

February 24, 2023

The General Manager, Listing Department BSE Limited PhirozeJeejeebhoyTowers, 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 January 24, 2023 enclosing the copy of Postal Ballot Notice seeking approval of the members by way of Special Resolution for proposed Re-appointment of Shri Rohan Agarwal (DIN 08583011) as the Whole Time Director and Re-appointment of Shri R K Bakshi (DIN 00264007) as an Independent Director.

In this connection pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Daftary
Company Secretary & Compliance Officer**

A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS	
Date of the Notice of Postal Ballot	January 23, 2023
Total Number of shareholders as on record date	11478 as on cut-off date i.e. Friday, January 20, 2023.
Special Resolution	<ol style="list-style-type: none"> 1. Re-appointment of Shri Rohan Agarwal (DIN 08583011) as the Whole Time Director 2. Re-Appointment of Shri R K Bakshi (DIN 00264007) as an Independent Director
Mode of voting	Remote e-voting

B) RESULTS

N. R. Agarwal Industries Limited

Resolution Required : (Special)			1 - Re-Appointment of Shri Rohan Agarwal (DIN 08583011) as the Whole Time Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	72730	36327	49.9478	0	36327		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		36327	49.9478	0	36327	0.0000	100.0000
Public Non Institutions	E-Voting	4429372	50854	1.1481	4795	46059	9.4290	90.5710
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50854	1.1481	4795	46059	9.4290	90.5710
Total		17019100	12548104	73.7295	12465718	82386	99.3434	0.6566

N. R. Agarwal Industries Limited

Resolution Required : (Special)			2 - Re-Appointment of Shri R K Bakshi (DIN 00264007) as an Independent Director.					
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	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	72730	36327	49.9478	36327	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		36327	49.9478	36327	0	100.0000	0.0000
Public Non Institutions	E-Voting	4429372	50812	1.1472	4753	46059	9.3541	90.6459
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50812	1.1472	4753	46059	9.3541	90.6459
Total		17019100	12548062	73.7293	12502003	46059	99.6329	0.3671

February 23, 2023

To,
N R AGARWAL INDUSTRIES LIMITED
502-A/501-B, 5th Floor,
Fortune Terraces,
Opp. City Mall, New Link Road,
Andheri (West),
Mumbai - 400053

Kind Attn: Ms. Pooja Daftary

Sub.: Results of voting by Postal Ballot and e-voting

Dear Madam,

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

1. Re-appointment of Shri Rohan Agarwal (DIN 08583011) as the Whole Time Director
2. Re-appointment of Shri R K Bakshi (DIN 00264007) as an Independent Director

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballot received from shareholders only by voting through electronic means ("remote e-voting").
- 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 Digitally signed by
NILESH JIGYASA NILESH
VED
Date: 2023.02.23
19:30:25 +05'30'

Jigyasa Ved
FCS: 6488 CP: 6018
Parikh & Associates

Encl.: As above.

To,
The Chairman,
N R AGARWAL INDUSTRIES LIMITED
502-A/501-B, 5th Floor,
Fortune Terraces,
Opp. City Mall, New Link Road,
Andheri (West),
Mumbai - 400053

Report of Scrutinizer

I, Jigyasa Ved, of 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, have been appointed as the Scrutinizer to conduct the Postal ballot process for seeking the approval of members by way of special resolution for:

1. Re-appointment of Shri Rohan Agarwal (DIN 08583011) as the Whole Time Director
2. Re-appointment of Shri R K Bakshi (DIN 00264007) as an Independent Director

pursuant to the Postal Ballot Notice dated January 23, 2023, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

The Postal Ballot Notice dated January 23, 2023 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode only to those Members whose e-mail addresses were registered with the Company / Depositories.

The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, January 20, 2023 were entitled to vote on the resolutions as contained in the Notice.

Contd....2

The remote e-voting period commenced from Wednesday, January 25, 2023 at 10:00 a.m. (IST) and ended on Thursday, February 23, 2023 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

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

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 Resolutions contained in the notice of Postal Ballot.

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

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 Resolutions as under:

Contd....3

Resolution 1: Special Resolution**Re-appointment of Shri Rohan Agarwal (DIN 08583011) as the Whole Time Director**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
58	1,24,65,718	99.34

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
5	82,386	0.66

(iii) **Invalid** votes:

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

Resolution 2: Special Resolution**Re-appointment of Shri R K Bakshi (DIN 00264007) as an Independent Director**(i) Voted in **fav our** of the resolution:


Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
58	1,25,02,003	99.63

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	46,059	0.37

(iii) **Invalid** votes:

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

Signature:  JIGYASA
NILESH
VED

Name: Jigyasa Ved
Scrutinizer
FCS: 6488 CP: 6018
UDIN: F006488D003192651
P/R No.: 1129/2021

Dated: February 23, 2023

Place: Mumbai