



August 22, 2024

To,
Market Operation-DCS-CRD,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

To,
Asst. Vice President,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

BSE Scrip Code: 516082

NSE Symbol: NRAIL

Sub: Disclosure of Voting Results and Outcome of the 31st Annual General Meeting (AGM) of the Company under Regulation 44 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Ma'am,

In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to the General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020, and subsequent circulars issued in this regard, the latest being dated September 25, 2023 by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the 31st AGM of the Company was held today i.e. on Thursday, August 22, 2024 at 11.30 a.m. and concluded at 12.36 p.m. through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue.

In Compliance with the provisions of Regulations 44(3) of the LODR, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the AGM through electronic means (remote e-voting) during the period commencing from Monday, August 19, 2024 at (9.00 a.m.) and ends on Wednesday, August 21, 2024 at (5:00 p.m.).

The Company had also provided voting facility through e-voting to the members present at the AGM and who had not cast their vote earlier through remote e-voting facility.

We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting dated May 27, 2024 were approved by the Members.

In this connection, please find enclosed the following:

N R AGARWAL INDUSTRIES LTD



- A) Details regarding the brief proceedings of the AGM of the Company pursuant to Regulation 30 of the Listing Regulations
- B) Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- C) Consolidated Report of the Scrutinizer on remote e-voting and e-voting conducted during the AGM.
- D) Disclosure for Changes in Directors as required under Regulation 30 of the Listing Regulations.

Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also being submitted in the prescribed format.

The above are also being uploaded on the Company's website www.nrail.com and is also being made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to take a note of the same.

Thanking you,

Yours faithfully

For N R Agarwal Industries Limited

Pooja Daftary
Company Secretary & Compliance Officer
ACS: A38024

Encl.: As stated above



August 22, 2024

To,
Market Operation-DCS-CRD,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

To,
Asst. Vice President,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

BSE Scrip Code: 516082
NSE Symbol: NRAIL

Sub.: Proceedings of 31st AGM held on August 22, 2024

Dear Sir/ Ma'am,

This is to inform you that the 31st Annual General Meeting (AGM) of the Company was held on Thursday, August 22, 2024.

In Compliance with the provisions of Regulations 44(3) of the LODR, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the AGM through electronic means (remote e-voting) between Monday, August 19, 2024 at (9.00 a.m.) and ended on Wednesday, August 21, 2024 at (5:00 p.m.) with cut-off date for determining shareholders being Friday, August 16, 2024. The Company also provided opportunity to shareholders attending the AGM and who had not already cast their vote, to vote on the resolutions through e-voting during the AGM.

The report of the Scrutinizer of the consolidated results of the votes cast through remote e-voting and voting at the meeting is enclosed.

The following resolutions were passed with requisite majority:

1. **Ordinary Resolution** - Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. **Ordinary Resolution** - Declaration of final dividend of Rs. 2/- per share on equity shares for the financial year ended March 31, 2024.
3. **Ordinary Resolution** - Appointment of Director in place Smt. Reena Agarwal (DIN: 00178743), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.



4. **Special Resolution** - Re-appointment of Smt. Sunita Nair (DIN: 08701609) as an Independent Director of the Company, not liable to retire by rotation, for a second term, of five consecutive years from April 01, 2025 to March 31, 2030 (both days inclusive).
5. **Special Resolution** - Appointment of Shri Sanjay Sinha (DIN: 08253225) as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from August 22, 2024 to August 21, 2029 (both days inclusive).
6. **Special Resolution** - Appointment of Shri Neeraj Golas (DIN: 06566069) as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from August 22, 2024 to August 21, 2029 (both days inclusive).
7. **Special Resolution** - Increase in overall maximum managerial remuneration upto 17% of the net profits of the Company computed in manner as laid down in Section 198 of the Companies Act, 2013.
8. **Special Resolution** - Re-appointment and payment of remuneration to Shri R N Agarwal (DIN: 00176440) as Managing Director for a further period of 3 (three) years with effect from August 01, 2024 to July 31, 2027.
9. **Ordinary Resolution** - Ratification of remuneration payable to M/s. V.J. Talati & Co., Cost Accountants, (Registration No. R00213) appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, amounting to Rs. 1,00,000/- (Rupees One lakh only) per annum and also the payment of GST as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid Audit.

Members who attended the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairman appropriately responded to the questions raised by them. The e-voting facility was kept open for thereafter for next 15 minutes to enable the shareholders to cast their votes. The meeting concluded at 12.36 p.m.

The voting results on the above resolutions are being communicated to the Exchanges along with the consolidated Scrutinizer's Report both on remote e-voting and e-voting at the aforesaid AGM within the stipulated time. The same shall also be placed on the Company's website and the website of NSDL.

Thanking You,

Yours faithfully,

For N R Agarwal Industries Limited

Pooja Daftary
Company Secretary & Compliance Officer
ACS: A38024

Brief details of the items considered at the 31st Annual General Meeting held on Thursday, August 22, 2024 and the results

| Sr. no. | Agenda | Resolution required | Mode of Voting | Results |
|---------|---|---------------------|---|--------------------------------|
| 1. | To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon. | Ordinary Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |
| 2. | To declare a final dividend of Rs. 2/- per share on equity shares for the financial year ended March 31, 2024. | Ordinary Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |
| 3. | To appoint a Director in place of Smt. Reena Agarwal (DIN: 00178743), who retires by rotation and being eligible, offers herself for re-appointment. | Ordinary Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |
| 4 | Re-appointment of Smt. Sunita Nair (DIN: 08701609) as an Independent Director of the Company | Special Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |
| 5. | Appointment of Shri Sanjay Sinha (DIN: 08253225) as an Independent Director of the Company | Special Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |
| 6. | Appointment of Shri Neeraj Golas (DIN: 06566069) as an Independent Director of the Company | Special Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |
| 7. | Increase in overall maximum managerial remuneration upto 17% of the net profits of the Company computed in manner as laid down in Section 198 of the Companies Act, 2013 | Special Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |

N R AGARWAL INDUSTRIES LTD



| Sr. no. | Agenda | Resolution required | Mode of Voting | Results |
|---------|--|---------------------|---|--------------------------------|
| 8. | Re-appointment and payment of remuneration to Shri R N Agarwal (DIN: 00176440) as Managing Director of the Company | Special Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |
| 9. | Ratification of Cost Auditor's remuneration. | Ordinary Resolution | Remote E-voting and E-voting during the AGM | Passed with requisite majority |

Yours faithfully

For N R Agarwal Industries Limited

Pooja Daftary
Company Secretary & Compliance Officer
ACS: A38024

N. R. Agarwal Industries Limited

| Resolution Required :Ordinary | | 1 - Adoption of Financial Statements for the financial year ended March 31, 2024 together with the Reports of Board of Directors and Auditors thereon | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | 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]}*10 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 61755 | 77.2643 | 61755 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 61755 | 77.2643 | 61755 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| Total | | 17019100 | 12672712 | 74.4617 | 12672712 | 0 | 100.0000 | 0.0000 |

P. Dayaram



N. R. Agarwal Industries Limited

Resolution Required :Ordinary

2 - Declaration of final dividend of Rs. 2/- per share on equity shares for the financial year ended March 31, 2024

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | 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]}*10 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| Total | | 17019100 | 12680435 | 74.5071 | 12680435 | 0 | 100.0000 | 0.0000 |

P. Jagannath



N. R. Agarwal Industries Limited

| Resolution Required :Ordinary | | | 3 - Appointment of Director in place of Smt. Reena Agarwal (DIN: 00178743), who retires by rotation and being eligible, offers herself for re-appointment | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | 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 and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 4111 | 65367 | 5.9170 | 94.0830 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 4111 | 65367 | 5.9170 | 94.0830 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| Total | | 17019100 | 12680435 | 74.5071 | 12615068 | 65367 | 99.4845 | 0.5155 |

P. Deyfany



N. R. Agarwal Industries Limited

Resolution Required :Special

4 - Re-appointment of Smt. Sunita Nair (DIN: 08701609) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | 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]}*1 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| Total | | 17019100 | 12680435 | 74.5071 | 12680435 | 0 | 100.0000 | 0.0000 |

P. S. Jang



N. R. Agarwal Industries Limited

Resolution Required :Special

5 - Appointment of Shri Sanjay Sinha (DIN: 08253225) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | 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]}*10 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| Total | | 17019100 | 12680435 | 74.5071 | 12680435 | 0 | 100.0000 | 0.0000 |

P. Sanjay



N. R. Agarwal Industries Limited

Resolution Required :Special

6 - Appointment of Shri Neeraj Golas (DIN: 06566069) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | 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 |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| | | | | [3]={[2]/[1]}*100 | | | [6]={[4]/[2]}*10 | [7]={[5]/[2]}*100 |
| | | [1] | [2] | | [4] | [5] | | |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| Total | | 17019100 | 12680435 | 74.5071 | 12680435 | 0 | 100.0000 | 0.0000 |




N. R. Agarwal Industries Limited

Resolution Required :Special

7 - Increase in overall maximum managerial remuneration upto 17% of the net profits of the Company computed in manner as laid down in Section 198 of the Companies Act, 2013

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | 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] | $[3]=\{[2]/[1]\} * 10$ | [4] | [5] | $[6]=\{[4]/[2]\} * 10$ | $[7]=\{[5]/[2]\} * 100$ |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 0 | 69478 | | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 0 | 69478 | 0.0000 | 100.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 3173 | 88818 | 3.4493 | 96.5507 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 3173 | 88818 | 3.4493 | 96.5507 |
| Total | | 17019100 | 12680435 | 74.5071 | 12522139 | 158296 | 98.7517 | 1.2483 |

P. Dayal



N. R. Agarwal Industries Limited

| Resolution Required :Special | | 8 - Re-appointment and payment of remuneration to Shri R N Agarwal (DIN: 00176440) as Managing Director of the Company | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | 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]}*10 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 0 | 69478 | | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 0 | 69478 | 0.0000 | 100.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 25310 | 66681 | 27.5136 | 72.4864 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 25310 | 66681 | 27.5136 | 72.4864 |
| Total | | 17019100 | 12680435 | 74.5071 | 12544276 | 136159 | 98.9262 | 1.0738 |

P. Dajkany



N. R. Agarwal Industries Limited

Resolution Required :Ordinary

9 - Ratification of Cost Auditors' remuneration for the financial year ended March 31, 2024

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | 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]}*10 | [7]={{[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 12588166 | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12518966 | 99.4503 | 12518966 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 79927 | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69478 | 86.9268 | 69478 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4351007 | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 91991 | 2.1142 | 91991 | 0 | 100.0000 | 0.0000 |
| Total | | 17019100 | 12680435 | 74.5071 | 12680435 | 0 | 100.0000 | 0.0000 |

P. J. J. J.





To,
Mr. Rajendra N. Agarwal
Chairman of the 31st Annual General Meeting
N R Agarwal Industries Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting before the 31st Annual General Meeting ('AGM') of N R Agarwal Industries Limited held on Thursday, August 22, 2024 at 11.30 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting during the AGM, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, Ms. Jigyasa N. Ved, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **N R Agarwal Industries Limited** pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting ('AGM') of N R Agarwal Industries Limited on Thursday, August 22, 2024 at 11.30 a.m. (IST) through VC/ OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the AGM.

The Notice dated May 27, 2024, convening the AGM, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, and subsequent circulars issued in this regard the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023.

The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, August 19, 2024 at 09.00 a.m. (IST) and ended on Wednesday, August 21, 2024 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the Shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the 'cut-off' date of Friday, August 16, 2024 were entitled to vote on the resolutions forming part of the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM.

My responsibility as a scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 16, 2024 and as per the Register of Members of the Company.

I now submit my consolidated Report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 63 | 1,26,72,712 | 100.00 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 2: Ordinary Resolution

To declare a final dividend of Rs. 2/- per share on equity shares for the financial year ended March 31, 2024.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 64 | 1,26,80,435 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 3: Ordinary Resolution

To appoint a Director in place of Smt. Reena Agarwal (DIN: 00178743), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 59 | 1,26,15,068 | 99.48 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 5 | 65,367 | 0.52 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 4: Special Resolution**Re-appointment of Smt. Sunita Nair (DIN: 08701609) as an Independent Director of the Company**

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 64 | 1,26,80,435 | 100.00 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 5: Special Resolution**Appointment of Shri Sanjay Sinha (DIN: 08253225) as an Independent Director of the Company**

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 64 | 1,26,80,435 | 100.00 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 6: Special Resolution

Appointment of Shri Neeraj Golas (DIN: 06566069) as an Independent Director of the Company

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 64 | 1,26,80,435 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 7: Special Resolution

Increase in overall maximum managerial remuneration upto 17% of the net profits of the Company computed in manner as laid down in Section 198 of the Companies Act, 2013

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 50 | 1,25,22,139 | 98.75 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 14 | 1,58,296 | 1.25 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 8: Special Resolution

Re-appointment and payment of remuneration to Shri R N Agarwal (DIN: 00176440) as Managing Director

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 54 | 1,25,44,276 | 98.93 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 10 | 1,36,159 | 1.07 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 9: Ordinary Resolution**Ratification of Cost Auditors' remuneration**

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 64 | 1,26,80,435 | 100.00 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Thanking you,
Yours faithfully,

Jigyasa**Nilesh Ved**

Digitally signed by
Jigyasa Nilesh Ved
Date: 2024.08.22
17:52:37 +05'30'

Jigyasa N. Ved

Parikh & Associates

Practising Company Secretaries

P/R No.: 1129/2021

UDIN: F006488F001024274

FCS: 6488 CP No.: 6018

111,11th Floor, Sai Dwar CHS Ltd.,

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: 22.08.2024

August 22, 2024

To,
Market Operation-DCS-CRD,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

To,
Asst. Vice President,
National Stock Exchange of India Limited,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

BSE Scrip code: 516082

NSE Symbol: NRAIL

Sub: Disclosure for Changes in Directors as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/Ma'am,

Pursuant to Regulation 30 read with Schedule III and other applicable provisions of the Listing Regulations, we hereby inform you that Shri Sanjay Sinha (DIN: 08253225) and Shri Neeraj Golas (DIN: 06566069) are appointed as Independent Directors of the Company by way of Special Resolution passed by the members at the 31st Annual General Meeting of the Company held on August 22, 2024.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is as given below:

| Particulars | Shri Sanjay Sinha | Shri Neeraj Golas |
|---------------------|--|---|
| Reason for Change | Appointment as an Independent Director | Appointment as an Independent Director |
| Date of appointment | With effect from 22.08.2024 | With effect from 22.08.2024 |
| Brief Profile | Shri Sanjay Sinha is a finance professional with nearly 4 decades of experience in the banking industry and trusteeship services industry. | Shri Neeraj Golas has experience of over 30 years in audits and advisory of large corporate like HPCL, Air India, MSRDC and many others, central statutory audits of Nationalised Banks, headed |

email: admin@nrail.com, website: www.nrail.com

CIN: L22210MH1993PLC133365

REGD. OFF. : 502-A/501-B, FORTUNE TERRACES, 5TH FLOOR, OPP. CITY MALL, NEW LINK ROAD,
ANDHERI (W), MUMBAI – 400 053. TEL: +91 22 67317500, FAX: +91 22 26730227



| | | |
|---|--|--|
| | | a team of more than 75 employees and 10 CAs, well versed in the emerging environment in Financial field. |
| Term of appointment | Independent Director of the Company for the period of five years with effect from August 22, 2024. | Independent Director of the Company for the period of five years with effect from August 22, 2024. |
| Disclosure of relationships between directors | There is no relationship between Shri Sanjay Sinha and other directors of the Company. | There is no relationship between Shri Neeraj Golas and other directors of the Company. |

None of the Directors of the Company are debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Thanking You,

Yours faithfully,
For N R Agarwal Industries Limited,

Pooja Daftary
Company Secretary & Compliance Officer
ACS: A38024