



N R AGARWAL INDUSTRIES LIMITED

CIN: L22210MH1993PLC133365

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NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, that N R Agarwal Industries Limited (the Company) is seeking consent of its Members for the sale and transfer of immovable/movable assets of manufacturing unit situated at Plot No. 1 and 1/B Phase I, GIDC, Vapi – 396 195, Dist Valsad, Gujarat (“Unit II”) to Shree Ajit Pulp and Paper Limited.

Pursuant to the provisions of Section 180(1)(a) of the Act, the approval of the Members is required by way of a Special Resolution, to sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. Further, pursuant to the provisions of Section 110 of the Act, read with the Rules, the consent / approval of the Members for the above purpose be obtained by way of postal ballot. Accordingly, the proposed Special Resolution and the statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, are being sent to you for your consideration. A Statement is appended to this Notice.

In compliance of provisions of Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No.10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), the Special Resolution as appended below for seeking approval of the Members of the Company is proposed to be passed through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

Pursuant to the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depository, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.



Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on October 14, 2021 has appointed Ms. Jigyasa Ved (Membership No. FCS 6488), or failing her Ms. Sarvari Shah (Membership No. FCS 9697) of Parikh & Associates Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 10.00 a.m. (IST) on Monday, November 1, 2021 and ends at 5.00 p.m. (IST) on Tuesday, November 30, 2021. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, and submit his report to the Chairman of the Company.

The results of the Postal Ballot will be announced on or before Thursday, December 2, 2021. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Additionally, the results will also be uploaded on the Company's website www.nrail.com and on the website of National Securities Depository Limited.

The Special Resolution, if approved by requisite majority of Members, shall be deemed to have been passed on Tuesday, November 30, 2021 viz. the last date specified by the Company for remote e-voting.

DRAFT SPECIAL RESOLUTION

APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 FOR ASSET SALE / TRANSFER OF IMMOVEABLE/MOVEABLE ASSETS OF MANUFACTURING UNIT SITUATED AT PLOT NO. 1 AND 1/B, PHASE I, GIDC, VAPI -396 195, DIST. VALSAD, GUJARAT ("UNIT II")

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and such approvals, consents and permissions being obtained from the appropriate authorities/Banks to the extent applicable and necessary, the consent of the members be and is hereby accorded for asset sale/ transfer of immovable/movable assets of its quality finished paper products manufacturing unit situated at Plot No. 1 and 1/B, Phase I, GIDC, Vapi -396 195, Dist. Valsad (Gujarat) ("Unit II") comprising of identified assets being factory land, building, plant and machinery, inventory of stores & spares, licenses/permissions/ approvals required to conduct operations of Unit II and related regulatory deposits etc. to Shree Ajit Pulp and Paper Limited ("Acquirer"), a company incorporated under the provisions of the Companies Act, 1956 having CIN: L21010GJ1995PLC025135 for an aggregate consideration of upto Rs. 99 Crores (Rupees Ninety Nine Crores only), subject to closing adjustments as may be mutually agreed



between the Company and the Acquirer and on other terms and conditions as may be agreed between the Company and the Acquirer;

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such agreements, deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.

For N R Agarwal Industries Limited

Place: Mumbai
Date: October 14, 2021

(Pooja Daftary)
Company Secretary
(Membership No. A38024)

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and reasons for the proposal set out in resolution is annexed hereto.
2. The documents referred to in the Notice and the Explanatory Statement will be available for inspection online until last date of remote e-voting.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on October 22, 2021 and whose e-mail addresses are registered with the Company / Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.nrail.com websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by registering their email addresses at https://linkintime.co.in/emailreg/email_register.html by providing details such as select company name from drop box, folio number, certificate number, shareholder name, PAN, mobile number, email id and also upload the image of share certificate and PAN card in PDF or JPEG format (up to 1MB).



5. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on the cut-off date i.e. October 22, 2021.
6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the remote e-voting process from 10.00 am on Monday, November 1, 2021 till 5:00 pm on Tuesday, November 30, 2021.
8. The Scrutinizer will submit his report to the Chairman/Company Secretary after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman / Company Secretary of the Company duly authorised, on or before December 2, 2021 and will also be displayed on the website of the Company, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on November 30, 2021 i.e., the last date specified for receipt of votes through the e-voting process.
10. **The instructions for remote e-voting are as under:**

Instructions for Voting:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any



<p>in demat mode with CDSL</p>	<p>further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf



file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website



will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@nrail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@nrail.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting for individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

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

The Company's Writing and Printing unit situated at Plot No.1, Phase 1, GIDC, Vapi Gujarat – 396 195 (hereinafter referred to as "Unit II") is not anticipating good future demand due to adverse economic scenario post Covid-19 pandemic. The continuous thrust on digitization in India across all sectors, has also badly affected the writing and printing sector and in the longer run, it is not viable to run this unit as there is likely to be slow demand in the market and high operating costs to maintain the unit. Further, the production/manufacturing at the said unit of the Company was temporarily shut down due to-lack of market orders. The necessary disclosure thereof was also given by the Company to the Stock Exchanges in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of above and in the best interest of all stakeholders, it is proposed to sell/transfer the said Unit II due to very high operating & fixed cost vis-a vis lack of demand which may result into losses in the long run. The Company intends to focus on the packing sector.

The Board of Directors have at its meeting held on October 14, 2021 unanimously approved to sell/transfer immovable/movable assets of the said unit comprising of identified assets being factory land, building, plant and machinery, inventory of stores & spares, licenses/permissions/approvals required to conduct operations of Unit II to Shree Ajit Pulp and Paper Limited, a company incorporated under the provisions of the Companies Act, 1956 having CIN: L21010GJ1995PLC025135 for an aggregate consideration of upto Rs. 99 Crores (Rupees Ninety Nine Crores only), based on the valuation report issued by Gajjar Techno-Economic Consultants Pvt. Ltd., a registered valuer, subject to closing adjustments and on such terms and conditions as may be mutually agreed between the Company and the Acquirer. The net proceeds from the sale of the undertaking will be utilized to repay the existing loans and reduce interest burden, expansion of business, or enhancement of working capital of the Company or general business purpose, which will also help the Company to increase overall profitability.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, the aforesaid transaction of sale/transfer of assets of unit, requires the approval of members of the Company by way of a special resolution.

The Board is of the opinion that the aforementioned proposal is in the best interest of the Company and hence, the Board recommends passing of the special resolution for the approval of the members of the Company.



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

For N R Agarwal Industries Limited

Place: Mumbai
Date: October 14, 2021

(Pooja Daftary)
Company Secretary
(Membership No. A38024)