

### General information about company

Scrip code	516082
NSE Symbol	NRAIL
MSEI Symbol	NA
ISIN	INE740D01017
Name of the entity	N R AGARWAL INDUSTRIES LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	RAJENDRA NAGIN AGARWAL	ADDPA2331G	00176440	Executive Director	Chairperson related to Promoter	MD	21-07-1960
2	Mrs	REENA RAJENDRA AGARWAL	AAVPA0052D	00178743	Executive Director	Not Applicable		25-01-1967
3	Mr	RAUNAK AGARWAL	AKMPA2758B	02173330	Executive Director	Not Applicable		07-12-1988
4	Mr	ROHAN AGARWAL	AKNPA0955B	08583011	Executive Director	Not Applicable		09-07-1992
5	Mr	PRAVEEN KUMAR MUNDRA	ACMPM8421F	10258728	Executive Director	Not Applicable		27-11-1960
6	Mr	RADHAKRISHNAN RAMACHANDRA IYER	AABPR3245B	01309312	Non-Executive - Independent Director	Not Applicable		10-11-1945
7	Mr	P KUMAR	AAKPK3429M	00179074	Non-Executive - Independent Director	Not Applicable		23-08-1937

8	Mr	RAJIV KUMAR BAKSHI	ABQPB8389L	00264007	Non-Executive - Independent Director	Not Applicable		21-10- 1952
9	Mr	SACHINDRANATH CHATURVEDI	AABPC2360A	00553459	Non-Executive - Independent Director	Not Applicable		30-09- 1950
10	Mrs	SUNITA A NAIR	AEKPN6548Q	08701609	Non-Executive - Independent Director	Not Applicable		30-11- 1977
11	Mr	KANHAIYALAL CHUNNILAL CHANDAK	ABGPC1008D	00013487	Non-Executive - Independent Director	Not Applicable		29-08- 1946
12	Mr	SANJAY SINHA	ALBPS3096E	08253225	Non-Executive - Independent Director	Not Applicable		19-04- 1961
13	Mr	NEERAJ GOLAS	ABCPG5122C	06566069	Non-Executive - Nominee Director	Not Applicable		02-12- 1968

**I. Composition of Board of Directors**

**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active

### I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		08-12-1993				1	0	1	0			
2	NA		08-08-2014				1	0	0	0			
3	NA		01-05-2008				1	0	0	0			
4	NA		01-11-2019				1	0	0	0			
5	NA		03-08-2023				1	0	0	0			
6	Yes	29-09-2020	20-09-2014	21-09-2019	20-09-2024	120	1	1	1	1	Tenure Completion		
7	Yes	16-09-2019	20-09-2014	21-09-2019	20-09-2024	120	0	0	0	0	Tenure Completion		
8	NA		07-02-2018	01-02-2023		79.21	3	3	5	3			

9	NA		22-10-2019	22-10-2019		59.09	2	2	1	1			
10	NA		01-04-2020	01-04-2020		54	1	1	0	0			
11	Yes	28-09-2023	28-09-2023	28-09-2023		12.02	2	2	4	2			
12	NA		22-08-2024	22-08-2024		1.09	2	2	1	0			
13	NA		22-08-2024	22-08-2024		1.09	3	3	1	0			

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00264007	RAJIV KUMAR BAKSHI	Non-Executive - Independent Director	Chairperson	07-02-2018		Textual Information(1)
2	00013487	KANHAIYALAL CHUNNILAL CHANDAK	Non-Executive - Independent Director	Member	23-08-2024		Textual Information(2)
3	08253225	SANJAY SINHA	Non-Executive - Independent Director	Member	23-08-2024		Textual Information(3)
4	00179074	P KUMAR	Non-Executive - Independent Director	Chairperson	30-05-2014	23-08-2024	Textual Information(4)
5	01309312	RADHAKRISHNAN RAMACHANDRA IYER	Non-Executive - Independent Director	Member	30-05-2014	23-08-2024	Textual Information(5)
6	00553459	SACHINDRANATH CHATURVEDI	Non-Executive - Independent Director	Member	12-02-2020	23-08-2024	Textual Information(6)

**Sr Text Block**

Textual Information(1)	Pursuant to reconstitution of Audit Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri Rajiv Kumar Bakshi has been appointed as Chairperson of the Audit Committee with effect from August 23, 2024.
Textual Information(2)	Pursuant to reconstitution of Audit Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri K L Chandak has been appointed as Member of the Audit Committee with effect from August 23, 2024.
Textual Information(3)	Pursuant to reconstitution of Audit Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri Sanjay Sinha has been appointed as Member of the Audit Committee with effect from August 23, 2024.
Textual Information(4)	Pursuant to reconstitution of Audit Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri P Kumar has been ceased as Chairperson of the Audit Committee with effect from August 23, 2024.
Textual Information(5)	Pursuant to reconstitution of Audit Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri C R Radhakrishnan has been ceased as Member of the Audit Committee with effect from August 23, 2024.
Textual Information(6)	Pursuant to reconstitution of Audit Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri S N Chaturvedi has been ceased as Member of the Audit Committee with effect from August 23, 2024.

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00264007	RAJIV KUMAR BAKSHI	Non-Executive - Independent Director	Chairperson	07-02-2018		Textual Information(1)
2	00013487	KANHAIYALAL CHUNNILAL CHANDAK	Non-Executive - Independent Director	Member	23-08-2024		Textual Information(2)
3	08253225	SANJAY SINHA	Non-Executive - Independent Director	Member	23-08-2024		Textual Information(3)
4	00179074	P KUMAR	Non-Executive - Independent Director	Chairperson	30-05-2014	23-08-2024	Textual Information(4)
5	00553459	SACHINDRANATH CHATURVEDI	Non-Executive - Independent Director	Member	12-02-2020	23-08-2024	Textual Information(5)

**Sr Text Block**

Textual Information(1)	Pursuant to reconstitution of Nomination and Remuneration Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri Rajiv Kumar Bakshi has been appointed as Chairperson of the Nomination and Remuneration Committee with effect from August 23, 2024.
Textual Information(2)	Pursuant to reconstitution of Nomination and Remuneration Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri K L Chandak has been appointed as Member of the Nomination and Remuneration Committee with effect from August 23, 2024.
Textual Information(3)	Pursuant to reconstitution of Nomination and Remuneration Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri Sanjay Sinha has been appointed as Member of the Nomination and Remuneration Committee with effect from August 23, 2024.
Textual Information(4)	Pursuant to reconstitution of Nomination and Remuneration Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri P Kumar has been ceased as Chairperson of the Nomination and Remuneration Committee with effect from August 23, 2024.
Textual Information(5)	Pursuant to reconstitution of Nomination and Remuneration Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri S N Chaturvedi has been ceased as Member of the Nomination and Remuneration Committee with effect from August 23, 2024.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00264007	RAJIV KUMAR BAKSHI	Non-Executive - Independent Director	Chairperson	07-02-2018		Textual Information(1)
2	00013487	KANHAIYALAL CHUNNILAL CHANDAK	Non-Executive - Independent Director	Member	23-08-2024		Textual Information(2)
3	00176440	RAJENDRA NAGIN AGARWAL	Executive Director	Member	08-12-1993		
4	00179074	P KUMAR	Non-Executive - Independent Director	Chairperson	30-05-2014	23-08-2024	Textual Information(3)
5	01309312	RADHAKRISHNAN RAMACHANDRA IYER	Non-Executive - Independent Director	Member	11-11-2021	23-08-2024	Textual Information(4)

**Sr Text Block**

Textual Information(1)	Pursuant to reconstitution of Stakeholders Relationship Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri Rajiv Kumar Bakshi has been appointed as Chairperson of the Stakeholders Relationship Committee with effect from August 23, 2024.
Textual Information(2)	Pursuant to reconstitution of Stakeholders Relationship Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri K L Chandak has been appointed as Member of the Stakeholders Relationship Committee with effect from August 23, 2024.
Textual Information(3)	Pursuant to reconstitution of Stakeholders Relationship Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri P Kumar has been ceased as Chairperson of the Stakeholders Relationship Committee with effect from August 23, 2024.
Textual Information(4)	Pursuant to reconstitution of Stakeholders Relationship Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri C R Radhakrishnan has been ceased as Member of the Stakeholders Relationship Committee with effect from August 23, 2024.

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00264007	RAJIV KUMAR BAKSHI	Non-Executive - Independent Director	Chairperson	23-08-2024		Textual Information(1)
2	00176440	RAJENDRA NAGIN AGARWAL	Executive Director	Member	25-05-2021		
3	02173330	RAUNAK AGARWAL	Executive Director	Member	25-05-2021		
4	00553459	SACHINDRANATH CHATURVEDI	Non-Executive - Independent Director	Chairperson	25-05-2021	23-08-2024	Textual Information(2)

**Sr Text Block**

Textual Information(1)	Pursuant to reconstitution of Risk Management Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri Rajiv Kumar Bakshi has been appointed as Chairperson of the Risk Management Committee with effect from August 23, 2024.
Textual Information(2)	Pursuant to reconstitution of Risk Management Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri S N Chaturvedi has been ceased as Chairperson of the Risk Management Committee with effect from August 23, 2024.

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00264007	RAJIV KUMAR BAKSHI	Non-Executive - Independent Director	Chairperson	07-02-2018		Textual Information(1)
2	00013487	KANHAIYALAL CHUNNILAL CHANDAK	Non-Executive - Independent Director	Member	23-08-2024		Textual Information(2)
3	00178743	REENA RAJENDRA AGARWAL	Executive Director	Member	29-05-2015		
4	00179074	P KUMAR	Non-Executive - Independent Director	Chairperson	30-05-2014	23-08-2024	Textual Information(3)

**Sr Text Block**

Textual Information(1)	Pursuant to reconstitution of CSR Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri Rajiv Kumar Bakshi has been appointed as Chairperson of the CSR Committee with effect from August 23, 2024.
Textual Information(2)	Pursuant to reconstitution of CSR Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri K L Chandak has been appointed as Member of the CSR Committee with effect from August 23, 2024.
Textual Information(3)	Pursuant to reconstitution of CSR Committee by the Board of Directors at its Meeting held on August 12, 2024, Shri P Kumar has been ceased as Chairperson of the CSR Committee with effect from August 23, 2024.

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## Annexure 1

### Annexure 1

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-05-2024				Yes	11	11	6
2		12-08-2024	76		Yes	11	11	6

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-05-2024				Yes	4	4	4	0
2	Audit Committee	12-08-2024	76			Yes	4	4	4	0
3	Stakeholders Relationship Committee	27-05-2024				Yes	4	4	3	0
4	Stakeholders Relationship Committee	12-08-2024	76			Yes	4	4	3	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	R N AGARWAL
2	Designation	Managing Director

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

**Annexure III**

<b>Annexure III</b>		
1	Name of signatory	R N AGARWAL
2	Designation	Managing Director

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)

The Company has not given any loan/guarantee/comfort letter/securities directly or indirectly to Promoter/Promoter Group/Directors/KMPs or any other entity controlled either by them.

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of the event

### Signatory Details

Name of signatory

R N AGARWAL

Designation of person

Managing Director

Place

MUMBAI

Date

14-10-2024