



**“Nurturing
Today,
for a
Better
Tomorrow”**



Shri N R Agarwal
(1932-2011)

Our Inspiration and Beloved Founder



**“Whenever you see a successful business,
someone once made a courageous decision”**
– Peter Drucker

NRAIL AT A GLANCE



THE COMPANY

NR Agarwal Industries Ltd (NRAIL) is a pioneer in development, manufacturer of quality finished paper products by recycling of waste paper and marketing in domestic and international markets. Established in 1993, was promoted by NRAIL Group and founded by Late Shri N R Agarwal, is headquartered in Mumbai-India, we are committed to 'Serve Paper Products Worldwide'. NRAIL has been consistently providing high quality Papers to Packaging Industries, News Papers and Business Stationery segments in different parts of the world. NRAIL had 4 manufacturing facilities in Vapi, Gujarat, till June 2014, 3 facilities manufacture Coated Duplex Boards and 1 manufactures Newsprint.

The Company embarked on an Expansion Project to manufacture Writing and Printing papers with a capacity of 90,000 tonnes per annum at Sarigam, Gujarat India at a cost of Rs 3,300 millions. The said Expansion Project was completed in July, 2014. After successful trials, the Commercial Production of the new Paper Machine commenced on July 21, 2014.

The Company has vast resources in terms of assets, technical expertise and technology, Research and Development, plants and state of the art machinery, well equipped laboratories, excellent infrastructure and utilities including water, own power generation, steam generation, communication, D.M. Plants, Effluent Treatment Plants, transportation etc. at all manufacturing locations. The Group has excellent marketing network including highly effective sales team, end users, distributors, storage facility and fast delivery capabilities.

NRAIL, essentially a 'Customer Centric Organization', always puts its valued Customers in the centre of all the decisions. As a knowledge – driven organization, a lot of emphasis is laid on new product development, quality improvement and cost cutting methods, thus providing to its clients 'Quality Products with Brilliant Results'. At NRAIL, focus is also laid on creating stakeholder value. NRAIL has a dedicated Research and Innovation Team, working day and night to achieve the organization's objectives and take the organization to far reaching heights.

WASTE.REDEFINED.

At NRAIL, we work towards conserving our Environment. Our principal source of Raw material is not forest but waste paper. We remain mindful of the huge losses suffered by the environment through deforestation.

We believe in maintaining the equilibrium of the environment and so we strive to give back to it all that we can. We plant trees, maintain strict adherence to the pollution norms, recycle water and residue.

Throughout our products, activities and services, we endeavor to minimize any adverse impact on the environment by means of pollution prevention, energy and water conservation. In this way, cost savings, increased operational efficiency and improved quality of products and services are achieved as well as a safe environment is maintained for the community as a whole.

Hence we rightly claim, "Waste.Redefined"

SO NEXT TIME YOU WANT A PRINT OUT, TAKE IT WITHOUT ANY GUILT

TEAM NRAIL

Great companies are the result of the motivated employees who act as leaders in their own spheres of work to drive the company into the future. It is they, who with their passion, initiative and teamwork, anticipate changes and lead their company towards High Goals. Perhaps, that's why, despite being four decades in the business, and a mindset that cherishes human values, we remain young, vibrant and ever alive to the challenges of today.

Clearly, the effort of our people has fuelled the success of this organization.

Effective Leadership does not happen automatically. It has to be developed and nurtured by providing a conducive work environment, opportunities to grow and sufficient resources. This constantly motivates and energizes the Company's employees, generating a never ending passion towards their work.

At NRAIL, we believe professionalism is an equal measure of competence and commitment.

Growth and wealth are often valued through monetary terms or other intangible means such as our production capacity and infrastructure. We are not only proud of our infrastructure but also of our human resource power. TEAM NRAIL is made of professionals who are diligent and thorough in their work. It is their knowledge and experience which make the optimum use of our infrastructure, thus leading to growth.

As we march forward to take on the challenges of tomorrow, it is these self-motivated individuals of NRAIL, who are leading the journey of change from the forefront.

CUSTOMER DELIGHT-OUR OBSESSION

"QUALITY IS NOT AN ACT, IT IS A HABIT", is what NRAIL thrives on.

We believe in making a difference through the quality of our wide product portfolio of Paper & Paper Boards. We have consistently used best practices, backed by Strict Quality Control (QC) regimen to ensure quality of our products. We integrate QC as an integral part of our manufacturing process and use sophisticated testing equipments to ensure adherence to Standards.

We have always aimed to move beyond the production and profitability, driven by a single growth engine- Customers. We visit our Customers on regular basis, to understand what improvements can be implemented in order to respond to the changing needs of the market places.

To us, the customer is not at the end of the Value Chain. The customer is the origin of all that we are.

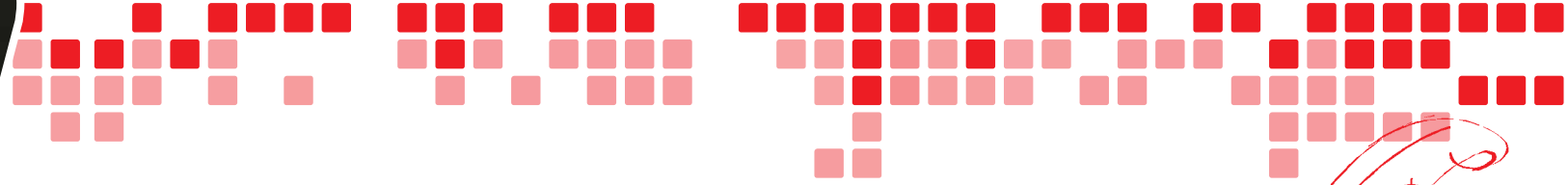
Customers today expect nothing, but the best, which is what drives us to give them, nothing, but only The Best. We believe that Excellence never comes from mere words or procedures but comes, only from an urge to strive and deliver the best every time.

At NRAIL, a Customer Centric Attitude is deeply ingrained in employees across all levels. Our people have a constant quest, of understanding our customers needs and commitment to satisfy them.

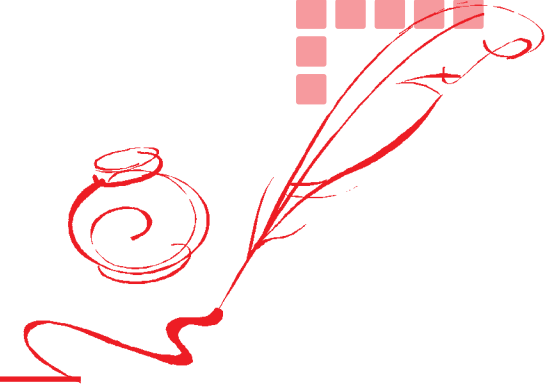
CSR IS A COMMITMENT,

NOT AN OBLIGATION





CHAIRMAN'S MESSAGE



**“EXPECT THE BEST. PREPARE FOR THE
WORST. CAPITALIZE ON WHAT COMES.”
- ZIG ZIGLAR**

Dear Shareholders,

It's my privilege to present the 22nd Annual Report of the Company for the year ended on 31st March, 2015. During the year ended 31st March, 2015 the Company has suffered loss as a result of higher interest and depreciation burden arising from commissioning of Company's new project at Sarigam, Gujarat which commenced commercial production on July 21, 2014 and is now operating consistently and delivering superior quality paper.

Paper Market conditions were at the lowest ebb throughout the year under review. Lack of demand due to weak economic conditions that prevailed during the year, unabsorbed excess capacity present in the paper industry, weak demand in overseas markets restricting the export potential and undue competition from imported grades of paper taking advantage of the “zero” import duty concession

available under the Regional Free Trade Agreements vitiated the sentiments, off-take and prices of domestic products. Consequently inventories piled up forcing the manufacturers to drop prices, resulting in huge pressure on margins. Sentiments have not yet changed and the market is likely to remain weak and subdued for most part of the year.

Paper Industry, occupies a prestigious position, among the various manufacturing enterprises globally, in view of its significant contribution to the society. Role of paper in promotion of literacy, propagation of information and knowledge, packaging commodities and commercial items of value, makes it an indispensable product. Despite predictions that the digital revolution would make paper obsolete, paper remains central to our lives. Paper is interwoven with human life in innumerable ways. Think of the hundreds of times, we touch paper, in a day. Paper is a

bio-degradable product with a benign footprint at the end of its life cycle and this adds further strength to this product, promoting its growing usage.

The Indian paper and paperboards industry has potential and also capabilities to service the growing demand in domestic and international market and also to create huge employment avenues in the rural-India, provided the competitiveness of the value chain is encouraged by the government.

Your Company's new project for the manufacture of Writing and Printing papers with a capacity of 90,000 tonnes per annum at Sarigam, Gujarat India was commenced on July 21, 2014.

I would like to gratefully acknowledge the trust and confidence reposed in us by you and more importantly for your patience in seeing us through the recent turbulent times. The Management is conscious of your increasing expectations and is gearing to fulfill the same. The continuing support and co-operation of our loyal family circle of customers, dealers, suppliers, financial institutions and partners have been valuable to Your Company's success and well-being and is much appreciated.

Thank you,

Yours sincerely,

R N Agarwal
Chairman & Managing Director

BOARD OF DIRECTORS



1
Shri R N Agarwal
(Chairman & Managing Director)

3
Smt Reena Agarwal
(Executive Director)

5
Shri P Kumar
(Independent Director)

2
Shri Raunak Agarwal
(Whole Time Director)

4
Shri S N Chaturvedi
(Independent Director)

6
Shri C R Radhakrishnan
(Independent Director)

“

WE BUILD IT TOGETHER

”

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri R N Agarwal

Shri Raunak Agarwal

Smt Reena Agarwal (w.e.f. 8/8/14)

Shri S N Chaturvedi

Shri P Kumar

Shri C R Radhakrishnan

Chairman & Managing Director

Whole Time Director

Executive Director

Independent Director

Independent Director

Independent Director

CHIEF FINANCIAL OFFICER

Shri Gopal Uchil

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Pooja Daftary

Contact Details: 022-67317547

Email id: investors@nrail.com

BANKERS

Bank of Baroda

Bank of India

IDBI Bank Limited

Standard Chartered Bank

The Saraswat Co-operative Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited

Unit No.1, Luthra Industrial Premises,

Safed Pool, Andheri Kurla Road,

Andheri (East), Mumbai - 400 072

Contact Details: 022-28515606

Email Id: investors@sharexindia.com

AUDITORS

Chaturvedi & Partners

Chartered Accountants, Mumbai

REGISTERED OFFICE

415-418, Janki Centre, 4th Floor,

29, Shah Industrial Estate,

Off Veera Desai Road,

Andheri (West), Mumbai - 400 053

Tel.: +91 22 6731 7500

Email Id: admin@nrail.com

Website: www.nrail.com

CIN

L22210MH1993PLC133365



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Proxy Form

NOTICE

NOTICE is hereby given that the Twenty-Second Annual General Meeting of the members of N R AGARWAL INDUSTRIES LIMITED will be held at GMS Community Centre Hall, Sitladevi Complex, 1st Floor, D N Road, Opp. Indian Oil Nagar on Link Road, Andheri West, Mumbai – 400 053 on Monday, September 28, 2015 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Reena Agarwal (DIN 00178743), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs Chaturvedi & Partners, Chartered Accountants, (Registration No. 307068E), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company, on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the re-appointment of Shri R N Agarwal (DIN 00176440) as the Managing Director of the Company for a period of three years with effect from August 1, 2015, liable to retire by rotation, upon the terms and conditions as detailed in the explanatory statement annexed to this notice and set out in the Agreement dated May 29, 2015 entered into between the Company and Shri R N Agarwal, which agreement, as placed before this meeting be and is hereby specifically approved with

liberty to the Board of Directors of the Company to alter, vary and modify the terms and conditions of the said appointment and/or the agreement so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendment thereto as may be agreed to between the Board and Shri R N Agarwal;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during Shri R N Agarwal's term of office as the Managing Director, the remuneration including all other benefits and perquisites excluding commission set out in the said agreement shall be payable to him as minimum remuneration subject to the limits prescribed in Schedule V of the Act;

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling and the Agreement between the Company and Shri R N Agarwal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and take such steps as may be expedient or desirable to give effect to this Resolution.”

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 70,000/- per annum plus service tax as applicable and re-imbursement of out of pocket expenses payable to Messrs N. Ritesh & Associates, Cost Accountants, (Registration No. 100675), who were appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company's Paper & Paper Boards manufacturing Units at Vapi and Sarigam, for the financial year ending March 31, 2016.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, September 21, 2015 to Monday, September 28, 2015, both days inclusive.
4. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents, Sharex Dynamic (India) Private Limited, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400072, Maharashtra in respect of their physical share folios, if any, quoting their folio numbers.
5. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 (which are still applicable as the relevant sections under Companies Act, 2013 are yet to be notified), the dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investors' and Protection Fund set up by the Central Government. Members who have so far not claimed the dividend are requested to make necessary claims with the Company as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund. The details of unpaid and unclaimed amounts lying with the Company as on September 20, 2014 has been displayed on the website of the Company (www.nrail.com).
6. Members/Proxies should bring the enclosed Attendance Slip duly filled for attending the Annual General Meeting along with their copy of Annual Report.

GREEN INITIATIVE

The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance. Recognizing the

spirit of the circular issued by the MCA, we propose to send documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report, etc to the email address provided by you with your depositories. We request you to register/ update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email address.

7. Voting through Electronic Means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members the facility of 'remote e-voting' i.e. voting by electronic means from a place other than the venue of AGM to exercise their right to vote at the Twenty-Second Annual General Meeting. The business may be transacted through the e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The e-voting instructions for members receiving an e-mail or a physical copy of this notice of Annual General Meeting are as under:

- (i) The voting period begins on Friday, September 25, 2015 at 9:00 a.m. and ends on Sunday, September 27, 2015 at 5:00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, September 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company;
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <N R Agarwal Industries Limited> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat Account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

(xix) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 21, 2015 are requested to refer the notes and instructions to the E-Voting included in the notice which is uploaded on the website of CDSL and of the Company and can cast their votes accordingly.