

August 25, 2018

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: **AGM Intimation and Book Closure**

Dear Sir,

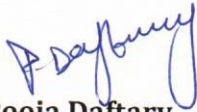
1. The Annual General Meeting of the Company is being convened on September 28, 2018.
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2018 to September 28, 2018 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any, declared at the Annual General Meeting.

The AGM Notice is enclosed.

Kindly take the same on record.

Thanking you.

Yours faithfully,  
For N R AGARWAL INDUSTRIES LIMITED,

  
**Pooja Daftary**  
Company Secretary & Compliance Officer

# Notice

Notice is hereby given that the Twenty-Fifth Annual General Meeting of the members of N R Agarwal Industries Ltd. will be held on Friday, September 28, 2018 at 11.30 a.m. at GMS Community Centre Hall, Sitladevi Complex, 1<sup>st</sup> Floor, D N Road, Opp. Indian Oil Nagar on Link Road, Andheri West, Mumbai – 400 053 to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Independent Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Shri Raunak Agarwal (DIN 02173330), who retires by rotation and being eligible offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. Re-appointment of Shri Rajendra Agarwal (DIN: 00176440) as the Managing 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, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/ GN/ 2018/ 10 dated May 9, 2018, (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 R N Agarwal (DIN: 00176440) as the Managing Director of the Company for a period of 3 (three) years with effect from August 1, 2018 to July 31, 2021 on the terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the Notice convening this Meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the

said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri R N Agarwal, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** in absence or inadequacy of the profits in any financial year, Shri R N Agarwal shall be entitled to receive and be paid as minimum remuneration in that year by way of salary and perquisites excluding commission as stated in the Explanatory Statement, subject however, to the necessary approvals/ceilings specified under Schedule V to the Companies Act, 2013 (including any statutory modification(s) and re-enactment thereof for the time being in force);

**RESOLVED FURTHER THAT** in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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 R N Agarwal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company;

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

### 5. Appointment of Shri Rajiv Kumar Bakshi (DIN: 00264007) as an Independent Director

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

**RESOLVED THAT** Shri R K Bakshi (DIN 00264007) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 7, 2018 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in

writing under Section 160 of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri R K Bakshi (DIN 00264007), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from February 7, 2018 to January 31, 2023.

**6. Continuation of holding the office of Directorship by Shri P Kumar (DIN: 00179074) as an Independent Director**

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

**RESOLVED THAT** pursuant to the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/ GN/ 2018/ 10 dated May 9, 2018 and all other applicable provisions of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015, ("Listing Regulations") the Companies Act, 2013 and Rules framed thereunder, and such other applicable laws, rules, regulations, guidelines ("other applicable laws") (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Company do hereby approve continuation of Directorship of Shri P Kumar, (DIN 00179074) Non-Executive Independent Director of the Company, who has attained the age of seventy five years, till his original term upto September 19, 2019.

**7. Approval of the limits for the Loans, Guarantees and Investments by the Company pursuant to Section 186 of the Companies Act, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, and the Rules made thereunder, including any statutory modification or re-enactment

thereof for the time being in force, the Board of Directors of the Company be and is hereby authorised to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures, financial instruments and/ or any other securities of other body corporates or person as they may in their absolute discretion deem beneficial and in the interest of the Company up to a sum not exceeding ₹ 1500 Cr outstanding at any time, notwithstanding that such loans/ investments/ guarantees together with the loans / investments / guarantees already made/ provided may exceed the limits prescribed under Section 186 (amended from time to time) i.e. 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is higher;

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investment including the timing, amount and other terms and conditions of such loans, guarantees and investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investment.

**8. 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. N. Ritesh & Associates, Cost Accountants, (Registration No. 100675) appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, amounting to ₹ 1,00,000/- (Rupees One Lakh only) per annum and also the payment of GST as applicable and reimbursement of out of pocket expenses incurred 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 8 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 Friday, September 21, 2018 to Friday, September 28, 2018 (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 2010-11 is due for transfer to the said Fund in October, 2018. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2010-11 onwards, are requested to lodge their claims with the RTA 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 is placed on the website of the Company at [http://www.nrail.com/unpaid\\_dividend.html](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 Listing Regulations 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 25<sup>th</sup> 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 Tuesday, September 25, 2018 at 9:00 a.m. and ends on Thursday, September 27, 2018 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. Friday, September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual

General Meeting but shall not be entitled to vote at the meeting.

- (iii) Log on to the e-voting website [www.evotingindia.com](http://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](http://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:

PAN	For Members holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• 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.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of O'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.</li> </ul>



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>
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- (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 LTD.> 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](mailto: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](mailto: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 21, 2018 (may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto: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](http://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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. Friday, September 21, 2018.
- 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. 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.

- d. 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 at least 2 (two) witnesses not in employment of the Company and make not later than 48 hours 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.
- e. 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](http://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  
Email ID: [investors@nrail.com](mailto:investors@nrail.com)  
Website: [www.nrail.com](http://www.nrail.com)

Place: Mumbai  
Date : July 24, 2018

# Annexure to Notice

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

### ITEM NO. 4

The Board of Directors of the Company at its meeting held on July 24, 2018 approved the re-appointment of Shri R N Agarwal as the Managing Director of the Company for a further period of three years with effect from August 1, 2018 on terms and conditions as approved by the Nomination and Remuneration Committee.

The material terms of his re-appointment are as under:

- 1) Term: August 1, 2018 to July 31, 2021
- 2) Remuneration:
  - a) **Salary:** ₹ 20,00,000/- (Rupees Twenty Lakhs only) per month with the power to the Board of Directors to increase from time to time within the ceiling limits laid down in Section 197 read with 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 read with Schedule V of the Companies Act, 2013
  - c) **Perquisites:**
    - i) Rent free furnished accommodation or house rent allowance;
    - ii) Reimbursement of expenses on actuals pertaining to electricity, gas, water, and telephone;
    - iii) Chauffeur driven car for official use;
    - iv) Reimbursement of all medical expenses incurred for self and family at actuals;
    - v) The Company shall reimburse club membership fees for maximum two clubs and all reasonable expenses incurred for business use;
    - vi) Leave Travel Expenses for self and family in accordance with the policy of the Company
    - vii) 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.

viii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

ix) Leave encashment as per Company policy

Where in any financial year during the currency of the tenure of Shri R N Agarwal, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above salary and perquisites excluding commission, within the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

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

A copy of the Agreement dated July 24, 2018 for the re-appointment of Shri R N Agarwal as the Managing 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.

The reappointment and payment of remuneration to Shri R N Agarwal is subject to the approval of shareholders.

Further the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 to be made effective from April 1, 2019 issued by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 requires the listed entities to avail approval of shareholders by way of Special Resolution for payment of annual remuneration to Promoter Executive Director which exceeds ₹ 5 Cr or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity.

Accordingly, the necessary special resolution for reappointment of Shri R N Agarwal as Managing Director and payment of remuneration is set out at item no. 4 of the Notice.



Shri R N Agarwal is interested in resolutions at item No. 4 which pertains to his appointment and remuneration payable to him. Smt. Reena Agarwal, Whole Time Director and Shri Raunak Agarwal, Whole Time Director may be deemed to be interested in the said resolution as they are relatives of Shri R N Agarwal.

concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at item No. 4 for approval by the members.

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,

Additional Information as required under Part II of Section II of Schedule V of the Companies Act, 2013.

<b>1. GENERAL INFORMATION</b>			
(1)	Nature of Industry	Paper & Paper Products	
(2)	Date or expected date of commencement of commercial production	Date of Incorporation: 08.12.1993	
		Date of Commencement of Business: 20.12.1993	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.	
(4)	Financial Performance	2015-16 (₹)	2016-17 (₹)
	Turnover	8,83,25,36,363	10,95,27,31,868
	Net profit (as computed under section 198)	4,52,47,555	75,86,30,928
	Net profit/ (Loss) as per profit and loss account	17,82,58,289	49,73,18,625
	Amount of Dividend paid	-	3,40,38,200
	Rate of Dividend declared	-	20%
	Earnings before interest, depreciation & taxes	73,28,66,690	1,44,25,11,859
	% of EBIDTA to turnover	8.30	13.17
(5)	Export performance and net foreign exchange collaborations	88,56,43,035	84,03,55,939
(6)	Foreign investments or collaborators, if any.	-	-
<b>II. INFORMATION ABOUT THE APPOINTEE:</b>			
(1)	Background details	Name:	Shri R N Agarwal
		Designation:	Chairman & Managing Director
		Father's name:	Shri N R Agarwal
		Nationality:	Indian
		Date of Birth:	21/07/1960
		Qualifications:.	BE-Electrical, MBA
		Experience:	Over 30 years in Paper Industry
(2)	Past remuneration	The gross remuneration paid to him during the financial year 2017-2018 is ₹ 2,40,00,000 /- per annum.	
(3)	Recognition or awards	N.A.	
(4)	Job profile and his suitability	The Managing Director shall be responsible for the management of the whole of the affairs of the Company and to do all acts and things, which, in the ordinary course of business, he considers necessary or proper or in the interest of the Company.  Considering the above and having regard to his age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is considered reasonable.	

(5)	Remuneration proposed	A gross remuneration of ₹ 2,40,00,000/- per annum plus incentives as may be decided by the Board of Directors.												
(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.												
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	In addition to the remuneration payable to him as Managing Director, he is also the Promoter of the Company and a relative of Shri Raunak Agarwal and Smt. Reena Agarwal, Whole Time Directors of the Company.												
<b>III. OTHER INFORMATION:</b>														
(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												
		<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Projected Net Turnover (₹ in Cr)</th> <th>Projected Profit (PAT) (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td>31/03/2019</td> <td>1301.21</td> <td>95.91</td> </tr> <tr> <td>31/03/2020</td> <td>1303.21</td> <td>96.25</td> </tr> <tr> <td>31/03/2021</td> <td>1330.99</td> <td>100.25</td> </tr> </tbody> </table>	Financial Year	Projected Net Turnover (₹ in Cr)	Projected Profit (PAT) (₹ in Cr)	31/03/2019	1301.21	95.91	31/03/2020	1303.21	96.25	31/03/2021	1330.99	100.25
Financial Year	Projected Net Turnover (₹ in Cr)	Projected Profit (PAT) (₹ in Cr)												
31/03/2019	1301.21	95.91												
31/03/2020	1303.21	96.25												
31/03/2021	1330.99	100.25												
<b>IV. DISCLOSURES</b>														
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. 5

Shri R K Bakshi who has been appointed as an Additional Director in the category of Non-Executive Independent Director of the Company under Section 161 (1) of the Companies Act, 2013 with effect from February 7, 2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as Director.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Shri R K Bakshi for the office of Independent Director of the Company.

The Company has received a declaration from Shri R K Bakshi that he meets the criteria of Independence as prescribed under Listing Regulations and Section 149 (6) of the Companies Act, 2013. Further, he has also confirmed that he is not disqualified

from being appointed as Director under Section 164 of the said Act and has given his consent to act as a Director of the Company.

The Board of Directors are of the opinion that Shri R K Bakshi possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Listing Regulations and that he is independent of the management of the Company. The Board considers that his association as Director will be beneficial and in the best interest of the Company. A copy of letter of appointment of Shri R K Bakshi as Non-Executive Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the registered office of the Company.

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.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Shri R K Bakshi himself is concerned or interested, financially or otherwise in this resolution at Item No. 5.

The Board recommends this Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members.

#### **ITEM NO. 6**

SEBI has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 ("the Amendment Regulations") which brought amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 ("the Listing Regulations") to be made effective from April 1, 2019, save as otherwise specifically provided for in the Amendment Regulations. One of the said amendments requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of seventy-five years. This amendment is going to be effective from April 1, 2019.

Shri P Kumar, Non-Executive Independent Director of the Company, has already attained the age of seventy five years. As per the original shareholders' approval, the appointment of Shri P Kumar is valid till September 19, 2019, ("Original Term") in terms of the provisions of the Companies Act, 2013.

The Board is of the opinion that the skills, expertise and vast experience of Shri P Kumar would continue to add value to the Company. The Board upon the recommendation of Nomination and Remuneration Committee decided to seek the approval of shareholders at the ensuing Annual General Meeting in terms of the provisions of the Amended Regulations for continuation of the directorship of above said Director post March 31, 2019 upto his respective original term of appointment.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 6 of the accompanying Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Shri P Kumar is in any way concerned or interested (financially or otherwise), in the proposed respective Special Resolution set out at Item No. 6 of the Notice.

#### **ITEM NO. 7**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required notwithstanding the aggregate of the loans, guarantees and investments made so far made along with the Board, may exceed sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is higher..

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of this annual general meeting for an amount not exceeding ₹ 1,500 Cr outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) is concerned or interested, financially or otherwise, in this resolution at Item No. 7.

The Board recommends this Special Resolution at Item No. 7 of this notice for approval by the shareholders.

## ITEM NO. 8

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 FY 2018 at a remuneration of ₹ 1,00,000/- per annum and also the payment of GST as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid 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 or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) is concerned or interested, financially or otherwise, in this resolution at Item No. 8.

The Board recommends the Ordinary Resolution at Item No. 8 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),  
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CIN:L22210MH1993PLC133365  
Tel. No. +91 (22) 67317500  
Fax No. +91 (22) 26730227 / 26736953  
Email ID: investors@nrail.com  
Website: www.nrail.com

Place: Mumbai  
Date : July 24, 2018

### 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

Particulars	Shri Raunak Agarwal	Shri Rajendra Agarwal	Shri P Kumar	Shri R K Bakshi
Age	29 years	56 years	81 years	66 years
Date of Appointment	01.05.2008	08.12.1993	20.09.2014	07.02.2018
Qualification	Graduate in Business Administration	BE-Electrical, MBA	M.A. C.A.I.I.B	M.Sc., CAIIB, Diploma in Bank Management
Expertise/Experience in specific functional area	Over 10 years of experience in Paper Industry	Over 25 years of experience in Paper Industry as an industrialist	Over 45 years of experience in Banking and Management consultancy	Over 37 years of experience as a Professional Banker and Ex-ED of Bank of Baroda
Directorships in other companies	NIL	NIL	Banswara Syntex Ltd.	W.H. Brady & Co. Ltd. A. K. Capital Finance Pvt. Ltd. Regency Hospital Ltd.

Particulars	Shri Raunak Agarwal	Shri Rajendra Agarwal	Shri P Kumar	Shri R K Bakshi
Memberships of Committees in other companies (Includes only Audit & Stakeholders Relationship Committee)	NIL	NIL	Chairman of Audit Committee and Stakeholders' Relationship Committee of Banswara Syntex Ltd.	Member of Audit Committees of W.H. Brady & Co. Ltd., Regency Healthcare Ltd. and A.K. Capital Finance Ltd.
No. of shares held in the Company	32	7922030	NIL	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	Shri R N Agarwal is related to Smt. Reena Agarwal and Shri Raunak Agarwal, Whole Time Directors of the Company	Shri P Kumar is not related to any of the Directors or KMPs of the Company	Shri R K Bakshi is not related to any of the Directors or KMPs of the Company
Number of Board meetings attended during 2017-18	4	4	4	1

### ROUTE MAP (Venue of AGM)

