

September 21, 2017

To,
The General Manager
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

To,
Asst. Vice President,
National Stock Exchange of India
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai, Maharashtra 400051

Scrip code : 516082
NSE symbol : NRAIL

Sub: 24th Annual General Meeting of the Company and voting results.

Dear Sirs,

This is with reference to the 24th Annual General Meeting of the Company 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. (start time) and concluded at 12.20 p.m. (end time).

We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting dated July 28, 2017 were approved by the Members.

In this Connection, please find enclosed the following:

- A) Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B) Consolidated Report of the Scrutinizer on remote e-voting and voting through ballot forms at the AGM.

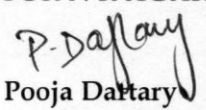
The above are also being uploaded on the Company's website.

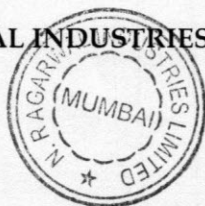
You are requested to take a note of the same and bring it to the notice of all concerned.

Thanking You,

Yours faithfully,

FOR N R AGARWAL INDUSTRIES LIMITED,


Pooja Dattary
Company Secretary



Date of AGM	20.09.2017
Total number of shareholders on record date	8672
No. of shareholders present in the meeting either in person or through proxy:	44
Promoters and Promoter Group:	3
Public:	41
No. of Shareholders attended the meeting through Video Conferencing:	No arrangement was made for video conferencing

RESOLUTION - 1

Resolution required: (Ordinary/ Special)								
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	12460923	12460923	100.00	12460923	0	100.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	12460923	12460923	100.00	12460923	0	100.000	0.000
Public Institutions	E-voting	15503	0	0.00	0	0	0.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	15503	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	4542674	47817	1.05	47817	0	100.000	0.000
	Poll	4542674	818	0.02	818	0	100.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	4542674	48635	1.07	48635	0	100.000	0.000
Total		17019100	12509558	73.50	12509558	0	100	0.000



RESOLUTION - 2

Resolution required: (Ordinary/ Special)			No					
Whether promoter/ promoter group are interested in the agenda/ resolution?								
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	12460923	12460923	100.00	12460923	0	100.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	12460923	12460923	100.00	12460923	0	100.000	0.000
Public Institutions	E-voting	15503	0	0.00	0	0	0.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	15503	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	4542674	47817	1.05	47767	50	99.900	0.100
	Poll	4542674	818	0.02	818	0	100.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	4542674	48635	1.07	48585	50	99.900	0.100
Total		17019100	12509558	73.50	12509508	50	100	0.000



RESOLUTION - 3

Resolution required: (Ordinary/ Special)								
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	12460923	12460923	100.00	12460923	0	100.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	12460923	12460923	100.00	12460923	0	100.000	0.000
Public Institutions	E-voting	15503	0	0.00	0	0	0.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	15503	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	4542674	47817	1.05	47717	100	99.790	0.210
	Poll	4542674	818	0.02	818	0	100.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	4542674	48635	1.07	48535	100	99.790	0.210
Total		17019100	12509558	73.50	12509458	100	99.999	0.001



RESOLUTION - 4

Resolution required: (Ordinary/ Special)								
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	12460923	12460923	100.00	12460923	0	100.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	12460923	12460923	100.00	12460923	0	100.000	0.000
Public Institutions	E-voting	15503	0	0.00	0	0	0.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	15503	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	4542674	47817	1.05	47717	100	99.790	0.210
	Poll	4542674	818	0.02	818	0	100.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	4542674	48635	1.07	48535	100	99.790	0.210
Total		17019100	12509558	73.50	12509458	100	99.999	0.001



RESOLUTION - 5

Resolution required: (Ordinary/ Special)								
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	12460923	12460923	100.00	12460923	0	100.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	12460923	12460923	100.00	12460923	0	100.000	0.000
Public Institutions	E-voting	15503	0	0.00	0	0	0.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	15503	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	4542674	47817	1.05	47717	100	99.790	0.210
	Poll	4542674	818	0.02	818	0	100.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	4542674	48635	1.07	48535	100	99.790	0.210
Total		17019100	12509558	73.50	12509458	100	99.999	0.001



RESOLUTION - 6

Resolution required: (Ordinary/ Special)								
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	12460923	12460923	100.00	12460923	0	100.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	12460923	12460923	100.00	12460923	0	100.000	0.000
Public Institutions	E-voting	15503	0	0.00	0	0	0.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	15503	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	4542674	47817	1.05	47717	100	99.790	0.210
	Poll	4542674	818	0.02	818	0	100.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	4542674	48635	1.07	48535	100	99.790	0.210
Total		17019100	12509558	73.50	12509458	100	99.999	0.001



RESOLUTION - 7

Resolution required: (Ordinary/ Special)								
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	12460923	12460923	100.00	12460923	0	100.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	12460923	12460923	100.00	12460923	0	100.000	0.000
Public Institutions	E-voting	15503	0	0.00	0	0	0.000	0.000
	Poll	0	0	0.00	0	0	0.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	15503	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	4542674	47817	1.05	47717	100	99.790	0.210
	Poll	4542674	818	0.02	818	0	100.000	0.000
	Postal Ballot	0	0	0.00	0	0	0.000	0.000
	Total	4542674	48635	1.07	48535	100	99.790	0.210
Total		17019100	12509558	73.50	12509458	100	99.999	0.001



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
NR Agarwal Industries Limited
502-A/501-B, Fortune Terraces,
5th Floor, Opp. City Mall,
New Link Road, Andheri (West),
Mumbai 400 053

Dear Sir,

Sub : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the 24th Annual General Meeting of NR Agarwal Industries Limited held GMS Community Centre Hall, Sitladevi Complex, 1st Floor, D N Road, Opp. Indian Oil Nagar on Link Road, Andheri West, Mumbai - 400 053 on Wednesday, September 20, 2017 at 11:30 a.m.

I, Jigyasa Ved, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of NR Agarwal Industries Limited pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting ("AGM") of N R Agarwal Industries Limited held on Wednesday, September 20, 2017 at 11:30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 20, 2017.

The notice dated July 28, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

For N R AGARWAL INDUSTRIES LTD.

P. Dayhani
COMPANY SECRETARY



The Company had availed the e-voting facility offered by Central Depositories Services Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of Saturday, September 13, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, September 17, 2017 (09.00 a.m.) and ends on Tuesday, September 19, 2017 (05.00 p.m.) (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting through ballot paper at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.

For N R AGARWAL INDUSTRIES LTD.

P. Daffany
COMPANY SECRETARY



Resolution 1: Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	1,25,09,558	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Nil	Nil	N. A.

(iii) Invalid votes:

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

S. H. R. AGARWAL INDUSTRIES LTD.

P. Raju
COMPANY SECRETARY



Resolution 2: Ordinary Resolution

Declaration of dividend on equity shares for the financial year 2016-17.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	1,25,09,508	100.00 (rounded off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	50	0.00

(iii) **Invalid** votes:

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

For N R AGARWAL INDUSTRIES LTD.

P. Dajany
COMPANY SECRETARY



Resolution 3: Ordinary Resolution

Appointment of Director in place of Shri Ashok Kumar Bansal (DIN 07325904), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	1,25,09,458	100.00 (rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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



For H R AGARWAL INDUSTRIES LTD.

P. R. Agarwal
COMPANY SECRETARY

Resolution 4: Special Resolution

Appointment of M/s. GMJ & Co., Chartered Accountants (ICAI Registration No.: 103429W), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Chaturvedi & Partners., Chartered Accountants, Mumbai, (ICAI Registration No. 307068E), the retiring Statutory Auditors.

(i) Voted in favour of the resolution:

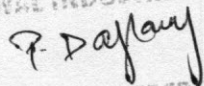
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	1,25,09,458	100.00 (rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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

For N R AGARWAL INDUSTRIES LTD.

 COMPANY SECRETARY



Resolution 5: Special Resolution

Re-appointment of Smt. Reena Agarwal (DIN:00178743) as Whole Time Director of the Company and payment of remuneration to her

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	1,25,09,458	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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

For N R AGARWAL INDUSTRIES LTD.

P. Daffany
COMPANY SECRETARY



Resolution 6: Special Resolution

Re-appointment of Shri Raunak Agarwal (DIN:02173330) as Whole Time Director and payment of remuneration

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	1,25,09,458	100.00 (rounded off)

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

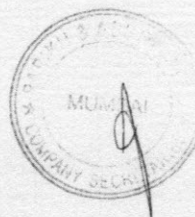
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) **Invalid** votes:

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

For N R AGARWAL INDUSTRIES LTD.

R. Daffany
COMPANY SECRETARY



Resolution 7: Special Resolution

Ratification of payment of remuneration to the Cost Auditors for the financial year ended March31, 2018

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	1,25,09,458	100.00 (rounded off)

(ii) Voted against the resolution:

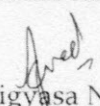
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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

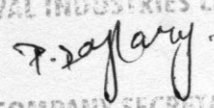
Thanking you,

Yours faithfully,


 Jigyasa N. Ved
 Parikh & Associates
 Practising Company Secretaries
 ACS: 6488 CP No.: 6018
 111, 11th Floor, Sai Dwar CHS Ltd
 Sab TV Lane, Opp. Laxmi Indl. Estate,
 Off Link Road, Above Shabari Restaurant,
 Andheri West, Mumbai - 400053
 Place: Mumbai



For N R AGARWAL INDUSTRIES LTD.


 COMPANY SECRETARY

Dated: September 20, 2017