



**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](http://www.aicltd.in) ; E-mail : [r.bhalla@aicltd.in](mailto:r.bhalla@aicltd.in)

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**NOTICE**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of AGARWAL INDUSTRIAL CORPORATION LIMITED will be held on 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, to transact the following business :

**SPECIAL BUSINESS :**

To Consider and if thought fit, to pass with or without notification(s), the following 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."

By Order of the Board of Directors



*R. Bhalla*

Rakesh Bhalla  
CFO & Company Secretary

Place : Mumbai  
Date : June 20, 2014



**Notes :**

1. 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 TEN PERCENT 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.
2. An Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 relating the Special Business to be transacted at the meeting is annexed hereto.
3. Relevant document referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 10.00 A.M. and 4.00 P.M. up to the date of the Meeting.
4. Members are requested to send all their documents and communications pertaining to the equity shares to its Registrars & Transfer Agents, M/s Ankit Consultancy Pvt. Ltd. at their address at 60, Electronic Complex, Pardeshipura, Indore - 452 010. M.P. (India): Telephone No. + 91-731-2551745/46; Fax: +91-731-4065798; E-mail:ankit432@yahoo.com: Website :ankitonline.com for both physical and demat segment of equity shares. Please quote on all such correspondence - "Unit-Agarwal Industrial Corporation Limited" for shareholders' queries.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement set out all material facts relating to the Special Business of the accompanying Notice.

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.

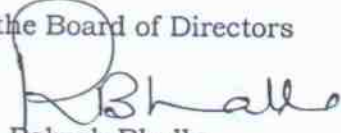
Accordingly, due to resignation of the auditor of the Company, Ms. Rashmi Agarwal, Chartered Accountants, citing personal reasons, the Board of Directors, on the recommendations of the Audit Committee and subject to the approval at the General Meeting, appointed M/s Ladha Singhal & Associates, Chartered 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.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

The Board of Directors of the Company recommends the Ordinary Resolution for approval of the Shareholders.



By Order of the Board of Directors

  
Rakesh Bhalla

CFO & Company Secretary

Place : Mumbai

Date : June 20, 2014



# AGARWAL INDUSTRIAL CORPORATION LIMITED

## PROXY

Folio No. ....  
 \* DP ID .....  
 \* Client ID .....

I/We .....  
 of .....  
 hereby appoint ..... being a member / members of the above named Company  
 filling him ..... of ..... as my/our proxy to  
 vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held at Unit No.12, A-Wing,  
 1<sup>st</sup> Floor, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai - 400 074 on Thursday, July 17, 2014 at 11.00 A.M. and  
 at adjournment thereof.

Signed this ..... day of ..... 2014

Signature .....

Affix  
 Rupee. 1  
 Revenue  
 Stamp

\* Applicable in case of shares held in Demat.

Note : Proxy Form must reach the Company's Registered Office not less than 48 hours before the commencement of the Meeting.

(TEAR HERE)

# AGARWAL INDUSTRIAL CORPORATION LIMITED

## ATTENDANCE SLIP

(To be handed over, duly filled in, at the Entrance of the Meeting Place)

| Name of the attending member/s (in Block Letters)                                                     | Folio No. | *DP ID | *Client ID |
|-------------------------------------------------------------------------------------------------------|-----------|--------|------------|
| Name of the Proxy (in Block Letters) (To be filled in by the Proxy who attends instead of the Member) |           |        |            |

No. of Shares held .....

I, hereby record my presence at the Extra Ordinary General Meeting of the Company at Unit No.12, A-Wing, 1<sup>st</sup> Floor, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai - 400 074 on Thursday, July 17, 2014 at 11.00 A.M.

\* Applicable in case of shares held in Demat.

Member's Proxy/s/Signature

(To be signed at the time of handing over this slip)

Note : Shareholders / Proxy holders are requested to bring the attendance slip with them, duly filled in when they come to the meeting and hand over at the gate, affixing signature on it.