

# **NAGPUR POWER AND INDUSTRIES LIMITED**

CIN L40100MH1996PLC104361

| Regd. Office: 'Nirmal', 20<sup>th</sup> Floor, Nariman Point, Mumbai-400021|

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**Date: September 30, 2024**

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001.  
**SCRIP CODE: 532362**

Dear Sir/Madam,

**Sub.: Voting result of 28th Annual General Meeting (AGM) of the Company held on September 27, 2024 along with Scrutinizer Report.**

**Ref.: Regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.**

The details of the Combined Voting Result (which includes the result of remote e-voting, e-voting at the AGM) of 28<sup>th</sup> Annual General Meeting of the Company are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Scrutinizer's report on the combined voting results is also attached herewith.

Kindly take the same on your records.

Yours faithfully,

**For Nagpur Power and Industries Limited**

**Praveen Bhati**  
**Company Secretary & Compliance Officer**  
**ACS: 71212**

**Encl. As Above**

**SCRUTINIZER'S REPORT – COMBINED**

*[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]*

**To,**  
**Mr. Gautam Khandelwal**  
**Chairman & Director**  
**Nagpur Power and Industries Limited**  
**Mumbai**

**28<sup>th</sup> Annual General Meeting** of the Equity Shareholders of **Nagpur Power and Industries Limited** held on **Friday the 27<sup>th</sup> September, 2024, at 2.00 p.m.** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), for which purpose the Registered Office of the Company was deemed as venue in accordance with the relevant circulars issued by Ministry of Corporate Affairs.

**Dear Sir,**

I, CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Practicing Company Secretaries, having been appointed by the Board of Directors of the **Nagpur Power and Industries Limited** (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting process carried out at 28<sup>th</sup> Annual General Meeting held on Friday the 27<sup>th</sup> September, 2024, through Video Conference/Other Audio Visual Means, pursuant to provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 and on scrutiny of the same, I hereby submit my Combined Report on the results of the remote e-voting together with the e-voting at the Annual General Meeting ("AGM").

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice of the 28<sup>th</sup> Annual General Meeting of the members of the Company.



My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, is conducted in fair and transparent manner and submit consolidated/combined Scrutinizer's Report of the total votes cast "In favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by National Securities Depositories Limited ("NSDL/Service Provider"), the authorized agency to provide remote e-voting and e-voting at the AGM, as engaged by the Company.

**Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited ("NSDL") as the Service Provider, through their Platform for the purpose of extending the facility of Remote e-Voting and e-voting at the AGM to the members of the Company.
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM along with Annual Report of 2023-24 as under: -
  - On 4<sup>th</sup> September, 2024 by email to all the Members, who had registered their email-ids with the Company/RTA;
- The Voting rights were reckoned as on Friday the 20<sup>th</sup> September, 2024, being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-Voting and voting at the AGM.
- Remote e-Voting process was open from 9.00 a.m. on Tuesday the 24<sup>th</sup> September, 2024 till 5.00 p.m. on Thursday the 26<sup>th</sup> September, 2024 and members were required to cast their votes electronically conveying their assent or dissent in respect of Resolutions, on the Remote e-Voting platform provided by NSDL.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published - 21 days before the date of AGM in English in "Financial Express" newspaper dated 5<sup>th</sup> September, 2024 and in Marathi in "Pratahkal" newspaper dated 5<sup>th</sup> September, 2024.



- The Company has issued Corrigendum to the Notice of 28<sup>th</sup> Annual General Meeting, dated 21<sup>st</sup> September, 2024, intimating the shareholders and others about the corrections. The same has been published in English in "Financial Express" and in Marathi in "Pratakal" dated 23<sup>rd</sup> September, 2024.
- At the end of the voting period on 26<sup>th</sup> September, 2024 at 5.00 p.m., the remote voting portal of Service Provider was blocked forthwith.
- On completion of AGM, I unblocked the results of remote e-voting and e-voting at the AGM, as prescribed in sub rule 4(xii) of the said rule 20 and downloaded the results.

Combined Results of Remote e-Voting and e-Voting at the AGM are as under:

**(a) Resolution No.1: - Ordinary Resolution -**

To consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	<b>47</b>	<b>88,28,367</b>	<b>2</b>	<b>4</b>	<b>49</b>	<b>88,28,371</b>	<b>99.9592%</b>
<b>Dissent</b>	<b>2</b>	<b>3,601</b>	<b>NIL</b>	<b>NIL</b>	<b>2</b>	<b>3,601</b>	<b>0.0408%</b>
<b>Abstain</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>49</b>	<b>88,31,968</b>	<b>2</b>	<b>4</b>	<b>51</b>	<b>88,31,972</b>	<b>100.00%</b>

Accordingly, out of 88,31,972 votes cast (remote e-voting and e-voting at the AGM), 88,28,371 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9592% of the total votes cast; 3,601 vote were cast DISSENTING to the Ordinary Resolution constituting 0.0408 % of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.



**(b) Resolution No.2: - Ordinary Resolution -**

To appoint a director in place of Mr. Gautam Khandelwal (DIN: 00270717) who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	88,28,366	2	4	48	88,28,370	99.9592%
Dissent	3	3,602	NIL	NIL	3	3,602	0.0408%
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	49	88,31,968	2	4	51	88,31,972	100.00%

Accordingly, out of 88,31,972 votes cast (remote e-voting and e-voting at the AGM), 88,28,370 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9592% of the total votes cast; 3,602 vote were cast DISSENTING to the Ordinary Resolution constituting 0.0408% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

**(c) Resolution No.3: - Special Resolution -**

To Re-designate Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129) as Non-Executive Independent Director:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	45	88,28,365	2	4	47	88,28,369	99.9592%
Dissent	4	3,603	NIL	NIL	4	3,603	0.0408%
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	49	88,31,968	2	4	51	88,31,972	100.00%

Accordingly, out of 88,31,972 votes cast (remote e-voting and e-voting at the AGM), 88,28,369 votes were cast ASSENTING to the Special Resolution constituting 99.9592% of the total votes cast; 3,603 vote were cast DISSENTING to the Special Resolution constituting 0.0408% of the total votes cast.

Thus, the Special Resolution as contained in Item No.3 is passed with requisite majority.



**(d)Resolution No.4: - Ordinary Resolution -**

To Approve Material Related Party Transaction(s) between the Company/ Subsidiary of the Company on one hand and Related Parties of the Company/ Subsidiary of the Company on the other hand:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	8,95,248	2	4	31	8,95,252	99.5993%
Dissent	3	3,602	Nil	Nil	3	3,602	0.4007%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	8,98,850	2	4	34	8,98,854	100.00%

Accordingly, out of 8,98,854 votes cast (remote e-voting and e-voting at the AGM), 8,95,252 votes were cast ASSENTING to the Ordinary Resolution constituting 99.5993% of the total votes cast; 3,602 vote were cast DISSENTING to the Ordinary Resolution constituting 0.4007% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.4 is passed with requisite majority.

\* The votes casted by Related Parties are not taken into consideration.

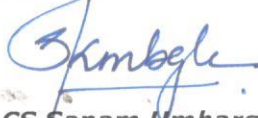
Yours Faithfully,

**For DSM & Associates**

**Company Secretaries**

**UCN: P2015MH038100.**

**Peer Review No.2229/2022.**



**CS Sanam Umbargikar**

**Partner**

**M. No.F11777.**

**CP No.9394.**

**UDIN: F011777F001354712.**



Date: 28<sup>th</sup> September, 2024.

Place: Mumbai.

## General information about company

Scrip code	532362
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE099E01016
Name of the company	NAGPUR POWER & INDUSTRIES LTD
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2024
Start time of the meeting	02:01 PM
End time of the meeting	02:08 PM

### Scrutinizer Details

Name of the Scrutinizer	CS Sanam Umbargikar
Firms Name	DSM & Associates
Qualification	CS
Membership Number	F11777
Date of Board Meeting in which appointed	14-08-2024
Date of Issuance of Report to the company	28-09-2024



## Voting results

Record date	20-09-2024
Total number of shareholders on record date	5173
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	8
b) Public	28
<b>No. of resolution passed in the meeting</b>	<b>4</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the audited financial statements (Stand-alone & Consolidated) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.				
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		7927337	98.8700	7927337	0	100.0000	0.0000
	Poll	8017937	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8017937	7927337	98.8700	7927337	0	100.0000	0.0000
Public- Institutions	E-Voting		884616	98.6451	884616	0	100.0000	0.0000
	Poll	896766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	896766	884616	98.6451	884616	0	100.0000	0.0000
Public- Non Institutions	E-Voting		20019	0.4788	16418	3601	82.0121	17.9879
	Poll	4180804	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4180804	20019	0.4788	16418	3601	82.0121	17.9879
<b>Total</b>		13095507	8831972	67.4428	8828371	3601	99.9592	0.0408
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mr. Gautam Khandelwal (DIN: 00270717) who retires by rotation and being eligible, offers himself for re-appointment.				
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	8017937	7927337	98.8700	7927337	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8017937</b>	<b>7927337</b>	<b>98.8700</b>	<b>7927337</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	896766	884616	98.6451	884616	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>896766</b>	<b>884616</b>	<b>98.6451</b>	<b>884616</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	4180804	20019	0.4788	16417	3602	82.0071	17.9929
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4180804</b>	<b>20019</b>	<b>0.4788</b>	<b>16417</b>	<b>3602</b>	<b>82.0071</b>
<b>Total</b>		<b>13095507</b>	<b>8831972</b>	<b>67.4428</b>	<b>8828370</b>	<b>3602</b>	<b>99.9592</b>	<b>0.0408</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Re-designate Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129) as Non-Executive Independent Director.				
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	8017937	7927337	98.8700	7927337	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8017937</b>	<b>7927337</b>	<b>98.8700</b>	<b>7927337</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	896766	884616	98.6451	884616	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>896766</b>	<b>884616</b>	<b>98.6451</b>	<b>884616</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	4180804	20019	0.4788	16416	3603	82.0021	17.9979
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4180804</b>	<b>20019</b>	<b>0.4788</b>	<b>16416</b>	<b>3603</b>	<b>82.0021</b>
<b>Total</b>		<b>13095507</b>	<b>8831972</b>	<b>67.4428</b>	<b>8828369</b>	<b>3603</b>	<b>99.9592</b>	<b>0.0408</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Approve Material Related Party Transaction(s) between the Company/ Subsidiary or the Company on one hand and Related Parties of the Company/ Subsidiary of the Company on the other hand				
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		0	0.0000	0	0	0	0
	Poll	8017937	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8017937	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		884616	98.6451	884616	0	100.0000	0.0000
	Poll	896766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	896766	884616	98.6451	884616	0	100.0000	0.0000
Public- Non Institutions	E-Voting		14238	0.3406	10636	3602	74.7015	25.2985
	Poll	4180804	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4180804	14238	0.3406	10636	3602	74.7015	25.2985
<b>Total</b>		13095507	898854	6.8638	895252	3602	99.5993	0.4007
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	