

22 <sup>nd</sup> June 2021	
BSE Limited	National Stock Exchange of India Limited
Corporate Relationship Dept.	5 <sup>th</sup> Floor, Exchange Plaza, Plot No.C-1,
1 <sup>st</sup> . Floor, New Trading Ring	Block "G" Bandra Kurla Complex
Rotunda Building, P. J. Towers, Fort	Bandra (East)
<u>Mumbai – 400 001</u>	<u>Mumbai – 400 051</u>
BSE:504112	NSE: Nelco EQ

Dear Sirs,

#### Sub: Summary of Proceedings and Voting Results of the 78th Annual General Meeting

In terms of the General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its circular dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and circular dated January 15, 2021 ("SEBI Circulars"), the 78<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, 22<sup>nd</sup> June 2021 at 4.30 p.m. (IST) through two-way VC/OAVM to transact the business as stated in the Notice dated 28<sup>th</sup> April 2021, convening the AGM. All the items of business contained in the Notice of the AGM dated 28<sup>th</sup> April 2021 were transacted and passed by the Members with requisite majority. The Company also facilitated the live webcast of the proceedings.

In connection with the same, please find the following:

- a) Summary of proceedings of the AGM of the Company, as required under Regulation 30, Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), attached and marked as <u>Annexure - 1.</u>
- b) Combined voting results of the remote e-Voting together with the voting conducted during the proceedings of the AGM, in relation to the items of business transacted at the AGM, as required under Regulation 44 of the Listing Regulations, attached and marked as <u>Annexure - 2.</u>
- c) The Scrutinizer's Report dated 22<sup>nd</sup> June 2021, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexure 3**.

The AGM concluded at 5:38 p.m. (IST).

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. <u>www.nelco.in</u>

You are requested to kindly take the same on record.

Yours faithfully For Nelco Limited

Girish V Kirkinde Company Secretary & Head - Legal

Encl: As stated above

Nelco Limited, EL-6, Electronics Zone, MIDC, Mahape, Navi Mumbai - 400 710, India. Tel: +91 22 6791 8728, 6739 9100 Fax: +91 22 6791 8787 Web: <u>www.nelco.in</u> CIN No.L32200MH1940PLC003164; Email ID:-services@nelco.in

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#### Summary of Proceedings of the 78<sup>th</sup> Annual General Meeting of the Company

The 78<sup>th</sup> Annual General Meeting ('AGM') of the Members of Nelco Limited ('the Company') was held on Tuesday, 22<sup>nd</sup> June 2021 at 4.30 p.m. (IST) through two-way Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). The Company, while conducting the Meeting, adhered to the Ministry of Corporate Affairs (MCA) Circulars, Securities and Exchange Board of India (SEBI) Circular, and other social distancing norms in view of the outbreak of COVID-19 pandemic.

The Company Secretary welcomed the Members to the Meeting and briefed them on certain procedural and technical points relating to the participation at the Meeting through VC.

Mr. R.R.Bhinge, Chairman of the Company chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors of the Company attended the Meeting. The respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were also present at the AGM. The representatives of S.R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors, M/s. Bhandari & Associate, Secretarial Auditors and M/s. Parikh and Associates, Scrutinizers for the e-Voting and the voting during the proceedings of the AGM, were also present at the Meeting through VC.

With the consent of the Members, the Notice convening the Meeting and the Auditors' Report were taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications.

The Chairman then made his opening remarks with respect to the growth outlook and the operations of the Company. The Chairman also acknowledged the contribution of all the employees and other stakeholders during the year.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

Item No.	Description of Resolution	Resolution required (Ordinary/Special)
1.	Adoption of the audited financial statements for the financial year ended 31 <sup>st</sup> March, 2021 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2.	Adoption of Audited consolidated financial statements for the financial year ended 31 <sup>st</sup> March, 2021 together with the report of the Auditors thereon.	Ordinary
3.	Declaration of Dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2021.	Ordinary
4.	Re-appointment of Mr. Anand Agarwal as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.	Ordinary
5.	Reappointment of Mr. P. J. Nath as Managing Director & CEO	Special

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-Voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote eVoting. He further informed that Mr. P. N. Parikh (FCS No. 327) or failing him, Mr. Mitesh Dhabliwala (FCS No.8331) of M/s. Parikh and Associates, Company Secretaries were appointed as Scrutinizers to supervise that the remote e-Voting and the voting during the proceedings of the AGM was done in a fair and transparent manner.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations as well as the financial performance of the Company. The Chairman then responded to the questions asked and clarifications sought by the Members.

Post the Q&A session, the Chairman thanked the Members for attending and participating at the meeting. He also thanked the Directors for joining the Meeting virtually. The e-Voting facility was kept open for the next 15 minutes form the close of the AGM to enable the Members to cast their vote. The Chairman authorized the Company Secretary to carry out the voting process, accept, acknowledge, countersign the Scrutinizer's report and declare the results of the consolidated voting. He informed the Members that the consolidated voting results alongwith the Scrutinizer's Report, shall be announced within 48 hours from the conclusion of the AGM and the same would be intimated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and uploaded on the website of the Company at www.nelco.in and webisite of NSDL at www.evoting.nsdl.com.

The Scrutinizer's Report was received on Tuesday, 22<sup>nd</sup> June 2021 and, as set out therein, all the Resolutions have been passed with the requisite majority.

For Nelco Limited

Girish V Kirkinde Company Secretary & Head - Legal

Voting Results pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	22 <sup>nd</sup> June 2021
Total number of shareholders on record date for e-voting i.e. 15/06/2021	29,964
(Book closure: 09/06/2021 to 14/06/2021 both days inclusive)	
<ul> <li>No. of shareholders present in the meeting either in person or through proxy:</li> <li>Promoter and Promoter group</li> <li>Public</li> </ul>	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.
No. of shareholders attended the meeting through Video Conferencing	
<ul><li>Promoter and Promoter group</li><li>Public</li></ul>	2 68

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				Nelco Limitec	I			
Resolution Required : (Ordinary)			-	1 - To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.				
Whether promoter/ promo the agenda/resolution?	ter group are ir	iterested in				No		
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		11419090	99.9138	11419090	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		11428940						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11419090	99.9138	11419090	0	100.0000	0.0000
	E-Voting		700000	91.1777	700000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		767732						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		700000	91.1777	700000	0	100.0000	0.0000
	E-Voting		798750	7.5200	798600	150	99.9812	0.0188
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		10621728						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		798750	7.5200	798600	150	99.9812	0.0188
Total		22818400	12917840	56.6115	12917690	150	99.9988	0.0012



				Nelco Limited	I			
			2 - To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2021 together with the Report of the Auditors thereon.					
Whether promoter/ promo the agenda/resolution?	ter group are iı	nterested in				No		
Category	Mode of Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding		No. of Votes	favour on votes	% of Votes against
		shares held	polled [2]	shares	– in favour [4]	–Against [5]	polled	on votes polled
	E-Voting	[1]	<b>ل</b> کا 11419090	[3]={[2]/[1]}*100 99.9138			[6]={[4]/[2]}*100 100.0000	[7]={[5]/[2]}*100 0.0000
	Poll		0	0.0000	0	0	0.0000	
Promoter and Promoter		11428940						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11419090	99.9138	11419090	0	100.0000	0.0000
	E-Voting		700000	91.1777	700000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		767732						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		700000	91.1777	700000	0	100.0000	0.0000
	E-Voting		798750	7.5200	798640	110	99.9862	0.0138
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		10621728						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		798750	7.5200	798640	110	99.9862	0.0138
Total		22818400	12917840	56.6115	12917730	110	99.9991	0.0009



	Nelco Limited							
Resolution Required : (Ordi	nary)		3 - To declare	a dividend on Equity :	Shares for the t	financial year e	nded 31st March 202	1.
Whether promoter/ promo the agenda/resolution?	ter group are i	nterested in				No		
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		11419090		11419090		100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		11428940						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11419090	99.9138	11419090	0	100.0000	
	E-Voting		700000	91.1777	700000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		767732						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		700000	91.1777	700000	0	100.0000	0.0000
Public Non Institutions	E-Voting		798250	7.5153	798240	10	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
		10621728						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		798250	7.5153	798240	10	99.9987	0.0013
Total		22818400	12917340	56.6093	12917330	10	99.9999	0.0001



				Nelco Limited				
Resolution Required : (Ordinary)				4 - To appoint a Director in place of Mr. Anand Agarwal (DIN 06398370) who retires by rotation and being eligible, offers himself for re-appointment.				
Whether promoter/ promo the agenda/resolution?	ter group are ir	nterested in				No		
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		11419090	99.9138	11419090	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		11428940						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11419090	99.9138	11419090	0	100.0000	0.0000
	E-Voting		700000	91.1777	700000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		767732						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		700000	91.1777	700000	0	100.0000	0.0000
	E-Voting		798200	7.5148	798090	110	99.9862	0.0138
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		10621728						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		798200	7.5148	798090	110	99.9862	0.0138
Total		22818400	12917290	56.6091	12917180	110	99.9991	0.0009



	Nelco Limited							
Resolution Required : (Ordi	nary)		5 - Reappointr	nent of P.J.Nath as M	anaging Direct	or & CEO.		
Whether promoter/ promo the agenda/resolution?	ter group are ii	nterested in				No		
Category	Mode of Voting	No. of		% of Votes Polled			% of Votes in	
		No. of shares held	No. of votes polled	on outstanding shares	No. of votes – in favour	No. of Votes –Against	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
	E-Voting		11419090	99.9138	11419090	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		11428940						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11419090	99.9138	11419090	0	100.0000	0.0000
	E-Voting		700000	91.1777	700000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		767732						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		700000	91.1777	700000	0	100.0000	0.0000
	E-Voting		798200	7.5148	798025	175	99.9781	0.0219
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		10621728						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		798200	7.5148	798025	175	99.9781	0.0219
Total		22818400	12917290	56.6091	12917115	175	99.9986	0.0014



### PARIKH & ASSOCIATES COMPANY SECRETARIES

Office

111, 11<sup>th</sup> Floor, Sai-Dwar CHS Ltd Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai : 400053 Tel No 26301232 / 26301233 / 26301240 Email: <u>cs@parikhassociates.com</u> parikh.associates@rediffmail.com

To, The Chairman Nelco Limited EL-6, TTC Industrial Area, MIDC Electronics Zone, Mahape, Navi Mumbai – 400 710

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting 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 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 78<sup>th</sup> Annual General Meeting of Nelco Limited held on Tuesday, June 22, 2021 at 04.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhabliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Nelco Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 78<sup>th</sup> Annual General Meeting ("AGM") of Nelco Limited on Tuesday, June 22 ,2021 at 04.30 p.m.(IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated April 28, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021.



The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Saturday, June 19, 2021 (9:00 a.m. IST) and ended on Monday, June 21, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, June 15, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.



### **Resolution 1: Ordinary Resolution**

# To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of voted	members	Number of valid votes cast by them	% of total number of valid votes cast
Volca	139	1,29,17,690	

(ii) Voted **against** the resolution:

Number of members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
3	150	0.00

Number whose declared		Number of invalid votes cast by them
	NIL	NIL



**Resolution 2: Ordinary Resolution** 

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2021 together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of	members	Number of valid votes	% of total number of valid
voted		cast by them	votes cast
	140	1,29,17,730	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of	members	Number of valid votes	% of total number of
voted		cast by them	valid votes cast
	2	110	0.00

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



### **Resolution 3: Ordinary Resolution**

## To declare a dividend on Equity Shares for the financial year ended 31st March, 2021.

(i) Voted **in favour** of the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		140	1,29,17,330	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
1	10	0.00

Number of members whose votes were declared invalid	
NIL	NIL



### **Resolution 4: Ordinary Resolution**

# To appoint a Director in place of Mr. Anand Agarwal (DIN 06398370) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of voted	members	Number of valid votes cast by them	% of total number of valid votes cast
	137	1,29,17,180	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of voted	members	Number of valid votes cast by them	% of total number of valid votes cast
	3	110	0.00

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



### **Resolution 5: Special Resolution**

### Reappointment of Mr. P. J. Nath (DIN: 05118177) as Managing Director & CEO

(i) Voted in favour of the resolution:

Number c voted	of members	Number of valid votes cast by them	% of total number of valid votes cast
	136	1,29,17,115	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	175	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you, Yours faithfully, MITESH DHABLIWALA Mitesh Dhabliwala Parikh & Associates Practising Company Secretaries FCS: 8331 CP No.: 9511 111,11th Floor, Sai Dwar CHS Ltd Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Above Shabari Restaurant, Andheri West, Mumbai – 400053

Place: Mumbai Dated: June 22, 2021

