

23rd February, 2018

To,

Corporate Service Dept. Bombay Stock Exchange Limited Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Script code: 532722	✓ The Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051. Script code: NITCO
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Ref.: - BSE Code: 532722; NSE Code: NITCO; ISIN: INE858F01012

Sub: Disclosure of Voting Results of the Extra-Ordinary General Meeting of the Company held on 22nd February, 2018, pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

At the Extra-Ordinary General Meeting (AGM) of NITCO Limited held on 22nd February, 2018, all the items of business contained in the Notice of the AGM dated 28th January, 2018, were transacted and approved by the shareholders with requisite majority.

The details of the Combined Voting Results (i.e. Results of the E-Voting together with that of the poll conducted at the AGM) are enclosed in the format prescribed by the Board.

Further, the Report of the Scrutinizer on the Combined Voting Results is attached herewith for your records.

Thanking You,

Yours Faithfully,
For **NITCO Limited**


Puneet Motwani
Company Secretary & Compliance Officer



DISCLOSURE OF VOTING RESULTS

DATE OF AGM: 22nd February, 2018

TOTAL NO. OF SHAREHOLDERS ON RECORD DATE: 15,345
(Book Closure Date Being 15th February, 2018 To 22nd February, 2018)

PARTICULARS	PROMOTERS PROMOTERS GROUP	AND	PUBLIC
No. of Shareholders present in the Meeting either in Person or through Proxy	10		52
No. of Shareholders attended the Meeting through video conferencing	NIL		NIL

Details of Agenda:

Mode of voting for all the Resolutions was:

1. E-Voting conducted between 19th February, 2018 (9:00 AM) to 21st February, 2018 (5:00 PM)
2. Poll conducted at the Meeting

Resolutions: As under -



1. Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	38040306	38036064	99.9888	38036064	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38036064	99.9888	38036064	0	100.0000	0.0000
Public Institutions	E-Voting	1245982	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	15413050	516315	3.3499	516214	101	99.9804	0.0196
	Poll		469515	3.0462	469515	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		985830	6.3961	985729	101	99.9898	0.0102
Total		54699338	39021894	71.3389	39021793	101	99.9997	0.0003



2. Approval for offer and Issue of Equity Shares of the Company of face value Rs. 10/- each on Preferential Basis.

Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting		38036064	99.9888	38036064	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	38040306	0	0.0000	0	0	0.0000	0.0000
	Total		38036064	99.9888	38036064	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1245982	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		516315	3.3499	516214	101	99.9804	0.0196
	Poll		469515	3.0462	469515	0	100.0000	0.0000
	Postal Ballot	15413050	0	0.0000	0	0	0.0000	0.0000
	Total		985830	6.3961	985729	101	99.9898	0.0102
Total		54699338	39021894	71.3389	39021793	101	99.9997	0.0003



3. To issue Warrants convertible into equity shares on preferential basis.

Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	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
Promoter and Promoter Group		[1]	[2]	[3]={2}/[1]*100	[4]	[5]	[6]={4}/[2]*100	[7]={5}/[2]*100
	E-Voting		38036064	99.9888	38036064	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	38040306	0	0.0000	0	0	0.0000	0.0000
	Total		38036064	99.9888	38036064	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1245982	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
			0	0.0000				
Public Non Institutions	E-Voting		516315	3.3499	516214	101	99.9804	0.0196
	Poll	15413050	469515	3.0462	469515	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		985830	6.3961	985729	101	99.9898	0.0102
			54699338	39021894	71.3389	39021793	101	99.9997



4. Conversion of Debt into Equity shares of the company as a part of Restructuring.

Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting		38036064	99.9888	38036064	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	38040306	0	0.0000	0	0	0.0000	0.0000
	Total		38036064	99.9888	38036064	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1245982	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		516315	3.3499	516214	101	99.9804	0.0196
	Poll		469515	3.0462	469515	0	100.0000	0.0000
	Postal Ballot	15413050	0	0.0000	0	0	0.0000	0.0000
	Total		985830	6.3961	985729	101	99.9898	0.0102
Total		54699338	39021894	71.3389	39021793	101	99.9997	0.0003



5. Conversion of Debt into Preference shares of the company as a part of Restructuring.

Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting		38036064	99.9888	38036064	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	38040306	0	0.0000	0	0	0.0000	0.0000
	Total		38036064	99.9888	38036064	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1245982	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		516315	3.3499	516214	101	99.9804	0.0196
	Poll		469515	3.0462	469515	0	100.0000	0.0000
	Postal Ballot	15413050	0	0.0000	0	0	0.0000	0.0000
	Total		985830	6.3961	985729	101	99.9898	0.0102
Total		54699338	39021894	71.3389	39021793	101	99.9997	0.0003



6. Issue of Non Convertible Debentures as a part of Restructuring.

Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting		38036064	99.9888	38036064	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	38040306	0	0.0000	0	0	0.0000	0.0000
	Total		38036064	99.9888	38036064	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1245982	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		516315	3.3499	516214	101	99.9804	0.0196
	Poll		469515	3.0462	469515	0	100.0000	0.0000
	Postal Ballot	15413050	0	0.0000	0	0	0.0000	0.0000
	Total		985830	6.3961	985729	101	99.9898	0.0102
Total		54699338	39021894	71.3389	39021793	101	99.9997	0.0003



7. Authorisation for Restructuring of Debts.

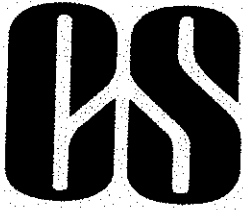
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
	Poll		38036064	99.9888	38036064	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	38040306	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		38036064	99.9888	38036064	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	1245982	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		516315	3.3499	516214	101	99.9804	0.0196
	Poll		469515	3.0462	469515	0	100.0000	0.0000
	Postal Ballot	15413050	0	0.0000	0	0	0.0000	0.0000
	Total		985830	6.3961	985729	101	99.9898	0.0102
Total		54699338	39021894	71.3389	39021793	101	99.9997	0.0003

For NITCO Limited

For NITCO Limited

[Signature]
 Pu. J. Motwani
 Company Secretary & Compliance Officer





Krupa Joisar & Associates
Company Secretaries

SCRUTINIZER'S REPORT

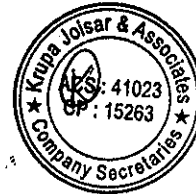
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
NITCO Limited
Plot No.3, Nitco House,
Kanjur Village Road,
Kanjurmarg (East),
Mumbai-400042

Dear Sir,

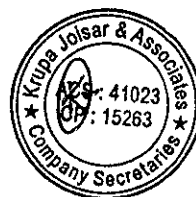
Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and physical voting through ballot papers at Extra Ordinary General Meeting of NITCO Limited ("The Company") held at Thursday, February 22, 2018 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai- 400 001 at 10.00 a.m.

1. I, Krupa Joisar, of M/s. Krupa Joisar & Associates, Practicing Company Secretary (Membership No: A 41023) have been appointed as a Scrutinizer of NITCO Limited. ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 (as amended) and to scrutinize the physical ballot forms received by the shareholders who did not opt for E-Voting in respect of the resolutions as set out in the Notice convening the Extra Ordinary General Meeting of the Company.



Office No.1A, Jaya Apartments, RB Mehta Road, Ghatkopar East, Mumbai- 400 071.
Web: www.krupajoisar.com E-mail: Krupa@krupajoisar.com Mobile: +91- 73034 91421

2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 related to e-voting on the resolution(s) contained in the Notice of Extra Ordinary General Meeting dated 28th January, 2018. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolutions as stated below, based on the Report generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the Authorised Agency engaged by the Company to provide e-voting facilities.
3. I submit my report as under:
 - a. The e-voting period remained open from 19th February, 2018 (9.00 a.m. IST) to 21st February, 2018 (5.00 p.m. IST).
 - b. The shareholders holding shares as on 15th February, 2018 were entitled to vote on the proposed resolutions (Item no 1 to 7) as set out in the Notice of the Extra Ordinary General Meeting of Nitco Limited.
 - c. The members have casted their vote through e-voting facility provided by the Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.
 - d. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
 - e. The facility for voting through ballot paper was made available at the EGM venue for the members attending the Meeting and who did not cast their vote through remote e-voting. The ballot box kept at the EGM venue for this purpose was locked in my presence.
 - f. After the conclusion of voting at the EGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers which were incomplete and/or which were duplicate and/or which were otherwise found defective have been treated as invalid and kept separately.
 - g. The votes cast through remote e-voting were unblocked in the presence of two witnesses neither of whom are in the employment of the Company.



4. The consolidated results of remote e-voting and voting through ballot papers at the EGM are enclosed as an annexure to this report.

Thanking You

For Krupa Joisar & Associates

Practising Company Secretaries

Krupa J. Joisar

Krupa Joisar
Scrutinizer



ACS No: 41023

CP NO: 15263

Place: Mumbai

Date: February 22, 2018

Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from CDSL's e-voting website helpdesk.evoting@cdslindia.com in our presence on Thursday, February 22, 2018.

Krutika Saiya

Name: Krutika Saiya

Address: 101, Om Vishal Co.op Hsg, Soc,
Road No. 3, Shivaji, Nagar, Thane West,
Mumbai - 400604

Manoj Bhanushali

Name: Manoj Bhanushali
Address: B/38, Shivmangal Apt
Tisgoan Naka, Kalyan East,
Thane- 421306

Countersigned by

[Signature]

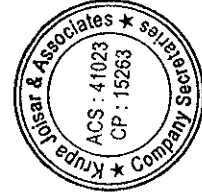
Chairman/Director authorized by the Board
NITCO Limited

(a) Resolution No. 1:

Resolution Required : (Ordinary)	1 - Increase in the Authorised share capital and consequential amendments to Memorandum of Association of the Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	34	38552278	33	469515	67	39021793	99.9997
Votes against the resolution	5	101	0	0	5	101	0.0003
Invalid/Abstained	0	0	0	0	0	0	-
Total	39	38552379	33	469515	72	39021894	100

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(b) Resolution No. 2:

Resolution Required : (Ordinary)	2 - Approval for offer and issue of equity shares of the company of face value of Rs. 10/- each on Preferential basis.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	34	38552278	33	469515	67	39021793	99.9997
Votes against the resolution	5	101	0	0	5	101	0.0003
Invalid/Abstained	0	0	0	0	0	0	-
Total	39	38552379	33	469515	72	39021894	100



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(c) Resolution No. 3:

Resolution Required : (Ordinary)	3 - To issue warrants convertible into equity shares on Preferential basis.
Whether promoter/ promoter group are interested in the agenda/resolution?	None

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which cast	% of votes to total number of valid votes cast
Voted in favour of resolution	34	38552278	33	469515	67	39021793	99.9997
Votes against the resolution	5	101	0	0	5	101	0.0003
Invalid/Abstained	0	0	0	0	0	0	.
Total	39	38552379	33	469515	72	39021894	100



(d) Resolution No. 4:

Resolution Required : (Special)	4 - Conversion of debt into equity shares of the company as a part of restructuring.
Whether promoter/ promoter group are interested in the agenda/resolution?	

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which cast	% of votes to total number of valid votes cast
Voted in favour of resolution	34	38552278	33	469515	67	39021793	99.9997
Votes against the resolution	5	101	0	0	5	101	0.0003
Invalid/Abstained	0	0	0	0	0	0	-
Total	39	38552379	33	469515	72	39021894	100



(e) Resolution No. 5:

Resolution Required : (Ordinary)	5 - Conversion of debt into preference shares of the Company as a part of restructuring.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which cast	% of votes to total number of valid votes cast
Voted in favour of resolution	34	38552278	33	469515	67	39021793	99.9997
Votes against the resolution	5	101	0	0	5	101	0.0003
Invalid/Abstained	0	0	0	0	0	0	-
Total	39	38552379	33	469515	72	39021894	100



(f) Resolution No. 6:

Resolution Required : (Ordinary)	6 - Issue of Non convertible debentures as a part of restructuring.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	34	38552278	33	469515	67	39021793	99.9997
Votes against the resolution	5	101	0	0	5	101	0.0003
Invalid /Abstained	0	0	0	0	0	0	-
Total	39	38552379	33	469515	72	39021894	100



(g) Resolution No. 7:

Resolution Required : (Ordinary)	7 - Authorisation for restructuring of debts.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which cast	% of votes to total number of valid votes cast
Voted in favour of resolution	34	38552278	33	469515	67	39021793	99.9997
Votes against the resolution	5	101	0	0	5	101	0.0003
Invalid/Abstained	0	0	0	0	0	0	-
Total	39	38552379	33	469515	72	39021894	100

