

AGARWAL INDUSTRIAL CORPORATION LIMITED

CIN: L99999MH1995PLC084618

Registered Office: Eastern Court, Unit No. 201-202, Plot No. 12, V. N. Purav Marg, S. T. Road,
Chembur – 400 071, Mumbai

Website: www.aicld.in, **E- Mail:** contact @aicld.in

Tel. No.: +91-22-25291149/50, **Fax No:** +91-22-25291147

NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Third Annual General Meeting (“AGM”) of the Agarwal Industrial Corporation Limited (“Company”) for the Financial Year 2016-17 will be held on Saturday, September 30, 2017 at 10.30 A.M at Hotel Stars Parade, Lower Hall, Swami Jairamdas Building, Near Basant Park, Chembur, Mumbai -400 071 to transact the business, as set out in the Notice of AGM. The said Notice along with Proxy Form, Attendance Slip and Annual Report inter-alia containing Board's Report, Auditors' Report and Audited Financial Statements have been dispatched to all members at their registered addresses/email ids on September 05, 2017 and the same is also made available on the website of the Company at www.aicld.com and on the website of Central Depository Services (India) Limited (CDSL) at www.cdslindia.com. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by CDSL and the business may be transacted through such voting. The Board has appointed Mr. P. M. Vala, Practicing Company Secretary (FCS- 5193, CP- 4237), as scrutinizer for conducting remote e-voting in a fair and transparent manner.

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| Day, Date and Time of Commencement of remote e-voting | Wednesday, September 27, 2017 (09:00 a.m. IST) |
| Day, Date and Time of end of remote e-voting | Friday, September 29 2017 (05:00 p.m. IST) |
| Cut-off Date (date on which shares held by the Members shall be reckoned for the purpose of determining their voting rights) | Monday, September 25, 2017 |
| Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 25, 2017 may obtain the Log in ID and Password and follow the instructions for remote e-voting mentioned in AGM Notice for remote e-voting or by sending a request at helpdesk.evoting@cdslindia.com .or rtaindore@gmail.com | |

The remote e-voting shall be disabled and shall not be allowed for remote e-voting after Friday, September 29, 2017 (05:00 p.m. IST). Once the vote on a resolution is cast by the member, the member cannot modify it subsequently.

The facility for voting through ballot forms shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The members, who have cast their vote through remote e-voting, may participate in the AGM but shall not be allowed to vote again in the AGM.

The documents pertaining to the items of business to be transacted in the AGM are open for inspection at the registered office of the Company during normal business hours (10.00 a.m to 6.00 p.m) on all working days except Sundays upto the date of AGM .

The procedure of remote e-voting is available in the notice of the AGM. In case of any queries/grievances pertaining to remote e-voting, you may refer to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evotingindia.com or contact Name: Mr. Rakesh Dalvi, Deputy Manager, Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001. Email id: helpdesk.evoting@cdslindia.com : Phone number: 18002005533.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy/ through authorized representative, provided that all proxies in the prescribed form/authorization duly signed by the person entitled to attend and vote at the meeting are deposited at the Registered Office of the Company, not later than 48 hours before the meeting.

Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 26, 2017 to Saturday, September 30, 2017 (both days inclusive) for the purpose of AGM.

The results of voting declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.aicltd.com and on the website of CDSL : www.evotingindia.com, immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

By Order of the Board of Directors

For Agarwal Industrial Corporation Limited

Sd/-

Rakesh Bhalla

Vice President- Legal & Company Secretary

Date: 05/09/2017

Place: Mumbai