

Date: September 20, 2014

To,  
Market Operation-DCS-CRD  
BSE Ltd.  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
MUMBAI - 400001

Scrip code: 516082

Sub. : PROCEEDINGS OF AGM HELD ON SEPTEMBER 20, 2014.

Dear Sirs,

This is to inform you that the 21<sup>st</sup> Annual General Meeting of the Company was held on September 20, 2014.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-Voting) to the Members entitled to cast their vote at the Annual General Meeting. The Company had provided the option to shareholders to requisite Physical Ballot papers who may not have access to electronic voting facility. The e-Voting process was carried out by the Company between 14<sup>th</sup> September 2014 to 16<sup>th</sup> September 2014 with record date for determining shareholders being 14<sup>th</sup> August 2014. Similarly last date for receiving Physical Ballot papers by scrutinizer was also fixed as 16<sup>th</sup> September 2014.

The following business was transacted at the AGM:

- (i) Adoption of Audited Balance Sheet as at 31<sup>st</sup> March 2014 & the Statement of Profit & Loss for the year ended on that date together with the Auditors' and Directors' Reports thereon:

Resolution Required : Ordinary;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (ii) Appointment of Director in place of Shri Raunak Aggarwal (holding DIN 02173330), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment

Resolution Required : Ordinary;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously



CIN : L22210MH1993PLC133365

email: [admin@nrail.com](mailto:admin@nrail.com), website: [www.nrail.com](http://www.nrail.com)

- (iii) Appointment of Auditors and to fix their remuneration

Resolution Required : Ordinary;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed Unanimously

- (iv) Appointment of Shri S. N. Chaturvedi (DIN 00553459) as an Independent Director pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

Resolution Required : Ordinary;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (v) Appointment of Shri C R Radhakrishnan, (DIN 01309312) as an Independent Director pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

Resolution Required : Ordinary;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (vi) Appointment of Shri P Kumar, (DIN 00179074) as an Independent Director pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

Resolution Required : Ordinary;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (vii) Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs. 1000 crores (Rupees One Thousand crores)

Resolution Required : Special;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (viii) Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 1000 Crores (Rupees One Thousand Crores)

Resolution Required : Special;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously



CIN : L22210MH1993PLC133365

email: [admin@nrail.com](mailto:admin@nrail.com), website: [www.nrail.com](http://www.nrail.com)

415-418, JANKI CENTRE, 29 SHAH INDUSTRIAL ESTATE, OFF VEERA DESAI ROAD,  
ANDHERI (W), MUMBAI-400 053. TEL: +91 22 87317500. FAX: +91 22 26730227.

## N R AGARWAL INDUSTRIES LTD.

- (ix) Appointment of Smt. Reena Agarwal, (DIN 00178743) as a Director pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

Resolution Required : Ordinary;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (x) Consent of the Company for appointment of Smt. Reena Agarwal as Whole-time Director designated as Executive Director pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013

Resolution Required : Special;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (xi) Re-appointment of Shri Raunak Agarwal (DIN 02173330) as Whole-time Director of the Company and payment of remuneration to him

Resolution Required : Special;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (xii) Application to Central Government for waiver of refund of excess remuneration paid to Shri R. N. Agarwal, Managing Director pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013

Resolution Required : Special;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

- (xiii) Remuneration to Shri R. N. Agarwal, Managing Director for residual period of his tenure pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013


Resolution Required : Special;  
Mode of voting : Evoting and physical ballot papers  
Result: Resolution passed unanimously

We are enclosing copy of the Report of the Scrutinizer on e-voting conducted

Thanking You,

Yours faithfully

For N R AGARWAL INDUSTRIES LIMITED

  
Hemali Shah

Company Secretary & Compliance Officer



CIN : L22210MH1993PLC133365

email: [admin@nrail.com](mailto:admin@nrail.com), website: [www.nrail.com](http://www.nrail.com)

**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 : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
N R Agarwal Industries Limited  
415-418 Janki Centre,  
29 Shah Industrial Estate,  
Off Veera Desai Road,  
Andheri-West,  
Mumbai - 400058

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

I, Mrs. Jigyasa N Ved of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of N R Agarwal Industries Limited vide resolution dated August 08, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Twenty-first Annual General Meeting of the Company to be held on September 20, 2014.

The Notice dated August 08, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on September 20, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also given the option to the members who do not have access to e-voting facility to requisite physical ballot paper.

The shareholders of the company holding shares as on the "cut-off" date of August 14, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 13 in the Notice of the 21<sup>st</sup> AGM of N R Agarwal Industries Limited.

The voting period commenced on Sunday, September 14, 2014 (9:00 am IST) and ended on Tuesday, September 16, 2014 (6:00pm IST) and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. No physical ballots were received from any shareholders.



I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

**I. Resolution No. 1 :-**

Adoption of Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon

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

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

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

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

**(iii) Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## II. Resolution No. 2 :-

Appointment of Director in place of Shri Raunak Aggarwal (holding DIN 02173330), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment

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

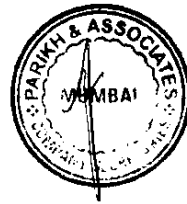
| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## III. Resolution No. 3 :-

## Appointment of Auditors and to fix their remuneration

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

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## IV. Resolution No. 4 :-

Appointment of Shri S. N. Chaturvedi (DIN 00553459) as an Independent Director pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

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

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |





V. Resolution No. 5 :-

Appointment of Shri C R Radhakrishnan, (DIN 01309312) as an Independent Director pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## VI. Resolution No. 6 :-

Appointment of Shri P Kumar, (DIN 00179074) as an Independent Director pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

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

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## VII. Resolution No. 7 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs. 1000 crores (Rupees One Thousand crores)

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## VIII. Resolution No. 8 :-

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 1000 Crores (Rupees One Thousand Crores)

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

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## IX. Resolution No. 9 :-

Appointment of Smt. Reena Agarwal, (DIN 00178743) as a Director pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') and the Rules framed thereunder

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

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



X. Resolution No. 10 :-

Consent of the Company for appointment of Smt. Reena Agarwal as Whole-time Director designated as Executive Director pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013

(i) Voted in favour of the resolution:

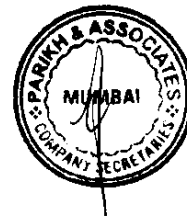
| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



XI. Resolution No. 11 :-

Re-appointment of Shri Raunak Agarwal (DIN 02173330) as Whole-time Director of the Company and payment of remuneration to him

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |



## XII. Resolution No. 12 :-

Application to Central Government for waiver of refund of excess remuneration paid to Shri R. N. Agarwal, Managing Director pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013

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

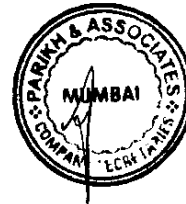
| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |





## XIII. Resolution No. 13 :-

Remuneration to Shri R. N. Agarwal, Managing Director for residual period of his tenure pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 12538673                     | 100                                   |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of Votes cast(Shares) | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|---|------------------------------------|
| Nil   | Nil                                |

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Jigyasa N Ved  
Parikh & Associates  
Practising Company Secretary  
FCS: 6488 CP: 6018  
Place: Mumbai  
Dated: September 18, 2014

