Expertise in the Function area	Manufacturing Engineering, Production, Operation and Planning.	Sugar Industry and Engineering	Finance, Account & Taxation	Manufacturing, Production Bellows & Hoses Industries and Engineering	Administration, Planning and management
Relation with Director inter-se	Shri S. H. Amin (Father) Dr. Arpita Amin (Spouse)	NIL	NIL	NIL	Shri A. S. Amin (Spouse) Shri S. H. Amin (Father In-law)
Directorship in other Listed/public company As on 31 <sup>st</sup> March, 2019.	NIL	1. Ishwarshakti Holdings & Traders Limited 2. The Seksaria Biswan Sugar Factory Ltd. 3. Amines And Plasticizers Ltd.	1. Glassed Line Equipment Ltd.	1. Zaverchand Gaekwad Ltd.	NIL
Memberships / Chairmanships of committees of other Listed/public companies as on 31 <sup>st</sup> March, 2019.	NIL	NIL	NIL	NIL	NIL
Number of Share held in company as on 31 <sup>st</sup> March, 2019.	86350	50	NIL	1687	2432

# ROLCON ENGINEERING COMPANY LTD

CIN: L29259GJ1961PLC001439

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

E-MAIL: [rolcon@rolconengineering.com](mailto:rolcon@rolconengineering.com), [www.rolconengineering.com](http://www.rolconengineering.com)

## **ATTENDANCE SLIP** **(To be presented at the Entrance)**

52<sup>nd</sup> Annual General Meeting of the Company to be held on Tuesday, July 16, 2019 at  
3.00 p.m. at Anand- Sojitra Road, Vallabh Vidyanagar – 388120, Gujarat, India.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy Holder \_\_\_\_\_ Signature \_\_\_\_\_

1. only one member/ proxy holder can attend the meeting
2. Member/ proxy holder should bring his/her copy of Annual Report to reference at the meeting.

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

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

CIN: L29259GJ1961PLC001439, E-MAIL: rolcon@rolconengineering.com

52<sup>nd</sup> ANNUAL GENERAL MEETING - July 16, 2019

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 Limited, hereby appoint,

1. Name:  
E-mail Id:  
Address:  
Signature: \_\_\_\_\_, or failing him/her
2. Name:  
E-mail Id:  
Address:  
Signature: \_\_\_\_\_, or failing him/her
3. Name:  
E-mail Id:  
Address:  
Signature: \_\_\_\_\_

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 16 day of July, 2019 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:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31<sup>st</sup> March 2019, and the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend on Equity Shares of the Company for the F.Y. 2018-19.
3. To Appoint Shri Ashish S. Amin (DIN: 01130354), who retires by rotation and being eligible offer himself for re-appointment.
4. Appointment of M/s JHS & Associates-LLP, Mumbai Chartered Accountants(133288W/W100099) as an auditor and to pass the resolution as an resolution as an Ordinary Resolution:

**SPECIAL BUSINESS:**

5. Re-appointment of Shri Kailashchandra K Seksaria (DIN: 00115565) as an Independent Director of the Company
6. Re-appointment of Shri Mahesh H Joshi (DIN: 00856573) as an Independent Director of the Company
7. Continuation of Directorship of Shri Ashok K Parikh (DIN: 00359634), as an Independent Director.
8. Appointment of Dr. Arpita A. Amin (DIN: 01927591), as Non-Independent, Non-Executive Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

.....  
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.