



BOARD OF DIRECTORS

Shri Suresh H. Amin	Chairman & Whole Time Director
Shri Ashish S. Amin	Managing Director
Shri Ashok Krishnadas Parikh	Director
Shri Kailashchandra K. Seksaria	Director
Shri Knut Bovenkamp	Director
Smt.Daksha S. Amin	Non-Executives Woman Director
Shri Anil D. Gandhi	Director
Dr. Satish G. Parekh	Director
Shri Mahesh H. Joshi	Director

AUDITORS

THACKER BUTALA DESAI

Chartered Accountants
Navsari, Gujarat.

BANKERS

State Bank of India, SPI. Comm. Br., Anand
Corporation Bank, Vallabh Vidyanagar

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
Vadodara.

REGISTERED OFFICE

Anand - Sojitra Road,
Vithal Udyognagar 388 121,
Ta. & Dist. Anand (Gujarat)
INDIA.





NOTICE

Notice is hereby given that the **48th Annual General Meeting** of the Shareholders of **ROLCON ENGINEERING CO LTD., (CIN: L29259GJ1961PLC001439)** will be held on **Thursday, 16th July, 2015 at 3.00 p.m.** at the Registered Office of the Company at Vitthal Udyognagar-388121, Ta. & Dist. Anand, Gujarat to transact the following business;

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2015, and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To Appoint Smt. Daksha S Amin, who retire by rotation and being eligible offer herself for re-appointment.
4. To ratify appointment of Auditors and Fix their Remuneration for the year 2015-16

SPECIAL BUSINESS: (IF ANY)

5. Ratification of Appointment of Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment and Remuneration during year 2015-16 of M/s Maulin Shah & Associates, Ahmedabad having membership No. 32503 appointed as the Cost Auditors of the Company, for the conduct of the audit of the cost records of the Company for the financial year 2014-15, be paid a remuneration of Rs.37,000/- (Rupees Thirty Seven Thousand Only) plus Service Tax if and Out of Pocket Expenses incurred by them in connection with the Cost Audit of the records of the Company and to submit requisite Cost Auditor report to the Board of Directors of the Company be and hereby ratify and confirmed."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting i.e. 3.00 p.m.
3. The Register of Members and Share Transfers Books of the Company will remain closed from 13th July to 16th July 2015 (Both days inclusive).
4. The dividend if declared will be paid to those members whose names stand on the Register of Members of the Company on 16th July, 2015 in case of Physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL.

Remote E-voting:

The Company is pleased to provide Remote E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 48th Annual General Meeting of the Company to be held on dated 16th July, 2015 (the AGM Notice).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **13th July, 2015 at 09.00 AM and ends on 15th July, 2015 at 05.00 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 10.07.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<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"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on attendance sheet indicated in the PAN Field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **ROLCON ENGINEERING COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

1. Mr. D G Bhimani, Practicing Company Secretary, Proprietor of M/s. D G Bhimani & Associate, Anand has been appointed as the Scrutinizer to Scrutinize the E- Voting process (Including the Poll at the Annual general Meeting) in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, after conclusion of Annual general Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer's Report of the votes cast in the favour 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 websites rolcon@rolconengineering.com and on the website of the CDSL www.evotingindia.com within 2 days of the passing of the resolutions at the 48th AGM of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place : Vitthal Udyognagar

Date : May 8, 2015

EXPLANATORY STATEMENT

The explanatory statement, as requires under section 102 of the Company Act, 2013, set out all material fact relating to the Special business (if any).

Item No. 5: the Board of the Directors of the Company has approved the appointment & remuneration of M/s Maulin Shah & Associates, Ahmedabad Cost Accountants as the Cost Auditor of the Company for the financial year 2015-16 at a remuneration of Rs.37,000/- (Rupees Thirty Seven Thousand Only), exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit.

In accordance to the provision of Section 148(3) of the Company Act, 2013 read with Rules 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment and the remuneration of the cost auditor is required to be ratified.

None of the Directors, Key managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at item No. 5 of notice for approval of the members.

By Order of the Board of Directors

S. H. AMIN

CHAIRMAN & WTD (DIN: 00525235)

Place : Vitthal Udyognagar

Date : May 8, 2015

BOARD'S REPORT

TO,
THE MEMBERS OF,
ROLCON ENGINEERING CO. LTD.

Your Directors takes pleasure in presenting the 48th Annual report together with the Audited Financial Statements and Auditors' Report for the financial year ended 31st March, 2015. The financial highlights for the year under review are given below:

STATE OF AFFAIRS :

	(Rs. in Lacs)	
	2014-15	2013-14
Income	3564.45	3356.98
Profit before depreciation and tax	189.08	213.25
Less: Depreciation	118.02	138.06
Profit before Tax	71.06	75.19
Less :		
Provision for Current Tax	30.00	20.00
Deferred Tax Liability/(Assets)	(4.58)	2.13
(Excess)/Short		
Provision of the earlier years	(3.55)	NIL
Profit after Tax	49.19	53.06
Add :		
The amount brought forward from the last year's account	662.93	631.15
Total available	712.12	684.21
APPROPRIATIONS :		
a) Proposed Dividend	11.34	11.34
b) Provision for Corporate Tax On Dividend	2.27	1.93
General Reserve	8.00	8.00
c) Revaluation of Fixed Assets –Adjustment	23.74	-
d) Balance carried forward	666.77	662.94
TOTAL	712.12	684.21

DIVIDEND

Your directors are pleased to recommended a dividend of Rs. 1.50 per share, aggregating to (15%) for the current year. The dividend payout, if approved, will result in outflow of Rs. 13.61 Lacs inclusive of Rs. 2.27 Lacs for dividend tax.

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Details of the Loan, Guarantees and investments covered under provision of section 186 of the company Act, 2013:

15 Equity Shares of The Charotar Gas Sahkari mandali Ltd to Rs. 7500/-

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the Section 177(9) of the Company Act, 2013 and Clause 49 of the Listing Agreement and other applicable provisions, the Company has a Vigil mechanism / whistle blower Policy to deal with instance of fraud and mismanagement, if any. Further, a dedicated helpline has been set up by the company in Line management. The helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct.

Details of the Policy are available on the company's website.

DIRECTORS

In the AGM held on July 17, 2014 for the financial year ended March 2013-14, Member has appointed Shri Anil D. Gandhi, Director as Independent Director of the company by the changing the terms and condition of his appointment and removal.

In the Extraordinary General Meeting held on September 4, 2014, the member of the company appointed the existing Independent Directors viz. Shri Ashok Parikh, Shri K K Seksaria, Shri Knut Bovenkamp, Dr. Satish Parekh and Shri M H Joshi as Independent Directors under the Act each for a term of five years with the effect from September 4, 2014 under the Company Act, 2013.

All independent Directors have given declarations that they meet the criteria of Independence as laid down under section 149 (6) of Company Act, 2013 and clause 49 of Listing Agreement.

The Member of the Company had at the aforesaid EGM also approved the re-designated of Shri Suresh Amin as Chairman & Whole Time Director form Managing Director and Shri Ashish Amin as Managing Director from Jt. Managing Director 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.

REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The detailed remuneration policy is available on the company's website.

BOARD OF DIRECTORS & AUDIT COMMITTEE MEETING

The Details of the meetings are given in **Annexure-A**

DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in the terms of the section 134(3)(c) of the Company Act, 2013:

1. That in the preparation of the Annual financial statements for the year ended March 31, 2015, the applicable Accounting standards have been followed along with proper explanation relating to material departures, if any;
2. That such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
3. That Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
4. That the Annual Accounts have been prepared on a going concern basis;
5. That the proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
6. That the systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effective.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on at arm's length basis and were in the ordinary course of business.

All related party transactions were placed before the Audit Committee as also the Board for approval. Prior approval of the board and Audit Committee were obtained on a quarterly basis for the transactions which were of a foreseen and repetitive nature if any.

The details are given in **Annexure –B**

AUDITORS

Thacker Butala Desai, Chartered Accountants, Navsari statutory auditor of the company, appointed on 47th AGM and will retire on the conclusion of the 50th Annual General Meeting i.e. for a period of three (03) consecutive years (Subject to ratification by the Member at every AGM during the term of their appointment). They have confirmed their eligibility under section 141 of the Companies Act, 2013 and the rules framed thereunder. Your directors have recommended ratification of their appointment.