

ROLCON ENGINEERING COMPANY LIMITED

Reg. Office: P B No. 20, Vithal Udyognagar – 388121,

Anand – Sojitra Road, Gujarat, India.

Email : rolcon@rolconengineering.com Website : www.rolcomengineering.com

CIN: L 29259 GJ 1961 PLC 001439



SPECIAL BUSINESS:

Notice is hereby given that an Extra Ordinary General Meeting of the member of **ROLCON ENGINEERING COMPANY LIMITED** will be held on Thursday, 4th September, 2014 at 3.00 p.m. at the registered office of the Company, Vithal Udyognagar – 388121, Anand – Sojitra Road, Gujarat, India, to transact the following business:

1. 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 Section 180 (1) (C) 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), and provisions of Articles of Association of the Company, the consent of the Member be and is hereby accorded to the Board of Director of the Company at any time to borrow sum or sums of monies together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) up to an amount of Rs. 100.00 Lacs (Rupees One Hundred lacs only) outstanding at any point of time, in excess of the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose.”
“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary in respect of the above resolution.”
2. 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 Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the said Act, if any, and the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the creation, by the Board of Directors of the Company from time to time, of such mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities already created by the Company, on such terms and conditions as the Board in its sole discretion may deem fit, on Company's assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking(s) in favour of Lenders as may be agreed to by the Board for the purpose of securing the repayment of any loans/ financial assistance/other borrowings, subject to maximum amount of Rs. 100.00 Lacs (Rupees One Hundred Lacs only).”
“**RESOLVED FURTHER THAT** the board be and is hereby authorized to finalize the terms and conditions, agreements, deeds and documents for creating such mortgage, charge, lien, hypothecation, assignment, transfer and/ or other securities and to do all such acts, things and deeds as may be required to give effect to this resolution.”
“**RESOLVED FURTHER THAT** Shri Ashish Amin, Joint Managing Director of the Company or any other person authorized by him, be and is hereby authorized to do all the acts, things and deeds required to give effect to the above resolution including but not limited to filing necessary e-forms with the Registrar of Companies / Ministry of Corporate Affairs and to comply with all statutory and other formalities in this regard.”
3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provision of the Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per the Clause 49 of the Listing Agreement, Shri Ashok Krishnadas, Director (DIN 00472226), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting and shall not be liable to retire by rotation.”
“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Ashok Krishnadas, be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.”
“**RESOLVED FURTHER THAT** the Board of Directors and Shri Ashish Amin, Joint Managing Director be and are hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”
4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provision of the Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per the Clause 49 of the Listing Agreement, Dr. Satish Parekh, Director (DIN 01761679), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting and shall not be liable to retire by rotation.”
“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Dr. Satish Parekh, be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.”
“**RESOLVED FURTHER THAT** the Board of Directors and Shri Ashish Amin, Joint Managing Director be and are hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provision of the Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per the Clause 49 of the Listing Agreement, Shri Kailashchandra K. Saksaria, Director (DIN 00115565), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting and shall not be liable to retire by rotation.”
“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Kailashchandra K. Saksaria, be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.”
“**RESOLVED FURTHER THAT** the Board of Directors and Shri Ashish Amin, Joint Managing Director be and are hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of the Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per the Clause 49 of the Listing Agreement, Shri Knut, Bovenkamp Director (DIN 02871911), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting and shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Knut, Bovenkamp Director be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors and Shri Ashish Amin, Joint Managing Director be and are hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

7 To appoint Shri M.H. Joshi as an Independent Director and in this regard 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 Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Shri M.H. Joshi (DIN: 00856573), and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term upto the Annual General Meeting for the Financial Year 2018-19 or 17th July, 2019 whichever is earlier."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri M.H. Joshi, Director be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors and Shri Ashish Amin, Joint Managing Director be and are hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

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

Re designation of Shri Suresh Amin as "Chairman & Whole Time Director"

"RESOLVED THAT the approval of the Company be and is hereby accorded to the re-designation of Shri Suresh Amin as "Chairman & Whole Time Director" of the Company, without any variation in the terms and conditions like remuneration, balance tenure and others relating to his appointment as approved by the shareholders at their Annual General Meeting held on 19th July, 2012."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to re-designate Shri Suresh Amin, from time to time, as may be decided by the Board of Directors of the Company."

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

Re designation of Shri Ashish Amin as "Managing Director"

"RESOLVED THAT the approval of the Company be and is hereby accorded to the re-designation of Shri Ashish Amin as "Managing Director" of the Company, without any variation in the terms and conditions like remuneration, balance tenure and others relating to his appointment as approved by the shareholders at their Annual General Meeting held on 19th July, 2012."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to re-designate Shri Ashish Amin, from time to time, as may be decided by the Board of Directors of the Company."

By Order of the Board
Suresh H. Amin
Managing Director

Place: Vidhai Udyognagar
Date: 30th July 2014

DIN: 00525235

ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

In view of the applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, the earlier powers given to the company in connection with borrowing and mortgage of the properties of the Company are valid for the period of one year or till the conclusion of the next Annual General Meeting of the Company i.e. AGM for the Financial year 2014-2015. The Company has availed financial assistance from Corporation Bank, V.V.Nagar Br. V.V.Nagar to the extent of Rs. 75.00 lacs and also created charge on the plant and machinery to the extent of financial assistance. The enabling resolution at the item no. 1 and 2 are for the revival of the borrowing powers of the Company.

Item Nos. 3 to 7

Shri Ashok Krishnadas, Director (DIN 00472226), Dr. Satish Parekh, Director (DIN 01761679), Shri Kailashchandra K. Seksaria, Director (DIN 00115565) and Shri Knut, Bovenkamp Director (DIN 02871911), have been associated with the Company as Directors for quite some long time and in view of the new Companies Act, 2013 made applicable w.e.f. 1st April, 2014, the Company is required to have composition of the Board of director of the Company as per provisions of the Companies Act, 2013 viz a viz in compliance of the Clause 49 of the Listing Agreement. Further, the Company has also received a notice from member proposing Shri M.H. Joshi (DIN: 00856573), as Independent Director in terms of the applicable provisions of the Companies Act, 2013, as such the proposal for the appointment at item no 7 of the notice is placed. Pursuant to Section 149 read with Section 152 (including any statutory modification(s) and re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013 and any other made thereunder, Shri Ashok Krishnadas, Director (DIN 00472226), Dr. Satish Parekh, Director (DIN 01761679), Shri Kailashchandra K. Seksaria, Director (DIN 00115565), Shri Knut, Bovenkamp Director (DIN 02871911) and Shri M.H. Joshi (DIN: 00856573), if appointed as Independent Directors of the Company for a term of five years, shall not be liable to retire by rotation, commencing from the date of this Extra Ordinary General Meeting. In the opinion of the Board, Shri Ashok Krishnadas, Director (DIN 00472226), Dr. Satish Parekh, Director (DIN 01761679), Shri Kailashchandra K. Seksaria, Director (DIN 00115565) Shri Knut, Bovenkamp Director (DIN 02871911) and Shri M.H. Joshi (DIN: 00856573) all the five candidates, fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors and are independent of the management. Brief profile of Shri Ashok Krishnadas, Director (DIN 00472226), Dr. Satish Parekh, Director (DIN 01761679), Shri Kailashchandra K. Seksaria, Director (DIN 00115565) Shri Knut, Bovenkamp Director (DIN 02871911) and Shri M.H. Joshi (DIN: 00856573) are given in the Annexure I forming part of this Notice.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Member at the registered office of the Company between 9.30 a.m. and 12.30 p.m. and between 2.30 p.m. and 4.30 p.m. on any working day, excluding Saturday.

Shri Ashok Krishnadas, Director (DIN 00472226), Dr. Satish Parekh, Director (DIN 01761679), Shri Kailashchandra K. Seksaria, Director (DIN 00115565) Shri

Knut, Bovenkamp Director (DIN 02871911) and Shri M.H. Joshi (DIN: 00856573) for their respective appointment, none of the other Directors/ Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution Nos. 3 to 7 of this Notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges with which the shares of the Company are listed. Copy of the draft letters for respective appointments of Directors as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office between 10.30 a.m. and 01.00 p.m. on all working days of the Company upto and including the day of the Meeting. The Board is of the opinion that the directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company as directors. Further, in the opinion of the Board, the proposed appointment of Independent Directors fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Independent Director is independent of the management. None of the Directors or Key Managerial Personal or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution, except the appointee Director(s) and their relatives.

Item Nos. 8 to 9

Change in Designation of Key Managerial Personnel:

In view of the provisions of Section 203 and other applicable provisions of the Companies Act, 2013, the Company is required to appoint Key Managerial Personnel. The Board of Directors of the Company has at its meeting held on 30th July 2014, subject to the approval / confirmation of the members decided to re designate as Mr. Suresh Amin, as "Chairman & Whole Time Director" and Mr. Ashish Amin, as "Managing Director". All other terms and conditions for appointment of Mr. Suresh Amin and Mr. Ashish Amin shall remain unchanged and the same are reproduced as under:

A Terms and conditions of Mr. Suresh Amin as approved by shareholders are as under:

- 1) **Period of Appointment: 5 Years from 2nd AUGUST-2012**
- 2) **Remuneration:**
 - I. **Salary :**Rs.1,10,000/- per month with such further increment/s as may be determined by the Board of Directors from time to time in the Scale Rs1,10,000/- to Rs1,50,000/-
 - II. **Commission:** Commission payable, in addition to the salary and perquisites @ 1.5% at the end of each financial year calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 and 309 of the Companies Act, 1956. However such commission shall not exceed the annual salary.
 - III. **Perquisites:**
 - (a) In addition to salary and commission the Managing Director shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishing and repairs, club fees, leave travel concession for self and family, medical insurance and such other perquisites and allowances as may be determined by the Board of Directors Subject to the overall ceiling of remuneration stipulated in Section 198 and 309 of the Companies Act, 1956.
 - (b) For the purpose of calculation the above ceiling, perquisites shall be evaluated as per Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the Company's car for official duties, telephone and other communication facilities at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
 - (c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
 - (d) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (e) Encashment of leave at the end of the tenure. Perquisites stated in (c), (d) & (e) shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956.
 - IV). **Minimum Remuneration:** Where in any financial year during the currency of the tenure of the Managing Director, the Company has not profit or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and any other allowance not exceeding ceiling limit set out in Section II Part II of Schedule XIII to the Companies Act, 1956 as existing or any amendment made hereafter.
- 3). The terms and conditions of the said appointment and/or Agreement may be alters and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to managing and whole-time directors in accordance with Schedule XIII to the act or any amendments made hereafter.
- 4). The agreement may be terminated by either party giving the other party six months notice or the Company paying six months salary in lieu thereof.
- 5). The Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling agency of the Company. He shall not also become interest or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government.
- 6). The Managing Director shall be subject to the superintendence control and direction of the Board of Directors. He will be entrusted with substantial powers of management and will also perform such other duties as may from time to time be entrusted to him. Mr. Amin is associated with the Company since inception and had taken keen interest in the progress/development of the Company.

In terms of the provisions of part II of the said schedule, the following information is furnished in connection with the appointment of Mr. Amin.

B Terms and conditions of Mr. Ashish Amin as approved by the shareholders are as under:

- 1) **Period of Appointment: 5 Years from 2nd August 2012**
- 2) **Remuneration:**
 - I. **Salary:** Rs.1,25,000/- per month with such further increment/s as may be determined by the Board of Directors from time to time in the Scale Rs.1,25,000/- to Rs.1,50,000/-
 - II. **Commission:** Commission payable, in addition to the salary and perquisites @ 1.25% at the end of each financial year calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 and 309 of the Companies Act, 1956. However such commission shall not exceed the annual salary.
 - III. **Perquisites:**
 - (a) In addition to salary and commission the Joint Managing Director shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishing and repairs, club fees, leave travel concession for self and family, medical insurance and such other perquisites and allowances as may be determined by the Board of Directors Subject to the overall ceiling of remuneration stipulated in Section 198 and 309 of the Companies Act, 1956.
 - (b) For the purpose of calculation the above ceiling, perquisites shall be evaluated as per Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the Company's car for official duties, telephone and other communication facilities at residence (including payment for local calls and long distance official calls), shall not be included in the

computation of perquisites for the purpose of calculating the said ceiling.

- (c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
 - (d) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (e) Encashment of leave at the end of the tenure.
- Perquisites stated in (c), (d) & (e) shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956.

IV. Minimum Remuneration:

Where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has not profit or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and any other allowance not exceeding ceiling limit set out in Section II Part II of Schedule XIII to the Companies Act, 1956 as existing or any amendment made hereafter.

- 3). The terms and conditions of the said appointment and/or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to managing and whole-time directors in accordance with Schedule XIII to the act or any amendments made hereafter.
- 4). The agreement may be terminated by either party giving the other party six months notice or the Company paying six months salary in lieu thereof.
- 5). The Joint Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling agency of the Company. He shall not also become interest or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government.
- 6). The Joint Managing Director shall be subject to the superintendence control and direction of the Board of Directors. He will be entrusted with substantial powers of management and will also perform such other duties as may from time to time be entrusted to him.

By Order of the Board

Sd/-

Suresh H. Amin

Managing Director

DIN: 00525235

Place: Vithal Udyognagar
Date: 30th July 2014

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE 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.

Annexure I

**Details of Directors seeking appointment/reappointment at the Extra Ordinary General Meeting
(In pursuance of Clause 49 of the Listing Agreement with Stock Exchange)**

Mr. Ashok Krishnadass Parikh (DIN: 00472226) (Age 80 Years)

He is an independent director of the company. He joined the Board of Directors on 27th September, 1992. He is graduate in Textile Technology from UK, after that he joined the family textile manufacturing industries at Baroda and Ahmedabad. He was involved in setting up several engineering factories in Gujarat, Maharashtra and Malaysia. He is currently Technical Adviser on the Board of Director of prominent companies in Bombay, Baroda, Vallabh Vidyanagar and Ahmedabad. He is the Chairman and Managing Director of Flexican Bellows and Hoses Pvt. Ltd, Baroda.

He is a Founder and continues as a President since 1991 of Vadodara Society of Prevention of Cruelty to Animals. He also the Founder President of Vadodara Junior Chamber and Gujarat Kennel club and Vadodara city and District Tennis Association.

Dr. Satish G Parekh (DIN: 01761679) (Age 74 Years)

He is an Independent Director of the company. He joined the Board of Directors on 7th September, 2012. He is a Master Degree Holder in Mechanical Engineering from Germany with the specialization in Mechanical Material Handling Solids and had been working in Germany from 1967 till 2004 with renowned companies such as Mfiag, Buhler Mfiag, Waeschle Ravensburg, Germany, Jansens and Diepink Zaandam/Holland Anlagebau Germany, and held various senior position in corporate including position of Executive Director and Chief Coordinator in Finolex Industries, Pune.

He is a Managing Director in following companies:

- 1) P+W Metallbau – Managing Director – Since August, 2010
- 2) Hanning Motors - Managing Director – Since November, 2012

Mr. K K Saksaria, (DIN: 00115565) (Age 75 Years)

He is an independent director of the company. He joined the Board of Directors on 23rd January, 1999. He is having vast managerial Experience.

He is also on the Board of the Following Companies:

- 1) The Saksaria Biswan Sugar Factory Ltd. – Managing Directors
Also holding directorship in various company.
- 2) Amines and Plasticizer Ltd. – Member of Remuneration Committee.

Mr. Knut Bovenkamp (DIN: 02871911) (Age 65 Years)

He is an Independent Director of the Company. He joined the Board of Directors on 1st May, 1998. Mr. Knut Bovenkamp born in Germany has vast experience in the field of manufacturing, administration and general administration of the Company, Messrs KOHLER + BOVENKAMP GMBH + Co. (Presently known as Messrs KOBODONGHUA GmbH & Co. KG.), one of the largest Company in Germany, manufacturing all types of Roller Chains, Conveyor Chains, Elevator Chains, Special Purpose Chains for Cement/Steel/Fertilizer, etc. under their brand name "KOBOD".

He was CEO/Managing Director of Messrs KOHLER + BOVENKAMP GMBH + CO. from 1979 to 2005 and because of his involvement with Messrs Kohler + Bovenkamp GMBH + Co., who are manufacturing the same products as Rolcon Engineering Co.Ltd., i.e. CHAINS & SPROCKETS, his overall advice in manufacturing-cum-general management is of high value and is also an asset to Rolcon Engineering Co. Ltd.

Mr. M H Joshi (DIN: 00856573) (Age 73 Years)

He aged 73 years is a practicing Chartered Accountant. He has vast knowledge in the field of account, Finance and Taxation. He has more than 30 years of experience in engineering industries out of which more than 25 years in managerial and senior management position. He took lot of effort to turn around the sick company to profit making company. He played very active and significant role in setting up the complete transparency and integrity in finance function for U.S collaboration of the company.

He is also on the Board of the Following Companies:

- 1) Glass lined Equipment Company Ltd.
- 2) Krishna Machinery Pvt. Ltd

Proxy Form
ROLCON ENGINEERING COMPANY LIMITED

Regd. Office: Anand-Sojitra Road, Vithal Udyognagar, Gujarat, India – 388121.

Folio No. _____ DP ID No. _____ Client ID No. _____ No. of Shares held _____

I/We _____
of _____ member/members of the above
n a m e d C o m p a n y h e r e b y a p p o i n t e d
Mr./Mrs. _____ of

_____ o r
_____ failing him / her, Mr. / Mrs.
_____ of _____ as my / our proxy to vote

for me / us and on my / our behalf at Extra Annual General Meeting of the Company to be held on Thursday, 4th September, 2014 at 3:00 p.m. or any adjournment thereof.

Address _____

Signature

Affix Rs.1
Revenue
Stamp

This form is to be used in favour of/ against* the Resolution. Unless otherwise instructed, the proxy will act as he thinks fit.

*Please Strike out whichever is not desired.

Note: The proxy form duly signed across the revenue stamp of One Rupee should reach at the Company's Registered office at least 48 hour before the date of the meeting.