



# AGARWAL INDUSTRIAL CORPORATION LIMITED

CIN NO.: L99999MH1995PLC084618

Petrochemicals (Manufacturers & Traders 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.  
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## ANNEXURE- I

### Corporate Governance Report–Regulation 27(2) of the SEBI (Listing & Disclosure Requirements) Regulations, 2015.

1. Name of Listed Entity : Agarwal Industrial Corporation Limited
2. Quarter ending : December 31, 2016

#### I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive / Non-Executive/ Independent / Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directors hip in Listed Entities including this entity Refer Regulation 25(1) of Listing Regulations)	Number of membership s in Audit/ Stakeholder Committee( s) including this listed entity Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity Refer Regulation 26(1) of Listing Regulations)
Mr.	Jaiprakash Agarwal	ABHPG8713A DIN: 01379868	Managing Director ( Executive)	01.04.16	-	1	-	-
Mr.	Ramchandra Agarwal	ABHPG8711C DIN: 02064854	Whole Time Director ( Executive)	01.04.16	-	1	-	-
Mr.	Lalit Agarwal	ADTPA3188M DIN: 01335107	Whole Time Director ( Executive)	01.04.16	-	1	-	-
Mr.	Mahendra Agarwal	ADTPA1541N DIN: 01366495	Director ( Non-independent Non-executive )	30.09.15	-	1	1	-
Mr.	Jaswant D. Sharma	AAQPS1528K DIN: 01670988	Independent Director	30.09.14	5 Years (Fixed Term)	1	1	1
Mr.	Harikrishna Patni	ACWPP0971H DIN: 01316552	Independent Director	30.09.14	5 Years (Fixed Term)	1	0	1
Mr.	Rajkumar Mehta	AAGPM7578R DIN: 01729041	Independent Director	30.09.14	5 Years (Fixed Term)	1	2	-
Mr.	Alok Bharara	AENPB8744D DIN: 02720802	Independent Director	30.09.14	5 Years (Fixed Term)	1	2	-
Mrs.	Priti Lodha	ABFPL1042B DIN: 02182233	Independent Woman Director	30.09.14	5 Years (Fixed Term)	1	-	-



- Notes : (1) The Managing Director and Whole Time Directors were re-appointed by Board on the recommendations of the Nomination & Remuneration Committee and such re-appointments were confirmed by the Members in their respective meetings held on March 29, 2016 and September 22, 2016 respectively for a 3 years term beginning April 01, 2016 to March 31, 2019. These appointments along with the appointment of Director (Non- independent, Non- executive) are subject to retirement by rotation as per relevant provisions of the Companies Act, 2013 and Rules made thereunder.
- (2) The Tenure of Appointment of Independent Directors as mentioned above has been calculated in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made notified/ amended from time to time.
- (3) As per Regulation 26 (1) of the LODR, 2015, the Chairperson / Membership in Audit and Stakeholder Committee has only been considered.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee <sup>s</sup> )
Audit Committee	1. Jaswant D. Sharma 2. Rajkumar Mehta 3. Alok Bharara 4. Mahendra Agarwal	Independent Director Independent Director Independent Director Director – Non- Independent- Non Executive
Nomination & Remuneration Committee (NRC)	1. Jaswant D. Sharma 2. Harikrishna Patni 3. Alok Bharara 4. Rajkumar Mehta	Independent Director Independent Director Independent Director Independent Director
Corporate Social Responsibility (CSR) Committee	1. Jaiprakash Agarwal 2. Lalit Agarwal 3. Jaswant D.Sharma	Managing Director (Executive) Whole Time Director (Executive) Independent Director
Stakeholders Relationship Committee	1. Harikrishna Patni 2. Jaswant D. Sharma 3. Alok Bharara 4. Rajkumar Mehta	Independent Director Independent Director Independent Director Independent Director
Risk Management Committee	1. Jaswant D. Sharma 2. Alok Bharara 3. Rajkumar Mehta	Independent Director Independent Director Independent Director


## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
12.08.2016 25.08.2016 22.09.2016	04.10.2016 29.10.2016 12.11.2016	11 days 24 days 13 days

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
12.11.2016	4	12.08.2016	91 days
<b>Stakeholders Relationship Committee</b>			
29.10.2016 30.11.2016 30.12.2016	4 4 4	30.07.2016 31.08.2016 30.09.2016	-
<b>Corporate Social Responsibility Committee</b>			
-	3	25.08.2016	-
<b>Nomination &amp; Remuneration Committee</b>			
-	-	-	-
-	-	-	-



Risk Management Committee			
-	3	25.08.2016	-
This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transaction</b>			
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	Yes		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
<p><b>Note:</b> Related Party Transactions for the Quarter ended September 30, 2016 were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on November 12, 2016. The Related Party Transactions for the Quarter ended December 31, 2016 shall be approved in the next meetings of the Audit Committee and the Board of Directors of the Company as the case may be.</p>			
<b>VI. Affirmations</b>			
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> <li>e. Corporate Social Responsibility Committee</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</li> </ol>			
<p>Name &amp; Designation : Rakesh Bhalla</p> <p></p> <p>Vice President- Legal &amp; Company Secretary</p> <p>Date : 05/01/2017 Place : Mumbai</p>			
