

25th July 2016

BSE Limited

Corporate Relationship Dept 1st Floor, New Trading Ring

Rotunda Building, P.J. Towers, Fort,

Mumbai - 400 001

Fax No.(022)22723121/2041

BSE: 504112

National Stock Exchange of India Ltd. 5th floor, Exchange Plaza, Plot No.C-1 Block "G" Bandra Kurla Complex

Bandra (East)

Mumbai - 400 051

Fax No.2659 8237/38

NSE: Nelco EQ

Dear Sirs,

Sub: Unaudited Financial Results & Limited Review Report for the Quarter ended 30th June 2016.

Please refer our letters dated 13th July 2016.

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed please find copy of the Unaudited Financial Results (Standalone and Consolidated) for the Quarter ended 30th June 2016 along with Limited Review Reports by the Auditors of the Company.

The above financial results were approved by the Board of Directors at its Meeting held today, the 25th July 2016. The meeting of the Board of Directors of the Company commenced at 12.30 p.m. and concluded at 2.30 p.m.

Thanking you,

Yours faithfully, NELCO Limited

Girish V. Kirkinde Company Secretary

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Part - I			
	nent of Consolidated unaudited financial Results for the quarter ended 30th June, 2016		Rs in Lakhs
Sr.No	Particulars	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015 (Refer Note 5)
	(Refer Notes Below)	Unaudited	Unaudited
1.	Income from Operations		
	a) Revenue from Operations (Gross)	3,518	3,407
	b) Other Operating Income	3	
	Total Income From Operations (a+b)	3,521	3,407
2.	Expenses		
	a) Cost of materials consumed	-	27
	b) Purchase of stock- in-trade	670	729
	c) Changes in Inventories of finished goods, work-in-progress and		
	stock-in-trade	80	(147
	d) Employee Benefits Expense	447	535
	e) Depreciation and amortization expense	207	213
	f) Transponder charges	728	647
	g) Other expenses	1,069	1,296
	Total Expenses	3,201	3,300
3.	Profit / (Loss) From Operations before other income, finance costs and exceptional Items (1 - 2)	320	107
4.	Other Income (refer note 6)	74	48
5.	Profit / (Loss) from ordinary activities before finance costs and exceptional Items (3 + 4)	394	155
6.	Finance cost	252	249
7.	Profit / (Loss) from ordinary activities after Finance Costs but before Exceptional Items (5 - 6)	142	(94
8.	Exceptional Items	-	-
9.	Profit / (Loss) from ordinary activities before tax (7 + 8)	142	(94
10.	Tax expense		
	a) Current Tax	7	
	b) Deferred Tax	(7)	-
11.	Net Profit/ (Loss) from ordinary activities after tax (9 - 10)	142	(94
12.	Add : Share of Profit/(Loss) of Associate	15	3
13.	Net Profit/ (Loss) after tax and share of profit /(Loss) of associate (11+12)	157	(86
14	Other Comprehensive Income	(14)	(9
15	Total Comprehensive Income (13+14)	143	(95
16	Paid up equity share capital (face value Rs.10/-)	2,282	2,282
18	Earnings Per Share Basic and Diluted (before and after extraordinary items) (of Rs. 10/-each) (not annualised)	0.69	(0.38
	See accompanying notes to the Financial Results		





Sr. No.	Particulars	3 Months ended	Corresponding
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	T di ticulais	30.06.2016	3 Months ended 30.06.2015 (Refer note 5)
		Unaudited	Unaudited
1	Segment Revenue (Gross Sales / Income from operations)		(2)
	(i) Automation & Control	365	355
	(ii) Network Systems	3,156	3,052
	Total	3,521	3,407
	Less : Inter Segment Revenue	(*)	
	Gross Sales / Income from Operations	3,521	3,407
2	Segment Results		
	(i) Automation & Control	(80)	(140
	(ii) Network Systems	655	611
	Total	575	471
	Less:		
	(i) Finance Cost	252	249
	(ii) Other un-allocable (income) /expenditure net off unallocable (income) /		
0	expenditure	181	316
	Profit/(Loss) Before Tax	142	(94
3	A. Segment Capital Employed		
	(Segment Assets-Segment Liabilities)		
	(i) Automation & Control	2,727	2,558
	(ii) Network Systems	3,304	2,591
	B. Unallocable Capital Employed (net)	(4,724)	(4,416
	Total Capital Employed	1,307	733

Notes:

The Company vide its letter dated 3rd April, 2014 had informed the Stock Exchange about the approval of the Board of Directors to restructure the operations of Company's Integrated Security & Surveillance Solutions business (ISSS business) which inter alia, includes the business of Unattended Ground Sensors (UGS) and forms part of the Automation & Control segment. As part of such restructuring, the Board of Directors of the Company at its meeting held on 28th January, 2015 accepted an offer made by The Tata Power Company Limited, for its Strategic Engineering Division to purchase the business of UGS as a going concern on a slump sale basis at a consideration of Rs. 831 Lakhs with effect from 1st October 2014. The shareholders by postal ballot on 25th June, 2015 approved the transaction. The Business Transfer Agreement (BTA) was signed on 5th August, 2015. This is subject to concluding various approvals and consents yet to be received.

The financial parameters in respect of the ordinary activities attributable to the UGS business are as follows:

Rs in Lakhs

Particulars	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015
Revenue from Operations (Gross)	133	26
Expenses	127	85
Expenses attributable	28	19
Pre-tax profit / (loss)	(22)	(78)
Current Tax		-

The transfer being effective from 1st October, 2014, the results of operation for the period after 1st October, 2014 includes a portion attributable to The Tata Power Company Limited which will be given effect to on completion of transaction.





Further, as part of restructuring, the Board of Directors of the Company at its meeting held on 18th March, 2015 accepted the offer received from a company for the transfer of Managed Services business (MS Business) forming part of Network System segment as a going concern on a slump sale basis at a consideration of Rs. 210 lakhs with effect from 1st April, 2015. The shareholders by postal ballot on 25th June, 2015 have approved the transaction. The said transaction is concluded on 31st August, 2015 after entering into definitive agreement and after obtaining various approvals as required under applicable laws. The said transaction was given effect during the quarter ended September, 2015 with effect from 1st April, 2015.

The financial parameters in respect of the ordinary activities attributable to the MS business are as follows:

Rs in Lakhs

Particulars	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015
Revenue from Operations (Gross)		97
Expenses	-	106
Expenses attributable		6
Pre-tax profit / (Loss)		(15)
Current Tax	-	-

- The Company has accumulated losses as at 30th June, 2016 which has substantially eroded the Company's net worth.

 Notwithstanding this, these unaudited financial results have been prepared on going concern basis in view of the company making profits including and since the quarter ending 30th September, 2015, the business plan and the support letter from the parent company.
- The Company adopted Indian Accounting Standard ("IND AS") from 1st April, 2016 and accordingly these unaudited standalone financial results have been prepared in accordance with the recognition and measurement principles laid down in the IND AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India. Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of IND AS 34. The impact of transition has been provided in the opening reserves as at 1st October, 2014 and all periods presented have been restated accordingly.
- The financial result for the quarter ended 30 June, 2015 has been presented based on the information compiled by the management after making the necessary adjustments to give a true and fair view of the results in accordance with IND AS. This has not been audited or reviewed by the auditors.

6 Other income includes:

Rs in Lakhs

Particulars	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015
	Unaudited	Unaudited
Interest Income (including discounting)	36	14
Liabilities / Provisions no longer required written back	15	34
Rent Income *	21	
Miscellaneous income	2	-
Total	74	48

Rs in Lakhs

Standalone Financials details	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015
	Unaudited	Unaudited
Total Income From Operations	2,298	2,259
Profit / (Loss) before tax	133	(143)
Profit / (Loss) after tax	133	(143)
Total Comprehensive Income	118	(153)





8 Reconciliation between the consolidated financial results, as previously reported (referred to as 'previous GAAP') to IND AS is as under :-

Rs in Lakhs

	NJ III LUKIIJ
Particulars	Corresponding
	3 Months ended
	30.06.2015
	Unaudited
Net Profit as per previous GAAP	(125)
Adjustments :	
Remeasurement of Defined benefit obligations recognised in Other Comprehensive Income	10
Effect of change in depreciation on account of componentisation of Property, Plant and Equipment	49
Interest income / expense on financial assets and financial liabilities	6
Provision of trade receivables based on Expected Credit Loss model	(33)
Income in respect of Associate on account of adoption of IND AS	7
Net Profit as per IND AS	(86)
Other Comprehensive Income	(9)
Total Comprehensive Income under IND AS	(95)

- 9 Due to the nature of project business, financial results for the periods are not representative of the annual results.
- The unaudited standalone financial results for the quarter ended 30th June, 2016 of the Company are available on the Company's website "www.nelco.in", Bombay Stock Exchange's website "www.bseindia.com" and National Stock Exchange's website "www.nseindia.com".
- 11 The above results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 25th July,*2016.

Mumbai 25th July, 2016 R.R. Bhinge

For Nelco Limited

Chairman



Chartered Accountants Indiabulls Finance Centre Tower 3, 27th - 32nd Floor Senapati Bapat Marg Elphinstone Road (West) Mumbai - 400 013 Maharashtra, India

Tel: +91 (022) 6185 4000 Fax: +91(022) 6185 4501/4601

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF NELCO LIMITED

- 1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **NELCO LIMITED** ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and its share of the profit of its associate for the Quarter ended June 30, 2016 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. This Statement which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
- 2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Holding Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
- 3. The Statement includes the results of 'Tatanet Services Limited', subsidiary and of 'Nelito Systems Limited', an associate.
- 4. We did not review the interim financial information of a subsidiary included in the consolidated financial results, whose interim financial results reflect total revenues of Rs.1,818 Lakhs for the Quarter ended June 30, 2016, and total profit after tax of Rs.10



Lakhs and Total comprehensive income Rs.10 lakhs for the Quarter ended June 30, 2016, as considered in the consolidated financial results. This interim financial result have been reviewed by other auditor whose report have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the other auditor.

- 5. The consolidated financial results includes the Group's share of profit after tax of Rs.15 Lakhs and Total comprehensive income of Rs.16 Lakhs for the Quarter ended June 30, 2016, as considered in the consolidated financial results, in respect of an associate, based on its interim financial information which have not been reviewed by its auditor.
- 6. Based on our review conducted as stated above and based on the consideration of the reports of the other auditors referred to in paragraph 4 above and except for the possible effects of the matter described in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 7. We have not reviewed the consolidated financial results and other financial information for the Quarter ended June 30, 2015 which have been presented solely based on the financial information compiled by the Management.
- 8. We draw attention to Note 3 to the Statement which states that the Group has accumulated losses as at June 30, 2016 and its net worth has been substantially eroded. However, the Statement have been prepared on a going concern basis in view of the Group's business plan and the support letter from the Parent company. Our opinion is not modified in respect of this matter.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W /W-100018)

Gurvinder Singh

(Partner)

(Membership No. 110128)

Place: Mumbai

Date: July 25, 2016



NELCO LIMITED REGD. OFFICE :- EL-6, TTC INDUSTRIAL AREA, MIDC, ELECTRONIC ZONE, MAHAPE, NAVI MUMBAI - 400 710, CIN: L32200MH1940PLC003164 Part-I Statement of Standalone unaudited Financial Results for the quarter ended 30th June, 2016 Rs in Lakhs Corresponding 3 Months ended 30.06.2016 3 Months ended Sr.No. **Particulars** 30.06.2015 (Refer note 5) Unaudited Unaudited (Refer Notes Below) 1. Income from Operations 2,259 2,295 a) Revenue from Operations b) Other Operating Income 2,259 2,298 Total Income From Operations (a+b) 2. Expenses 27 a) Cost of materials consumed 729 670 b) Purchase of stock-in-trade c) Changes in Inventories of finished goods, work-in-progress and stock-in-trade (147)447 535 d) Employee Benefits Expense 130 145 e) Depreciation and amortization expense 223 269 f) Sub Contracting Expenses 501 716 g) Other expenses 2,051 2,274 **Total Expenses** Profit / (Loss) From Operations before other income, finance costs and exceptional Items (1 3. 247 (15)108 82 Other Income (refer note 6) 4. Profit / (Loss) from ordinary activities before finance costs and exceptional items 355 67 5. 210 222 Finance Cost 6. Profit / (Loss) from ordinary activities after Finance Costs but before exceptional items (5 -7. 133 (143)8. **Exceptional Items** 133 (143)Profit / (Loss) from ordinary activities before tax (7 + 8) 9. 10. Tax expense a) Current Tax b) Deferred Tax (143)Net Profit/ (Loss) from ordinary activities after tax (9 - 10) 133 11. (15)(10)12 Other Comprehensive Income 118 (153)13 Total Comprehensive Income (11+12) 2,282 2,282 Paid up equity share capital (face value Rs.10/-) 14 Earnings Per Share Basic and Diluted (before and after extraordinary items) (of Rs. 10/-each) 15 0.58 (0.63)



See accompanying notes to the Financial Results



	Segment wise Revenue, Results and Capital Employed for the quarter ended 30th June, 2016			
Sr. No.	Particulars	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015 (Refer note 5)	
		Unaudited	Unaudited	
1	Segment Revenue (Gross Sales / Income from operations)			
	(i) Automation & Control	365	35	
	(ii) Network Systems	1933	1,90	
	Total	2,298	2,25	
	Less : Inter Segment Revenue	181	. A	
	Gross Sales / Income from Operations	2,298	2,25	
2	Segment Results			
	(i) Automation & Control	(80)	(14	
	(ii) Network Systems	582	49	
	Total	502	35	
	Less:	222	2:	
	(i) Finance Cost	222	۷	
	(ii) Other un-allocable (income) /expenditure net off unallocable (income) / expenditure	147	2	
	Profit/(Loss) Before Tax	133	(14	
3				
	(Segment Assets - Segment Liabilities)			
	(i) Automation & Control	2,727	2,5	
	(ii) Network Systems	1,922	1,9	
	B. Unallocable Capital Employed (net)	(4,133)	(4,18	
	Total Capital Employed	516	30	

Notes : -

1 The Company vide its letter dated 3rd April, 2014 had informed the Stock Exchange about the approval of the Board of Directors to restructure the operations of Company's Integrated Security & Surveillance Solutions business (ISSS business) which inter alia, includes the business of Unattended Ground Sensors (UGS) and forms part of the Automation & Control segment. As part of such restructuring, the Board of Directors of the Company at its meeting held on 28th January, 2015 accepted an offer made by The Tata Power Company Limited, for its Strategic Engineering Division to purchase the business of UGS as a going concern on a slump sale basis at a consideration of Rs. 831 Lakhs with effect from 1st October 2014. The shareholders by postal ballot on 25th June, 2015 approved the transaction. The Business Transfer Agreement (BTA) was signed on 5th August, 2015. This is subject to concluding various approvals and consents yet to be received.

The financial parameters in respect of the ordinary activities attributable to the UGS business are as follows:

Rs in Lakhs

3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015
133	26
127	85
28	19
(22)	(78)
	-
	30.06.2016 133 127 28

The transfer being effective from 1st October, 2014, the results of operation for the period after 1st October, 2014 includes a portion attributable to The Tata Power Company Limited which will be given effect to on completion of transaction.





Further, as part of restructuring, the Board of Directors of the Company at its meeting held on 18th March, 2015 accepted the offer received from a company for the transfer of Managed Services business (MS Business) forming part of Network System segment as a going concern on a slump sale basis at a consideration of Rs. 210 lakhs with effect from 1st April, 2015. The shareholders by postal ballot on 25th June, 2015 have approved the transaction. The said transaction is concluded on 31st August, 2015 after entering into definitive agreement and after obtaining various approvals as required under applicable laws. The said transaction was given effect during the quarter ended September, 2015 with effect from 1st April, 2015.

The financial parameters in respect of the ordinary activities attributable to the MS business are as follows

Rs in Lakhs

Particulars	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015
rai ticarars		97
Gross Sales / Income from Operations		106
Expenses		- 6
Expenses attributable		- (15
Pre-tax profit / (loss)		-
Current Tax		

An Amount of Rs 162 Lakhs is accounted as profit on sale of this business for the previous year ended 31st March, 2016. Consequent to the sale of the business, the quarterly results are not comparable.

- The Company has accumulated losses as at 30th June, 2016 which has substantially eroded the Company's net worth. Notwithstanding this, these unaudited financial results have been prepared on going concern basis in view of the company making profits including and since the quarter ending 30th September, 2015, the business plan and the support letter from the parent company.
- 4 The Company adopted Indian Accounting Standard ("IND AS") from 1st April, 2016 and accordingly these unaudited standalone financial results have been prepared in accordance with the recognition and measurement principles laid down in the IND AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India. Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of IND AS 34. The impact of transition has been provided in the opening reserves as at 1st October, 2014 and all periods presented have been restated accordingly.
- The financial result for the quarter ended 30 June, 2015 has been presented based on the information compiled by the management after making the necessary adjustments to give a true and fair view of the results in accordance with IND AS. This has not been audited or reviewed by the auditors.

Rs in Lakhs

Other income includes :- Particulars	3 Months ended 30.06.2016	Corresponding 3 Months ended 30.06.2015
	Unaudited	Unaudited
	68	46
Interest income (including discounting)	15	34
Liabilities / Provisions no longer required written back	21	
Rent Income	4	2
Miscellaneous income	108	82
Total	Installation (AAP') and IN	D AS to is as under :-

Reconciliation between the standalone financial results, as previously reported (referred to as 'previous GAAP') and IND AS to is as under:

Rs in Lakhs

•	Rs in Lakiis
Particulars	Corresponding 3 Months ended 30.06.2015 Unaudited
	(166)
Net Profit as per previous GAAP	
	10
	14
est the figure in depreciation on account of componential action of the product o	6
the continuous develope on financial assets and infalicial liabilities	(7
Provision of trade receivables based on Expected Credit Loss model	(143
Net (Loss) / Profit as per IND AS	(10
Other Comprehensive Income	(153
Total Comprehensive Income under IND AS	II -
tation of the applial re	SHITS

- Due to the nature of project business, financial results for the periods are not representative of the annual results.
- The above results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting For Nelco Limited held on 25th July, 2016.

R.R.Bhinge

Mumbai 25th July, 2016 Chairman

Chartered Accountants Indiabulls Finance Centre Tower 3, 27th - 32nd Floor Senapati Bapat Marg Elphinstone Road (West) Mumbai - 400 013 Maharashtra, India

Tel: +91 (022) 6185 4000 Fax: +91(022) 6185 4501/4601

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF NELCO LIMITED

- 1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **NELCO LIMITED** ("the Company") for the Quarter ended June 30, 2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
- 2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
- 3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



- 4. We have not reviewed the financial results and other financial information for the Quarter ended June 30, 2015 which have been presented solely based on the financial information compiled by the Management.
- 5. We draw attention to Note 3 to the Statement which states that the Company has accumulated losses as at June 30, 2016 and its net worth has been substantially eroded. However, the Statement have been prepared on a going concern basis in view of the Company's business plan and the support letter from the Parent company. Our opinion is not modified in respect of this matter.

For DELOITTE HASKINS & SELLS LLP **Chartered Accountants** (Firm's Registration No. 117366W /W-100018)

Gurvinder Singh

(Partner)

(Membership No. 110128)

Course day.

Place: Mumbai

Date: July 25, 2016