



P. M. VALA & ASSOCIATES

COMPANY SECRETARIES

Flat No.15, "B" Wing, New B. J. Market, Jalgaon - 425 001
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COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR AGARWAL INDUSTRIAL CORPORATION LIMITED

To

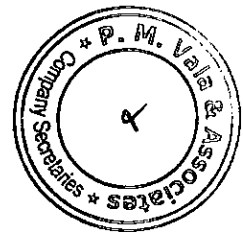
To the Chairman of Extra-Ordinary General Meeting of members of
Agarwal Industrial Corporation Limited to be held on the 17th day of July'2014 at
Unit No.12, A- Wing, 1st Floor, Sita Estate, Aziz Baug, Mehul Road,
Chembur, Mumbai - 400074

Sub : Passing of Resolution through voting AND poll conducted at the Extra-Ordinary General Meeting of Agarwal Industrial Corporation Limited to be held on the 17th day of July'2014 at Unit No.12, A- Wing, 1st Floor, Sita Estate, Aziz Baug, Mehul 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 from in physical mode and also for the Poll held at the Extra-Ordinary General Meeting of the Company on 17th day of July'2014.

The e-voting was held on 12th July' 2014 (10.00 A.M.) to (06.00 P.M.) for one day. Receipt of the assent/dissent form from those shareholders who did not have access to e-voting facility was made available up to the closure of e-voting period on 12th July' 2012 (06.00 P.M.).

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 12th July' 2012 (10.00 A.M.) to (06.00 P.M.). Ankit Consultancy Private Limited (Ankit) are the Registrar and Share Transfer Agent for the Company. The e-voting results were unblocked by me on 15th July'2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 15th July'2014 attached herewith.



At the Extra-Ordinary General Meeting of the Company held on the 17th day of July'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 EGM 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. The Chairman of the meeting has appointed me as the Scrutinizer for the same. For further details kindly refer to may Scrutinizer report in form MGT-13 dated 18th July'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 :


Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the Resolution		Abstained/Invalid Votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.1 of the Notice (As an Ordinary Resolution)	E-Voting & assent/dissent form	2940545	100	Nil	Nil	Nil	Nil
	Poll	73	94.80	1	1.30	3	3.90
	TOTAL	2940618	100	1	0.00	3	0.00

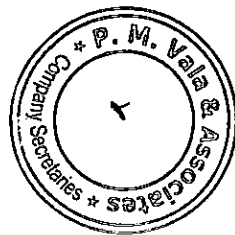
The Resolution stands passed under e-voting and poll with the requisite majority.

I hereby confirmed 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 meeting or such person to be authorized by him in due course.

Thanking You,

Yours faithfully
For P. M. Vala & Associates,
Company Secretaries


P. M. Vala
(Proprietor)
FCS-5193, CP-4237
Date: 18th July'2014





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Scrutinizer's Report

[Pursuant to section 108 of the Companies Act'2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules,2014]

To

To the Chairman of Extra-Ordinary General Meeting of members of Agarwal Industrial Corporation Limited to be held on the 17th day of July'2014 at Unit No.12, A- Wing, 1st Floor, Sita Estate, Aziz Baug, Mehul Road, Chembur, Mumbai - 400074

Dear Sir

1. I, Pradyumansinh Vala, Proprietor of M/s. P M Vala & Associates, Company Secretary in practice have been appointed by the Board of Director of Agarwal Industrial Corporation Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act,2013 read with Rule 20 of Companies (Management and Administration) Rules 2014(Rules) on the resolutions contained in the notice to the Extra-Ordinary General Meeting (EGM) of members of the Company, to be held on the 17th day of July'2014 at Unit No.12, A- Wing, 1st Floor, Sita Estate, Aziz Baug, Mehul Road, Chembur, Mumbai – 400074.
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 through electronics means on the resolution contained in the Notice to the Extra-Ordinary General Meeting (EGM) of members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the report generated from the e-voting systems provided by Central Depository Services (India) Limited ([https:// www.evotingindia.com](https://www.evotingindia.com)), the authorized agency to provide e-voting facilities, engaged by the Company.



3. Further to the above , I submit my report as under :-

- i. The e-voting period remained open from Saturday, 12th July' 2012 (10.00 A.M.) to (06.00 P.M.)
- ii. The Member of the Company as on the "cut-off" date i.e. 20th June'2014 were entitled to vote on the resolution (Item No.1 as set out in the notice of the EGM of the Company).
- iii. The votes cast were unblocked on 15th July'2014 at 4.16 P.M. in the presence of 2 witnesses, Ms. Dipali Pitale and Ms. Rachana Trivedi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ms.Dipali Pitale



Ms.Rachana Trivedi

- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote , were generated from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) and based on such reports generated, the result of the e-voting is as under.

Item No.1:- **Ordinary Resolution**

To fill up the casual vacancy of Auditor due to resignation:

"RESOLVED THAT, M/s.Ladha Singhal & Associates, Chartered Accountants, 209, Appollo Complex, R.K.Singh Marg, Off.Parsi Panchayat Road, Near Sona Udyog, Andheri (East) , Mumbai-400069, be and are hereby appointed as the Auditors of the Company with effect from April 18, 2014 to fill up the casual vacancy caused by the resignation of Ms. Rashmi Agarwal, Chartered Accountants, till the conclusion of the next Annual General Meeting at a Remuneration as the Board of Directors may determine."

"RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorised to delegate all or any of the powers herein conferred to any Director/Committee of Directors as it may deem fit and proper."



(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
21	2940545	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

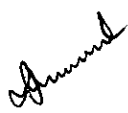
(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

4. The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra Ordinary General Meeting (EGM) and thereafter the same will be handed over to the Company.

Thanking You,

Yours faithfully
For P. M. Vala & Associates,
Company Secretaries


P. M. Vala
(Proprietor)
FCS-5193, CP-4237
Date: 15th July'2014



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

To the Chairman of Extra-Ordinary General Meeting of members of Agarwal Industrial Corporation Limited to be held on the 17th day of July'2014 at Unit No.12, A- Wing, 1st Floor, Sita Estate, Aziz Baug, Mehul Road, Chembur, Mumbai - 400074

Dear Sir,

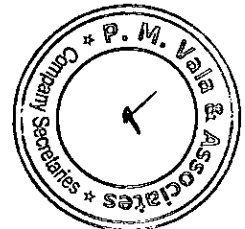
I, Pradyumansinh Vala, Proprietor of M/s. P M Vala & Associates, Company Secretary in practice appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution at the Extra-Ordinary General Meeting (EGM) of the Equity Shareholders of Agarwal Industrial Corporation Limited held on 17th day of July'2014 at Unit No.12, A- Wing, 1st Floor, Sita Estate, Aziz Baug, Mehul Road, Chembur, Mumbai – 400074 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No.1:- **Ordinary Resolution : Passed with the requisite majority**

To fill up the casual vacancy of Auditor due to resignation:

“RESOLVED THAT, M/s.Ladha Singhal & Associates, Chartered Accountants, 209, Appollo Complex, R.K.Singh Marg, Off.Parsi Panchayat Road, Near Sona Udyog, Andheri (East) , Mumbai-400069, be and are hereby appointed as the Auditors of the Company with effect from April 18, 2014 to fill up the casual vacancy caused by the resignation of Ms. Rashmi Agarwal, Chartered Accountants, till the conclusion of the next Annual General Meeting at a Remuneration as the Board of Directors may determine.”



“RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorised to delegate all or any of the powers herein conferred to any Director/Committee of Directors as it may deem fit and proper.”

(i) Voted in favour of the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	73	94.80%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	1	1.30%

(iii) Abstained/Invalid votes*


Total number of member whose abstained in votes.	Total number of votes not cast by them	% of total number of votes
3	3	3.90%

* 3 (Three) members present in meeting but not cast their vote.

5. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully
For P. M. Vala & Associates,
Company Secretaries


P. M. Vala
(Proprietor)
FCS-5193, CP-4237
Date: 18th July 2014

