



AGARWAL INDUSTRIAL CORPORATION LTD
[CIN : L99999MH1995PLC084618]

Registered Office : Eastern Court, Unit No. 201-202, Plot No. 12, V.N. Purav Marg. S.T. Road, Chembur, Mumbai – 400071. Phone Nos : +91-22- 25291149/50 Fax : +91-22- 25291147. Website : www.aicltd.in ; E-mail : r.bhalla@aicltd.in

Dear Member,

Subject: Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the business to be transacted at the Extra Ordinary General Meeting of the Company to be held on Thursday, July 17, 2014, at 11.00 a.m. may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide e-voting facilities.

The e-voting facility is available at the link <https://www.evotingindia.com>. The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 10.00 A.M. of July 12, 2014
End of e-voting	Upto 6.00 P.M. of July 12, 2014

E-voting shall not be allowed beyond 6.00 P.M. of July 12, 2014. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their votes electronically. The Cut-off date for the purpose of e-voting is June 20, 2014.

Please read the instructions printed overleaf before exercising the vote.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 12th July 2014 at 10.00 A.M and ends on 12th July 2014 at 06.00 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 (record date) of 20th June 2014, 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 during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the " AGARWAL INDUSTRIAL CORPORATION LIMITED" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in De-mat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use default number 'AAAAA1234A' in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 (v).





- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 mandatorily 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant < AGARWAL INDUSTRIAL CORPORATION LIMITED > on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 they have to create 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.
- (xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

OTHER ADDITIONAL INFORMATION :

- (xxi) . The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of June 20, 2014.
- (xxii) . A copy of this notice has been placed on the website of the Company.
- (xxiii) . Mr. P.M. Vala, Practising Company Secretary (Certificate of Practice Number 4237) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- (xxiv) . The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- (xxv) . The results of e-voting and poll shall be aggregated and declared along with the Scrutinizer's Report shall be placed on the Company's website www.aicld.in and on the website of CDSL within two (2) days of passing of the resolution at the EGM of the Company and communicated to the BSE Limited and the National Stock Exchange of India Limited.

IMPORTANT DETAILS OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON JULY 17, 2014.

(The following details don't purport to be a Notice pursuant to Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 , which was sent to all members of the Company on June 20, 2014.)

Date and Venue of the Extra Ordinary General Meeting : Thursday, July 17, 2014 at 11 A.M. at Unit No.12, A Wing, 1st Floor, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai – 400 074.

Special Business to be transacted at the Meeting

Proposed Resolution as an Ordinary Resolution :

" RESOLVED THAT M/s Ladha Singhal & Associates, Chartered Accountants, 209 Appollo Complex, R.K. Singh Marg, Off. Parsi Panchayat Road, Near Sona Udyog, Andheri (East), Mumbai – 400 069, be and are hereby appointed as the Auditors of the Company with effect from April 18, 2014, to fill up the casual vacancy caused by the resignation of Ms. Rashmi Agarwal, Chartered Accountants, till the conclusion of the next Annual General Meeting at a remuneration as the Board of Directors may determine."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Director/Committee of Directors as it may deem fit and proper."





Regarding Proxy

A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. A person can act as a Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company . The instrument appointing Proxy should, however be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.

Background of the business to be transacted at the Meeting .

Section 139(8)(a) of the Companies Act, 2013 provides, inter alia, that in case of Company whose accounts are not subject to the audit by an auditor appointed by the Comptroller and Auditor General of India, be filled by the Board of Directors within 30 days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Company at a General Meeting convened within 3 months of the recommendation of the Board of Directors and he shall hold the office till the conclusion of the next Annual General Meeting.

Your Company's accounts are not subject to audit by an auditor appointed by the Comptroller and Auditor General of India. Accordingly, due to resignation of the auditor of the Company, Ms. Rashmi Agarwal, Chartered Accountants, citing personal reasons, the Board of Directors, on the recommendations of the Audit Committee and subject to the approval at the General Meeting, appointed M/s Ladha Singhal & Associates, Chartered Accountants, 209, Appollo Complex, R.K. Singh Marg, Off. Parsi Panchayat Road, Near Sona Udyog, Andheri (East), Mumbai - 400 069, as the Auditors of the Company with effect from April 18, 2014, to hold office till the conclusion of the next Annual General Meeting.

Interest of Directors , if any : None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the business to be transacted at the meeting.



For Agarwal Industrial Corporation Ltd.


CFO & Company Secretary