

NAGPUR POWER & INDUSTRIES LIMITED

CIN L40100MH1996PLC104361

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

| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |

| Email: npil_investor@khandelwalindia.com | Website: www.nagpurpowerind.com |

September 15, 2014

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

Dear Sir/Madam,

Sub: Disclosure of Voting result at the 18th AGM of the Company held on September 15, 2014, as per the requirement of Clause 35A of the Equity Listing Agreement

SCRIP CODE: - 532362

At the 18th AGM of the Company held on September 15, 2014, all the items of business contained in the notice of the AGM dated August 12, 2014 were transacted and approved by the share holders with requisite majority.

The details of the Combined Voting Result (i.e. Result of e-voting together with that of the poll conducted at the AGM) are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement.

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


Ms. Nishi Salamudra
Company Secretary

Encl: A/a

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Pursuant to Clause 35A of the Listing Agreement the details of Voting Result (e-Voting Ballot Form and Poll) are as under;

Date of AGM / EGM	:	September 15, 2014
Total Number of Shareholders on record date	:	
• Book Closure date being September 09, 2014 to September 15, 2014	:	4059
• Cut-off date for ascertaining voting rights of Members i.e. August 09, 2014	:	4079
Number of Shareholders present in the meeting either in person or through proxy	:	26
• Promoters and Promoters Group	:	9
• Public	:	17
Number of Shareholders attended meeting through Video Conferencing	:	Not arranged
• Promoters and Promoters Group	:	
• Public	:	



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RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULES 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE FIFTY SIXTY ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 15, 2014

Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Modes of voting (Show of hands/ Poll/ Ballot Form/ E-voting)	Remark
1.	Adoption of the audited Financial Statements of the company for the financial year ended March 31, 2014 and the reports of the Directors and Auditors thereon	Ordinary	E-voting, Ballot Form and Poll	The resolution was passed with requisite majority
2.	Re-appointment of Mr. Arnold John Allen (DIN: 01043112) as Director, who retires by rotation	Ordinary	E-voting, Ballot Form and Poll	The resolution was passed with requisite majority.
3.	Re-appointment of Auditors M/s. M. V. Ghelani & Co. as Auditor and fixed their remuneration	Ordinary	E-voting, Ballot Form and Poll	The resolution was passed with requisite majority
4.	Appointment of Mr. Girish Bakre (DIN: 00010760) as an Independent Director	Ordinary	E-voting, Ballot Form and Poll	The resolution was passed with requisite majority
5.	Appointment of Mr. Nimis Savailal Sheth (DIN: 00482739) as an Independent Director	Ordinary	E-voting, Ballot Form and Poll	The resolution was passed with requisite majority
6.	Re-appointment of Mr. Gautam Promnath Khandelwal As Executive Chairman Of The Company	Special	E-voting, Ballot Form and Poll	The resolution was passed with requisite majority

Thanking you
Yours Faithfully

For Nagpur Power and Industries Limited

Ms. Nidhi Salampuria
Company Secretary



Agenda-wise

In case of Poll/Ballot form/ E-voting

Item No. 1. (Ordinary Resolution): To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit & Loss Statement for the year ended on that date together with the Director's Report and Auditor's Report thereon.

Promoter/Public	No. of Shares held	No. of votes polled			% of votes polled on outstanding shares $3 = \frac{(2)}{(1)}$	No of Votes in-favour	No. of Votes in - against	% of Vote in favour or votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
		E-voting and ballot form	Polled at AGM	Total Voting					
	1	2			3	4	5	6	7
Promoter and Promoter group	7901932	1640132	5641100	7281232	92.14%	7281232	0	100%	0
Public - Institutional holder	1596744	NIL	NIL	NIL	0%	NIL	0	0	0
Public - Others	3596831	848	5464	6312	0.18%	6312	0	100%	0
Total	13095507	1640980	5646564	7287544	55.65%	7287544	0	100%	0

Item No.2. (Ordinary Resolution): Re-appointment of Mr. Arnold John Allen (DIN 01043112) as Director, who retires by rotation at this Annual General Meeting.

Promoter/Public	No. of Shares held	No. of votes polled			% of votes polled on outstanding shares $3 = \frac{(2)}{(1)}$	No of Votes in-favour	No. of Votes in - against	% of Vote in favour or votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
		E-voting and ballot form	Polled at AGM	Total Voting					
	1	2			3	4	5	6	7
Promoter and Promoter group	7901932	1640132	5641100	7281232	92.14%	7281232	0	100%	0
Public - Institutional holder	1596744	NIL	NIL	NIL	0%	NIL	0	0	0
Public - Others	3596831	848	5464	6312	0.18%	6312	0	100%	0
Total	13095507	1640980	5646564	7287544	55.65%	7287544	0	100%	0

Item No. 3. (Ordinary Resolution): Re-appointment of Auditors M/s. M. V. Ghelani & Co. as Auditor and fixed their remuneration

Promoter/Public	No. of Shares held	No. of votes polled			% of votes polled on outstanding shares $3 = \frac{(2)}{(1)}$	No of Votes in-favour	No. of Votes in - against	% of Vote in favour or votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
		E-voting and ballot form	Polled at AGM	Total Voting					
	1	2			3	4	5	6	7
Promoter and Promoter group	7901932	1640132	5641100	7281232	92.14%	7281232	0	100%	0
Public - Institutional holder	1596744	NIL	NIL	NIL	0%	NIL	0	0	0
Public - Others	3596831	848	5464	6312	0.18%	6312	0	100%	0
Total	13095507	1640980	5646564	7287544	55.65%	7287544	0	100%	0



Item No. 4. (Ordinary Resolution): Appointment of Mr. Girish Bakre (DIN: 00010760) as an Independent Director

Promoter/Public	No. of Shares held	No. of votes polled			% of votes polled on outstanding shares $3 = \frac{(2)}{(1)}$	No of Votes in-favour	No. of Votes in - against	% of Vote in favour or votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
		E-voting and ballot form	Polled at AGM	Total Voting					
	1	2			3	4	5	6	7
Promoter and Promoter group	7901932	1640132	5641100	7281232	92.14%	7281232	0	100%	0
Public - Institutional holder	1596744	NIL	NIL	NIL	0%	NIL	0	0	0
Public - Others	3596831	848	5464	6312	0.18%	6312	0	100%	0
Total	13095507	1640980	5646564	7287544	55.65%	7287544	0	100%	0

Item No. 5. (Ordinary Resolution): Appointment of Mr. Nimis Savalal Sheth (DIN: 00482739) as an Independent Director

Promoter/Public	No. of Shares held	No. of votes polled			% of votes polled on outstanding shares $3 = \frac{(2)}{(1)}$	No of Votes in-favour	No. of Votes in - against	% of Vote in favour or votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
		E-voting and ballot form	Polled at AGM	Total Voting					
	1	2			3	4	5	6	7
Promoter and Promoter group	7901932	1640132	5641100	7281232	92.14%	7281232	0	100%	0
Public - Institutional holder	1596744	NIL	NIL	NIL	0%	NIL	0	0	0
Public - Others	3596831	848	5464	6312	0.18%	6312	0	100%	0
Total	13095507	1640980	5646564	7287544	55.65%	7287544	0	100%	0

Item No. 6. (Special Resolution): Re-appointment of Mr. Gautam Premnath Khandekar As Executive Chairman Of The Company

Promoter/Public	No. of Shares held	No. of votes polled			% of votes polled on outstanding shares $3 = \frac{(2)}{(1)}$	No of Votes in-favour	No. of Votes in - against	% of Vote in favour or votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
		E-voting and ballot form	Polled at AGM	Total Voting					
	1	2			3	4	5	6	7
Promoter and Promoter group	7901932	1640132	5641100	7281232	92.14%	7281232	0	100%	0
Public - Institutional holder	1596744	NIL	NIL	NIL	0%	NIL	0	0	0
Public - Others	3596831	848	5464	6312	0.18%	6312	0	100%	0
Total	13095507	1640980	5646564	7287544	55.65%	7287544	0	100%	0



Address:

B/ 201, 204, Panchvati-1, Raheja Township,
Malad (East), Mumbai – 400 097
Email Id: amishamodi2404@hotmail.com

Combined Report of Scrutinizer for E-voting, Physical (Ballot Form) & Poll

[Pursuant to Section 108/109 of the Companies Act, 2013 and Rule 20(3)(xi)/ 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
18th Annual General Meeting of the Equity Shareholders of
Nagpur Power And Industries Limited,
held on Monday, September 15, 2014 at 10 a.m. at
Orchid & Tulip, MVIRDC World Trade Centre, Centre One, 1st
Floor, Cuffe Parade, Mumbai – 05.

Dear Sir,

I, Amisha Jain, a Practicing Company Secretary having its office at B/ 201, 204, Panchvati-1, Raheja Township, Malad (East), Mumbai - 400 097, was appointed as Scrutinizer for the 18th Annual General Meeting (AGM) of the Equity Shareholders of Nagpur Power And Industries Limited ("the Company") pursuant to the provisions of Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders and has appointed me as the Scrutinizer on poll under the provisions of Section 109 of the Companies Act, 2014 read with Rule 21 of Companies (Management and Administration) Rules, 2014 in respect of the resolutions set out in the Notice dated August 12, 2014 convening the 18th Annual General Meeting of the Equity Shareholders of Nagpur Power And Industries Limited, to be held on Monday, September 15, 2014 at 10 a.m. at Orchid & Tulip, MVIRDC World Trade Centre, Centre One, 1st Floor, Cuffe Parade, Mumbai – 05.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means and physical mode on the resolutions contained in the Notice to the 18th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process, physical ballot forms and for the poll at the AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide e-voting facilities, physical ballot forms received by the Company till September 10, 2014 and Polling Papers received at the time of AGM.

At the 18th AGM of the Company held on September 15, 2014, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

I have issued separate Scrutinizer's Report dated September 12, 2014 on the e-voting and physical ballot forms and Scrutinizer's Report dated September 15, 2014 on the Poll in MGT-13.

Address:

B/ 201, 204, Panchvati-1, Raheja Township,
Malad (East), Mumbai – 400 097
Email Id: amishamodi2404@hotmail.com

The Result of e-voting, physical ballot forms together with that of the Poll is as under;

- (a) **Resolution No.1 (Ordinary Resolution): To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Statement for the year ended on that date together with Director's Report and Auditor's Report thereon**

	Number of Shares	Percentage	Result
Votes in favour of the resolution	7287544	100%	Passed by requisite Majority
Votes against the resolution	0	0	
Total	7287544	100%	

- (b) **Resolution No. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Arnold John Allen (DIN 01043112), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment**

	Number of Shares	Percentage	Result
Votes in favour of the resolution	7287544	100%	Passed by requisite Majority
Votes against the resolution	0	0	
Total	7287544	100%	

- (c) **Resolution No. 3 (Ordinary Resolution): To appoint Statutory Auditors of the Company and fix their remuneration**

	Number of Shares	Percentage	Result
Votes in favour of the resolution	7287544	100%	Passed by requisite Majority
Votes against the resolution	0	0	
Total	7287544	100%	

- (d) **Resolution No. 4 (Ordinary Resolution): Appointment of Mr. Ajay Girish Bakre (DIN: 00010760) as an Independent Director**

	Number of Shares	Percentage	Result
Votes in favour of the resolution	7287544	100%	Passed by requisite Majority
Votes against the resolution	0	0	
Total	7287544	100%	

Address:

B/ 201, 204, Panchvati-1, Raheja Township,
Malad (East), Mumbai – 400 097
Email Id: amishamodi2404@hotmail.com

- (e) **Resolution No. 5 (Ordinary Resolution): Appointment of Mr. Nimis Savailal Sheth (DIN: 00482739) as an Independent Director**

	Number of Shares	Percentage	Result
Votes in favour of the resolution	7287544	100%	Passed by requisite Majority
Votes against the resolution	0	0	
Total	7287544	100%	

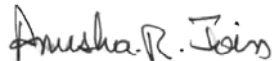
- (f) **Resolution No. 6 (Special Resolution): Re-appointment of Mr. Gautam Premnath Khandelwal As Executive Chairman Of The Company**

	Number of Shares	Percentage	Result
Votes in favour of the resolution	7287544	100%	Passed by requisite Majority
Votes against the resolution	0	0	
Total	7287544	100%	

All the resolutions as mentioned above passed under e-voting and poll with requisite majority. The Register, all other papers and relevant record, relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you.

Yours faithfully,



Amisha R. Jain
Practicing Company Secretary
CP No. 10553 (FCS 28773)

Date: September 15, 2014
Place : Mumbai