

RAJASTHAN CONSULTANCY ORGANISATION LIMITED (RAJCON)

REGD. OFFICE: Anand Bhawan, IFCI Premises, First Floor,
Sansar Chandra Road, Jaipur

NOTICE

Notice is hereby given that the 37th Annual General Meeting of Rajasthan Consultancy Organisation Limited will be held on Wednesday, September 16, 2015 at 12.00 Noon, at Anand Bhawan, IFCI Premises, First Floor, Sansar Chandra Road, Jaipur – 302001 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account of the Company for the year ended as on that date together with the Board Report and Auditor's Report thereon.
2. To appoint Director in place of Shri Pramod Kumar Vijayvargia who retires by rotation and being eligible, offers himself for re-appointment.
3. Comptroller and Auditor General of India vide their letter No./CA.V/COY/CENTRAL GOVERNMENT, RAJCON (0)/691 dated July 20,2015 have appointed M/s Goyal Rajesh & Co., Chartered Accountant, Jaipur as Statutory Auditors of the Company for the Financial Year 2015-16. Members are requested to deliberate and pass with or without modification (s), the following resolution as Special Resolution:

"RESOLVED THAT M/s Goyal Rajesh & Co., Chartered Accountant, Jaipur be and is hereby appointed as Statutory Auditor of the Company as directed by Comptroller and Auditor General of India, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting."



"FURTHER RESOLVED that M/s Goyal Rajesh & Co., Chartered Accountants, Jaipur, be paid an audit remuneration of Rs. 25,000/- (Twenty Five thousand only) plus service tax as approved by the Board of Directors and the Managing Director, be and is hereby authorized to reimburse, , the other out of pocket expenses (if any)"

Special Business:

4. To consider, and thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:-

"RESOLVED that Shri Achal Kumar Gupta, Deputy Managing Director, IFCI Ltd, be and is hereby appointed as Chairman of the Company."

5. To consider, and thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:-

"RESOLVED that Shri S.K. Pradhan, General Manager, State Bank of Bikaner & Jaipur, be and is hereby appointed as Director of the Company (Shareholder representative) and liable to retire by rotation."

6. To consider, and thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:-

"RESOLVED that Shri S.K. Wadhwa, Field General Manager, Punjab national Bank, be and is hereby appointed as Director of the Company (Shareholder representative) and liable to retire by rotation."

7. To consider, and thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:-



"RESOLVED that Shri MP Gautam, Zonal Manager, UCO Bank, be and is hereby appointed as Director of the Company (Shareholder representative) and liable to retire by rotation."

8. To consider, and thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:-

"RESOLVED that Shri Maneesh Chauhan, Managing Director, Rajasthan Small Industries Corporation Ltd. (RSIC), be and is hereby appointed as Director of the Company (Shareholder representative) and liable to retire by rotation."

By order of Board of Directors


(Dileep K Jain)
Managing Director

Place: Jaipur

Date: 21.08.2015

Notes:

- 1.** A member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself and such proxy need not be a member of the Company. Proxies, in place to be effective, must be received by the Company not less than 48 hours before the meeting. The proxy form is enclosed.
- 2.** Members are requested to notify immediately any change in their Address to the Company.
- 3.** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013.**

Item No.3

The Company is one in which the Financial Institutions at National Level, Financial Institutions at State Level (State Financial Corporations, State Industrial Development Corporations) and Nationalized Banks, etc., hold more than 25% of the paid up share capital. As per Section 139 of the Companies Act, 2013, the appointment/ re- appointment of auditors in such a Company has to be made by a special resolution.

None of the directors of the Company is personally interested in the resolution.

Item No. 4

The provisions of Article 104 (3) (a) of the Articles of Association of the Company empowers IFCI Ltd., as a lead Institution to nominate up to 1/3rd of the total number of directors of the Company, not liable to retire by rotation. Accordingly, IFCI may also nominate and designate Chairman and Managing Director of the Company.

Item No. 5 to 8

The Directors being appointed were co-opted by the Board in place of vacancies due to resignation/transfer/retirement and additional Director as shareholders representative. All the persons are professionally qualified and representing their Banks and Financial Institutions as Shareholders.

Date: 21.08.2015

Place: Jaipur

By Order of the Board


Dileep K Jain

Managing Director