



# 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

## BSE Limited

Corporate Relationship Department  
P.J. Towers, Dalal Street,  
Mumbai - 400 001  
Scrip Code - 531921

## National Stock Exchange of India Limited

'Exchange Plaza' C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051  
Symbol: AGARIND; Series: EQ

Dear Sir,

Re: Proceedings of the Twenty Second Annual General Meeting held on September 22, 2016

We refer to our letter dated September 24, 2016 with which we had furnished the details of the voting results at the Annual General Meeting held on September 22, 2016. However, inadvertently, the proceedings of the said Annual General Meeting were remained unattached. Please find the same attached herewith.

Sorry for the inconvenience caused.

Thanking you,

Yours faithfully,

For Agarwal Industrial Corporation Limited

  
Rakesh Bhalla

Vice President- Legal & Company Secretary  
September 26, 2016



Encl: a/a

**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 : jgg@agarwalgroup.com

## AGARWAL INDUSTRIAL CORPORATION LIMITED

### Proceedings of the Twenty Second Annual General Meeting of the Company held on September 22, 2016 pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015

The Twenty Second Annual General Meeting (AGM) of the Company was held on September 30, 2014 at 11.00 A.M. at Hotel Stars Parade, Lower Hall, Swami Jairamdas Building, Near Basant Park, Chembur, Mumbai - 400 071

Mr. Jaiprakash Agarwal, Managing Director occupied as the Chairman and commenced proceedings of the AGM. The Whole Time Directors and majority of the Independent Directors were present at the meeting.

The Statutory Auditors and the Chairman of the Audit Committee were present at the AGM.

The Annual General Meeting was attended with the requisite quorum, the Chairman read out his speech and gave an overview of the financial performance of the Company for the Financial Year ended March 31, 2016.

The Notice and the Report of the Board of Directors of the Company were taken as read as authorized by the members present at the meeting.

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 and Regulation 30 of SEBI (LODR) Regulations, 2015, the Company had provided remote e-voting facility to the members to vote on the matters to be transacted at the Twenty Second Annual General Meeting as per Notice dated August 25, 2016. The e-voting commenced at 9.00 A.M. on September 19, 2016 and ended at 5.00 P.M. on September 21, 2016. Further, Polling Papers forming of the Notice were also sent to the members to vote at the AGM who did not have facility to use e-voting platform. C.S. P. M. Vala, Practicing Company Secretary, Thane was appointed as the Scrutinizer for the E-voting process.

The Chairman informed the Members that the Company has arranged for a Poll on all the 13 Resolutions as detailed below, to be passed at the Meeting. Thereafter, the Chairman explained the poll process to the members present and requested for an orderly conduct of the voting. It was announced that the combined results of the e-voting and the poll will be put up on Company's website of BSE, NSE and CDSL on September 24, 2015. The Chairman invited the members to raise their queries on company accounts or business, if any. No query however was raised by any member present in the Meeting. Thereafter, all the 13 (Thirteen) Resolutions as detailed below were ordered to be put on poll as ordered by the Chairman.





## ORDINARY BUSINESS

- i) Adoption of:
  - (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 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, 2016 along with the Report of the Independent Auditors thereon. (Ordinary Resolution)
- ii) Declaration of Dividend on Equity Shares of the Company for the Financial Year 2015-16 @1.50 per equity share of the face value of Rs. 10/- each fully paid up. (Ordinary Resolution)
- iii) Appointment of Director in place of Mr. Lalit Agarwal (DIN- 01335107), who retires by rotation, and being eligible, offers himself for re- appointment. (Ordinary Resolution)
- iv) Appointment of Director in place of Mr. Ramchandra Agarwal (DIN- 02064854), who retires by rotation, and being eligible, offers himself for re- appointment. (Ordinary Resolution)
- v) Ratification of appointment of M/s. Ladha Singhal & Associates, Chartered Accountants, 209, Apollo Complex, R. K. Singh Marg, Off. Parsi Panchayat Road, Near Sona Udyog, Andheri (East), Mumbai – 400069, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, within the overall term of their appointment as per the resolution passed by the members in Annual General Meeting of the Company on September 30, 2014 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors. (Ordinary Resolution)

## SPECIAL BUSINESS

- vi) Increase in Authorised Capital of the Company. (Special Resolution)
- vii) Amendment of Memorandum And Articles of Association of the Company. (Special Resolution)
- viii) To Approve Allotment Of Warrants, Convertible Into Equity Shares On Preferential Basis In Accordance With Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"). (Special Resolution)
- ix) Re-Appointment of Mr. Jaiprakash Agarwal as Managing Director of the Company. (Special Resolution)



- x) Re-Appointment of Mr. Lalit Agarwal as Whole Time Director of the Company.(Special Resolution)
- xi) Re-Appointment of Mr. Ramchandra Agarwal as Whole Time Director of the Company. (Special Resolution)
- xii) Related Party Transactions. (Special Resolution)
- xiii) Appointment of Cost Auditors. (Special Resolution)

All above resolutions were passed in accordance with the Notice of the Twenty Second Annual General Meeting of the Company read with Explanatory Statement attached to it, which formed part of the said notice.

**DECLARATION OF COMBIND RESULTS OF E-VOTING & POLL AND CLOSURE OF MEETING.**

*Thereafter, the Chairman Mr. Jaiprakash Agarwal declared that the combined result of e-voting and the Poll will be announced on or before Saturday, September 24, 2016 and also uploaded on the Company's website, on the websites of NSE & BSE and CDSL.*

As all the business of the AGM was transacted, the Chairman declared the proceedings of the Meeting as closed. He also thanked all our shareholders for their unstinted support and co-operation.

At the end, Vote of thanks was extended to the Chairman.

Thanking you,

**For Agarwal Industrial Corporation Limited**



Name: Rakesh Bhalla

Designation: Vice President- Legal & Company Secretary.

Date: September 24, 2016

Place: Mumbai

