

NOTICE

Notice is hereby given that the Twenty-Fourth Annual General Meeting of the Members of **N R AGARWAL INDUSTRIES LIMITED** will be held on Wednesday, September 20, 2017 at GMS Community Centre Hall, Sitladevi Complex, 1st Floor, D N Road, Opp. Indian Oil Nagar on Link Road, Andheri West, Mumbai – 400 053 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the year ended March 31, 2017 together with the Reports of the Board of Directors and Independent Auditors thereon.
2. To declare dividend on equity shares for the financial year 2016-17.
3. To appoint a Director in place of Shri Ashok Kumar Bansal (DIN 07325904), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 139, 141 and other applicable provisions if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, GMJ & Co., Chartered Accountants, Mumbai (Firm Registration No. 103429W), be and is hereby appointed as the Auditors of the Company in place of the retiring Auditors Chaturvedi & Partners, Chartered Accountants, (Firm Registration No. 307068E), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Ninth (29th) AGM to be held in 2022 subject to ratification of their appointment at every AGM if so required under the Act, at such remuneration including applicable taxes and out of pocket expenses as may be mutually

agreed between the Board of Directors and the Auditors.

SPECIAL BUSINESS:

5. Re-appointment of Smt. Reena Agarwal (DIN: 00178743) as Whole Time Director

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and subject to other consents required, if any, approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Smt. Reena Agarwal (DIN: 00178743) as the Whole Time Director of the Company for a period of 5 (five) years with effect from August 1, 2017, on the terms and conditions as contained in the agreement dated July 27, 2017 and as set out in the explanatory statement annexed to this Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as may be agreed to between the Board of Directors and Smt. Reena Agarwal within the limits specified under Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT pursuant to the provision of Section 197 of the Act, where in any financial year during the currency of her term of office, the Company has no profits or its profits are inadequate, it may pay remuneration to Smt. Reena Agarwal by way of salary and perquisites as Minimum Remuneration as prescribed in Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling and the Agreement between the Company and Smt. Reena Agarwal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company;

RESOLVED FURTHER THAT subject to the provisions of Section 152 of the Companies Act, 2013, Smt. Reena Agarwal shall be liable to retire by rotation during her tenure as a Whole Time Director of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as may be considered necessary, expedient, usual or proper to give full effect to this resolution.

6. Re-appointment of Shri Raunak Agarwal (DIN: 02173330) as Whole Time Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and subject to other consents required, if any, approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Shri Raunak Agarwal (DIN: 02173330) as the Whole Time

Director of the Company for a period of 5 (five) years with effect from August 1, 2017, on the terms and conditions as contained in the agreement dated July 27, 2017 and as set out in the explanatory statement annexed to this Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as may be agreed to between the Board of Directors and Shri Raunak Agarwal within the limits specified under Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT pursuant to the provision of Section 197 of the Act, where in any financial year during the currency of his term of office, the Company has no profits or its profits are inadequate, it may pay remuneration to Shri Raunak Agarwal by way of salary and perquisites as Minimum Remuneration as prescribed in Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling and the Agreement between the Company and Shri Raunak Agarwal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company;

RESOLVED FURTHER THAT subject to the provisions of Section 152 of the Companies Act, 2013, Shri Raunak Agarwal shall be liable to retire by rotation during her tenure as a Whole Time Director of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters,

deeds and things as may be considered necessary, expedient, usual or proper to give full effect to this resolution.

7. Ratification of Cost Auditors' remuneration

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration payable to N. Ritesh & Associates, Cost Accountants, (Registration No. 100675), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company's Paper & Paper Boards manufacturing Units at Vapi and Sarigam for the Financial Year 2017-18, being ₹1,00,000/- (Rupees One Lakh) per annum and re-imburement of out-of-pocket expenses etc. incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered as invalid. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item Nos. 4 to 7 of the accompanying Notice are annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standards on General Meetings in respect of the persons seeking appointment / re-appointment as Directors are also annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 14, 2017 to Wednesday, September 20, 2017 (both days inclusive).
4. Members holding shares in electronic form are advised to send their request for the change of address, bank particulars, residential status or request for transmission of shares etc to their Depository Participant. The Company or its Registrar and Share Transfer Agent cannot act on any such requests received directly from the members holding shares in electronic form. Members holding shares in physical form are advised to send such request to Registrar and Share Transfer Agent to the Company, Sharex Dynamic (India) Private Limited, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400072, Maharashtra.
5. In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013

(erstwhile Section 205A, 205C of the Companies Act 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Central Government. Accordingly, the unclaimed dividend in respect of Financial Year 2009-10 is due for transfer to the said Fund in October, 2017. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2009-10 onwards, are requested to lodge their claims with the Company for the same.

Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to Investor Education and Protection Fund Authority ('IEPF Authority'). The said shares, once transferred to IEPF can be claimed after following due procedure prescribed under the said IEPF rules. The Company has intimated individually all such shareholders, dividend on whose shares has remained unpaid for a continuous period of seven years and a notice in this regard has also been published in the newspapers. The Statement of Unclaimed Dividend amount for 7 consecutive years and Shares due for transfer to IEPF Demat Suspense Account is placed on the website of the Company at http://www.nrail.com/unpaid_dividend.html. Members are therefore requested to approach the Registrar and Share Transfer Agent of the Company to claim their unpaid dividend, if any.

6. Members/Proxies should bring the enclosed Attendance Slip duly filled for attending the Annual

General Meeting along with their copy of Annual Report.

GREEN INITIATIVE

The Ministry of Corporate Affairs (MCA), Government of India, has allowed companies to send official documents to their shareholders electronically as a part of its green initiatives in Corporate Governance. The SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (LODR) permits the companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email id with the Registrar and Share Transfer Agent of the Company.

7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to date of the Annual General Meeting.
8. The route map to the venue of AGM is provided in the Annual Report for easy location.
9. Voting through Electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time together with relevant clauses in Listing Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote at the 23rd Annual General Meeting by electronic means and the

business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The e-voting instructions for members are as under:

- (i) The voting period begins on Sunday, September 17, 2017 at 9:00 a.m. and ends on Tuesday, September 19, 2017 at 5:00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Wednesday, September 13, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth as recorded in your demat account or in the Company records in order to login</p> <p>If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN to choose <N R AGARWAL INDUSTRIES LIMITED> to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat Account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot

Password & enter the details as prompted by the system.

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company

and becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. September 13, 2017 (may obtain the login ID and password by sending a request at evoting@cdslindia.com) shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other General Information:

- a. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 13, 2017.
- b. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- c. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting, but shall not be entitled to again vote at the AGM.
- d. The Company has appointed Ms. Jigyasa Ved (Membership No. FCS 6488) or failing her Ms. Sarvari Shah (Membership No. ACS 27572) of M/s. Parikh & Associates, Practising Company

Secretaries as the Scrutinizer for conducting the voting process (including remote e-voting) in a fair and transparent manner.

- e. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast 2 (two) witnesses not in employment of the Company and make not later than 3 (three) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.
- f. The Results declared along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered Office and placed on the Company's website www.nrail.com and on the website of CDSL and communicated to the BSE & NSE where the shares of the Company are listed.

By order of the Board of Directors

POOJA DAFTARY
Company Secretary

N R Agarwal Industries Ltd.

502-A/501-B, Fortune Terraces,

5th Floor, Opp. City Mall,

New Link Road, Andheri (West),

Mumbai 400 053

CIN:L22210MH1993PLC133365

Tel. No. +91 (22) 67317500

Fax No. +91 (22) 26730227 / 26736953

Email ID: investors@nrail.com

Website: www.nrail.com

Mumbai, July 28, 2017

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, M/s. Chaturvedi & Partners, Chartered Accountants can continue as Auditors of the Company only up to the conclusion of the forthcoming Annual General Meeting.

Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, proposed the appointment of GMJ & Co., Chartered Accountants (Firm Registration No. 103429W), as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty ninth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM, if so required under the Act, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

GMJ & Co., Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

ITEM NO. 5

The Board of Directors of the Company at its meeting held on July 28, 2017 approved the re-appointment of Smt. Reena Agarwal as the Whole Time Director of the Company for a further period of five years with effect from August 1, 2017 on remuneration and terms and conditions as recommended by the Nomination and Remuneration Committee and contained in the Agreement dated July 28, 2017 entered into between the Company and Smt. Reena Agarwal.

The material terms of his re-appointment as contained in the said Agreement dated July 28, 2017 are as under:

- 1) Term: August 1, 2017 to July 31, 2022
- 2) Remuneration:
 - a) Salary: ₹6,00,000/- (Rupees Six Lakhs only) per month with the power to the Board of Directors to increase from time to time within the ceiling limits of the Schedule V of the Companies Act, 2013
 - b) Commission: Commission on net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as may be fixed by the Board subject to the ceiling limits laid down in Section 197 and read with Schedule V of the Companies Act, 2013
 - c) Perquisites:
 - i) Car along with driver for the use of Company's business
 - ii) Reimbursement of all medical expenses incurred for self and family at actuals
 - iii) Leave Travel Expenses for self and family in accordance with the policy of the Company
 - iv) Reimbursement of expenses on actuals

pertaining to electricity, gas, water, and telephone

- d) Smt. Reena Agarwal shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:
- (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
 - ii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii) Earned privilege leave at the rate of one month's leave for every eleven months of service. Smt. Reena Agarwal shall be entitled to encash leave at the end of her tenure as the Whole Time Director.

Where in any financial year during the currency of the tenure of Smt. Reena Agarwal, the Company has made no profits or its profits are inadequate, the Company shall pay to the Whole Time Director, the above salary and perquisites excluding commission, not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

All income tax and other impositions, if any, in respect of the Whole Time Director's remuneration shall be calculated by the Company and deducted in accordance with the applicable provisions of the Income tax law for the time being in force.

Smt. Reena Agarwal shall not as long as she functions as Whole Time Director, be entitled to any fees for attending meetings of the Board or a Committee thereof.

Notwithstanding anything to the contrary contained in this Agreement, either party shall be entitled to determine

this Agreement at any time by giving not less than 90 days prior notice in writing in that behalf to the other party without the necessity of showing any reason and on the expiry of the period of such notice, this Agreement shall stand terminated and Smt. Reena Agarwal shall cease to be Whole Time Director of the Company, provided however, that the Company shall be entitled to determine this Agreement at any time by giving to Smt. Reena Agarwal three months' salary and other emoluments in lieu of notice as aforesaid.

A copy of the Agreement dated July 28, 2017 for the appointment of Smt. Reena Agarwal as the Whole Time Director of the Company is open for inspection by the members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m. of the Company except Saturday and Sunday.

Her brief resume, the nature of his expertise in specific functional areas, names of companies in which she holds Directorship, Committee Memberships/ Chairmanships, her shareholding etc., are separately annexed hereto.

Smt. Reena Agarwal is interested in resolutions at Item No. 5 which pertains to her appointment and remuneration payable to her. Shri Rajendra Agarwal, Chairman and Managing Director and Shri Raunak Agarwal, Whole Time Director may be deemed to be interested in the said resolution as they are relatives of Smt. Reena Agarwal.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 for approval by the members.

ITEM NO. 6

The Board of Directors of the Company at its meeting

held on July 28, 2017 approved the re-appointment of Shri Raunak Agarwal as the Whole Time Director of the Company for a further period of five years with effect from August 1, 2017 on remuneration and terms and conditions as recommended by the Nomination and Remuneration Committee and contained in the Agreement dated July 28, 2017 entered into between the Company and Shri Raunak Agarwal.

The material terms of his re-appointment as contained in the said Agreement dated July 28, 2017 are as under:

- 1) Term: August 1, 2017 to July 31, 2022
- 2) Remuneration:
 - a) Salary: ₹6,00,000/- (Rupees Six Lakhs only) per month with the power to the Board of Directors to increase from time to time within the ceiling limits of the Schedule V of the Companies Act, 2013
 - b) Commission: Commission on net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as may be fixed by the Board subject to the ceiling limits laid down in Section 197 and read with Schedule V of the Companies Act, 2013
 - c) Perquisites:
 - i) Car along with driver for the use of Company's business
 - ii) Reimbursement of all medical expenses incurred for self and family at actuals
 - iii) Leave Travel Expenses for self and family in accordance with the policy of the Company
 - iv) Reimbursement of expenses on actuals pertaining to electricity, gas, water, and telephone
 - d) Shri Raunak Agarwal shall also be entitled to the following perquisites which shall not be

included in the computation of the ceiling on remuneration specified herein above:

- (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
- ii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- iii) Earned privilege leave at the rate of one month's leave for every eleven months of service. Shri Raunak Agarwal shall be entitled to encash leave at the end of his tenure as the Whole Time Director.

Where in any financial year during the currency of the tenure of Shri Raunak Agarwal, the Company has made no profits or its profits are inadequate, the Company shall pay to the Whole Time Director, the above salary and perquisites excluding commission, not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

All income tax and other impositions, if any, in respect of the Whole Time Director's remuneration shall be calculated by the Company and deducted in accordance with the applicable provisions of the Income tax law for the time being in force.

Shri Raunak Agarwal shall not as long as he functions as Whole Time Director, be entitled to any fees for attending meetings of the Board or a Committee thereof.

Notwithstanding anything to the contrary contained in this Agreement, either party shall be entitled to determine this Agreement at any time by giving not less than 90 days prior notice in writing in that behalf to the other party without the necessity of showing any reason and on the expiry of the period of such notice, this Agreement shall

stand terminated and Shri Raunak Agarwal shall cease to be Whole Time Director of the Company, provided however, that the Company shall be entitled to determine this Agreement at any time by giving to Shri Raunak Agarwal three months' salary and other emoluments in lieu of notice as aforesaid.

A copy of the Agreement dated July 28, 2017 for the appointment of Shri Raunak Agarwal as the Whole Time Director of the Company is open for inspection by the members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m. of the Company except Saturday and Sunday.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships,

his shareholding etc., are separately annexed hereto.

Shri Raunak Agarwal is interested in resolutions at Item Nos. 6 which pertains to his appointment and remuneration payable to him. Shri Rajendra Agarwal, Chairman and Managing Director and Smt. Reena Agarwal, Whole Time Director may be deemed to be interested in the said resolution as they are relatives of Shri Raunak Agarwal.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 6 for approval by the members.

I. GENERAL INFORMATION

(1)	Nature of Industry	Paper & Paper Products		
(2)	Date or expected date of commencement of commercial production	Date of Incorporation: December 8, 1993 Date of Commencement of Business: December 12, 1993		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA		
(4)	Financial Performance	2014-15 (₹)	2015-16 (₹)	2016-17 (₹)
	Turnover	7249563514	8832536363	10405887961
	Net profit (as computed under section 198)	(171682761)	45247555	702170379
	Net profit/ (Loss) as per profit and loss account	(334345853)	178258289	702316505
	Amount of Dividend paid	-	-	-
	Rate of Dividend declared	-	-	-
	Earnings before interest, depreciation & taxes	361011959	732866690	1440365524
	% of EBIDTA to turnover	4.98%	8.30%	13.84%
(5)	Export performance and net foreign exchange collaborations	660807318	885643035	840355939
(6)	Foreign investments or collaborators, if any.	-	-	-

II. INFORMATION ABOUT THE APPOINTEES:

	Shri Raunak Agarwal	Smt. Reena Agarwal
(1) Background Details		
a. Designation	Whole Time Director	Whole Time Director
b. Father/Husband's Name	Rajendra Agarwal	Rajendra Agarwal
c. Nationality	Indian	Indian
d. Date of Birth	07/12/1988	25/01/1967
e. Qualifications	Graduate in Business Administration	Graduate in Commerce
f. Experience	10 years in Paper Industry	Over 20 years in HR
(2) Past remuneration	₹24,00,000/- per annum	₹24,00,000/- per annum
(3) Recognition or awards	-	-
(4) Job profile and his suitability	<p>Shri Raunak Agarwal shall be responsible for the management of the whole of the affairs of the Company pertaining to management, manufacturing and marketing and do all acts and things, which, in the ordinary course of business, are considered necessary or proper in the interest of the Company.</p> <p>Considering the above and having regard to his qualifications, ability and experience and looking to the business requirement, the proposed remuneration is considered reasonable.</p>	<p>Smt. Reena Agarwal is heading the HR activities, employees' development and corporate affairs and does all acts and things, which, in the ordinary course of business, are considered necessary or proper in the interest of the Company.</p> <p>Considering the above and having regard to her qualifications, ability and experience and looking to the business requirement, the proposed remuneration is considered reasonable/</p>
(5) Remuneration proposed	A gross remuneration of ₹72,00,000/- per annum	A gross remuneration of ₹72,00,000/- per annum
(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin)	Compared to the industry average and the size of the Company, the remuneration proposed to be paid is reasonable.	Compared to the industry average and the size of the Company, the remuneration proposed to be paid is reasonable.
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	In addition to the remuneration payable to Shri Raunak Agarwal, Whole Time Director, he is also one of the Promoters of the Company and son of Shri R N Agarwal and Smt. Reena Agarwal, Directors of the Company.	In addition to the remuneration payable to Smt. Reena Agarwal, Whole Time Director, she is also one of the Promoters of the Company and a relative of Shri R N Agarwal and Shri Raunak Agarwal, Directors of the Company.

III. OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	The Company has reported profits from its operations in the current year and is expecting to earn profits in the future also. This disclosure under Section II, Part II of Schedule V to the Companies Act, 2013 is an enabling provision for payment of remuneration to the above mentioned Directors in the event of losses/inadequate profits.		
(2)	Steps taken or proposed to be taken for improvement	NOT APPLICABLE		
(3)	Expected increase in productivity and profits in measurable terms	Projected Turnover		
		Financial Year	Projected Net Turnover (₹in Crores)	Projected Profit (PAT) (₹in Crores)
		March 31, 2018	1173.33	91.13
		March 31, 2019	1301.21	90.31
		March 31, 2020	1303.21	95.71

IV DISCLOSURES

Details such as remuneration, service contract, notice period etc. of the Directors have been disclosed in the Corporate Governance Report. The Company has not granted any stock options to its Directors.

ITEM NO. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company's Paper and Paper Board Units at Vapi and Sarigam.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of N. Ritesh & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of ₹1,00,000/- per annum plus reimbursement of actual out of pocket expenses incurred in connection with the cost audit. The remuneration payable to Cost Auditors is required to be ratified by the shareholders in accordance to the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 7 of the Notice.

The Directors recommend the Ordinary Resolution at Item No. 7 of this notice for approval by the shareholders.

By order of the Board of Directors

POOJA DAFTARY
Company Secretary

N R Agarwal Industries Ltd.

502-A/501-B, Fortune Terraces,
5th Floor, Opp. City Mall,
New Link Road, Andheri (West),
Mumbai 400 053
CIN:L22210MH1993PLC133365
Tel. No. +91 (22) 67317500
Fax No. +91 (22) 26730227 / 26736953
Email ID: investors@nrail.com
Website: www.nrail.com
Mumbai, July 28, 2017

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India with respect to general meetings

Particulars	Shri Raunak Agarwal	Smt. Reena Agarwal	Shri Ashok Kumar Bansal
Age	29 years	51 years	60 years
Date of Appointment	May 1, 2008	August 8, 2014	November 5, 2015
Qualification	Graduate in Business Administration	Graduate in Commerce	Diploma in Pulp & Paper Technology
Expertise/Experience in specific functional area	Over 10 years of experience in Paper Industry	Over two decades of experience in HR activities	Over three decades of experience in Paper Industry as a Technical Expert
Directorships in other listed companies	NIL	NIL	NIL
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders Relationship Committee)	NIL	NIL	NIL
No. of shares held in the Company	32	4538861	NIL
Relationship between Directors inter-se and the KMPs	Shri Raunak Agarwal is related to Shri Rajendra Agarwal and Smt. Reena Agarwal, Whole Time Directors of the Company	Smt. Reena Agarwal is related to Shri Rajendra Agarwal and Shri Raunak Agarwal, Whole Time Directors of the Company	Shri Ashok Kumar Bansal is not related to any of the Directors or KMPs of the Company
Number of Board meetings attended during 2016-17	4	4	4

ROUTE MAP (Venue of AGM)

