

# AGARWAL INDUSTRIAL CORPORATION LIMITED

Petrochemicals (Manufacturers & Traders of Bitumen & Bituminous Products) → Logistics for Bitumen & LPG → Wind Mills.

CIN NO.: L99999MH1995PLC084618

September 16, 2023

To.

**BSE** Limited

Corporate Relationship Department P.J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code – 531921 National Stock Exchange of India Limited

'Exchange Plaza' C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Symbol: AGARIND; Series: EQ

Sub: Disclosure of Consolidated Scrutinizer's Report, pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 along with Combined Result of Remote E-Voting & E-Voting during the Twenty Ninth Annual General Meeting of the Company held on Friday, September 15, 2023.

Dear Sir,

We are pleased to enclose herewith Consolidated Scrutinizer's Report pursuant to Regulation 44 of SEBI (LODR) Regulation, 2015 along with Combined Result of Remote E-Voting & E-Voting during the Twenty Ninth Annual General Meeting of the Company held on Friday, September 15, 2023 through Video Conferencing in accordance with MCA & SEBI Circular.

Thanking You,

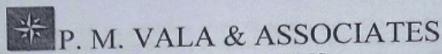
For Agarwal Industrial Corporation Limited

Dipali Pitale Company Secretary





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#### COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS. Ltd., Opp. New Rose Villa, Daji Ramchandra Road, Charai, Thane (West) - 400 601 Ph: 022-2538 0966 / Cell: 98696 99875 / 88794 10333 E-mail: rrajguroo@yahoo.co.in / pmvala@yahoo.co.in

#### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 2(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015 ("SEBI Listing Regulations")]

To,
The Chairman

Agarwal Industrial Corporation Limited
Eastern Court, Unit No. 210-202, Plot No.12,
V. N. Purav Marg, S. T. Road, Chembur,
Mumbai – 400071

Twenty Ninth Annual General Meeting of the Members of Agarwal Industrial Corporation Limited held on Friday, September 15, 2023 at 12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir

I, CS, P. M. VALA, Company Secretary in practice, had been appointed on August 14,2023 as Scrutinizer by the Board of Directors of Agarwal Industrial Corporation Limited (the Company) (CIN: L99999MH1995PLC084618) for the purpose of scrutinizing Remote e-voting process prior to Annual General Meeting and e-voting process during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) (the Rules) and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) read with the Ministry of Corporate Affairs (the MCA) General Circular No. 14/2020, 17/2020, 20/2020, 02/2021 and 03/2022 , 11/2022, dated April 08, 2020, April 13, 2020 , May 05, 2020, January 13,2021 and May 05,2022 December 28, 2022 respectively (collectively referred to as MCA Circulars) and SEBI Circular Nos.SEBI/HO/CFD/CMD1/CIR/P/2020/79,SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13,2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as SEBI Circulars) on the proposed resolution contained in the Notice and addendum to Notice of Twenty Ninth Annual General Meeting of Members of the Company, held on Friday, September 15, 2023 at 12.00 Noon through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), submit my report as under:

- 1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means on the resolutions proposed in the Notice and addendum to Notice of the Twenty Ninth Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) prior to AGM and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" if any, to the Chairman on the resolutions.
- The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide remote e-voting and e-voting facilities.
- The Members of the Company as on the "cut-off" date i.e. Friday, September 8, 2023 were
  entitled to vote on the resolutions (Item Nos.1 to 9 as set out in the Notice and addendum to
  Notice of the AGM of the Company).
- 4. The remote e-voting period remained open from Tuesday, September 12, 2023 (09.00 A.M.) till the end of Thursday, September 14, 2023 (05.00 P.M.) and NSDL e-voting platform was blocked thereafter.
- After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.
- 6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote evoting were allowed to cast their votes through e-voting system during the AGM.
- 7. After closure of e-voting at the AGM, the vote cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from e-voting website of NSDL in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- 8. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting prior to AGM and e-voting during the AGM, based on the data downloaded from NSDL e-voting system, the total votes cast "in favour" or "against" all the resolutions (Item Nos.1 to 9 as set out in the Notice and addendum to Notice of the AGM of the Company) as under:



Sr.	Particulars	Item No	. 1	Item No. 2		
No		Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares	Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares	
1	Total Number of votes casted	106	10443997	106	10443997	
2	Less: Invalid No. of votes casted	0	0	0	0	
3	Valid No. of votes casted (Net)	106	10443997	106	10443997	

Sr.	Particulars	Item No	. 3	Item No. 4		
No		Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares	Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares	
1	Total Number of votes casted	106	10443997	106	10443997	
2	Less: Invalid No. of votes casted	0	0	0	0	
3	Valid No. of votes casted (Net)	106	10443997	106	10443997	

Sr.	Particulars	Item No	. 5	Item No. 6			
No		Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares	Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares		
1	Total Number of votes casted	75	1888563	106			
2	Less: Invalid No. of votes casted	0	0	0	0		
3	Valid No, of votes easted (Net)	75	1888563	106	10443997		



Sr. No	Particulars	Item No	. 7	Item No.8			
		Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares	Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares		
1	Total Number of votes casted	106	10443997	106	10443997		
2	Less: Invalid No. of votes casted	0	0	0	0		
3	Valid No. of votes casted (Net)	106	10443997	106	10443997		

Sr.	Particulars	Item No. 9					
No		Number of members who cast their votes through remote e-voting and e-voting	No. of equity shares				
1	Total Number of votes casted	106	10443997				
2	Less: Invalid No. of votes casted	0	0				
3	Valid No. of votes casted (Net)	106	10443997				

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

To receive, consider and adopt

- a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31' 2023 along with the Report of the Board of Directors and Independent Auditors thereon: and
- b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31° 2023 along with the Report of the Independent Auditors thereon.



Promoter/ Public	Mode of Voting	No. of shares held	No. ôf 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)=	4	5	(6)=  (4)/(2) *100	(7)= [(5)/(2)]*100
Promoter	Remote E-	8555434	8555434	100.0000	8555434	0	100.0000	0.0000
and Promoter	Voting E-Voting		0	0.0000	0	0	0.0000	0.0000
Group Public-	AGM Remote E-	969667	0	0.0000	0	0	0.0000	0.0000
Institutional holders	E-Voting		0	0.0000	0	0	0.0000	0.0000
Public-	Remote E-	5432688	1888561	34.7629	1888557	4	99.9998	0.0002
Others	E-Voting		2	0.0000	2	0	100.0000	0.0000
Total	AGM	14957789	10443997	69.8231	10443993	4	100.0000	0.0000

# Item No. 2 of the Notice (As an Ordinary Resolution) To declare Dividend on Equity Shares for the Financial Year 2022-2023.

Promoter/ Public	Mode of Voting	PROPERTY AND ADDRESS OF THE PARTY OF THE PAR	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	Remote E-	8555434	8555434	100.0000	8555434	0	100.0000	0.0000	
Promoter County	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000	
Group Public- Institutional	Remote E-	969667	0	0.0000	0	0	0.0000	0.0000	
holders	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000	
Public- Others	Remote E- Voting	5432688	1888561	34.7629	1888433	128	99.9932	0.0000	
Others	E-Voting AGM		2	0.0000		0	100.0000		
Total		14957789	10443997	69.8231	10443869	128	99.9988	0.0012	



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

To appoint a Director in place of Mr. Lalit Agrawal (DIN- 01335107) who retires by rotation, and being eligible, offers himself for re-appointment.

Promoter/ Public	Mode of Voting	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	Remote E- Voting	8555434	8555434	100.0000	8555434	0	100.0000	0.0000
Promoter Group	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutional	Remote E-	969667	0	0.0000	0	0	0.0000	0.0000
holders	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Others	Remote E- Voting	5432688	1888561	34.7629	1888557	4	99.9998	0.0002
	E-Voting AGM		2	0.0000	2	0	100.0000	0.0000
Total	AGM	14957789	10443997	69.8231	10443993	4	100.0000	0.0000

#### Item No. 4 of the Notice (As an Ordinary Resolution) To ratify Appointment of Statutory Auditors for the Second Term

Promoter/ Public	Mode of Voting		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	Remote E- Voting	8555434	8555434	100.0000	8555434	0	100,0000	0.0000
Promoter Group	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutional	Remote E-	969667	0	0.0000	0	0	0.0000	0.0000
holders	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Others	Remote E-	5432688	1888561	34.7629	1888557	4	99.9998	0.0002
	E-Voting AGM		2	0.0000	2	0	100.0000	0.0000
Total		14957789	10443997	69.8231	10443993	4	100.0000	0.0000



# Item No. 5 of the Notice (As a Special Resolution) Related Party Transactions for F.Y.2023-2024

Promoter/ Public	Mode of Voting	heald	No. of votes polled* Polled on outstanding shares	Polled on outstanding	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			2	(3)=	4	5		(7)= [(5)/(2)]*100
	Remote E-	8555434	0	0.0000	0	0	0.0000	0.0000
and	Voting E-Voting AGM	0	0.0000	0	0	0.0000	0.0000	
Group		969667	0	0.0000	0	0	0.0000	0.0000
Public- Institutional	THE RESERVE OF THE PARTY OF THE	909007	0	0.0000	0	0	0.0000	0.0000
holders	E-Voting AGM			34.7629	1888357	204	99.9892	0.0108
Public- Others	Remote E- Voting	5432688			2	0	100.0000	0.0000
	E-Voting AGM		2	0.0000		204	99,9892	0.0108
Total	The state of the s	14957789	1888563	12.6260	1888359	204	75.7072	

# Item No. 6 of the Notice (As an Ordinary Resolution) Appointment of Cost Auditor for the F.Y. 2023-24

Promoter/ Public	Mode of Voting	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	Remote E-	8555434	8555434	100.0000	8555434	0	100.0000	0.0000
Promoter	E-Voting		0	0.0000	0	0	0.0000	0.0000
Group Public-	Remote E-	969667	0	0.0000	0	0	0.0000	0.0000
Institutional holders	E-Voting		0	0.0000	0	0	0.0000	0.0000
Public-	Remote E-	5432688	1888561	34.7629	1888557	4	99.9998	0.0002
Others	E-Voting		2	0.0000	2	0	100.0000	0.0000
Total	AGM	14957789	10443997	69.8231	10443993	4	100.0000	0.0000



### Item No. 7 of the Notice (As an Ordinary Resolution)

To Appoint Mr. Suresh Nair (DIN- 07843307) as Independent Director of the Company for the term not exceeding 5 years with effect from September 15, 2023 up to September 14, 2028.

Promoter/ Public	Mode of Voting	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	Remote E- Voting	8555434	8555434	100.0000	8555434	0	100.0000	0.0000
Promoter Group	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutional	Remote E-	969667	0	0.0000	0	0	0.0000	0.0000
holders	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Others	Remote E- Voting	5432688	1888561	34.7629	1888557	4	99.9998	0.0002
Others	E-Voting AGM		2	0.0000	2	0	100.0000	0.0000
Total		14957789	10443997	69.8231	10443993	4	100.0000	0.0000

#### Item No. 8 of the Notice (As an Ordinary Resolution)

To Appoint Mr. Mahendra Pimpale (DIN- 08486528) as Independent Director of the Company for the term not exceeding 5 years with effect from September 15, 2023 up to September 14,2028.

Promoter/ Public	Mode of Voting	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 (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
				(3)= [(2)/(1)]*100	4			
	Remote E- Voting	8555434	8555434	100.0000	8555434	0	100.0000	0.0000
Promoter Group	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutional holders	Remote E-	969667	0	0.0000	0	0	0.0000	0.0000
	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Others	Remote E- Voting	5432688	1888561	34.7629	1888557	4	99.9998	0.0002
	E-Voting AGM		2	0.0000	2	0	100.0000	0.0000
Total	AGIN	14957789	10443997	69.8231	10443993	4	100.0000	0.0000



## Item No. 9 of the Notice and addendum to Notice (As an Ordinary Resolution)

To Appoint Mr. Khushboo Mahesh Lalji (DIN- 08209426) as Independent Director of the Company for the term not exceeding 5 years with effect from September 15, 2023 up to September 14, 2028.

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled* 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
			2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter	Remote E-	8555434	8555434	100.0000	8555434	0	100.0000	0.0000
	E-Voting AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutional holders	Remote E-	969667	0	0.0000	0	0	0.0000	0.0000
	E-Voting AGM			0	0.0000	0	0	0.0000
Public- Others	Remote E-	5432688	1888561	34.7629	1888357	204	99,9892	0.0108
	E-Voting		2	0.0000	2	0	100.0000	0.0000
Total	AGM	14957789	10443997	69.8231	10443793	204	99.9980	0.0020

 The electronic data and other relevant records relating to the Remote e-voting and e-voting 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 For P. M. Vala & Associates, Company Secretaries

P. M. Vala (Proprietor)

FCS No. 5193, COP No. 4237 ICSI Unique Code: I2001MH250600

Peer Review No.1884/2022 UDIN: F005193E001022946

Place: Thane

Date: 16th September'2023

#### **UDIN** generation

From: donotreply5@icsi.edu

To: pmvala@yahoo.co.in

Date: Saturday, 16 September, 2023 at 12:17 pm IST

### **UDIN GENERATED SUCCESSFULLY**

Membershi p Number	F5193
UDIN Number	F005193E001022946
Name of the Company	Agarwal Industrial Corporation Limited
CIN Number	L99999MH1995PLC084618
Financial Year	2023-24
Document Type(Repor ts)	The report given as Scrutinizers report pursuant to Section 108 of the Companies Act, 2013 and 20(4)
Document Description	The report given as Scrutinizers report pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015).
Date of signing documents	16/09/2023

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# **AGARWAL INDUSTRIAL CORPORATION LIMITED**

Petrochemicals (Manufacturers & Traders of Bitumen & Bituminous Products) • Logistics for Bitumen & LPG • Wind Mills.

CIN NO.: L99999MH1995PLC084618

# ANNOUNCEMENT OF RESULT OF AGM HELD ON SEPTEMBER 15, 2023 (E-VOTING & POLL)

Results of Remote E-voting & E-Voting of AGM held on September 15, 2023 are as under:

Description (Item as	Remote E-ve	oting	E-Voting A	GM	Status
proposed in AGM Notice)	Favour (No. of	Against (No. of	Favour (No. of	Against (No. of	
rodecy	shares)	Shares)	shares)	Shares)	
Item No.1 (a) of the Notice (As an Ordinary Resolution) To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 along with the Reports of the Board of Directors and Independent Auditors thereon: and  (b) the Audited	10443991	4	2	0	Passed an Ordinary Resolution with the requisite majority
Consolidated Financial Statements of the Company for the					
Financial Year ended March 31, 2023 along with the Report of the Independent Auditors thereon.	GAR	WAL	GR	00	
Item No. 2 of the Notice (As an Ordinary Resolution) To declare Dividend on Equity Shares for the Financial Year 2022-2023.	10443867	128	2	0	Passed an Ordinary Resolution with the requisite majority



Registered Office: "Eastern Court", 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: contact@aicltd.in

· Website: www.aicltd.in





Item No. 3 of the Notice (As an Ordinary Resolution) To appoint a Director in place of Mr. Lalit Agrawal (DIN-01335107) who retires by rotation, and being	10443991	4	2	0	Passed an Ordinary Resolution with the requisite majority
eligible, offers himself for re-appointment.  Item No. 4 of the Notice (As an Ordinary Resolution) To ratify Appointment	10443991	4	2	0	Passed an Ordinary Resolution with the requisite
of Statutory Auditors for the Second Term  Item No. 5 of the Notice (As a Special Resolution) Related Party	1888357	204	2	0	Passed a Special Resolution with the requisite majority
Transactions for F.Y.2023-2024  Item No. 6 of the Notice (As an Ordinary Resolution)	10443991	4	2	0	Passed a Ordinary Resolution with the requisite majority
Appointment of Cost Auditors for F.Y. 2022-23  Item No. 7 of the Notice (As an	10443991	4	2	0	Passed a Ordinary Resolution with
Ordinary Resolution)  To Appoint Mr. Suresh Nair (DIN- 07843307) as Independent Director of the Company for the term not exceeding 5 years with effect from September 15, 2023 up to September 14, 2028.					the requisite majority



Item No. 8 of the Notice (As an Ordinary Resolution)  To Appoint Mr. Mahendra Pimpale (DIN- 08486528) as Independent Director of the Company for the term not exceeding 5 years with effect from September 15, 2023 up to September 14,2028.	10443991	4	2	0	Passed a Ordinary Resolution with the requisite majority
Item No. 9 of the Notice (As an Ordinary Resolution)  To Appoint Mr. Khushboo Mahesh Lalji (DIN- 08209426) as Independent Director of the Company for the term not exceeding 5 years with effect from September 15, 2023 up to September 14, 2028.	10443791	204	2	0	Passed an Ordinary Resolution with the requisite majority

The above items have been passed as an Ordinary resolutions & Special resolution (as proposed in the Notice convening AGM) by the Shareholders.

### FOR AGARWAL INDUSTRIAL CORPORATION LIMITED

Managing Director DIN: 01379868

Place : Mumbai

Date: September 16,2023