



AGARWAL INDUSTRIAL CORPORATION LTD.

- Petrochemicals [Manufacturers of Bitumen and Bituminous Products]
- Logistics for Bitumen & LPG • Wind Mills.

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

Tel.: +91-22- 25291149 / 50 • Fax : +91-22- 25291147

E-mail : agarwalgroup101@gmail.com, r.bhalla@aicltd.in, sales@agarwalgroup.com

Website : www.aicltd.in

CIN NO.: L99999MH1995PLC084618

Date: May 24, 2016

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Bandra- Kurla Complex,
Bandra (East),
Mumbai – 400051.

Symbol: AGARIND; Series: EQ

Sub: Notice to Shareholders of the Company with regard to Court Convened Meeting of the Equity Shareholders of Agarwal Industrial Corporation Limited (The Company) to be held on Monday, June 13, 2016 under the provisions of Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013.

Dear Sir,

In continuation to our intimations dated May 14, 2016 and May 17, 2016 regarding the Notice of the Court Convened Meeting of the Equity Shareholders of Agarwal Industrial Corporation Limited (The Company) to be held on Monday, June 13, 2016 at 11.00 A.M at Unit No: 12, "A" Wing, Ist Floor, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai - 400074, under the provisions of Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 and pursuant to SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015, despatched to all Shareholders of the Company on May 13, 2016, please find attached herewith, a copy of the Notice dated May 23, 2016 to the Shareholders of Agarwal Industrial Corporation Limited (The Company), published in the Free Press Journal (English) and Nav Shakti (Marathi) both dated May 24, 2016.

This is for your kind information and records.

Thanking You,

For Agarwal Industrial Corporation Limited

Rakesh Bhalla

Vice President – Legal & Company Secretary
(Compliance Officer)



Belgaum Office : Plot No. 40, KIADB Industrial Area, Honaga, Belgaum - 591113 • Telefax : 0831 - 2414670

Hyderabad Office : Survey No. 196 / P, Elikatta, Farooq Mandal, Mahbub Nagar, Pargi Road, Hyderabad - 509410 • Mob.: 08008307700 / 33

Baroda Office : Plot No.1314, GIDC, Ranoli Industrial Area, Dist : BARODA-391350. Tel.: 0265-2240664/2308706 • Fax : 0265-2240264 • E-mail : kkg@agarwalgroup.com

Jodhpur Office : G-1/80, New Jodhpur Industrial Area, Opp. IOCL Depot, JODHPUR-342003. • Tel.: 2744244 • Fax : 0291-2742859 • E-mail : inn@agarwalgroup.com

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Website :www.aicld.in, Email : r.bhalla@aicld.in

NOTICE TO SHAREHOLDERS OF THE COMPANY **(COURT CONVENED MEETING)**

Attention of the members of the Agarwal Industrial Corporation Limited ("AICL" or "Company") is hereby drawn on NOTES FOR E-VOTING CONTAINED IN THE NOTICE OF POSTAL BALLOT AND E-VOTING THAT FORMED PART OF THE NOTICE OF THE COURT CONVENED MEETING OF EQUITY SHAREHOLDERS OF AGARWAL INDUSTRIAL CORPORATION LIMITED, dispatched to the members of the Company on May 13, 2016 and also published on the Company's website viz. www.aicld.in, to pass the resolution as set therein through Postal Ballot and E-Voting, to consider, and, if thought fit, approve with or without modifications, the Scheme of Amalgamation between Agarwal Petrochem Private Limited (Transferor Company) and Agarwal Industrial Corporation Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 to 394 of the Companies Act, 1956 (including any statutory modification or re-enactment or amendment thereof). Due to printing error and inadvertence, the paras 2, 3, 4 and 5 of the said NOTES FOR E-VOTING should be substituted and read as under –

2. *The e-voting period commences on May 14, 2016 (9.00 a.m. IST) and ends on June 12, 2016 (5.00 p.m. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which shall be May 6, 2016 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.*
3. *For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on May 6, 2016, have been considered.*
4. *Voting rights of each member shall be reckoned as on the cut-off date which is May 6, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.*
5. *The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Transferee Company as on cut off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper. Any person who acquires shares of the Transferee Company and becomes the member of the Transferee Company after the cut-off date i.e. May 6, 2016 shall not be eligible to vote either through E-voting or at Court Convened Meeting."*

AND also para 5 of the Process and manner for Members opting to vote by using the Ballot Form in page 52 of the notice of meeting should be substituted and read as under –

- 5) *The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on May 6, 2016 and as per the Register of Members of the Company.*

Sd/-

Mr. Jaiprakash Agarwal
Chairman appointed for the Meeting

Date: May 23, 2016
Place: Mumbai



R. Bhalla