



AGARWAL INDUSTRIAL CORPORATION LTD.

• Petrochemicals [Manufacturers 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.

Tel.: +91-22- 25291149 / 50 • Fax : +91-22- 25291147

E-mail : agarwalgroup101@gmail.com, r.bhalla@aicld.in, sales@agarwalgroup.com

Website : www.aicld.in

CIN NO.: L99999MH1995PLC084618

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement pursuant to revised SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014

Name of the Company: Agarwal Industrial Corporation Ltd
Quarter ended on: June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II	Yes	
(A) Composition of Board	49 (IIA)	Yes	Total strength of Board is-9. No of independent Director- 5 No. of Non-independent Directors- 4
(B) Independent Director	49 (IIB)	Yes	No. of Independent Directors- 5
(C) Non-Executive Directors' Compensation & Disclosures	49 (IIC)	Yes	Independent Directors are not paid any Compensation. They are not paid any sitting fees also.
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)	Yes	Total strength of the Committee is - 4, of which 3 are Independent Directors including Chairman.
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Majority of the members of the Audit Committee are financially literate.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Committee meets at least every quarter to approve the financial results as per Listing Agreement.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Committee has adequate powers to seek all financial and Compliance Officer other relevant information and to investigate matters where necessary.
(D) Role of Audit Committee	49 (IIID)	Yes	In line with Clause 49 of the Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Audit Committee reviews all the information as per scope of work assigned from time to time as per clause 49 of the Listing Agreement.
IV. Nomination & Remuneration Committee	49 (IV)	Yes	Total strength of the Committee is - 3, of which all are Independent Directors including Chairman.
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	

Belgaum Office : Plot No. 40, KIADB Industrial Area, Honaga, Belgaum - 591113 • Telefax : 0831 - 2414670

Hyderabad Office : Survey No. 196 / P, Elikatta, Farooq Mandal, Mahbub Nagar, Pargi Road, Hyderabad - 509410 • Mob.: 08006307700 / 33

Baroda Office : Plot No.1314, GIDC, Ranoli Industrial Area, Dist : BARODA-391350. Tel.: 0265-2240664/2308706 • Fax : 0265-2240264 • E-mail : Rkg@agarwalgroup.com

Jodhpur Office : G-1/80, New Jodhpur Industrial Area, Dist : JODHPUR-342001. Tel.: 0291-25291149/50 • Fax : 0291-25291147 • E-mail : agarwalgroup101@gmail.com





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(A) Related Party Transaction	49 (VIII A)	Yes	Summarized Statement of transactions with Related Parties is submitted to Audit Committee on quarterly basis.
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	Applicable Accounting Standards are being complied with on a continual basis and dues disclosure is made in the Annual Report.
(C) Remuneration of Directors	49 (VIII C)	Yes	Managing Director and Whole Time Directors are receiving remuneration in accordance with the provision of Companies Act, 2013 and the Rules made thereunder.
(D) Management	49 (VIII D)	Yes	Management Discussion & Analysis Report is a part of the Directors' Report which is annually published in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	All necessary information is uploaded on the Company's website as required.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	No such proceed is generated during the quarter ended 30.06.2015
IX. CEO/ CFO Certification	49 (IX)	Yes	Will be complied in next Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in next Annual Report.
XI. Compliance	49 (XI)	Yes	Will be complied in next Annual Report.

For Agarwal Industrial Corporation Ltd

AGARWAL GROUP



Rakesh Bhalla

Rakesh Bhalla
CFO & Company Secretary
(Compliance Officer)

Date : July 9, 2015
Place : Mumbai

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Jodhpur Office : G-1/80, New Jodhpur Industrial Area, Opp.IOCL Depot, JODHPUR-342003. • Tel.: 2744244 • Fax : 0291-2742859 • E-mail : jpg@agarwalsgroup.com