

September 29, 2021

To,
Market Operation-DCS-CRD
BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

To,
Asst. Vice President,
The National Stock Exchange Of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400051

Scrip Code: 516082
NSE symbol: NRAIL

Re: Regulation 44 (3) of Listing Obligations and disclosure Requirement Regulations, 2015 ("LODR")

Sub: Disclosure of Voting Results and Outcome of the 28th Annual General Meeting of the Company

Dear Sirs,

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, April 13, 2020 and January 13, 2021 (collectively referred to as 'MCA Circulars'), the AGM of the Company was held today i.e. on Wednesday, September 29, 2021 at 11.30 a.m. and concluded at 12.30 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 Annual General Meeting through electronic means (remote e-voting) during the period commencing from September 26, 2021 to September 28, 2021.

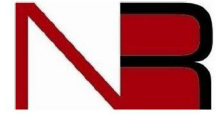
The Company had also provided voting facility through e-voting to the members present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting dated July 28, 2021 were approved by the Members.

In this connection, please find enclosed the following:

- A) Details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

N R AGARWAL INDUSTRIES LTD



- 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.

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 and bring it to the notice of all concerned.

Thanking you,

Yours faithfully

For N R AGARWAL INDUSTRIES LIMITED
POOJA HITESH
DAFTARY

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Pooja Daftary
Company Secretary & Compliance Officer

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

Brief details of the items deliberated at the Annual General Meeting held on September 29, 2021 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, 2020, together with the reports of the Board of Directors and, Auditors thereon.	Ordinary	Remote Evoting and E-voting during the AGM	Passed with requisite majority
2	Declaration of dividend for the financial year 2020-2021	Ordinary	Remote Evoting and E-voting during the AGM	Passed with requisite majority
3	To appoint a Director in place of Shri Ashok Bansal (DIN 07325904), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-voting and Evoting during the AGM	Passed with requisite majority
4	Re-appointment of Shri Rajendra Agarwal (DIN: 00176440) as the Managing Director	Special	Remote E-voting and Evoting during the AGM	Passed with requisite majority
5	Re-appointment of Shri Ashok Kumar Bansal (DIN: 07325904) as the Whole Time Director	Special	Remote E-voting and Evoting during the AGM	Passed with requisite majority
6	Ratification of Cost Auditors' remuneration	Ordinary	Remote E-voting and Evoting during the AGM	Passed with requisite majority

Yours faithfully

For N R AGARWAL INDUSTRIES LIMITED
POOJA HITESH
DAFTARY

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Pooja Daftary
Company Secretary & Compliance Officer

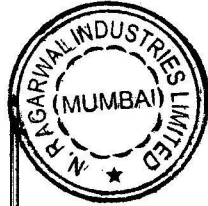
N. R. Agarwal Industries Limited

Resolution Required : (Ordinary)

6 - Ratification of Cost Auditors' remuneration.

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]	$[6]=\{[4]/[2]\} * 100$
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	278430	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	4223672	182608	4.3234	182318	290	99.8412	0.1588
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182608	4.3234	182318	290	99.8412	0.1588
Total		17019100	12643531	74.2902	12643241	290	99.9977	0.0023



N. R. Agarwal Industries Limited

Resolution Required : (Ordinary)

2 - To declare dividend on equity shares for the financial year ended March 31, 2021.

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	278430	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	4223672	182628	4.3239	182069	559	99.6939	0.3061
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182628	4.3239	182069	559	99.6939	0.3061
Total		17019100	12643551	74.2904	12642992	559	99.9956	0.0044



N. R. Agarwal Industries Limited

Resolution Required : (Ordinary)

3 - To appoint a Director in place of Shri Ashok Bansal (DIN: 07325904), who retires by rotation and being eligible, offers himself for re-appointment.

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$
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	278430	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	4223672	182618	4.3237	182344	274	99.8500	0.1500
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182618	4.3237	182344	274	99.8500	0.1500
Total		17019100	12643541	74.2903	12643267	274	99.9978	0.0022



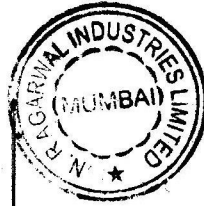
N. R. Agarwal Industries Limited

Resolution Required : (Special)

4 - Re-appointment of Shri Rajendra Agarwal (DIN: 00176440) as the Managing Director.

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	278430	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	4223672	182628	4.3239	182329	299	99.8363	0.1637
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182628	4.3239	182329	299	99.8363	0.1637
Total		17019100	12643551	74.2904	12643252	299	99.9976	0.0024



N. R. Agarwal Industries Limited

Resolution Required : (Special)

5 - Re-appointment of Shri Ashok Kumar Bansal (DIN: 07325904) as the Whole Time Director.

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
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	278430	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	4223672	182628	4.3239	137354	45274	75.2097	24.7903
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182628	4.3239	137354	45274	75.2097	24.7903
Total		17019100	12643551	74.2904	12598277	45274	99.6419	0.3581



N. R. Agarwal Industries Limited

Resolution Required : (Ordinary)

6 - Ratification of Cost Auditors' remuneration.

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	278430	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	4223672	182608	4.3234	182318	290	99.8412	0.1588
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182608	4.3234	182318	290	99.8412	0.1588
Total		17019100	12643531	74.2902	12643241	290	99.9977	0.0023



To,
Mr. Rajendra Agarwal
Chairman of the **28th Annual General Meeting**
N R Agarwal Industries Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting before the 28th Annual General Meeting ('AGM') of N R Agarwal Industries Limited held on Wednesday, September 29, 2021 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. Jgyasa 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 28th Annual General Meeting ('AGM') of N R Agarwal Industries Limited on Wednesday, September 29, 2021 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 July 28, 2021, 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 January 13, 2021 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020 and January 15, 2021.

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 Sunday, September 26, 2021 at 09.00 a.m. (IST) and ended on Tuesday, September 28, 2021 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 Wednesday, September 22, 2021 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 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.

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DAFTARY

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Resolution 1: Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2021, 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
76	1,26,43,317	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	234	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

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Resolution 2: Ordinary Resolution**Declaration of dividend on equity shares for the Financial year ended March 31, 2021**(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
75	1,26,42,992	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	559	0.00

(iii) **Invalid** votes:

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

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DAFTARY

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Resolution 3: Ordinary Resolution

Appointment of a Director in place of Shri Ashok Bansal (DIN 07325904), who retires by rotation and being eligible, offers himself 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
75	1,26,43,267	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	274	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

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DAFTARY

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Resolution 4: Special Resolution**Re-appointment of Shri Rajendra Agarwal (DIN : 00176440) as the 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
75	1,26,43,252	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	299	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

POOJA
HITESH
DAFTARY

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Resolution 5: Special Resolution**Re-appointment of Shri Ashok Kumar Bansal (DIN: 07325904) as the Whole Time 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
75	1,25,98,277	99.64

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	45,274	0.36

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

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DAFTARY

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Resolution 6: 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
72	1,26,43,241	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	290	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,

Digitally signed by
JIGYASA NILESH
VED
Date: 2021.09.29
19:05:02 +05'30'

Jigyasa N. Ved

Parikh & Associates

Practising Company Secretaries

FCS: 6488 CP No.: 6018

111,11th Floor, SaiDwar CHSLtd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai – 400053

Place: Mumbai

Dated: September 29, 2021

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DAFTARY
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c=IN, st=MAHARASHTRA, o=Personal,
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**POOJA HITESH
DAFTARY**