nelco

26th 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: 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 73rd 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 73rd Annual General Meeting (AGM) of the Company held on Monday , July 25, 2016 at 3.00 p.m. at 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

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: www.nelco.in
CIN No. L32200MH1940PLC003164

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A TATA Enterprise

nelco

**Proceedings of the 73rd 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 73nd Annual General Meeting of the Company held on 25th July 2016.

| | |
|---|---|
| Date of AGM | 25th July 2016 |
| Total number of shareholders on record date for e-voting i.e. 18/07/2016<br><br>(Book closure:12/07/2016 to 14/07/2016 both days inclusive) | 24,056 |
| No.of shareholders present in the meeting either in person or through proxy:<br>• Promoter and Promoter group<br>• Public | <br><br>3<br>53 |
| 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 statement for the financial year ended 31st March, 2016 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 statement for the financial year ended 31st March, 2016 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.R.R.Bhinge as a Director, who is liable to retire by rotation and, being eligible, offers herself 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. Deloitte Haskins & Sells 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. |
| 5. | Ratification of payment of remuneration to Cost Auditors for Financial year ended 31st March, 2016 | Ordinary | E-Voting and voting by tablet based electronic voting system. | This resolution was passed with the requisite majority. |
| 6. | Ratification of payment of remuneration to Cost Auditors for Financial year 2016-17 | Ordinary | E-Voting and voting by tablet based electronic voting system. | This resolution was passed with the requisite majority. |

NELCO LIMITED NAVI MUMBAI

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: www.nelco.in
CIN No. L32200MH1940PLC003164

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A TATA Enterprise

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

| | |
|---|---|
| Date of AGM | 25th July 2016 |
| Total number of shareholders on record date for e-voting i.e. 18/07/2016<br><br>(Book closure:12/07/2016 to 14/07/2016 both days inclusive) | 24,056 |
| No.of shareholders present in the meeting either in person or through proxy:<br>• Promoter and Promoter group<br>• Public | <br><br>3<br>53 |
| No. of shareholders attended the meeting through Video Conferencing | Not arranged |

NELCO LIMITED NAVI MUMBAI

Nelco Limited, EL-6, Electronics Zone, MIDC, Mahape,
Navi Mumbai - 400 710, India. Tel: +91 22 6791 8700, 6792 2100
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CIN No. L32200MH1940PLC003164

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**NELCO LIMITED**

**To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**
**Resolution No 1**

| | Promoter/Public | Mode of Voting | Total No of A/Cs | 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 | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| | | Poll | 7 | 11432590 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | E-Voting | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 3 | Public-Others | E-Voting | 24029 | 11211319 | 1494 | 0.01 | 1494 | 0 | 100.00 | 0.00 |
| | | Poll | 24029 | 11211319 | 2661 | 0.02 | 2659 | 2 | 99.92 | 0.08 |
| | | Total | 24029 | 11211319 | 4155 | 0.04 | 4153 | 2 | 99.95 | 0.05 |
| | Total | E-Voting | 24056 | 22818400 | 11420584 | 50.05 | 11420584 | 0 | 100.00 | 0.00 |
| | | Poll | 24056 | 22818400 | 2661 | 0.01 | 2659 | 2 | 99.92 | 0.08 |
| | | **Total** | **24056** | **22818400** | **11423245** | **50.06** | **11423243** | **2** | **100.00** | **0.00** |

NELCO LIMITED NAVI MUMBAI

TSR DARASHAW LTD.

**Category = <All>**
**Sr.No Range = 0 to 24**

**NELCO LIMITED**

**To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31st March 2016 together with the Report of the Auditors thereon.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**
**Resolution No 2**

| | Promoter/Public | Mode of Voting | Total No of A/Cs | 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 | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| | | Poll | 7 | 11432590 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | E-Voting | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 3 | Public-Others | E-Voting | 24029 | 11211319 | 1494 | 0.01 | 1494 | 0 | 100.00 | 0.00 |
| | | Poll | 24029 | 11211319 | 2661 | 0.02 | 2659 | 2 | 99.92 | 0.08 |
| | | Total | 24029 | 11211319 | 4155 | 0.04 | 4153 | 2 | 99.95 | 0.05 |
| | Total | E-Voting | 24056 | 22818400 | 11420584 | 50.05 | 11420584 | 0 | 100.00 | 0.00 |
| | | Poll | 24056 | 22818400 | 2661 | 0.01 | 2659 | 2 | 99.92 | 0.08 |
| | | **Total** | **24056** | **22818400** | **11423245** | **50.06** | **11423243** | **2** | **100.00** | **0.00** |

NELCO LIMITED NAVI MUMBAI

TSR DARASHAW LTD.

**Category = <All>**
**Sr.No Range = 0 to 24**

**NELCO LIMITED**

**To appoint a Director in place of Mr. R.R.Bhinge (DIN:00036557), who retires by rotation and is eligible for re-appointment.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**
**Resolution No 3**

| | Promoter/Public | Mode of Voting | Total No of A/Cs | 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 | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| | | Poll | 7 | 11432590 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | E-Voting | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 3 | Public-Others | E-Voting | 24029 | 11211319 | 1394 | 0.01 | 985 | 409 | 70.66 | 29.34 |
| | | Poll | 24029 | 11211319 | 2661 | 0.02 | 2659 | 2 | 99.92 | 0.08 |
| | | Total | 24029 | 11211319 | 4055 | 0.04 | 3644 | 411 | 89.86 | 10.14 |
| | Total | E-Voting | 24056 | 22818400 | 11420484 | 50.05 | 11420075 | 409 | 100.00 | 0.00 |
| | | Poll | 24056 | 22818400 | 2661 | 0.01 | 2659 | 2 | 99.92 | 0.08 |
| | | **Total** | **24056** | **22818400** | **11423145** | **50.06** | **11422734** | **411** | **100.00** | **0.00** |

NELCO LIMITED NAVI MUMBAI

Category = <All>
Sr.No Range = 0 to 24

TSR DARASHAW LTD.

**NELCO LIMITED**

**Ratification of appointment of Statutory Auditors and fixing their Remuneration.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**
**Resolution No 4**

| | Promoter/Public | Mode of Voting | Total No of A/Cs | 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 | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| | | Poll | 7 | 11432590 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | E-Voting | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 3 | Public-Others | E-Voting | 24029 | 11211319 | 1494 | 0.01 | 1105 | 389 | 73.96 | 26.04 |
| | | Poll | 24029 | 11211319 | 2661 | 0.02 | 2659 | 2 | 99.92 | 0.08 |
| | | Total | 24029 | 11211319 | 4155 | 0.04 | 3764 | 391 | 90.59 | 9.41 |
| | Total | E-Voting | 24056 | 22818400 | 11420584 | 50.05 | 11420195 | 389 | 100.00 | 0.00 |
| | | Poll | 24056 | 22818400 | 2661 | 0.01 | 2659 | 2 | 99.92 | 0.08 |
| | | **Total** | **24056** | **22818400** | **11423245** | **50.06** | **11422854** | **391** | **100.00** | **0.00** |

NELCO LIMITED NAVI MUMBAI

Category = <All>
Sr.No Range = 0 to 24

TSR DARASHAW LTD.

**NELCO LIMITED**

**Ratification of Cost Auditors' Remuneration for the year ended 31st March 2016.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**
**Resolution No 5**

| | Promoter/Public | Mode of Voting | Total No of A/Cs | 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 | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| | | Poll | 7 | 11432590 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | E-Voting | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 3 | Public-Others | E-Voting | 24029 | 11211319 | 1494 | 0.01 | 1194 | 300 | 79.92 | 20.08 |
| | | Poll | 24029 | 11211319 | 2661 | 0.02 | 2659 | 2 | 99.92 | 0.08 |
| | | Total | 24029 | 11211319 | 4155 | 0.04 | 3853 | 302 | 92.73 | 7.27 |
| | Total | E-Voting | 24056 | 22818400 | 11420584 | 50.05 | 11420284 | 300 | 100.00 | 0.00 |
| | | Poll | 24056 | 22818400 | 2661 | 0.01 | 2659 | 2 | 99.92 | 0.08 |
| | | **Total** | **24056** | **22818400** | **11423245** | **50.06** | **11422943** | **302** | **100.00** | **0.00** |

NELCO LIMITED NAVI MUMBAI

TSR DARASHAW LTD.

**Category = <All>**
**Sr.No Range = 0 to 24**

**NELCO LIMITED**

**Ratification of Cost Auditors' Remuneration for FY-2016-17.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**
**Resolution No 6**

| | Promoter/Public | Mode of Voting | Total No of A/Cs | 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 | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| | | Poll | 7 | 11432590 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 7 | 11432590 | 11419090 | 99.88 | 11419090 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | E-Voting | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | 20 | 174491 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 3 | Public-Others | E-Voting | 24029 | 11211319 | 1494 | 0.01 | 1194 | 300 | 79.92 | 20.08 |
| | | Poll | 24029 | 11211319 | 2661 | 0.02 | 2659 | 2 | 99.92 | 0.08 |
| | | Total | 24029 | 11211319 | 4155 | 0.04 | 3853 | 302 | 92.73 | 7.27 |
| | Total | E-Voting | 24056 | 22818400 | 11420584 | 50.05 | 11420284 | 300 | 100.00 | 0.00 |
| | | Poll | 24056 | 22818400 | 2661 | 0.01 | 2659 | 2 | 99.92 | 0.08 |
| | | **Total** | **24056** | **22818400** | **11423245** | **50.06** | **11422943** | **302** | **100.00** | **0.00** |

NELCO LIMITED NAVI MUMBAI

SR DARASHAW LTD.

**Category = <All>**
**Sr.No Range = 0 to 24**

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,
Chairman
Nelco Limited
EL-6, TTC Industrial Area,
MIDC Electronic Zone, Mahape,
NaviMumbai - 400710

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on 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 electronic voting system at theAnnual General Meeting of Nelco Limited held on Monday, July 25, 2016 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 passed at the 73rdAnnual General Meeting (AGM) of Nelco Limited held on Monday, July 25, 2016 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July25, 2016.

The Notice dated May 31, 2016 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 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 e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of July 18, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for e-voting commenced on Friday, July 22, 2016 at 09:00 a.m. (IST) and ended on Sunday, July 24, 2016 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

Certified True Copy
Nelco Limited
Girish V. Kirkinde
Company Secretary

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 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 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 electronic voting systemat the AGM.

I now submit my consolidated Report as under on the result of the e-voting and voting by tablet based electronic voting systemat the AGMin respect of the said Resolutions.

**Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, togetherwith 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 |
|---|---|---|
| 44 | 1,14,23,243 | 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 | NIL |

NELCO LIMITED NAVI MUMBAI

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 2: Ordinary Resolution**

**To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, 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 |
|---|---|---|
| 44 | 1,14,23,243 | 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 | NIL |

**Resolution 3: Ordinary Resolution**

**To appoint a Directorin place of Mr. R.R.Bhinge (DIN 00036557), 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 |
|---|---|---|
| 40 | 1,14,22,734 | 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 |
|---|---|---|
| 5 | 411 | 0.00 |

(iii) **Invalid** votes:

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

NELCO LIMITED NAVI MUMBAI

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 4: Ordinary Resolution**

**Ratification of 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 |
|---|---|---|
| 42 | 1,14,22,854 | 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 | 391 | 0.00 |

(iii) **Invalid** votes:

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

NELCO LIMITED NAVI MUMBAI

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 5: **Ordinary Resolution**

**Ratification of Cost Auditors' Remuneration for the Financial year ended 31st March 2016.**

(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 |
|---|---|---|
| 43 | 1,14,22,943 | 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 |
|---|---|---|
| 3 | 302 | 0.00 |

(iii) **Invalid** votes:

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

NELCO LIMITED NAVI MUMBAI

SANKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 6: Ordinary Resolution**

**Ratification of Cost Auditors' Remuneration for F Y – 2016-17.**

(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 |
|---|---|---|
| 43 | 1,14,22,943 | 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 |
|---|---|---|
| 3 | 302 | 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
**Parikh & Associates**
**Practising Company Secretaries**
FCS: 8331 CPNo.: 9511
111,11th Floor, SaiDwar CHS Ltd
Sab TV Lane, Opp.LaxmiIndl. Estate,
Off Link Road, Above ShabariRestaurant,
Andheri West, Mumbai – 400053

Certified True Copy
Neldo Limited

Girish V. Kirkinde
Company Secretary

Place: Mumbai
Dated:July 25, 2016