AGARWAL INDUSTRIAL CORPORATION LIMITED

Nineteenth Annual Report 2012-2013

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BOARD OF DIRECTORS

Mr. Jaiprakash Agarwal
Managing Director

Mr. Ramchandra Agarwal
Whole Time Director

Mr. Mahendra Agarwal
Director

Mr. Lalit Agarwal
Whole Time Director

Mr. Jawahar D. Patil
Whole Time Director

Mr.Jaswant D. Sharma
Director

Mr. Harikrishna Patni
Director

Mr. Rajkumar Mehta
Director

Mr. Alok Bharara
Director

Mr. R.T. Rajguroo
Director

CFO & COMPANY SECRETARY (COMPLIANCE OFFICER)

Mr. Rakesh Bhalla

REGISTERED OFFICE

Unit No-4, B-Wing,
Sita Estate, Aziz Baug,
Mahul Road, Chembur,
Mumbai - 400074
Tel. No. 022-25541469/25549202
Fax No. 022-25549288
Email id : investors-relations-aicltd.in
Website : www.aicltd.in

AUDITORS

Ms. Rashmi Agarwal
Chartered Accountants

WORKS

Belgaum
Plot No. 40, KIADB
Honga Industrial Area
Honga, Belgaum
Karnataka

Hyderabad
Survey No. 196, Elikatta Village
Farooq Nagar Mandal
Mahbubnagar
Andhra Pradesh - 509410

COST AUDITORS
Mr. Vinayak Kulkarni
Cost Accountant

REGISTRARS & SHARE TRANSFER AGENTS
Ankit Consultancy P. Ltd.
60, Electronic Complex
Paradeshi Pura
Indore (M.P.) - 452010
Tel. No. 022-25541469/25549202
Contact Person : Mr. Lav Mishra

CORPORATE IDENTITY NUMBER (CIN)
L99999MH1995PLC084618

BSE SCRIP ID AND CODE
ID -AGARIND
CODE - 531921

WHOLLY OWNED SUBSIDIARY COMPANY
Bituminex Cochin Pvt. Ltd.
Kerala

AGARWAL INDUSTRIAL CORPORATIOPM LIMITED

CORPORATE VISION

"At AICL, We are committed to serve the National & Community by providing our world class quality products and services under one roof .....

"We would always strive for improvisation of our products and services through innovation, research and development, integration and diversification on continuous basis...

NOTICE

NOTICE is hereby given that the **Nineteenth** Annual General Meeting of the Members of **AGARWAL INDUSTRIAL CORPORATION LIMITED** will be held on **Monday, September 30, 2013** at 11 A.M at Unit No. 12, A-Wing, 1st Floor, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai - 400 074 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at **March 31, 2013** and Statement of Profit & Loss Account for the year ended **March 31, 2013** along with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year 2012-13.
3. To appoint a Director in place of **Mr Jaswant D. Sharma** who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Mr Harikrishna Patni,** who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of **Mr Alok Bharara,** who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint **M/s. Rashmi Agrawal,** Chartered Accountants (Registration No.104517) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting of the Company at such Remuneration as may be approved by the Board of Directors of the Company.

SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification(s),the following resolution as an

   Ordinary Resolution :

   "RESOLVED THAT Mr Ramdas Trimbak Rajguroo, who was appointed as an Additional Director with effect from September 29, 2012 by the Board of Directors of the Company in terms of Section 260 of the Companies Act, 1956 and Article No 128 of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing under Section 257 of the Companies Act, 1956 , proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liableto retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a

   Special Resolution :

   " RESOLVED THAT in pursuance to the provisions of Section 198, 269, 309, 310, 311 and all other applicable provisions, if any of the Companies Act, 1956 and in accordance with Section II of Part II of Schedule XIII of the said Act,(including any statutory modification or re-enactment thereof, or any other law) and in terms of Article 146 of the Articles of Association of the Company, consent of members be and is hereby accorded to the re-appointment of Mr Jaiprakash Agarwal as Managing Director of the Company for a period of 3 (Three) years with effect from April 01, 2013 at a remuneration up to ` 3 (Three) Lacs per month during the tenure of the appointment, as the Board of Directors or a Committee thereof, may deem fit and proper, from time to time and on other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting."

   "RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

   "RESOLVED THAT in pursuance to the provisions of Section 198, 269, 309, 310, 311 and all other applicable provisions, if any of the Companies Act, 1956 and in accordance with Section II of Part II of Schedule XIII of the said Act, (including any

statutory modification or re- enactment thereof, or any other law) and in terms of Article 147 A of the Articles of Association of the Company, consent of members be and is hereby accorded to the appointment of Mr Lalit Agarwal as a Whole Time Director of the Company for a period of 3 (Three) years with effect from April 01, 2013 at a remuneration up to ` 3 (Three) Lacs per month during the tenure of the appointment,as the Board of Directors or a Committee thereof, may deem fit and proper, from time to time and on other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

" RESOLVED THAT in pursuance to the provisions of Section 198, 269, 309, 310, 311 and all other applicable provisions, if any of the Companies Act, 1956 and in accordance with Section II of Part II of Schedule XIII of the said Act,(including any statutory modification or re- enactment thereof, or any other law) and in terms of Article 147 A of the Articles of Association of the Company, consent of members be and is hereby accorded to the appointment of Mr Ramchandra Agarwal as a Whole Time Director of the Company for a period of 3 (Three) years with effect from April 01, 2013 at a remuneration up to ` 3 (Three) Lacs per month during the tenure of the appointment, as the Board of Directors or a Committee thereof, may deem fit and proper, from time to time and on other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this resolution."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

" RESOLVED THAT in pursuance to the provisions of Section 198, 269, 309, 310, 311 and all other applicable provisions, if any of the Companies Act, 1956 and in accordance with Section II of Part II of Schedule XIII of the said Act,(including any statutory modification or re-enactment thereof, or any other law) and in terms of Article 147 A of the Articles of Association of the Company, consent of members be and is hereby accorded to the appointment of Mr Jawahar D. Patil as a Whole Time Director of the Company for a period of 3(Three) years with effect from April 01, 2013 at a remuneration up to Rs 75,000/ per month during the tenure of the Appointment, as the Board of Directors or a Committee thereof, may deem fit and proper, from time to time and on other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board of Directors
Rakesh Bhalla
Chief Financial Officer & Company Secretary

Place : Mumbai
Dated : September 5, 2013

REGISTERED OFFICE:
Unit No-4, B-Wing,
Sita Estate, Aziz Baug,
Mahul Road, Chembur,
Mumbai- 400 074

NOTES:

1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (The "Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.PROXIES SUBMITTED ON BEHALF OF CORPORATE MEMBERS , SOCITIES ETC MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORISATION, AS APPLICABLE.

2 An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the Meeting is annexed hereto.

3 Member who wants to seek any information or clarification on the Accounts are requested to send in written queries to the Company at least one week before the date of the Annual General Meeting.

4 The Profiles of the Directors being re-appointed under Item Nos. 3,4 & 5 of the Notice as required under Clause No.49 of the Listing Agreement with the Stock Exchange are annexed to this Notice.

5 In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6 (a) The Company has already notified closure of Register of Members & Share Transfer Books from Friday, September 20, 2013 to Monday, September 30, 2013 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

(b) The dividend on Equity Shares, if declared at the Meeting will be credited/ dispatched on or after October 05, 2013 to those members whose names shall appear on the Company's Register of Members on Thursday, September 19, 2013; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depositories Limited and Central Depository Services (India) Ltd as beneficial owners as on that date.

7 Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars & Transfer Agents, M/s Ankit Consultancy Pvt. Ltd (Ankit), cannot act on any request received directly from the members Holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are advised only to the Depository Participant of the member. Further, such members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.

8 Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.aicltd.in under the section' Investor Relations'. Members are also requested to such nominations and intimation regarding any change in their address or bank mandates immediately to the Company/Ankit.

9 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts . Members holding shares in physical form can submit their PAN details to the Company/ Ankit.

10. Non-Resident Indian Member are requested to inform Ankit, immediately change in their residential status on return to India for permanent settlement. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

11. The Ministry of Corporate Affairs, Government of India, through its circular Nos. 17/2011 dated 21st April, 2011 and 18/ 2011 dated 29th April, 201, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its green initiatives in

corporate governance. Recognizing the spirit of the circular, it is proposed that henceforth document as mentioned above will be sent electronically to the email addresses provided by you and made available to the Company by the Depositories viz. NSDL/CDSL. As and when there are changes in your email address, you are requested to update the same with your depository participant.For shares held in physical form, shareholders can register their email address with the Company at www.aicltd.in mentioning their name(s) and folio no(s).

12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Ankit Consultancy, for consolidation into a single folio.

13. Prevention of Frauds : You are advised to exercise due diligence and notify your DP of any in address, Stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

14. Confidentiality of Security Details : Do not disclose your folio Nos./DP ID/Client ID to unknown persons. Do not hand over signed blank transfer deeds and delivery instruction slips to any unknown persons.

15. Annual Report and Attendance Slip will not be distributed at the Annual General Meeting, Shareholders are requested to bring the same along with them.

By Order of the Board of Directors

Place : Mumbai
Dated : September 5, 2013

Rakesh Bhalla
Chief Financial Officer & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement set out all material facts relating to the Special Business at Item no 7, 8, 9, 10 and 11 of the accompanying Notice.

Item No 7

Mr Ramdas Trimbak Rajguroo, was appointed as an Additional Director by Board of Directors of the Company with effect from September 29, 2012, in terms of Section 260 of the Companies Act, 1956 and Article No 128 of Articles of Association of the Company. Mr Rajguroo holds office up to the date of this Annual General Meeting . The Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, proposing Mr Rajguroo's candidature for the office of Director of the Company liable to retire by rotation pursuant to Section 255 of the Companies Act, 1956.

Keeping in view of Mr Rajguroo's vast experience and in depth knowledge of Corporate Laws, the Boardrecommends the resolution as set out in item no 7 of the Notice, for approval of members as an Ordinary Resolution.

None of the Directors of the Company is concerned or interested in the proposed resolution.

Item No 8

Mr Jaiprakash Agarwal, is the Promoter Director and is presently the Managing Director of the Company. He was appointed as the Managing Director of the Company for a period of 3 yrs with effect from 1st April, 2010 at a remuneration and other terms and conditions as determined by the Remuneration Committee of the Board and approved by the Board of Directors and by the Members in pursuance to the provisions of the Companies Act, 1956.

Mr Agarwal 's existing tenure has expired and considering his vast knowledge and expertise, the Remuneration Committee of the Board and the Board of Directors have approved the re- appointment and remuneration of Mr Agarwal, subject to the confirmation of the members, as detailed below :

a]	Designation	:	Managing Director
b]	Tenure of Appointment	:	3 Years with effect from April 01, 2013
c]	Salary	:	Up to ` 3,00,000 pm during the tenure of appointment.
d]	Perquisites	:	Perquisites as per paragraph 2 of the Section II of Part II of Schedule XIII of the Companies Act, 1956 as the Board of Directors may deem fit and proper.
e]	Other Terms	:	The Company will reimburse Mr Jaiprakash Agarwal all expenses incurred by him for entertainment, travelling and other miscellaneous expenses in connection with business of the Company
		:	In terms of Article 147 of the Articles of Association of the Company, Mr Jaiprakash Agarwal will not be liable to retire by rotation.

For continued development and growth and improved financial performance of the Company, the Board recommends the resolution as set out in item no 8 of the Notice, for approval of members as a Special Resolution.

A statement containing details as per sub para (iv) of (B) of paragraph 1 of Section II of Part II of Schedule XIII of the Companies ACT, 1956 is annexed hereto.

The terms as set out in the Resolution and Explanatory Statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr Jaiprakash Agarwal himself and Mr Lalit Agarwal, Mr Ramchandra Agarwal and Mr Mahendra Agarwal, Directors, being brothers of Mr Jaiprakash Agarwal, is concerned or interested in the proposed resolution.

Item No 9

Mr Lalit Agarwal, is the Promoter Director and is presently the Whole Time Director of the Company. Mr Agarwal has to his credit nearly 26 years of industrial and corporate experience and is known for excellent business skills. Mr Agarwal is the President of Bulk Bitumen Transporters Association and is highly respected and well recognized personality in his industry circle. Under his valuable guidance and direction, the Company achieved many milestones and was transformed from a single logistic company to a well diversified company having ventured into the businesses of trading and manufacturing of Petrochemical products [Bitumen and Bituminous products] and Wind Power projects. His valuable contribution to the growth and development and creation of brand image of the Company is highly commendable. Mr Agarwal 's existing tenure has expired and considering his vast knowledge and expertise, the Remuneration Committee of the Board and the Board of Directors have approved the appointment and remuneration of Mr Agarwal, subject to the confirmation of the members, as detailed below :

a]	Designation	:	Whole Time Director
b]	Tenure of Appointment	:	3 Years with effect from April 01, 2013
c]	Salary	:	Up to ` 3,00,000 pm during the tenure of appointment.
d]	Perquisites	:	Perquisites as per paragraph 2 of the Section II of Part II of Schedule XIII of the Companies Act, 1956 as the Board of Directors may deem fit and proper.
e]	Other Terms	:	The Company will reimburse Mr Lalit Agarwal all expenses incurred by him for entertainment, travelling and other miscellaneous expenses in connection with business of the Company

The Board, for sustained and multifold development and enhanced profitability of the Company, recommends the resolution as set out in item no 9 of the Notice, for approval of members as a Special Resolution.

A statement containing details as per sub para (iv) of (B) of paragraph 1 of Section II of Part II of Schedule XIII of the Companies ACT , 1956 is annexed hereto.

The terms as set out in the Resolution and Explanatory Statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr Lalit Agarwal himself and Mr Jaiprakash Agarwal, Mr Ramchandra Agarwal and Mr Mahendra Agarwal, Directors, being brothers of Mr Lalit Agarwal, is concerned or interested in the proposed resolution.

Item No 10

Mr Ramchandra Agarwal, is the Promoter Director and is presently the Whole Time Director of the Company. Company . He is a well known name in the Transportation Industry. Mr Agarwal has to his credit nearly 30 years of industrial and is known for his leadership skills. Under his able leadership, the Company expanded its transportation business many fold and the trend continues. His valuable contribution to the development and success of the Company' operations is much appreciable. Mr Agarwal 's existing tenure has expired and considering his vast knowledge and expertise, the Remuneration Committee of the Board and the Board of Directors have approved the appointment and remuneration of Mr Agarwal, subject to the confirmation of the members, as detailed below :

a]	Designation	:	Whole Time Director
b]	Tenure of Appointment	:	3 Years with effect from April 01, 2013
c]	Salary	:	Up to ` 3,00,000 pm during the tenure of appointment.
d]	Perquisites	:	Perquisites as per paragraph 2 of the Section II of Part II of Schedule XIII of the Companies Act, 1956 as the Board of Directors may deem fit and proper.
e]	Other Terms	:	The Company will reimburse Mr Ramchandra Agarwal all expenses incurred by him for entertainment, Travelling and other miscellaneous expenses in connection with business of the Company

The Board considering credentials of Mr Agarwal, recommends the resolution as set out in item no 10 of the Notice, for approval of members as a Special Resolution.

A statement containing details as per sub para (iv) of (B) of paragraph 1 of Section II of Part II of Schedule XIII of the Companies Act, 1956 is annexed hereto.

The terms as set out in the Resolution and Explanatory Statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr Ramchandra Agarwal himself and Mr Jaiprakash Agarwal, Mr Lalit Agarwal, and Mr Mahendra Agarwal, Directors, being brothers of Mr Ramchandra Agarwal, is concerned or interested in the proposed resolution.

Item No 11

Mr Jawahar D Patil is the Whole Time Director of the Company Mr Patil is a Technocrat and holds Degree of B. Tech (Mechanical) from Univeristy of Mysore. Mr Patil has to his credit 30 years of techno - industrial experience. Mr Patil's existing tenure has expired and considering his vast knowledge and expertise, the Remuneration Committee of the Board and the

Board of Directors have approved the appointment and remuneration of Mr Patil, subject to the confirmation of the members, as detailed below :

a]	Designation	:	Whole Time Director
b]	Tenure of Appointment	:	3 Years with effect from April 01, 2013
c]	Salary	:	Up to ` 75,000 pm during the tenure of appointment.
d]	Perquisites	:	Perquisites as per paragraph 2 of the Section II of Part II of Schedule XIII of the Companies Act, 1956 as the Board of Directors may deem fit and proper.
e]	Other Terms	:	The Company will reimburse Mr Patil all expenses incurred by him for entertainment, travelling and other miscellaneous expenses in connection with business of the Company.

The Board recommends the resolution as set out in item no 11 of the Notice, for approval of members as a Special Resolution.

A statement containing details as per sub para (iv) of (B) of paragraph 1 of Section II of Part II of Schedule XIII of the Companies ACT , 1956 is annexed hereto.

The terms as set out in the Resolution and Explanatory Statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr Patil, is concerned or interested in the proposed resolution.

By Order of the Board of Directors

Place : Mumbai
Dated : September 5, 2013

Rakesh Bhalla
Chief Financial Officer & Company Secretary

ANNEXURE TO THE NOTICE

Statement containing details as per sub para (iv) of (B) of paragraph 1 of Section II of Part II of Schedule XIII of the Companies ACT , 1956

1. General Information

a] Nature of Industry

The Company is engaged into businesses of trading and manufacturing of Petrochemicals [Bituminous & Allied Products], Transportation and Windmills.

b] Date or expected date of commencement of commercial production

The Company has two plants located at Belgaum and Hyderabad for manufacturing of Bituminous & Allied Products, which started commercial production in September 2010 and January 2013 respectively.

c] In case of new companies expected date of commencement of activities as per project as approved by financial institutions appearing in the prospectus.

Not Applicable

d] Financial performance based on given indicators

During the Financial Year ended March 31, 2013, the Company's Turnover was ` 11673.05 Lacs as against `