



SEC/AGM/ /2025-26

August 29, 2025

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 58th Annual General Meeting.

We hereby inform you that the 58th Annual General Meeting (AGM) of the members of the Company will be held on Monday, September 29, 2025, at 3:00 p.m. (IST) at registered office of the Company at Vallabh Vidyanagar-388120, Gujarat, India.

Further, to this please find attached herewith the Notice of 58th 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 **58th** Annual General Meeting of the Shareholders of ROLCON ENGINEERING COMPANY LIMITED (CIN:L29259GJ1961PLC001439)('the company') will be held on **Monday, Friday, September 29, 2025, at 3:00 p.m. IST** at the Registered office of the Company at Vallabh Vidyanagar-388120, Gujarat, India, 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, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend of Rs. 2.5/- (25%) per equity share, for the financial year 2024-25.
3. To Appoint a Director in place of Dr. Arpita A. Amin (DIN: 01927591), who retires by rotation and, being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

4. To Approve the Appointment of Smt. Harshila H. Patel (DIN: 08690119) 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 25 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, the board has re-appointed Smt. Harshila H Patel (DIN: 08690119), as an additional independent Director w.e.f August 7, 2025, 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 7, 2025.

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."

5. To appoint the Secretarial Auditor and fix their remuneration.

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

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as per the recommendation of the Board of Directors of the Company, consent of the Members, be and is, hereby accorded for the appointment of M/s. Kiran Vaghela & Associates, Practicing Company Secretaries having Firm Registration No.: S2018GJ640400 as the Secretarial Auditor of the company for conducting Secretarial Audit for a term of 5 (five) consecutive years from conclusion of the said 58th AGM, until the conclusion of 63rd AGM i.e. for the financial year 2025-26 till the financial year 2029-30 on such remuneration as may be determined by the Audit Committee/Board of Directors 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."

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, under item No. 4 and 5 and information pursuant to Regulations 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the institute of Company Secretaries of India is enclosed herewith and forms part of this Notice.
 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 58th AGM along with the Annual Report for the FY 2024-25 are being sent only in electronic mode to shareholders whose e-mail address are registered with the Company or the Depository Participant(s). The soft copy of the Notice of the 58th AGM and Annual Report for the Financial Year, 2024-25 are available on the Company's website: www.rolconengineering.com on, stock exchange: www.bseindia.com and on website of Registrar and Share Transfer Agent (RTA) of the Company MUFG Intime India Pvt. Ltd. <https://instavote.linkintime.co.in>.
 5. As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the Shareholders who have not registered their Email IDs with the Company or Depository Participants or Registrar & Transfer Agent (RTA) of the Company.
 6. 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, 2024-25 and notice of the 58th AGM of the Company, may send request to the Company's email address at cs_compliance@rolconengineering.com mentioning Folio No. /DP ID and Client ID.)
 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 if 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. The Company shall send the e-mail in this regard to all the Shareholders whose e-mail id is registered with RTA or Depository Participant.
 - (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 shareholders, 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 2025-26 does not exceed Rs. 5,000/- and in cases where members provide Form 15G/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 2024-25 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: cs_compliance@rolconengineering.com on or before September 22, 2025.

11. The Company has fixed **Monday, September 22, 2025** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2025, 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 23, 2025 to September 29, 2025 (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 58th Annual General Meeting of the Company.

15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

Remote e-Voting Date and Time

The e-voting period begins on **September 26, 2025** at 9:00 a.m. and ends on **September 28, 2025** 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 22, 2025, may cast their vote electronically.

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

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

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".

- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- 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 16-digit demat account no. 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 will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-

directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to instaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL:
<https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit 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
Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter image Verification (CAPTCHA) Code
 4. Click “Submit”.
 (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. 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.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in NSDL form, shall provide 'D' above
 - Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting

process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ 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). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit **URL: <https://instavote.linkintime.co.in>** and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “16-digit Demat Account No.”.
- 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- 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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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 58th 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 58th 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 58th 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 cs_compliance@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: 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 58th 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
August 29, 2025

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. 4

Smt. Harshila H Patel (DIN: 08690119) is an entrepreneur and having very good experience in the field of Finance and administration. On the basis of the recommendations of the Nomination and Remuneration Committee, in terms of Section 161 of the Act, the Board of Directors of the Company at its Meeting held on August 7, 2025, has approved the appointment of Smt. Harshila H Patel (DIN: 08690119), as a Non-Executive Independent Woman Director as per the terms and conditions of her letter of appointment for a period of five (5) years with effect from August 7, 2025 subject to approval of members. The Draft letter of appointment will be available for inspection by the members electronically, members seeking to inspect the same can send an email to: cs_compliance@rolconengineering.com

In compliance with the provisions of Section 149 of the Act read with Schedule IV thereto and Regulation 25 of the Listing Regulations, her re-appointment as a Non-Executive Independent Woman Director is now being placed before the Members for their approval. The terms and conditions of appointment of Independent Directors are available at the website of the Company. She does not hold more than 2% of share for herself or for any other person on a beneficial basis, in the Company.

Except Smt. Harshila H. Patel (DIN: 08690119), being an appointee and her relatives; none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

A brief profile of Smt. Harshila H. Patel (DIN: 08690119) along with other details is attached to the notice and is forming part of Explanatory Statement. The Board of Directors recommends the Special Resolution as set out at Item No. 4 of this Notice for Members' approval.

Item No. 5:

Pursuant to Regulation 24A(1) of the Listing Regulations, the Company may appoint an individual for not more than one term of five consecutive years and a Secretarial Audit Firm not

more than two terms of five consecutive years as Secretarial Auditors of the Company with the approval of its shareholders in its Annual General Meeting.

In view of the same, the Board of Directors, on the recommendation of the Audit Committee at its meeting held on August 7, 2025, recommends to the members of the Company for appointment of M/s. Kiran Vaghela & Associates, proprietorship firm of Practicing Company Secretary, Anand, having Firm Registration Number S2018GJ640400, as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Act and Regulation 24A of the Listing Regulations, for the term of five consecutive years to carry out the Secretarial Audit of the Company from the financial year 2025-26 up to the financial year 2029-30 and to fix their remuneration.

M/s. Kiran Vaghela & Associates is a proprietorship firm of Practicing Company Secretary in Anand specialising in corporate compliance and governance. Mr Kiran Vaghela, FCS: 12586 is having for more than 10 year of experience in the domain of corporate compliance, with a strong focus on SEBI Regulations and matters related to the Ministry of Corporate Affairs (MCA) and the Registrar of Companies (RoC).

The Firm holds Peer Review Certificate No. 1651/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India. He has given his consent to act as Secretarial Auditors and confirmed that he is not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and Listing Regulations. The Board believes that his experience of conducting Secretarial Audit of listed company and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance Requirements under the applicable laws.

At the respective meetings held on August 7, 2025, on the recommendation of the Audit Committee, the Board also recommends the approval of the Members with respect to remuneration of Rs. 1,00,000/- plus applicable tax from time to time and actual out-of-pocket expenses to be payable to M/s. Kiran Vaghela & Associates, to examine and conduct the secretarial audit of the Company for the financial year 2025-26 and also to give the powers to the Audit Committee/Board of Directors of the Company to alter and vary the terms and conditions of appointment including revision in the remuneration during their tenure, in such manner and to such extent as may be mutually agreed with the Auditors.

Accordingly, the members' approval for appointment of M/s. Kiran Vaghela & Associates, Anand, Practicing Company Secretary, under Regulation 24A(1) of Listing Regulations has been sought. The Board of Directors recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for Members' approval.

None of the Directors or Key Managerial Personnel

of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 5.

Details of Director(s) Seeking appointment/Re-appointment at 58th Annual General Meeting

(Pursuant to regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, and Secretarial Standards – 2)

Particulars	Dr. Arpita Amin	Smt. Harshila H. Patel
DIN	01927591	08690119
Date of Birth	April 22, 1974	August 8, 1968
Date of Appointment (Initial Appointment)	February 9, 2019	February 7, 2020
Qualification	M.B.B.S.	B.Sc. (Home Sci.,)
Brief Resume & Expertise in the Function area	<p>She is having professional medical degree MBBS. She applied herself into business and got wide experience in the field of Corporate Administration, Planning, and management.</p> <p>She is good strategy maker for business promotion and marketing. She has been in the corporate for more than 15 years.</p>	<p>She is having business background and possess very good experience in the service sectors like finance and having experience of more than 20 years. She also runs a tourism business and serves as Director in her business and gained very good experience in these fields.</p> <p>She is very strong in marketing and business management, human resource management.</p>
Skills and Capabilities required for the Role and the manner in which he/she meets such requirements	<p>She is strong academic background and wide range of experience of multicultural environment. She has very good operational, personal and social networking, and engagement approach.</p> <p>She is familiar with all the requisite technology and believer herself as constant learner.</p>	<p>She is capable to understand the financials and business strategy as well as administration.</p> <p>She gives her input and review over human resource management.</p>
Terms and conditions of Appointment / Re-appointment	As per the resolution set out in the Notice.	As per the resolution set out in the Notice.
Directorship in other Listed/ public company including Listed entities from which the director has resigned from directorship in the past three years	Nil	Nil

Memberships in board committees of other companies (includes membership details of all committees)	Nil	Nil
Details of remuneration sought to be paid	Sitting Fees for attending meeting and re-imbursement of expenses as approved by the Board	Sitting Fees for attending meeting and re-imbursement of expenses as approved by the Board
Number of shares held in the company	2,432	100
Relation with Director inter-se	Shri A. S. Amin (Spouse) Shri S. H. Amin (Father In-law)	Not related to any of the Directors, Manager or Key Managerial Personnel of the Company.

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

Ashish S. Amin
Managing Director
DIN:01130354

Vallabh Vidyanagar
August 29, 2025

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: cs_compliance@rolconengineering.com, Website: www.rolconengineering.com

58th ANNUAL GENERAL MEETING – September 29, 2025

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 58th Annual General Meeting of the Company, to be held on the 29 day of September 2025 at 3:00 p.m. (IST) 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, 2025 and the Reports of the Board of Directors and Auditors thereon.
- To Declare Dividend of Rs. 2.5/- (25%) per equity share of Rs. 10/- each, for the financial year 2024-25.
- To Appoint a Director in place of Dr. Arpita A. Amin (DIN: 01927591), who retires by rotation and, being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

- To Approve Appointment of Smt. Harshila H Patel (DIN: 08690119) as an Independent Director of the Company.
- To appoint the Secretarial Auditor and fix their remuneration.

Signed this _____ day of _____, 2025

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

