August 29, 2026

To,

BSE Limited	**National Stock Exchange of India Limited**
Corporate Relationship Department	'Exchange Plaza' C-1, Block G,
P.J. Towers, Dalal Street,	Bandra Kurla Complex, Bandra (E),
Mumbai - 400 001	Mumbai - 400 051
Scrip Code - 531921	Symbol: AGARIND; Series: EQ

Sub: Submission of Notice of the 32nd Annual General Meeting (F.Y. 2025-26) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We are pleased to attach herewith, Notice of the 32nd Annual General Meeting (F.Y. 2025-26) pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been dispatched to all the Members of the Company today i.e. August 29, 2026 in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder (as amended) and the SEBI (LODR), Regulations 2015.

The Annual Report including Notice is also uploaded on the Company's website www.aicltd.in.

This is for your kind information and records.

Thanking You,

For Agarwal Industrial Corporation Limited

Yashee Agrawal

Yashee Agrawal
Company Secretary

Agarwal Industrial Corp. Ltd.

Encl: a/a

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, Mumbai 400 071

Tel. Nos: +91-22-25291149/50; **Fax No.:** +91-22-25291147: **Website:** www.aicltd.in; **E-mail:** contact@aicltd.in

NOTICE OF THE 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Second Annual General Meeting of the Members of Agarwal Industrial Corporation Limited would be held on Thursday, September 24, 2026 at 12.00 Noon through Video Conferencing to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

   (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 along with the Reports of the Board of Directors and Independent Auditors thereon: and

   (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 along with the Report of the Independent Auditors thereon.

2. To declare Dividend of Rs. 3.30 (Rupees Three and Thirty Paisa only) per Equity Share of Rs. 10/- (Rupee Ten only) each fully paid up for the financial year 2025-26.

3. To appoint a Director in place of Mr. Jaiprakash Agarwal (DIN: 01379868) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Cost Auditors:**

   To consider and, if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr. Vinayak Kulkarni, Cost Accountant (Membership No - 28559), who has been appointed as Cost Auditors of the Company by the Board of Directors on recommendation of Audit Committee to conduct the Cost Audit of the Company for relevant segments for the Financial Year ending March 31, 2027, be paid the remuneration as set out under **Item No. 4** of the Explanatory Statement annexed to the Notice convening this meeting.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto as deemed fit and proper."

5. **Omnibus Approval for Related Party Transactions for Financial Year 2026-27:**

   To consider and, if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of members is hereby accorded for Related party Transactions covered under Omnibus Approval of Audit Committee and Board of Directors for the F.Y. 2026-2027 as set out under **Item No. 5** of the Explanatory Statement annexed to this Notice.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto as deemed fit and proper."

6. **Consent of the Members for payment of Remuneration to Mr. Mahendra Agarwal as Non - Executive (Non - Independent) Director of the Company:**

   To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment (s) thereof, for the time being in force) and in terms of Article 98 of the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee of the Board and as approved by the Board of Directors in its meeting held on August 13, 2026, consent of the Members of the Company is hereby accorded for payment of remuneration for advisory services rendered by Mr. Mahendra Agarwal (DIN- 01366495), Non- Executive (Non - Independent) Director of the Company for 1 Years Term w.e.f. **April 01, 2027 till March 31, 2028** on terms and conditions along with a brief resume of Mr. Mahendra Agarwal is provided under Item No.6 of the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this resolution as deemed fit and proper."

7. **Adoption of the new Main Objects and Ancillary Objects of the Company and consequently, to approve the alteration/ amendment of Memorandum of Association of Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, Section 4, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals, permissions, and sanctions as may be required from regulatory authorities, the consent of the members of the Company be and is hereby accorded to alter, amend, delete, add and modify the Memorandum of Association of the Company by the addition/modification of the Main Objects and Ancillary Objects clauses in the manner set out below:

<u>**Proposed New Main Objective after existing Main Object No. 10:**</u>

"11. To carry on the business of importers, exporters, buyers, sellers, traders, suppliers, distributors, stockists, merchant exporters, and dealers of all kinds, classes, and descriptions of chemical and petrochemical products, including heavy chemicals, fine chemicals, organic and inorganic chemicals, synthetic chemicals, petrochemical intermediates, polymers, resins, solvents, acids, alkalies, gases, dyes, pigments, and allied chemical formulations."

"12. To undertake, execute, and engage in engineering, procurement, and construction (EPC), development, rehabilitation, maintenance, and operation of roads, highways, expressways, bridges, flyovers, tunnels, pavements, and other civil infrastructure and transportation projects under various execution models including BOT, HAM, DBFOT, and PPP, either independently, through joint ventures, consortiums, or by participating in tenders issued by government, semi-government, public, and private bodies, authorities, or international organizations."

"13. To enter into Joint Venture, Collaboration Agreement, Consortium, Strategic Alliance with contractor, developers, government agencies and other entities for Infrastructure Projects, Roads and Highway Construction, Expressway, Bridges Pavements and relates infrastructure."

"14. (A.) To establish, operate, manage, maintain, and administer toll collection systems, user fee plazas, and revenue collection frameworks on highways, expressways, bridges, flyovers, tunnels, roads, and other transportation networks and infrastructure projects, acting on behalf of or in association with central, state, or local government authorities, municipal corporations, public sector undertakings, or private entities.

(B.) To undertake all related and ancillary activities necessary for infrastructure and transit management, including the installation, operation, and maintenance of Electronic Toll Collection (ETC) systems, Fastag management networks, automated toll lanes, traffic monitoring systems, weigh-in-motion systems, and allied intelligent transportation systems (ITS), alongside providing security, surveillance, roadside assistance, and corridor maintenance services."

a. Addition of following furtherance of the Object Clause(s) after the existing sub-clause 57 of the Clause 3rd(b) of Memorandum of Association of the Company:

"62. To purchase, lease, hire, operate and maintain road construction machinery, batching plants, asphalt plants, pavers, rollers, crushers, concrete plants and other machinery, equipment and vehicles required for carrying on the objects of the Company.

"63. To purchase, lease, hire, operate, and maintain road construction machinery, batching plants, asphalt plants, pavers, rollers, crushers, and heavy equipment."

"64. To provide engineering, technical, project management, supervision, design, and consultancy services relating to infrastructure projects."

"65. To provide transportation, warehousing, storage, handling, and logistics services for bitumen, petroleum products, and construction materials."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make such consequential changes in the serial numbering of the Main Objects and Ancillary Objects clauses of the Memorandum of Association of the Company as may be required pursuant to the aforesaid alteration as approved by the relevant Regulatory Authorities as the case may be.

RESOLVED FURTHER THAT any Executive Director and/or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to the above resolution, including but not limited to filing of e-forms with the Registrar of Companies, providing certified true copies of the resolution, intimating stock exchanges, and executing all necessary documents as deemed fit and proper."

By Order of the Board of Directors
Agarwal Industrial Corporation Limited

Yashee Agrawal
Company Secretary & Compliance Officer
Membership No.: A75362

Place: Mumbai
Dated: August 13, 2026

Registered Office:
Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur,
Mumbai - 400071.

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its **Circular No. 09/2023 dated 25th September, 2023, Circular No. 03/2025 dated September 22, 2025 & SEBI vide its Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023** have permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.

2. An Explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.

3. Pursuant to the provisions of the Act, 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 and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

4. Additional information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India in respect of Directors retiring by rotation and seeking re-appointment at this AGM is furnished as Annexure to this Notice.

5. In terms of Section 152 of the Companies Act, 2013, Mr. Jaiprakash Agarwal (DIN- 01379868) retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and Board of Directors of the Company recommends his re-appointment. A brief resume of Mr. Jaiprakash Agarwal (DIN-01379868) is provided herewith, as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 interest, if any, in the Company.

6. Member who wants to seek any information or clarification on the Accounts are requested to send in written queries to the Company on its email id at cs@aicltd.in at least one week before the date of the Annual General Meeting.

7. General instructions for accessing and participating in the 32nd AGM of the Company through VC/OAVM Facility and voting through electronic means including remote e-Voting :

   a) In terms of the circulars issued by MCA and SEBI, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting and for participation in the 32nd AGM through VC/ OAVM Facility and e-voting.

b) The Members can join the AGM in the VC/ OAVM mode between 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction of first come first served basis.

c) Pursuant to the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.

d) In accordance with the aforesaid MCA Circulars and the applicable SEBI Circulars, Notice of the 32nd AGM and the Annual Report for the financial year 2025-26 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2026 of the Company are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s and who wish to receive the Notice of the 32nd AGM and the Annual Report for the year 2025-26 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

   i. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, name, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address contact@aicltd.in

   ii. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

e) In line with the circulars issued by MCA and SEBI, the Notice of the 32nd AGM of the Company will be available on the website of the Company at www.aicltd.in and on the websites of BSE Limited at www.bseindia.com and The National Stock Exchange of India Limited (NSE) at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

f) The attendance of the Members attending the 32nd AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

g) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are deemed to be interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to contact@aicltd.in

h) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

i) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circulars issued by MCA and SEBI from time to time.

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Share Transfer Books and the Register of Members shall remain closed from **September 18, 2026 to September 24, 2026**, both days inclusive.

9. The Board of Directors have recommended a dividend of ₹ 3.30 per Equity Share of the Face Value of ₹ 10/- each fully paid-up for the Financial Year ended March 31, 2026. If declared at the Annual General Meeting, the same will be paid to the shareholders, whose names appear as beneficial owners in the list of beneficial owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and whose names appear as Members in the Register of Members of the Company ***one day before the date of the commencement of the Book closure period from September 18, 2026 to September 24, 2026 (both days inclusive)*** *viz* ***September 17, 2026 (Record date)*** and shall be paid in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, as amended.

10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders and the Company is required to deduct TDS from dividend paid to the Members at the prescribed rates as per the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/RTA by sending documents along with Form ISR-1 through e-mail at investor.helpdesk@in.mpms.mufg.com.

11. SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/655 dated November 3, 2021 and subsequent Circulars issued in this regard, the latest being SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, mandated that with effect from April 1, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders, nomination, etc.

12. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Further, Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 / ISR-5, the format of which is available at www.aicltd.in. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

13. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he / she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.

14. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are:

    MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited

    (SEBI REG. NO. INR000004058)

    Add: C 101, 247 Park, LBS Road, Vikhroli (West),

    Mumbai – 400083.

    Tel No. : +91 (022) 49186178-79
    Fax No.: +91(022) 49186060

    Website: www.in.mpms.mufg.com, E-mail: investor.helpdesk@in.mpms.mufg.com

15. **Name of Scrutinizer for 32nd Annual General Meeting:**

    P. M. Vala & Associates (Company Secretaries)

    Shop No.1, Laxmi Sadan CHS. Ltd., Opp. New Rose Villa,Daji Ramchandra Road, Charai, Thane (West) - 400 601Ph : 022-2538 0966

16. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
17. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022, 02/2022 dated May 05, 2022, MCA Circular 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, Circular No. 03/2025 dated September 22, 2025 and MCA Circular No. 20/2020 dated May 05, 2020 and **MCA General Circular No. 09/2023 dated 25th September 2023.**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 21, 2026 at 09:00 A.M. and ends on Wednesday, September 23, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Record Date i.e. September 17, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Record Date, being September 17, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders other than Individual shareholders are given below:**

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pmvala@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@aicltd.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@aicltd.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@aicltd.in or contact@aicltd.in The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions during the meeting may **register themselves as a Speaker by sending their request in advance atleast 7 days prior to the date of meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@aicltd.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to the date of meeting** mentioning their name, demat account number/ folio number, email id, mobile number at cs@aicltd.in. These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, as amended)

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to Item No.7 (Both Inclusive) of the accompanying Notice.

ITEM NO 04: TO APPROVE APPOINTMENT OF COST AUDITORS FOR F.Y 2026-27

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of Mr. Vinayak Kulkarni, Cost Accountant (Membership No - 28559) as the Cost Auditors, of the Company at a remuneration (Cost Audit Fee) of Rs.90,000 (Consolidated) plus taxes, as applicable, to conduct the audit of the cost records of the Company for relevant business segments of the Company covered under the Companies (Cost Records and Audit) Amendment Rules, 2014 (including any statutory modification(s) or reenactments thereof, for the time being in force) for the Financial Year 2026-27. Section 148 of the Companies Act, 2013 read with the relevant rules mentioned herein above, require ratification of the remuneration payable to the Cost Auditors by the members of the Company.

Accordingly, the consent of the members is sought for passing an **Ordinary Resolution** as set out at **Item No. 04** of the Notice for appointment and approval of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2027.

None of the Directors or Key Managerial Personnel or their relatives, are in any way directly or indirectly concerned or interested, in the resolution.

The Board recommends the Ordinary Resolution as set out in **Item No. 04** of the Notice for approval of the members.

ITEM NO 5 – OMNIBUS APPROVAL FOR RELATED PARTY TRANSACTIONS.

As per Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force, and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to the approval of Board of Directors and the Audit Committee with regard to omnibus approval for related party transactions on annual basis for the financial year 2026-2027, in their respective meeting held on May 29, 2026, the consent of the Company is required for omnibus approval for entering into contract or arrangement with the related parties already in existence and which are proposed to be entered into by the Company on annual basis for the F.Y. 2026-27 , as set out here under:

Omnibus Approval for Related Party Transactions as approved by the Board of Directors and Audit Committee in their respective meetings held on May 29, 2026 for the F.Y 2026-27:

Names of the Related Parties and Description of relationship

Key Managerial Personnel	Mr. Jaiprakash Agarwal, Managing Director Mr. Ramchandra Agarwal, Whole Time Director Mr. Mahendra Agarwal, Director Mr. Lalit Agarwal, Whole Time Director Mr. Vipin Agarwal, Chief Financial Officer Ms. Yashee Agrawal, Company Secretary
Wholly Owned Subsidiary	Bituminex Cochin Private Limited (Indian Subsidiary) AICL Overseas FZ-LLC, UAE (Overseas Subsidiary) Agarwal Translink Private Limited (Indian Subsidiary) AICL Finance Private Limited (Indian Subsidiary) Konkan Storage System (Karwar) Private Limited
Associate Company	RKCIPL Karmala Tembhurni Highways Private Limited

Relatives of KMP	Mr. Nilesh Agarwal Mr. Mukul Agarwal Mr. Virel Agarwal Jai Prakash Agarwal HUF Mr. Jugalkishore Agarwal Jugalkishore Agarwal HUF Mr. Kishan Agarwal Kishan Agarwal HUF Mr. Lakshya Agarwal Lalit Agarwal HUF Mahendra Agarwal HUF Mangilal Agarwal HUF Ms. Namrata Agarwal Nilesh Agarwal HUF Mr. Yash Agarwal Mrs. Padma Agarwal Mrs. Pooja V.Agarwal Mrs. Pooja N.Agarwal Ramchandra Agarwal HUF Mrs. Rekha Agarwal Mr. Shailesh Agarwal Mrs. Sudha Agarwal Mrs. Sushiladevi Agarwal Mrs. Uma Agarwal Mrs. Usha Agarwal
Concerns in which Directors are interested	ANZ Transporters Agarwal Gas Carriers Agarwal Motor Repairs
Concerns in which Relatives of KMP are interested	Balaji Tyre Shree Balaji Engineering Work Murlidhar Ishwardas Shiva Roadline

ii) Omnibus limit of Related Party Transactions as follows:

AGARWAL INDUSTRIAL CORPORATION LIMITED (₹ in Lakhs)					
Nature of Transaction	**Subsidiary (Amount not exceeding)**	**KMPs & Relatives of KMPs (Amount not exceeding Consolidated)**	**Concerns in which KMP & their Relatives are interested Amount not exceeding Consolidated)**	**Period of Related Party Transactions**	**Total for F.Y. 2026-27**
Remuneration to Directors and KMP Mr. Jaiprakash Agarwal, Managing Director		175.00		One Year w.e.f. 01.04.2026	772
Mr. Lalit Agarwal, Whole –Time Director		175.00		One Year w.e.f. 01.04.2026	
Mr. Ramchandra Agarwal Whole –Time Director		175.00		One Year w.e.f. 01.04.2026	
Mr. Mahendra Agarwal (Remuneration for Advisory Services)		175.00		One Year w.e.f. 01.04.2026	
Mr. Vipin Agarwal,		60.00		Year to Year Basis	
Ms. Yashee Agrawal		12.00		Year to Year Basis	
Place of Profit (KMPs and Relatives of KMPs) Mr. Nilesh Agarwal		30.00		Year to Year Basis	60.00
Mr. Virel Agarwal		30.00		Year to Year Basis	
Rent Payable Mrs. Pooja Agarwal	-	12.00	-	Three Years w.e.f. April 16, 2025	60
Mr. Jaiprakash Agarwal	-	24.00	-	Three Years w.e.f. April 01, 2025	
Mr. Lalit Agarwal	-	24.00	-	Three Years w.e.f. April 01, 2025	
Sub-Contract Payment					
Freight Payment Agarwal Translink Pvt Ltd ANZ Transporters Agarwal Gas Carriers	750.00		1000.00 600.0	Year to Year basis Year to Year basis Year to Year basis	2350.00
Sub-Contract Receipt					
Transportation Charges Agarwal Translink Private Limited ANZ Transporters Agarwal Motor Repairs Agarwal Gas Carrier	500.00		600.00 600.00 100.00	Year to Year basis Year to Year basis Year to Year basis Year to Year basis	1800.00
Labour Charges Receipt Agarwal Translink Private Limited ANZ Transporters Agarwal Gas Carriers	20.00		15.00 15.00	Year to Year basis Year to Year basis Year to Year basis	50.00

Purchase of HSD & Oil Agarwal Translink Pvt Ltd Muralidhar Ishwardas	800.00		80.00	Year to Year basis	880.00
Purchase of Tyres & Spare Parts Balaji Tyres	-	-	200.00	Year to Year basis	200.00
Sale of Spare Parts & Oil Agarwal Translink Pvt Ltd ANZ Transporters Agarwal Gas Carriers	15.00		15.00 15.00	Year to Year basis	45.00
Loan to Wholly Owned Subsidiary AICL OVERSEAS FZ – LLC	10000.00			No fixed duration	10000.00
Guarantee to Wholly Owned Subsidiary AICL OVERSEAS FZ – LLC	5000.00			No fixed duration	5000.00
Interest & Guarantee Commission Receipt AICL Overseas FZ – LLC AICL Overseas FZ-LLC	900.00 150.00			No fixed duration	1050.00
Payment made on behalf AICL Finance Pvt Ltd	12.00			Year to Year basis	12.00
Sale of Material Bituminex Cochin Private Limited	500.00			Year to Year basis	500.00
Wholly Owned Subsidary Konkan Storage System (Karwar) Private Limited	1000.00			Year to Year basis	1000.00
Associates Company RKCIPL Karmala Tembhurni Highways Private Limited			500.0	Year to Year basis	500.00
Transportation Charges Received Shiva Roadline			50.00	Year to Year basis	50.00
				TOTAL:	**24329**

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives, other than Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director, Mr. Ramchandra Agarwal, Whole Time Director and Mr. Mahendra Agarwal, Non-Executive Non Independent Director, being Promoters and Directors & Brothers & Mr. Vipin Agarwal, Chief Financial Officer (KMP) and the relatives as mentioned in the statement above are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any, in the Special Resolution set out at **Item No. 05** of the Notice.

The Board recommends the **Special Resolution** as set out in **Item No. 05** of the Notice for approval of the members.

ITEM NO 6 - CONSENT OF MEMBERS FOR APPROVING REMUNERATION PAYABLE TO MR. MAHENDRA AGARWAL, A NON EXECUTIVE (NON- INDEPENDENT) DIRECTOR OF THE COMPANY.

Mr. Mahendra Agarwal belongs to the promoter's group and is a Non- Executive and Non- Independent director of the Company. Mr, Agarwal has a vast experience of managing logistics business comprising of specialized LPG & Bitumen Tankers and is well versed with management, finance and operations.

His continued guidance and support in the management of the Company is commendable and keeping in view of his valuable contribution in the overall development of the Company, the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company have recommended payment of Rs. 2,00,00,000 (Two Crore) (Within the overall limits, the remuneration as may be mutually agreed to by the Board of Directors and Mr. Mahendra Agarwal as deem fit and proper) Remuneration for advisory services to Mr. Agarwal pursuance to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or reenactment (s) thereof, for the time being in force) and in terms of Article

98 of the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee of the Board for a period of 1 Years w.e.f April 01, 2027 till March 31, 2028.

None of the Directors / Key Managerial Personnel or their relatives of the Company except Mr. Mahendra Agarwal himself and Mr. Jaiprakash Agarwal, Mr. Lalit Agarwal & Mr. Ramchandra Agarwal being brothers of Mr. Mahendra Agarwal and Mr. Vipin Agarwal, Chief Financial Officer and the relatives as mentioned in the statement above of the Company being nephew of Mr. Mahendra Agarwal, are deemed to be concerned or interested in the Special Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No.6 of the Notice for approval of the members.

ITEM NO. 7 – APPROVAL AND ADOPTION OF NEW OBJECT CLAUSE (MAIN AND ANCILLARY) AND CONSEQUENTLY ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

With a view to expanding its business operations and exploring new avenues for growth, profitability, and revenue diversification, the Board of Directors at its meeting held on August 13, 2026 has approved for diversification of the company's business activities by way of adding new proposed Main and Ancillary Objective as detailed in Item no. 7.

To enable the Company to undertake business operations in the fields of chemical and petrochemical products, comprehensive Engineering, Procurement, and Construction (EPC) services for civil infrastructure and transportation projects (such as roads, highways, and bridges), transit management (including toll collection and Intelligent Transportation Systems), and allied ancillary activities, it is proposed to alter the Main Objects and Ancillary Objects clauses of the Memorandum of Association (MoA) of the Company..

Summary of Proposed Additions:

- **Chemical & Petrochemical Sector:** Importing, exporting, trading, and distributing various heavy, fine, organic, inorganic, and synthetic chemicals, petrochemical intermediates, polymers, resins, and solvents.
- **Infrastructure & EPC Sector**: Undertaking and executing infrastructure development, road and highway construction, expressways, bridges, and tunnels under various models (such as BOT, HAM, DBFOT, and PPP), and entering into joint ventures or consortiums.
- **Toll & Transit Management**: Operating toll collection systems, user fee plazas, Electronic Toll Collection (ETC)/FASTag networks, and Intelligent Transportation Systems (ITS).
- **Ancillary Operations**: Manufacturing and trading construction materials (aggregates, cement, steel, etc.), owning and leasing heavy road construction machinery, and providing project management, engineering consultancy, and specialized logistics services.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, altering the Object Clause of the Memorandum of Association requires the approval of the shareholders by way of a Special Resolution passed at a general meeting.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are, in any way, financially or otherwise concerned or interested in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution as set out in Item No. 7 of the Notice for the approval of the members.

Details of Directors seeking re-appointment

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name	Mr. Jaiprakash Agarwal
DIN	01379868
Date of Birth and Age	02/07/1958 68 Year
Qualification	B.Com
Expertise in specific functional areas	Management, Operation
Terms and Conditions of appointment and reappointment	Retire by rotation
Number of Board meetings attended during the Financial Year 2025-26	2
Directorships held in other companies (excluding foreign companies)	NIL
Listed Entities from which he/she has resigned as Director in past 3 years	1
Memberships / Chairmanships of committees of other companies (excluding foreign companies	NIL
Relationship between Directors Inter -se (Excepimg Independent Directors)	Brothers
Number of Equity Shares held in the Company	8,75,453

By Order of the Board of Directors
Agarwal Industrial Corporation Limited

Yashee Agrawal
Company Secretary & Compliance Officer
Membership No.: A75362

Place: Mumbai
Dated: August 13, 2026

Registered Office:
Eastern Court, Unit No. 201-202,Plot No. 12, V. N. Purav Marg,S. T. Road, Chembur, Mumbai - 400071.