

NAGPUR POWER AND INDUSTRIES LIMITED

CIN L40100MH1996PLC104361

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October 01, 2020

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 24th Annual General Meeting (AGM) of the Company held on September 30, 2020, as per the requirement of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SCRIP CODE: - 532362

At the 24th AGM of the Company held on September 30, 2020, all the items of business contained in the notice of the AGM were transacted and approved by the shareholders with requisite majority.

The details of the Combined Voting Result (which includes the result of remote e-voting, e-voting 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. : FCS 10448

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
Chairman & Director

24th Annual General Meeting of the Equity Shareholders of **Nagpur Power Industries Limited** held on **Wednesday the 30th September, 2020, at 12.30 p.m.** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on account of Outbreak of COVID-19 pandemic and in accordance with the relevant circulars issued by Ministry of Corporate Affairs.

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 Industries Limited** (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and e-voting process carried out at 24th 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 remote e-voting together with the e-voting at the 24th Annual General Meeting ("AGM").

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice of the 24th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, is conducted in fair and transparent manner and submit consolidated/combined Scrutinizer's Report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited ("CDSL/Service Provider"), the authorised agency to provide remote e-voting and e-voting at the AGM, as engaged by the Company.



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 and e-voting at the AGM 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 depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM along with Annual Report of 2019-20 as under :-
 - On 06th September, 2020 by email to all the Members, who had registered their email-ids with the Company/RTA;
- The Voting rights were reckoned as on Wednesday, 23rd September, 2020, 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 Sunday, 27th September, 2020, till 5.00 p.m. on Tuesday, 29th September, 2020, 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 8th September, 2020 and in Marathi in "Mumbai Lakshadweep" newspaper dated 9th September, 2020.
- At the end of the voting period on 29th September, 2020 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- On completion of AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the CDSL e-voting platform, as prescribed in sub rule 4(xii) of the said rule 20 and downloaded the results.



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

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

Adoption of the Audited Standalone financial statements of the Company for the financial year ended 31st March, 2020 together with the Directors' Report and Auditors' Report thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with Auditors' Report thereon;

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	44	94,00,179	2	1,044	46	94,01,223	99.9995%
Dissent	1	50	Nil	Nil	1	50	0.0005%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	45	94,00,229	2	1,044	47	94,01,273	100.00%

Accordingly, out of 94,01,273 votes cast (remote e-voting and e-voting at the AGM), 94,01,223 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9995% of the total votes cast; 50 vote were cast DISSENTING to the Ordinary Resolution constituting 0.0005% of the total votes cast.

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

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

To appoint Director in place of Ms. Nidhi Salampuria (DIN: 07138654), who retires by rotation and being eligible, offers herself for re -appointment:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	42	93,99,132	2	1,044	44	94,00,176	99.9995%
Dissent	1	50	Nil	Nil	1	50	0.0005%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	43	93,99,182	2	1,044	45	94,00,226	100.00%



Accordingly, out of 94,00,226 votes cast (remote e-voting and e-voting at the AGM), 94,00,176 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9995% of the total votes cast; 50 vote were cast DISSENTING to the Ordinary Resolution constituting 0.0005% of the total votes cast.

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

* *Nidhi Salampuria and her relatives were interested in passing of the resolution and hence their voting is not considered while calculating the same.*

(c) Resolution No.3:- Ordinary Resolution-

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

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	34	20,854	2	1,044	36	21,898	99.7722%
Dissent	1	50	Nil	Nil	1	50	0.2278%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	35	20,904	2	1,044	37	21,948	100.00%

Accordingly, out of 21,948 votes cast (remote e-voting and e-voting at the AGM), 21,898 votes were cast ASSENTING to the Ordinary Resolution constituting 99.7722%% of the total votes cast; 50 vote were cast DISSENTING to the Ordinary Resolution constituting 0.2278%% of the total votes cast.

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

* *Promoters and Promoters groups, being Directors and relatives of Directors, were interested in passing of the resolution and hence their voting is not considered while calculating the same.*



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

Appointment of Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129) as a Non-Executive Director of the Company:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	43	93,99,957	2	1,044	45	94,01,001	99.9971%
Dissent	2	272	Nil	Nil	2	272	0.0029%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	45	94,00,229	2	1,044	47	94,01,273	100.00%

Accordingly, out of 94,01,273 votes cast (remote e-voting and e-voting at the AGM), 94,01,001 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9971% of the total votes cast; 272 vote were cast DISSENTING to the Ordinary Resolution constituting 0.0029% of the total votes cast.

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

(e)Resolution No.5:- Ordinary Resolution-

Appointment of Mr. Shyam Bapurao Kanbargi (DIN: 01185605) as an Independent Director of the Company:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	43	93,99,957	2	1,044	45	94,01,001	99.9971%
Dissent	2	272	Nil	Nil	2	272	0.0029%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	45	94,00,229	2	1,044	47	94,01,273	100.00%

Accordingly, out of 94,01,273 votes cast (remote e-voting and e-voting at the AGM), 94,01,001 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9971% of the total votes cast; 272 vote were cast DISSENTING to the Ordinary Resolution constituting 0.0029% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.5 is passed with requisite majority.



(f) Resolution No.6:- Special Resolution-

Re-appointment of Mr. Gautam Premnath Khandelwal (Din: 00270717) as Executive Chairman of the Company:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	33	20,632	2	1,044	35	21,676	98.7607%
Dissent	2	272	Nil	Nil	2	272	1.2393%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	35	20,904	2	1,044	37	21,948	100.00%

Accordingly, out of 21,948 votes cast (remote e-voting and e-voting at the AGM), 21,676 votes were cast ASSENTING to the Special Resolution constituting 98.7607% of the total votes cast; 272 vote were cast DISSENTING to the Special Resolution constituting 1.2393% of the total votes cast.

Thus, the Special Resolution as contained in Item No.6 is passed with requisite majority.

* Promoters and Promoters groups, being Directors and relatives of Directors, were interested in passing of the resolution and hence their voting is not considered while calculating the same.

Yours Faithfully,

For DSM & Associates
Company Secretaries

Sanam Umbargikar
CS Sanam Umbargikar
Partner

M. No.26141.

CP No.9394.

UDIN: A026141B000823366.



Date: 1st October, 2020.

Place: Mumbai.

General information about company	
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)	30-09-2020
Start time of the meeting	12:30 PM
End time of the meeting	12:58 PM

Scrutinizer Details	
Name of the Scrutinizer	Sanam Umbargikar
Firms Name	DSM And Associates
Qualification	CS
Membership Number	26141
Date of Board Meeting in which appointed	02-09-2020
Date of Issuance of Report to the company	01-10-2020

Voting results	
Record date	23-09-2020
Total number of shareholders on record date	3598
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	19
No. of resolution passed in the meeting	6
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				Adoption of the Audited Standalone financial statements of the Company for the financial year ended 31st March, 2020 together with the Directors' Report and Auditors' Report thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with Auditors' 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	7821582	98.9832	7821582	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	7821582	98.9832	7821582	0	100
Public-Institutions	E-Voting	1569893	1557743	99.2261	1557743	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1569893	1557743	99.2261	1557743	0	100
Public-Non Institutions	E-Voting	3623682	21948	0.6057	21898	50	99.7722	0.2278
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3623682	21948	0.6057	21898	50	99.7722
Total		13095507	9401273	71.7901	9401223	50	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
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 Director in place of Ms. Nidhi Salampuria (DIN: 07138654), who retires by rotation and being eligible, offers herself 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	7821582	98.9832	7821582	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	7821582	98.9832	7821582	0	100
Public- Institutions	E-Voting	1569893	1557743	99.2261	1557743	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1569893	1557743	99.2261	1557743	0	100
Public- Non Institutions	E-Voting	3623682	20901	0.5768	20851	50	99.7608	0.2392
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3623682	20901	0.5768	20851	50	99.7608
Total		13095507	9400226	71.7821	9400176	50	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
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	1569893	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1569893	0	0	0	0	0
Public- Non Institutions	E-Voting	3623682	21948	0.6057	21898	50	99.7722	0.2278
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3623682	21948	0.6057	21898	50	99.7722
Total		13095507	21948	0.1676	21898	50	99.7722	0.2278
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
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?				No				
Description of resolution considered				Appointment of Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129) as a Non-Executive Director of the Company				
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	7821582	98.9832	7821582	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	7821582	98.9832	7821582	0	100
Public-Institutions	E-Voting	1569893	1557743	99.2261	1557743	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1569893	1557743	99.2261	1557743	0	100
Public- Non Institutions	E-Voting	3623682	21948	0.6057	21676	272	98.7607	1.2393
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3623682	21948	0.6057	21676	272	98.7607
Total		13095507	9401273	71.7901	9401001	272	99.9971	0.0029
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Shyam Bapurao Kanbargi (DIN: 01185605) as an Independent Director of the Company				
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	7821582	98.9832	7821582	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7901932	7821582	98.9832	7821582	0	100
Public-Institutions	E-Voting	1569893	1557743	99.2261	1557743	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1569893	1557743	99.2261	1557743	0	100
Public- Non Institutions	E-Voting	3623682	21948	0.6057	21676	272	98.7607	1.2393
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3623682	21948	0.6057	21676	272	98.7607
Total		13095507	9401273	71.7901	9401001	272	99.9971	0.0029
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Gautam Premnath Khandelwal (Din: 00270717) as Executive Chairman of the Company				
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	1569893	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1569893	0	0	0	0	0
Public- Non Institutions	E-Voting	3623682	21948	0.6057	21676	272	98.7607	1.2393
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3623682	21948	0.6057	21676	272	98.7607
Total		13095507	21948	0.1676	21676	272	98.7607	1.2393
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

