

22nd September 2017

BSE Limited.
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Fort,
Mumbai – 400 001

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.(022)22723121/2041

Fax No.2659 8237/38

BSE : 504112

NSE: Nelco EQ

Dear Sirs,

Sub: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceeding and details of the voting results of the 74th Annual General Meeting respectively

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 74th Annual General Meeting (AGM) of the Company held on Thursday, 21st September 2017 at 3.00 p.m. at Ebony Hotel Regenza By Tunga, Ground Floor, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400 703.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the said AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting by tablet based electronic voting system provided at the AGM The above are also being uploaded on the Company's website.

Yours faithfully

For Nelco Limited


Girish V Kirkinde
Company Secretary & Head - Legal



Encl: As stated above

Proceedings of the 74th Annual General Meeting of the Company

As per the requirement of Regulation 30, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, given below are the details of the summary of the 74th Annual General Meeting of the Company held on 21st September 2017.

Date of AGM	21 st September 2017
Total number of shareholders on record date for e-voting i.e. 14/09/2017 (Book closure: 12/09/2017 to 14/09/2017 both days inclusive)	24367
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> Promoter and Promoter group Public 	3 58
No. of shareholders attended the meeting through Video Conferencing	Not arranged

(Agenda Wise)

Item No.	Description of Resolution	Resolution required (Ordinary/ Special)	Mode of voting: Poll Ballot Paper/E-Voting	Remarks
1.	Adoption of the audited financial statements for the financial year ended 31 st March, 2017 together with the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and voting by tablet based electronic voting system.	This resolution was passed with the requisite majority.
2.	Adoption of Audited consolidated financial statements for the financial year ended 31 st March, 2017 together with the report of the Auditors thereon.	Ordinary	E-Voting and voting by tablet based electronic voting system.	This resolution was passed with the requisite majority.
3.	Re-appointment of Mr.S.Ramakrishnan as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.	Ordinary	E-Voting and voting by tablet based electronic voting system.	This resolution was passed with the requisite majority.
4.	Appointment of M/s. Price Waterhouse Chartered Accountants, LLP Statutory Auditors of the Company.	Ordinary	E-Voting and voting by tablet based electronic voting system.	This resolution was passed with the requisite majority.



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

Date of AGM	21 st September 2017
Total number of shareholders on record date for e-voting i.e. 14/09/2017 (Book closure: 12/09/2017 to 14/09/2017 both days inclusive)	24367
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> Promoter and Promoter group Public 	3 58
No. of shareholders attended the meeting through Video Conferencing	Not arranged



NELCO LIMITED											
Resolution (1)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						No					
To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]	[9]=[8]/[2]*100
1	Promoter and Promoter Group	E-Voting	11432590	11419090	99.88	11419090	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11419090	99.88	11419090	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	211500	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	0.00	0	0.00
3	Public-Others	E-Voting	11174310	3123	0.03	2671	452	85.53	14.47	0	0.00
		Poll		2486	0.02	2486	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		5609	0.05	5157	452	91.94	8.06	0	0.00
	Total	E-Voting	22818400	11422213	50.06	11421761	452	100.00	0.00	0	0.00
		Poll		2486	0.01	2486	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11424699	50.07	11424247	452	100.00	0.00	0	0.00



NELCO LIMITED											
Resolution (2)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						No					
To receive, consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended 31st March 2017 together with the Report of the Auditors thereon.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]	[9]=[(8)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	11432590	11419090	99.88	11419090	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11419090	99.88	11419090	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	211500	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	0.00	0	0.00
3	Public-Others	E-Voting	11174310	3003	0.03	2551	452	84.95	15.05	0	0.00
		Poll		2436	0.02	2436	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		5439	0.05	4987	452	91.69	8.31	0	0.00
	Total	E-Voting	22818400	11422093	50.06	11421641	452	100.00	0.00	0	0.00
		Poll		2436	0.01	2436	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11424529	50.07	11424077	452	100.00	0.00	0	0.00



NELCO LIMITED											
Resolution (3)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						No					
To appoint a Director in place of Mr. S.Ramakrishnan (DIN:00005090), who retires by rotation and is eligible for re-appointment.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	11432590	11419090	99.88	11419090	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11419090	99.88	11419090	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	211500	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	0.00	0	0.00
3	Public-Others	E-Voting	11174310	3023	0.03	2271	752	75.12	24.88	0	0.00
		Poll		2436	0.02	2436	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		5459	0.05	4707	752	86.22	13.78	0	0.00
	Total	E-Voting	22818400	11422113	50.06	11421361	752	99.99	0.01	0	0.00
		Poll		2436	0.01	2436	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11424549	50.07	11423797	752	99.99	0.01	0	0.00



NELCO LIMITED											
Resolution (4)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						No					
Appointment of Statutory Auditors and fixing their Remuneration.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	11432590	11419090	99.88	11419090	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11419090	99.88	11419090	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	211500	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	0.00	0	0.00
3	Public-Others	E-Voting	11174310	2963	0.03	2211	752	74.62	25.38	0	0.00
		Poll		2436	0.02	2436	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		5399	0.05	4647	752	86.07	13.93	0	0.00
	Total	E-Voting	22818400	11422053	50.06	11421301	752	99.99	0.01	0	0.00
		Poll		2436	0.01	2436	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		11424489	50.07	11423737	752	99.99	0.01	0	0.00



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :

111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
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 and voting through electronic voting system at the 74th Annual General Meeting of Nelco Limited held at Ebony, Hotel Regenza By Tunga, Ground Floor, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703 on Thursday, September 21st, 2017 at 3.00 p.m.

I, Mitesh Dhabliwala, of M/s. Parikh & Associates, Practicing 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 e-voting process in respect of the below mentioned resolutions proposed at the 74th Annual General Meeting ("AGM") of Nelco Limited held on Thursday, 21st September, 2017 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 21, 2017.

The Notice dated July 24, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

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

The Company had also provided voting through electronic voting system to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Certified True Copy
NELCO LIMITED

[Signature]
Grish V. Kirkinde
Company Secretary &
Head - Legal



The shareholders of the Company holding shares as on the "cut-off" date of Thursday, September 14, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, September 18, 2017 (9.00 a.m.) and ended on Wednesday, September 20, 2017 (5.00 p.m.) (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered 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 and the voting through electronic voting system at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the meeting 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 and voting through electronic voting system at 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, 2017, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	1,14,24,247	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	452	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	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, 2017, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
51	1,14,24,077	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	452	0.00

(iii) Invalid votes:

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



Resolution 3: Ordinary Resolution

Appointment of a Director in place of Mr. S. Ramakrishnan (DIN: 00005090), who retires by rotation and is eligible for re-appointment.

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

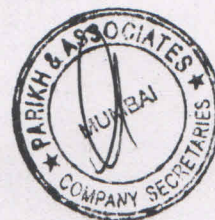
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
50	1,14,23,797	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	752	0.01

(iii) **Invalid** votes:

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



Resolution 4: Ordinary Resolution**Appointment of Statutory Auditors and fixing their Remuneration.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
49	1,14,23,737	99.99

(ii) Voted against the resolution:

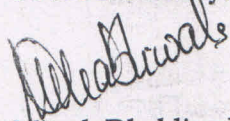
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	752	0.01

(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
 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: September 21, 2017