

24th July 2019

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

BSE : 504112

NSE: Nelco EQ

Dear Sirs,

Sub: Proceeding and details of the voting results of the 76th Annual General Meeting

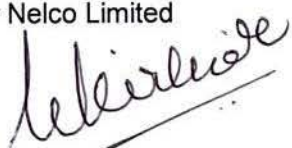
- a) Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the summary of the proceedings of the 76th Annual General Meeting (AGM) of the Company held on Wednesday, 24th July 2019 at 3.30 p.m. at Ebony Hotel Regenza By Tunga, Ground Floor, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400 703. All the items of business contained in the Notice of the AGM dated 27th April 2019, were transacted and passed by the Members with requisite majority.
- b) Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details in the prescribed format, regarding the combined voting results of the remote e-voting together with the voting conducted at the AGM venue, in relation to the items of business transacted at the AGM.
- c) We are also submitting the consolidated report dated 24th July 2019 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 www.nelco.in

Please take the above on record.

Yours faithfully

For Nelco Limited



Girish V Kirkinde
Company Secretary & Head - Legal

Encl: As stated above

Summary of the proceedings of the 76th Annual General Meeting of the Company

The 76th Annual General Meeting (AGM) of the Company was held on Wednesday, 24th July 2019 at 3.30 p.m. (IST) at Ebony Hotel Regenza By Tunga, Ground Floor, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400 703.

Mr. R.R.Bhinge, Chairman of the Company chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company attended the Meeting. With the consent of the Members, the Notice convening the Meeting and the Auditors' Report were taken as read.

The Chairman then made his opening remarks with respect to the industry scenario, growth outlook and the operations of the Company.

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)	Mode of voting: Poll Ballot Paper/E-Voting	Remarks
1.	Adoption of the audited financial statements for the financial year ended 31 st March, 2019 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, 2019 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.	Declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2019.	Ordinary	E-Voting and voting by tablet based electronic voting system.	This resolution was passed with the requisite majority.
4.	Re-appointment of Mr. R.R.Bhinge 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.
5.	Appointment of Mr. Rahul Shah as a Director.	Ordinary	E-Voting and voting by tablet based electronic voting system.	This resolution was passed with the requisite majority.

The Chairman informed the Members that Mr. P. N. Parikh (FCS No. 327) or failing him, Mr. Mitesh Dhaliwala (FCS No.8331) of M/s. Parikh and Associates, Company Secretaries had been appointed as Scrutinizers to supervise that the remote e-voting and the voting at the AGM venue was done in a fair and transparent manner.



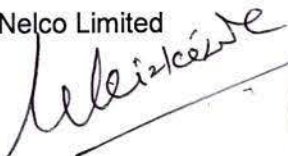
The Chairman also informed that the facility of electronic voting was available at the venue of the meeting for the Members who had earlier not exercised their vote through remote e-voting.

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. The Chairman concluded by authorizing the Company Secretary to carry out the voting process and declare the results of the consolidated voting. He informed the Members that the consolidated voting results would be made available on the website of the Company viz. www.nelco.in and the website of National Securities Depository Limited viz. www.evoting.nsdl.com. within 48 hours of the conclusion of the meeting.

The Scrutinizer's Report was received on Wednesday, 24th July 2019 and, as set out therein, all the Resolutions have been passed with the requisite majority.

For Nelco Limited

A handwritten signature in dark ink, appearing to read "Girish V Kirkinde", written over a horizontal line.

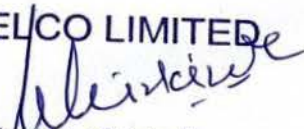
Girish V Kirkinde
Company Secretary & Head - Legal

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

Date of AGM	24 th July 2019
Total number of shareholders on record date for e-voting i.e. 17/07/2019 (Book closure: 17/07/2019 to 24/07/2019 both days inclusive)	22,516
No. of shareholders present in the meeting either in person or through proxy: - Promoter and Promoter group - Public	0 81
No. of shareholders attended the meeting through Video Conferencing (VC) - Promoter and Promoter group - Public	No arrangement was made for VC

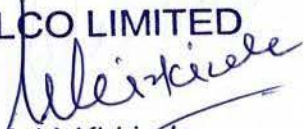


NELCO LIMITED									
Resolution (1)									
Resolution required: (Ordinary / Special)							ORDINARY		
Whether promoter/ promoter group are interested in the agenda/resolution?									
To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors									
	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
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	11429290	11419090	99.91	11419090	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11419090	99.91	11419090	0	100.00	0.00
2	Public - Institutional holders	E-Voting	620530	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting	10768580	15580	0.14	15578	2	99.99	0.01
		Poll		104667	0.97	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		120247	1.12	120245	2	100.00	0.00
	Total	E-Voting	22818400	11434670	50.11	11434668	2	100.00	0.00
		Poll		104667	0.46	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11539337	50.57	11539335	2	100.00	0.00

NELCO LIMITED

 Girish V. Kirkinde
 Company Secretary &
 Head - Legal



NELCO LIMITED									
Resolution (2)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?									
To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2019 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 [3]=[(2) / (1)] *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4) / (2)] *100	% of Votes against on votes polled [7]=[(5) / (2)] *100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	11429290	11419090	99.91	11419090	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11419090	99.91	11419090	0	100.00	0.00
2	Public - Institutional holders	E-Voting	620530	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting	10768580	15580	0.14	15578	2	99.99	0.01
		Poll		104667	0.97	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		120247	1.12	120245	2	100.00	0.00
	Total	E-Voting	22818400	11434670	50.11	11434668	2	100.00	0.00
		Poll		104667	0.46	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11539337	50.57	11539335	2	100.00	0.00

NELCO LIMITED

 Girish V. Kirkinde
 Company Secretary &
 Head - Legal



NELCO LIMITED									
Resolution (3)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?									
To declare a dividend on Equity Shares for the financial year ended 31st March 2019.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)]*100	% of Votes against on votes polled [7]=[5]/(2)]*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	11429290	11419090	99.91	11419090	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11419090	99.91	11419090	0	100.00	0.00
2	Public - Institutional holders	E-Voting	620530	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting	10768580	15580	0.14	15578	2	99.99	0.01
		Poll		104667	0.97	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		120247	1.12	120245	2	100.00	0.00
Total		E-Voting	22818400	11434670	50.11	11434668	2	100.00	0.00
		Poll		104667	0.46	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11539337	50.57	11539335	2	100.00	0.00

NELCO LIMITED

 Girish V. Kirkinde
 Company Secretary &
 Head - Legal



NELCO LIMITED									
Resolution (4)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?									
To appoint a Director in place of Mr. R.R. Bhinge (DIN 00036557) who retires by rotation and, being eligible, offers himself 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
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	11429290	11419090	99.91	11419090	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11419090	99.91	11419090	0	100.00	0.00
2	Public - Institutional holders	E-Voting	620530	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting	10768580	15580	0.14	15578	2	99.99	0.01
		Poll		104667	0.97	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		120247	1.12	120245	2	100.00	0.00
	Total	E-Voting	22818400	11434670	50.11	11434668	2	100.00	0.00
		Poll		104667	0.46	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11539337	50.57	11539335	2	100.00	0.00

NELCO LIMITED

 Girish V. Kirkinde
 Company Secretary &
 Head - Legal



NELCO LIMITED									
Resolution (5)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?									
Appointment of Mr. Rahul Shah as a Director.									
	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
			[1]	[2]	[3]=([2]/(1))*100	[4]	[5]	[6]=([4]/(2))*100	[7]=([5]/(2))*100
1	Promoter and Promoter Group	E-Voting	11429290	11419090	99.91	11419090	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11419090	99.91	11419090	0	100.00	0.00
2	Public - Institutional holders	E-Voting	620530	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting	10768580	15580	0.14	15578	2	99.99	0.01
		Poll		104667	0.97	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		120247	1.12	120245	2	100.00	0.00
	Total	E-Voting	22818400	11434670	50.11	11434668	2	100.00	0.00
		Poll		104667	0.46	104667	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		11539337	50.57	11539335	2	100.00	0.00

NELCO LIMITED

Grish V. Kirkinde
 Grish V. Kirkinde
 Company Secretary &
 Head - Legal



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 Electronic Zone, Mahape,
Navi Mumbai - 400710

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 by tablet based voting system at the 76th Annual General Meeting of Nelco Limited held on Wednesday, July 24, 2019 at 3.30 p.m. at Ebony, Hotel Regenza By Tunga, Ground Floor, Plot No.37, Sector 30-A, Vashi, Navi Mumbai - 400 703.

I, Mitesh Dhabliwala, of Parikh & Associates, Practicing Company Secretaries, was 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-voting process in respect of the below mentioned resolutions proposed at the 76th Annual General Meeting (AGM) of Nelco Limited held on Wednesday, July 24, 2019 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 24, 2019.

The Notice dated April 27, 2019 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 proposed 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 facility to the shareholders present at the AGM and who had not cast their vote earlier through tablet based voting facility. The shareholders of the company holding shares as on the "cut-off" date of July 17, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on July 21, 2019 at 09:00 a.m. (IST) and ended on July 23, 2019 at 05:00 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 at the meeting was generated in my presence and the same 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 and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting by tablet based voting system at the AGM.

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 conducted by tablet based voting system at the venue of 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 by tablet based voting system at the venue of 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 by tablet based 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, 2019 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
73	1,15,39,335	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
2	2	0.00

(iii) Invalid votes:

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



Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2019 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
73	1,15,39,335	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
2	2	0.00

(iii) Invalid votes:

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



Resolution 3: Ordinary Resolution

To declare a dividend on Equity Shares for the financial year ended 31st March, 2019.

(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
73	1,15,39,335	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
2	2	0.00

(iii) Invalid votes:

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



Resolution 4: Ordinary Resolution

To appoint a Director in place of Mr. R.R. Bhinge (DIN: 00036557) who retires by rotation and, being eligible, offers himself 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
73	1,15,39,335	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
2	2	0.00

(iii) Invalid votes:

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



Resolution 5: Ordinary Resolution

Appointment of Mr. Rahul Shah (DIN: 03392443) as a Director.

(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
73	1,15,39,335	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
2	2	0.00

(iii) Invalid votes:

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

Thanking you,

Yours faithfully,

Mitesh Dhaliwala

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: Navi Mumbai

Dated: July 24, 2019



NELCO LIMITED

 Girish V. Kirkinde
 Company Secretary &
 Head - Legal