

## P. M. VALA

### COMPANY SECRETARIES

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### SCRUTINIZER'S COMBINED REPORT FOR E-VOTING & POLL AT THE 20<sup>TH</sup> ANNUAL GENERAL MEETING FOR AGARWAL INDUSTRIAL CORPORATION LIMITED

To

The Chairman

**Agarwal Industrial Corporation Limited**

Eastern Court , Unit No.201-202,Plot No.12,

V.N.Purav Marg, S.T.Road, Chembur, Mumbai-400071

**Sub : Passing of Resolution through e-voting and poll conducted at the 20<sup>th</sup> Annual General Meeting of Agarwal Industrial Corporation Limited held on 30<sup>th</sup> day of September'2014 at Unit No.12, A Wing, 1<sup>st</sup> Floor, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai-400074 at 11.00 a.m.**

The Company has appointed me as a Scrutinizer the e-voting process together with voting through the assent/dissent form, in physical mode and also for the Poll held at the 20<sup>th</sup> Annual General Meeting (AGM) of the Company on 30<sup>th</sup> day of September'2014.

The e-voting was held from Thursday, 25<sup>th</sup> September'2014 at 10.00 A.M. to Friday, 26<sup>th</sup> September' 2014 till 06.00 P.M. for Two days.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from Thursday, 25<sup>th</sup> September'2014 at 10.00 A.M. to Friday, 26<sup>th</sup> September' 2014 till 06.00 P.M. **Ankit Consultancy Private Limited (Ankit)** is the Registrar and Share Transfer Agent for the Company. The e-voting results were unblocked by me on 27<sup>th</sup> September'2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 29<sup>th</sup> September'2014 attached herewith.

At the 20<sup>th</sup> Annual General Meeting of the Company held on the 30<sup>th</sup> day of September 2014, the Chairman of meeting had suo-motu i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act'2013, to facilitate the members present in the AGM who could not participate in the e-voting or could not cast their votes physically through the assent/dissent form, to record their votes through the poll process. This was done for the sake of good governance and transparency. The Chairman of the meeting has appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer Report in form MGT-13 dated 1<sup>st</sup> October'2014.



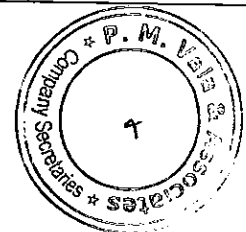
The Result of the E-voting together with the votes casted through assent/dissent form and with that of the Poll are as under :

Number of members who cast their votes through e-voting & poll	Total number of shares held by them.	Total number of Valid votes
25	2940592	(as per details provided under each one of the Resolution (s) mentioned hereunder)

**RESULT ITEM WISE OF THE NOTICE OF AGM**

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.				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

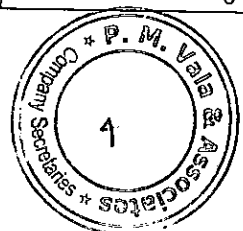
Item No.2 of the Notice (As an Ordinary Resolution)	Declaration of Dividend				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



Item No.3 of the Notice (As an Ordinary Resolution)	Re-appointment of Mr. Mahendra Agarwal (DIN:01366495), who retires by rotation				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	2577964	100	0	0	362600
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2577992</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>362600</b>

Item No.4 of the Notice (As an Ordinary Resolution)	Re-appointment Statutory Auditors M/S Ladha Singhal & Associates, Chartered Accountants				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	Nos.	Nos.
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

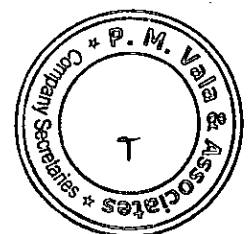
Item No.5 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Jaswant D. Sharma as an Independent Director				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



Item No.6 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Raj Kumar Mehta as an Independent Director				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
Manner of Voting					Nos.
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Item No.7 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Harikrishna Patni as an Independent Director				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
Manner of Voting					Nos.
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

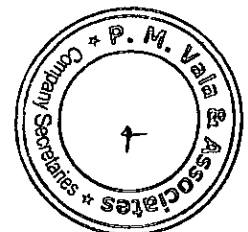
Item No.8 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Alok Bharara as an Independent Director				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
Manner of Voting					Nos.
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



Item No.9 of the Notice (As an Ordinary Resolution)	Appointment of Ms. Priti Lodha as an Independent Woman Director				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
Manner of Voting					Nos.
E-Voting & assent/ dissent form	2940564	100	0	0	0
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>2940592</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Item No.10 of the Notice (As an Special Resolution)	Appointment of Mr. Lalit Agarwal, Whole Time Director, subject to retirement by rotation.				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
Manner of Voting					Nos.
E-Voting & assent/ dissent form	1905264	100	0	0	1035300
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>1905292</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>1035300</b>

Item No.11 of the Notice (As an Special Resolution)	Appointment of Mr. Ramchandra Agarwal, Whole Time Director, subject to retirement by rotation.				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	
Manner of Voting					Nos.
E-Voting & assent/ dissent form	1905264	100	0	0	1035300
Poll	28	100	0	0	0
<b>TOTAL</b>	<b>1905292</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>1035300</b>



Item No.12 of the Notice (As an Special Resolution)	Related party transactions				
	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes Nos.
	Nos.	%age	Nos.	%age	
E-Voting & assent/ dissent form	817964	100	0	0	2122600
Poll	3	100	0	0	25
<b>TOTAL</b>	<b>817967</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>2122625</b>

All the Resolutions stand passed under e-voting and poll with the requisite majority. The Company is hereby instructed to put up the results on its website and also that of the service provider and inform the Stock Exchanges accordingly.

I hereby confirm that I am maintaining the Register received from Service Providers both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person authorized by him in due course as prescribed under the said Rules.

Thanking You,

Yours faithfully



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



**Place : Thane**

**Date : October 1,2014**