

P. M. VALA & ASSOCIATES

COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS., Opp. New Rose Villa,
Daji Ramchandra Road, Charai, Thane (W) - 400 601
Ph : 2538 0966 / 2544 0126 Cell : 98696 99875 / 88794 10333
E-mail : rrajguroo@yahoo.co.in / prnvala@yahoo.co.in

CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the
Companies (Management and Administration) Rules, 2014 as amended]*

To,
The Chairman of 21st Annual General Meeting of the Members of
Agarwal Industrial Corporation Limited Held on Wednesday, September 30, 2015
at 11:00 a.m. at Hotel Stars Parade, Lower Hall, Swami Jairamdas Building ,
Near Basant Park, Chembur, Mumbai-400 071

Dear Sir

1. I, CS P. M. VALA, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **Agarwal Industrial Corporation Limited** (the Company) (CIN: L99999MH1995PLC084618) to conduct the voting process (including remote e-voting) in a fair and transparent manner in respect of the resolutions contained in the Notice of the 21st Annual General Meeting (AGM) of Members of the Company, Wednesday, September 30, 2015 at 11: 00 a.m. at Hotel Stars Parade, Lower Hall, Swami Jairamdas Building , Near Basant Park, Chembur, Mumbai-400 071 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting process (including remote e-voting) in respect of the resolutions contained in the Notice of the 21st Annual General Meeting (AGM) of Members of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" the resolutions as contained in the Notice stated above, based on the voting at the AGM venue through poll process and report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities.



3. The Members of the Company as on the "cut-off" date i.e. Wednesday, September 23, 2015 were entitled to vote on the resolutions (Item Nos.1 to 9 as set out in the Notice of the AGM of the Company).
4. The remote e-voting period remained open from Saturday, September 26, 2015 (09.00 A.M.) till the end of Tuesday, September 29, 2015 (05.00 P.M.) and CDSL e-voting platform was blocked thereafter.
5. The votes cast through remote e-voting were unblocked on Wednesday, September 30, 2015, after counting the votes cast at AGM, in the presence of 2 (Two) witnesses, who were not in the employment of the Company.
6. The Company had also provided voting facility at the AGM venue to the Members present thereat, who had not cast their vote earlier through remote e-voting facility. The locked polling box was opened by me after conclusion of the poll in the presence of 2 (Two) witnesses, who were not in the employment of the Company and the poll papers were diligently scrutinized.
7. I had submitted separate Scrutinizer's Report dated October 1, 2015 on the results of the voting at the AGM venue through poll process and remote e-voting in respect of the resolutions (Item Nos.1 to 9 as set out in the Notice of the AGM of the Company).
8. I now submit the Consolidated Scrutinizer's Report on the results of the voting at the AGM venue through poll process and remote e-voting in respect of the resolutions (Item Nos.1 to 9 as set out in the Notice of the AGM of the Company) as under :-

Sr. No	Particulars	Item No. 1		Item No. 2	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	25	29,40,821	25	29,40,821
2	Less: Invalid No. of votes casted	0	0	0	0
3	Valid No. of votes casted (Net)	25	29,40,821	25	29,40,821



Sr. No	Particulars	Item No. 3		Item No.4	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	25	29,40,821	25	29,40,821
2	Less: Invalid No. of votes casted	1	3,62,600	0	0
3	Valid No. of votes casted (Net)	24	25,78,221	25	29,40,821

Sr. No	Particulars	Item No. 5		Item No.6	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	25	29,40,821	25	29,40,821
2	Less: Invalid No. of votes casted	0	0	0	0
3	Valid No. of votes casted (Net)	25	29,40,821	25	29,40,821

Sr. No	Particulars	Item No. 7		Item No.8	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	25	29,40,821	25	29,40,821
2	Less: Invalid No. of votes casted	0	0	6	21,22,600
3	Valid No. of votes casted (Net)	25	29,40,821	19	8,18,221

Sr. No	Particulars	Item No. 9	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	25	29,40,821
2	Less: Invalid No. of votes casted	0	0
3	Valid No. of votes casted (Net)	25	29,40,821



Item No.1 of the Notice (As an Ordinary Resolution)

Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	29,40,545	100.00	29,40,545	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	29,40,821	53.34	29,40,821	0	100.00	0.00

* The number of votes polled doesn't include invalid votes

Item No.2 of the Notice (As an Ordinary Resolution)

To declare Dividend on Equity Shares for the Financial Year 2014-15.

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	29,40,545	100.00	29,40,545	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	29,40,821	53.34	29,40,821	0	100.00	0.00

* The number of votes polled doesn't include invalid votes



Item No.3 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Shri Mahendra Agrawal (DIN-01366495) who retires by rotation, and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	25,77,945	87.67	25,77,945	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	25,78,221	46.77	25,78,221	0	100.00	0.00

* The number of votes polled doesn't include invalid votes

Item No.4 of the Notice (As an Ordinary Resolution)

To appoint auditors and fix their remuneration.

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	29,40,545	100.00	29,40,545	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	29,40,821	53.34	29,40,821	0	100.00	0.00

* The number of votes polled doesn't include invalid votes



Item No.5 of the Notice (As a Special Resolution)

Increase in Authorized Capital of the Company.

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	29,40,545	100.00	29,40,545	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	29,40,821	53.34	29,40,821	0	100.00	0.00

* The number of votes polled doesn't include invalid votes

Item No.6 of the Notice (As a Special Resolution)

Amendment of Memorandum and Articles of Association of the Company.

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	29,40,545	100.00	29,40,545	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	29,40,821	53.34	29,40,821	0	100.00	0.00

* The number of votes polled doesn't include invalid votes



Item No.7 of the Notice (As a Special Resolution)

Allotment of Warrants, Convertible into Equity Shares to Promoter of Promoter Group of the Company on Preferential Basis.

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	29,40,545	100.00	29,40,545	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	26	250	9.42	90.58
Total	55,12,900	29,40,821	53.34	29,40,571	250	99.99	0.01

* The number of votes polled doesn't include invalid votes

Item No.8 of the Notice (As a Special Resolution)

Related Party Transactions

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	8,17,945	27.82	8,17,945	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	8,18,221	14.84	8,18,221	0	100.00	0.00

* The number of votes polled doesn't include invalid votes



Item No.9 of the Notice (As a Special Resolution)

Appointment of Cost Auditors

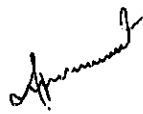
Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	29,40,545	29,40,545	100.00	29,40,545	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	25,72,355	276	0.01	276	0	100.00	0.00
Total	55,12,900	29,40,821	53.34	29,40,821	0	100.00	0.00

* The number of votes polled doesn't include invalid votes

9. The electronic data and other relevant records relating to the e-voting and Poll have been handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully


CS. P. M. VALA
 Scrutinizer,
 Practicing Company Secretary
 FCS 5193 CP -4237



Place : Thane
Date : October 1,2015