



# AGARWAL INDUSTRIAL CORPORATION LTD.

- Petrochemicals [ Manufacturers of Bitumen and Bituminous Products]
- Logistics for Bitumen & LPG • Wind Mills.

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CIN NO.: L99999MH1995PLC084618

## ANNEXURE-I

### Revised 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, 2015

#### I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & 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 memberships 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	01.04.13	-	1	1	1
Mr.	Ramchandra Agarwal	ABHPG8711C DIN: 02064854	Whole Time Director	01.04.13	-	1	-	-
Mr.	Lalit Agarwal	ADTPA3188M DIN: 01335107	Whole Time Director	01.04.13	-	1	1	-
Mr.	Mahendra Agarwal	ADTPA1541N DIN: 01366495	Director Non-Independent	30.09.15	-	1	1	-
Mr.	Jaswant D.Sharma	AAQPS1528K DIN: 01670988	Independent Director	30.09.14	5 Years	1	1	3
Mr.	Harikrishna Patni	ACWPP0971H DIN: 01316552	Independent Director	30.09.14	5 Years	1	1	1
Mr.	Rajkumar Mehta	AAGPM7578R DIN: 01729041	Independent Director	30.09.14	5 Years	1	1	-
Mr.	Alok Bharara	AENPB8744D DIN: 02720802	Independent Director	30.09.14	5 Years	1	1	-
Mrs	Priti Lodha	ABFPL1042B DIN: 02182233	Independent Woman Director	30.09.14	5 Years	1	-	-

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§ PAN number of any director would not be displayed on the website of Stock Exchange & Category of Director means executive/ non-executive/ independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of the listed entity in continuity without any cooling off period.

Note : 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.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee <sup>§</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
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 Whole Time Director 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

<sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## 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)
14.08.15 29.08.15 24.09.15	12.10.15 31.10.15 09.11.15 23.12.15	14 days 25 days 17 days 18 days 8 days 42 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>			
31.10.2015      09.11.2015 23.12.2015	4 4 4	14.08.2015 - -	76 days 8 days 42 days
<b>Stakeholders Relationship Committee</b>			
31.10.2015 30.11.2015 31.12.2015	4 4 4	31.07.2015 31.08.2015 30.09.2015	30 days 30 days 29 days
<b>Corporate Social Responsibility Committee</b>			
31.12.2015	3	30.09.2015	90 days
<b>Risk Management Committee</b>			
15.12.2015	3	15 .09.2015	90 days

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transaction	
Subject	Compliance status (Yes/No/NA) <small>REFER NOTE BELOW</small>
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
<b>Note :</b>	
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
<p>Name &amp; Designation : Rakesh Bhalla</p> <p></p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p>	
	

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.