

NAGPUR POWER AND INDUSTRIES LIMITED

CIN L40100MH1996PLC104361

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

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Date: December 23, 2023

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.
SCRIP CODE: 532362

Dear Sir/Madam,

Sub: Disclosure of Voting result for the resolutions passed at the 27th Annual General Meeting (AGM) of the Company held on December 22, 2023, as per the requirement of Regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

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.

Yours faithfully,

For **Nagpur Power and Industries Limited**

Gautam Khandelwal
Director
DIN 00270717

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

27th Annual General Meeting of the Equity Shareholders of **Nagpur Power and Industries Limited** held on **Friday the 22nd December, 2023, at 12.30 p.m.** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), for which purpose the Registered Office of the Company was deemed as venue 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 and Industries Limited** (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and e-voting process carried out at 27th Annual General Meeting held on Friday the 22nd December, 2023, through Video Conference/Other Audio Visual Means, 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 hereby submit my Combined Report on the results of the remote e-voting together with the e-voting at the 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 27th 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

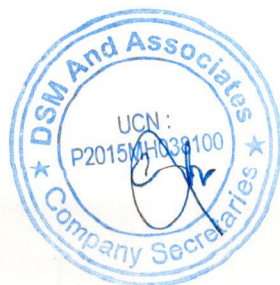




Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by Link Intime India Private Limited ("LI IPL/Service Provider"), the authorized agency to provide remote e-voting and e-voting at the AGM, as engaged by the Company.

Report on Scrutiny:

- The Company had appointed Link Intime India Private Limited as the Service Provider, through their Platform "InstaVote", 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 2022-23 as under: -
 - On 28th November, 2023 by email to all the Members, who had registered their email-ids with the Company/RTA;
- The Voting rights were reckoned as on Friday the 15th December, 2023, 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 9.30 a.m. on Tuesday the 19th December, 2023 till 5.00 p.m. on Thursday the 21st December, 2023 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 Link Intime India Private Limited.
- 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 - 21 days before the date of AGM in English in "Financial Express" newspaper dated 30th November, 2023 and in Marathi in "Pratahkal" newspaper dated 30th November, 2023.
- At the end of the voting period on 21st December, 2023 at 5.00 p.m., the remote 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 InstaVote platform of Service Provider, as prescribed in sub rule 4(xii) of the said rule 20 and downloaded the results.

Combined Results of Remote e-Voting and e-Voting at the AGM are as under:

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

Adoption of the Audited financial statements – Standalone as well as Consolidated – of the Company for the financial year ended 31st March, 2023 together with the Directors' Report and Auditors' Report thereon;

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	41	86,67,581	3	76	44	86,67,657	100.00%
Dissent	1	2	Nil	Nil	1	2	Nil
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	42	86,67,583	3	76	45	86,67,659	100.00%

Accordingly, out of 86,67,659 votes cast (remote e-voting and e-voting at the AGM), 86,67,657 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; 2 vote were cast DISSENTING to the Ordinary Resolution constituting NIL % 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	38	86,57,993	3	76	41	86,58,069	99.9013%
Dissent	4	8,553	Nil	Nil	4	8,553	0.0987%
Abstain	1	1,037	Nil	Nil	1	1,037	Nil
Total	43	86,67,583	3	76	46	86,67,659	100.00%





Accordingly, out of 86,67,659 votes cast (remote e-voting and e-voting at the AGM), 86,58,069 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9013% of the total votes cast; 8,553 vote were cast DISSENTING to the Ordinary Resolution constituting 0.0987% of the total votes cast. Whereas the 1,037 of the total votes cast, remained abstain from the voting.

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

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

To Re-appoint Mr. Gautam Khandelwal (Din No.00270717) as a Whole Time Director, designated as "Executive Chairman" of the Company.

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	31	12,27,093	3	76	34	12,27,169	99.3199%
Dissent	3	8,403	Nil	Nil	3	8,403	0.6801%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	34	12,35,496	3	76	37	12,35,572	100.00%

Accordingly, out of 12,35,572 votes cast (remote e-voting and e-voting at the AGM), 12,27,169 votes were cast ASSENTING to the Special Resolution constituting 99.3199% of the total votes cast; 8,403 vote were cast DISSENTING to the Special Resolution constituting 0.6801% of the total votes cast.

Thus, the Special 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 -

To approval material related party transactions between the Company and material subsidiary company:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	31	3,50,877	3	76	34	3,50,953	99.9991%
Dissent	2	3	Nil	Nil	2	3	0.0009%
Abstain	1	8,84,616	Nil	Nil	1	8,84,616	Nil
Total	34	12,35,496	3	76	37	12,35,572	100.00%

Accordingly, out of 3,50,956 votes cast (remote e-voting and e-voting at the AGM), 3,50,953 votes were cast ASSENTING to the Special Resolution constituting 99.9991% of the total votes cast; 3 vote were cast DISSENTING to the Special Resolution constituting 0.0009% of the total votes cast. Whereas the 8,84,616 of the total votes cast, remained abstain from the voting.

Thus, the Special Resolution as contained in Item No.4 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

UCN: P2015MH038100.

Peer Review No.2229/2022.

CS Sanam Umbargikar
Partner

M. No.F11777.

CP No.9394.

UDIN: F011777E003014128.



Date: 22nd December, 2023.

Place: Mumbai.

General information about company

Scrip code	532362
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE099E01016
Name of the company	agpur Power and Industries Limite
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-12-2023
Start time of the meeting	12:35 PM
End time of the meeting	12:54 PM

Scrutinizer Details

Name of the Scrutinizer	CS Sanam Umbargikar
Firms Name	DSM & Associates
Qualification	CS
Membership Number	F11777
Date of Board Meeting in which appointed	11-08-2023
Date of Issuance of Report to the company	22-12-2023

Voting results	
Record date	15-12-2023
Total number of shareholders on record date	4467
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	8
b) Public	29
No. of resolution passed in the meeting	
	4
Disclosure of notes on voting results	Add Notes

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements (Stand-alone & Consolidated) of the Company for the financial year ended March 31, 2023 together with the Directors' Report and 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	8017937	7432087	92.6933	7432087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8017937	7432087	92.6933	7432087	0	100.0000
Public- Institutions	E-Voting	896766	884616	98.6451	884616	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		896766	884616	98.6451	884616	0	100.0000
Public- Non Institutions	E-Voting	4180804	350880	8.3926	350878	2	99.9994	0.0006
	Poll		76	0.0018	76	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4180804	350956	8.3945	350954	2	99.9994
Total		13095507	8667659	66.1880	8667657	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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 a 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	8017937	7432087	92.6933	7432087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8017937	7432087	92.6933	7432087	0	100.0000
Public- Institutions	E-Voting	896766	884616	98.6451	884616	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		896766	884616	98.6451	884616	0	100.0000
Public- Non Institutions	E-Voting	4180804	349843	8.3678	341290	8553	97.5552	2.4448
	Poll		76	0.0018	76	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4180804	349919	8.3697	341366	8553	97.5557
Total		13095507	8666622	66.1801	8658069	8553	99.9013	0.0987
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

* this fields are optional

Details of Invalid Votes	
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?				Yes				
Description of resolution considered				To Re-Appoint Mr. Gautam Khandelwal (DIN: 00270717) As Whole-Time Director Designated 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	8017937	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8017937	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	896766	884616	98.6451	884616	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		896766	884616	98.6451	884616	0	100.0000
Public- Non Institutions	E-Voting	4180804	350880	8.3926	342477	8403	97.6052	2.3948
	Poll		76	0.0018	76	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4180804	350956	8.3945	342553	8403	97.6057
Total		13095507	1235572	9.4351	1227169	8403	99.3199	0.6801
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

* this fields are optional

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?				Yes				
Description of resolution considered				To Approve Material Related Party Transaction(s) between the Company and Material Subsidiary 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	8017937	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8017937	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	896766	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		896766	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	4180804	350880	8.3926	350877	3	99.9991	0.0009
	Poll		76	0.0018	76	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4180804	350956	8.3945	350953	3	99.9991
Total		13095507	350956	2.6800	350953	3	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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