



NELCO LIMITED (A TATA Enterprise)
 CIN : L32200MH1940PLC003164
 Registered Office: EL-6, Electronics Zone, MIDC,
 Mahape, Navi Mumbai - 400 710, India.
 Tel No. : +91 22 6731 8723, 6739 9100
 Email: services@nelco.in | Website: www.nelco.in

NOTICE OF THE 80th ANNUAL GENERAL MEETING, E-VOTING AND BOOK CLOSURE

NOTICE is hereby given that the 80th Annual General Meeting ('AGM' or 'Meeting') of the Members of Nelco Limited ('the Company') will be held on Thursday, 22nd June 2023 at 11.30 a.m. (IST) via two-way Video Conferencing ('VC') facility / Other Audio-Visual Means ('OAVM') ONLY, to transact the businesses set out in the Notice of the AGM. In compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA', 'Circulars') and and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2022/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ('SEBI Circulars'), the Company has emailed the Notice of the 80th AGM along with the link to the Annual Report for FY 2022-23 on Thursday, 25th May 2023 through electronic mode, to those Members whose e-mail addresses are registered with the Company or Registrar & Transfer Agent, TSR Consultants Private Limited ('TSR') & Depositories. The requirement of sending physical copies of the Annual Report has been dispensed with. However, physical copies of the Annual Report for FY2022-23 will be sent to those Members who specifically request for the same.

The Annual Report 2022-23 of the Company, inter alia, containing the Notice and the Explanatory Statement of the 80th AGM is available on the website of the Company at <https://www.nelco.in/annual-reports/2022-23.pdf> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively. A copy of the same is also available on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.

Remote e-Voting:

In compliance with Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Section 172 issued by the Institute of Company Secretaries of India on General Meetings and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is providing to the Members the facility to exercise their right to vote at the 80th AGM by electronic means only before the proceedings of the AGM and upto fifteen minutes from the conclusion of the AGM in respect of the business to be transacted at the AGM and for this purpose, the Company has appointed NSDL for facilitating voting through electronic means.

The detailed instructions for remote e-Voting are given in the Notice of the AGM. Members are requested to note the following:

a. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	From 9.00 a.m. (IST) on Monday, 19 th June 2023
End of remote e-Voting	Upto 5.00 p.m. (IST) on Wednesday, 21 st June 2023

The remote e-Voting module shall be disabled by NSDL for voting thereafter and Members will not be allowed to vote electronically beyond the said date and time.

- b. Facility of voting through electronic system shall also be made available during the proceedings of the AGM and upto fifteen minutes from the conclusion of the AGM. Members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-Voting on the proposed resolutions, shall be able to exercise their right during the AGM.
- c. Members who have already cast their vote by remote e-Voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting prior to the AGM.
- d. The voting rights of the Members (for voting through remote e-Voting or voting during the proceedings of the AGM) shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on Thursday, 15th June 2023 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Cut-Off Date only shall be entitled to avail the facility of remote e-Voting as well as voting during the AGM.
- e. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds the shares as on the Cut-Off Date, i.e. Thursday, 15th June 2023 may obtain the login ID and password by sending a request at evoting@nsdl.com or may contact on numbers provided by NSDL: 022 - 4886 7000 and 022 - 2499 7000. Members who need assistance before or during the AGM, can contact NSDL on above contact details.

Registration of e-mail address:

Members who have not yet registered their e-mail addresses are requested to follow the process mentioned below before 5:00 p.m. (IST) on Thursday, 15th June 2023, for registering their e-mail addresses to receive the Notice of the AGM and Annual Report electronically and to receive login ID and password for remote e-Voting:

- a. Visit the link https://tcl.linkingtime.co.in/EmailReg/Email_Register.html
- b. Select the Name of the Company from dropdown.
- c. Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and E-mail id. Shareholders holding shares in physical form are required to additionally enter one of their share certificate numbers.
- d. System will send OTP on mobile no and email id.
- e. Enter OTP received on mobile no and email id.
- f. The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM and Annual Report 2022-23.

The above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by SEBI.

For permanent registration of their e-mail address, Members holding shares in demat form are requested to update the same with their Depository Participants ('DPs') and if holding shares in physical form to the Registrar.

Update of bank account details:

Members who have not updated their bank account details for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means, may follow the below instructions:

Physical Holding	Send a request letter along with the following documents to the Registrar and Transfer Agent of the Company, TSR Consultants Private Limited, so that it reaches them latest by Thursday, 15 th June 2023: a) a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received: i) Name and Branch of Bank and Bank Account type; ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; iii) 11 digit IFSC Code. b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly; c) self-attested scanned copy of the PAN Card; and d) self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
Demat Holding	Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

In case of non-availability of the bank details of any Member, the Company shall dispatch the dividend warrant / cheque/demand draft to such member, through postal or Courier services.

Mr. P. N. Parikh (FCS 327) or failing him, Mr. Mitesh Dhabilitywala (FCS 8331) of M/s. Parikh and Associates, Company Secretary has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-Voting process as well as for voting during AGM, in a fair and transparent manner.

The results of the remote e-Voting and votes cast during the AGM shall be declared not later than two working days from the conclusion of the AGM. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.nelco.in and on the website of NSDL www.evoting.nsdl.com immediately after their declaration, and communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

Book Closure and Dividend:

Notice is further given pursuant to Section 91 of the Act and the Rules framed thereunder, as amended from time to time, that the Register of Members and the Share Transfer Books of the Company shall be closed from Wednesday, 20th June 2023 to Wednesday, 14th June 2023 (both days inclusive) for the purpose of the 80th AGM and payment of dividend for the financial year 2022-23. The dividend, if declared by the Members, will be paid on and from Monday, 26th June 2023. In case the Company is unable to pay the dividend to any Member in their bank accounts through electronic or any other means, due to non-registration of bank account details by the Members, the Company shall despatch the dividend warrant / demand draft to such Members.

Place : Navi Mumbai
 Date : 25th May 2023

For Nelco Limited
 Sd/-
 Girish V. Kirkinde
 Company Secretary & Head- Legal

