

December 02, 2021

The General Manager, Listing Department BSE Limited Phirozejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice- President, Listing Department National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip Code : 516082	Scrip Symbol : NRAIL
Fax No.: 022 – 2272 2037/39/3121	Fax No.: 022 – 26598237/ 38

Dear Sir / Madam,

Sub.: Submission of result of Postal Ballot and voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

This is in continuation of our letter dated October 30, 2021 forwarding therewith a copy of Postal Ballot Notice dated October 14, 2021 and explanatory statement issued to the Members of the Company seeking their consent by way of Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for proposed sale/transfer of immovable/movable assets of manufacturing unit situated at Plot No. 1 and 1/B Phase I, GIDC, Vapi – 396 195, Dist Valsad, Gujarat ("Unit II").

In this connection enclosed please find the following:

1. Details of the voting results, as per the requirements of Regulation 44 of the SEBI LODR Regulations in the prescribed format
2. Scrutinizer's Report.

The same is being uploaded on the website of the Company i.e. www.nrail.com and e-voting website of NSDL www.evoting.nsdl.com.

This is for your information and record.

Thanking you,

Yours faithfully,

For N R Agarwal Industries Limited
POOJA HITESH
DAFTARY

Digitally signed by POOJA HITESH DAFTARY
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Pooja Daftary
Company Secretary & Compliance Officer

N. R. Agarwal Industries Limited

Resolution Required : (Special)		1 - APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 FOR ASSET SALE / TRANSFER OF IMMOVEABLE/MOVEABLE ASSETS OF MANUFACTURING UNIT SITUATED AT PLOT NO. 1 AND 1/B, PHASE I, IDC, VAPI -396 195, DIST. VALSAD, GUJARAT ("UNIT II").						
Whether promoter/ promoter group are interested in the agenda/ resolution?								
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	12516998	12460923	99.5520	12460923	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		12460923	99.5520	12460923	0	100.0000	0.0000
Public Institutions	E-Voting	300319	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4201783	61715	1.4688	8880	52835	14.3887	85.6113
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		61715	1.4688	8880	52835	14.3887	85.6113
Total		17019100	12522638	73.5799	12469803	52835	99.5781	0.4219

**POOJA
HITESH
DAFTARY**

Digitally signed by POOJA HITESH DAFTARY
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PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office:

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp Laxmi Industrial Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400053
Tel No 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

December 1, 2021

To,
N R AGARWAL INDUSTRIES LIMITED
502 - A/501-B, Fortune Terraces,
5th Floor, Opp Citi Mall,
New Link Road,
Andheri (W), Mumbai - 400 053

Kind Attn: Ms. Pooja Daftary

Sub.: Report on Postal Ballot Voting of N R Agarwal Industries Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolution for:

1. Approval under Section 180(1)(A) of the Companies Act, 2013 for asset sale / transfer of immovable/moveable assets of manufacturing Unit situated at Plot No. 1 and 1/B, Phase IL GIDC, Vapi -396 195, Dist. Valsad, Gujarat ("Unit II")

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the electronic voting process.
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Jigyasa N. Ved
Parikh & Associates
Encl.: As above.

To,
The Chairman
N R AGARWAL INDUSTRIES LIMITED
502 - A/501-B, Fortune Terraces,
5' Floor, Opp Citi Mall, New Link Road,
Andheri (W), Mumbai - 400 053

Report of Scrutinizer

I, Jigyasa N. Ved, of M/s Parikh & Associates, Practising Company Secretaries (Membership No. FCS 6488), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, had been appointed as the Scrutinizer to conduct the Postal ballot process through electronic voting process ("remote e-voting") instead of submitting the Postal Ballot Form physically in respect of the following Special Resolution:

1. Approval under Section 180(1)(A) of the Companies Act, 2013 for asset sale / transfer of immoveable/moveable assets of manufacturing Unit situated at Plot No. 1 and 1/B, Phase IL GIDC, Vapi -396 195, Dist. Valsad, Gujarat ("Unit II")

pursuant to the Postal Ballot Notice dated October 14, 2021, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated October 14, 2021 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

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 shareholders of the Company holding shares as on the "cut-off" date of October 22, 2021 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Monday, November 1, 2021 at 10.00 a.m. (IST) and ended at 5.00 p.m. (IST) on Tuesday, November 30, 2021. (IST) and the NSDL e-voting module was disabled thereafter.

Contd....2

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Resolution 1: Special Resolution

Approval under Section 180(1)(A) of the Companies Act, 2013 for asset sale / transfer of immovable/moveable assets of manufacturing Unit situated at Plot No. 1 and 1/B, Phase II GIDC, Vapi -396 195, Dist. Valsad, Gujarat ("Unit II")

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
76	1,24,69,803	99.58

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
11	52,835	0.42

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Signature

Name: Jigyasa N. Ved

Scrutinizer

FCS: 6488 CP: 6018

UDIN: F006488C001620320

Dated: December 1, 2021

Place: Mumbai