

# NAGPUR POWER AND INDUSTRIES LIMITED

CIN L40100MH1996PLC104361

| Regd. Office: 'Nirmal', 20<sup>th</sup> Floor, Nariman Point, Mumbai-400021|

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September 11, 2019

To,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai:-400001.

Dear Sir/Madam,

**Sub: Disclosure of Voting result for the resolutions passed at the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company held on September 10, 2019, as per the requirement of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**SCRIP CODE: - 532362**

At the 23<sup>rd</sup> AGM of the Company held on September 10, 2019, all the items of business contained in the notice of the AGM dated July 30, 2019 were transacted and approved by the share holders with requisite majority.

The details of the Combined Voting Result (which includes the result of remote e-voting, Ballot Forms, and polling conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Scrutinizer's report on the combined voting results is also attached herewith.

Kindly take the same on your records.

Thanking You,  
Yours faithfully,  
For Nagpur Power And Industries Limited

  
  
Nidhi Salampuria  
Director & Company Secretary  
& Compliance Officer  
Membership No. : A28712  
Encl: A/a

### **SCRUTINIZER'S REPORT - COMBINED**

*[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]*

To,  
**Mr. Gautam Khandelwal**  
**Executive Chairman**

**23<sup>rd</sup> Annual General Meeting** of the Equity Shareholders of **Nagpur Power and Industries Limited** held on **Tuesday the 10<sup>th</sup> September, 2019**, at **12:30 p.m.** at **20<sup>th</sup> Floor, Nirmal Building, Nariman Point, Mumbai - 400 021.**

Dear Sir,

I, CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries, having been appointed by the Board of Directors of the **Nagpur Power and Industries Limited** (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process, poll process carried out at 23<sup>rd</sup> Annual General Meeting pursuant to provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 and on scrutiny of the same, I submit my Combined Report on the results of the e-voting together with the voting by physical ballot forms at the 23<sup>rd</sup> Annual General Meeting.

#### **Report on Scrutiny**

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the members of the Company. Link Intime India Private Limited is Registrar and Share Transfer Agents ("RTA") of the Company.
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depository viz. Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM along with Annual Report of 2018-19 as under:-





- On 16<sup>th</sup> August, 2019 by email to 1,238 Members, who had registered their email-ids with the Company/RTA;
- On 17<sup>th</sup> August, 2019 by Courier to 2,390 Members, whose email ids are not registered with the Company/RTA;
- by Courier to 165 members, who had registered their email- ids with the Company/RTA but their mail was bounced;
- The Voting rights were reckoned as on Tuesday the 3<sup>rd</sup> September, 2019 being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-Voting and voting at the AGM.
- Remote E-Voting process was open from 9.00 a.m. on Saturday the 7<sup>th</sup> September, 2019 till 5.00 p.m. on Monday the 9<sup>th</sup> September, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of Resolutions, on the Remote E-Voting platform provided by CDSL.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of AGM in English in "Financial Express" newspaper dated 19<sup>th</sup> August, 2019 and in Marathi in "Mumbai Lakshadweep" newspaper dated 19<sup>th</sup> August, 2019.
- At the end of the voting period on 9<sup>th</sup> September, 2019 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 23<sup>rd</sup> AGM of the Company held on Tuesday the 10<sup>th</sup> September, 2019, the facility to cast vote physically was provided to those members present in the meeting but could not earlier participate in the Remote E-Voting to record their votes.
- On completion of voting at the AGM, CDSL provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- The votes were reconciled with the records maintained by the Company and RTA with respect to authorization / proxies lodged with the Company.
- I unblocked the Remote E-Voting result on the CDSL E-voting platform in the presence of Ms. Siddhi Dhuwali and Ms. Saylee Kanse, who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the remote E-Voting results.



Combined Results of E-Voting and Ballot at the AGM are as under:

**(a) Resolution No.1:- Ordinary Resolution -**

Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2019 together with the Directors' Report and Auditor's Report thereon:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	43	98,80,242	99.9956%
Less: Invalid Electronic votes	Nil	Nil	0.00%
<b>Net Valid Electronic Votes (A)</b>	<b>43</b>	<b>98,80,242</b>	<b>99.9956%</b>
Total Poll Forms received	17	1,228	---
Less: Invalid/ Rejected Poll Forms *	3	802	---
<b>Net Valid Poll Forms received (B)</b>	<b>14</b>	<b>426</b>	<b>0.0043%</b>
<b>Total Votes - (A+B)</b>	<b>57</b>	<b>98,80,668</b>	<b>100.00%</b>
Assenting	57	98,80,668	100.00%
Dissenting	Nil	Nil	Nil

Accordingly, out of 98,80,668 votes cast (e-voting and ballot), 98,80,668 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

\* Already voted through e-voting previously.

**(b) Resolution No.2:- Ordinary Resolution -**

Appointment of Director in place of Mr. Gautam Khandelwal (DIN No.00270717) who retires by rotation and being eligible, offers himself for re-appointment:





Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	42	93,04,942	99.9954%
Less: Invalid Electronic votes	Nil	Nil	0.00%
<b>Net Valid Electronic Votes (A)</b>	<b>42</b>	<b>93,04,942</b>	<b>99.9954%</b>
Total Poll Forms received	17	1,228	---
Less: Invalid/ Rejected Poll Forms *	3	802	---
<b>Net Valid Poll Forms received (B)</b>	<b>14</b>	<b>426</b>	<b>0.0046%</b>
<b>Total Votes – (A+B)</b>	<b>56</b>	<b>93,05,368</b>	<b>100.00%</b>
Assenting	55	93,05,146	99.9976%
Dissenting	1	222	0.0024%

Accordingly, out of 93,05,368 votes cast (e-voting and ballot), 93,05,146 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9954% of the total votes cast; 222 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0024% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

\* Already voted through e-voting previously.

**(c) Resolution No. 3 :- Special Resolution:**

Re-appointment of Mr. Nimis Savailal Sheth (Din No.00482739) as an Independent Director of the Company:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received #	42	98,75,742	99.9956%
Less: Invalid Electronic votes	Nil	Nil	0.00%
<b>Net Valid Electronic Votes (A)</b>	<b>42</b>	<b>98,75,742</b>	<b>99.99%</b>
Total Poll Forms received	17	1,228	---
Less: Invalid/ Rejected Poll Forms*	3	802	---
<b>Net Valid Poll Forms received (B)</b>	<b>14</b>	<b>426</b>	<b>0.0043</b>
<b>Total Votes – (A+B)</b>	<b>56</b>	<b>98,76,168</b>	<b>100.00%</b>
Assenting	56	98,76,168	100.00%
Dissenting	Nil	Nil	Nil



Accordingly, out of 98,76,168 votes cast (e-voting and ballot), 98,76,168 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No. 3 is passed with requisite majority.

# e-Voting done by Mr. Nimis Sheth is excluded.

\* Already voted through e-voting previously.

**(d)Resolution No.4:- Ordinary Resolution:**

Approval for related party transaction under section 188 of the Companies Act, 2013:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received #	33	20,23,810	99.9989%
Less: Invalid Electronic votes	Nil	Nil	0.00%
<b>Net Valid Electronic Votes (A)</b>	<b>33</b>	<b>20,23,810</b>	<b>99.9789%</b>
Total Poll Forms received	17	1,228	---
Less: Invalid/ Rejected Poll Forms*	3	802	---
<b>Net Valid Poll Forms received (B)</b>	<b>14</b>	<b>426</b>	<b>0.0210%</b>
<b>Total Votes – (A+B)</b>	<b>47</b>	<b>20,24,236</b>	<b>100.00%</b>
Assenting	47	20,24,236	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 20,24,236 votes cast (e-voting and ballot), 20,24,236 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Ordinary Resolution constituting Nil of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.4 is passed with requisite majority.



*\* Already voted through e-voting previously.*

*# Directors, Promoters and Promoter Group being interested in passing of this resolution and hence their voting is not considered while calculating the same.*

Yours Faithfully,

**For DSM & Associates  
Company Secretaries**



**CS Sanam Umbargikar  
Partner**

**M.No.26141**

**COP No.9394**

Date: 10<sup>th</sup> September, 2019

Place: Mumbai.

<b>General information about company</b>	
Scrip code	532362
NSE Symbol	
MSEI Symbol	
ISIN	INE099E01016
Name of the company	NAGPUR POWER AND INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-09-2019
Start time of the meeting	12:30 PM
End time of the meeting	1:10 PM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Sanam Umbargikar
Firms Name	DSM And Associates
Qualification	CS
Membership Number	26141
Date of Board Meeting in which appointed	30-07-2019
Date of Issuance of Report to the company	10-09-2019

<b>Voting results</b>	
Record date	03-09-2019
Total number of shareholders on record date	3633
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	25
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited financial statements for the financial year ended march 31, 2019 together with the director's report and auditor's report thereon; and the audited consolidated financial statement of the Company for the financial year ended march 31, 2019 together with the auditor's report thereon.				
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	7901932	7856432	99.4242	7856432	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	7856432	99.4242	7856432	0	100
Public-Institutions	E-Voting	1592796	1580646	99.2372	1580646	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1592796	1580646	99.2372	1580646	0	100
Public-Non Institutions	E-Voting	3600779	443164	12.3074	443164	0	100	0
	Poll		426	0.0118	426	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3600779	443590	12.3193	443590	0	100
Total		13095507	9880668	75.4508	9880668	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Gautam Khandelwal (DIN 00270717), who retires by rotation and, being eligible, offers himself for re-appointment.				
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	7901932	7281132	92.1437	7281132	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	7281132	92.1437	7281132	0	100
Public-Institutions	E-Voting	1592796	1580646	99.2372	1580646	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1592796	1580646	99.2372	1580646	0	100
Public- Non Institutions	E-Voting	3600779	443164	12.3074	442942	222	99.9499	0.0501
	Poll		426	0.0118	426	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3600779	443590	12.3193	443368	222	99.95
Total		13095507	9305368	71.0577	9305146	222	99.9976	0.0024
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment Of Mr. Nimis Savailal Sheth (Din 00482739) As An Independent Director				
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	7901932	7856432	99.4242	7856432	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	7856432	99.4242	7856432	0	100
Public-Institutions	E-Voting	1592796	1580646	99.2372	1580646	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1592796	1580646	99.2372	1580646	0	100
Public- Non Institutions	E-Voting	3600779	438664	12.1825	438664	0	100	0
	Poll		426	0.0118	426	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3600779	439090	12.1943	439090	0	100
Total		13095507	9876168	75.4165	9876168	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval For Related Party Transactions Under Section 188 Of The Companies Act, 2013				
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	7901932	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	0	0	0	0	0
Public-Institutions	E-Voting	1592796	1580646	99.2372	1580646	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1592796	1580646	99.2372	1580646	0	100
Public- Non Institutions	E-Voting	3600779	443164	12.3074	443164	0	100	0
	Poll		426	0.0118	426	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3600779	443590	12.3193	443590	0	100
Total		13095507	2024236	15.4575	2024236	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

