

NITCO

TILES MARBLE MOSAICO

30st August, 2016

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

Ref. :- BSE Code : 532722; NSE Code : NITCO; ISIN : INE858F01012

Sub : Notice of Annual General Meeting & Book Closure

Dear Sir,

This is to inform you that pursuant to provisions of section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Notice is hereby given that the 50th Annual General Meeting of the Company will be held on Wednesday, 21st September, 2016 at 11:00 A.M. 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. Notice of the Annual general Meeting is enclosed herewith for your reference & records.

The Register of Members and Share Transfer Books of the Company will be closed from, Wednesday, 14th September, 2016 to Wednesday, 21st September, 2016 (both days inclusive) for the purpose of Annual general Meeting.

Further it is informed that the Company will provide remote e-voting facility to the shareholders for the purpose of casting vote on the resolutions proposed to be passed in the ensuing Annual General Meeting. The remote e-voting period commences from Saturday, 17th September, 2016 at 9:00 A.M. and ends on Tuesday, 20th September, 2016 at 5:00 P. M.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
For NITCO Limited



Puneet Motwani
Company Secretary & Compliance Officer

Corporate Office: NITCO Ltd., NITCO House, Station Road, Kanjur Marg (E) Mumbai - 400 042.

Tel.: 91-22-67302500 / 67521555, Fax: 91-22-67521500.

Registered Office: Recondo Compound, Municipal Asphalt Compound, S.K. Ahire Marg, Worli, Mumbai - 400 030.

Tel.: 91-22-66164555. CIN: L26920MH1966PLC016547. Email: marketing@nitco.in, Website: www.nitco.in





Registered Office: Recondo Compound, Inside Municipal Asphalt Compound, S. K. Ahire Marg, Worli, Mumbai – 400030.

Tel: +91 22 6616 4555; **Fax:** +91 22 6616 4657; **Email:** investorgrievances@nitco.in;

CIN: L26920MH1966PLC016547; **Website:** www.nitco.in

NOTICE

Notice is hereby given that the **50TH Annual General Meeting** of the Members of **Nitco Limited ('the Company')** will be held on **Wednesday, the 21st day of September, 2016** at 11.00 a.m. 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, to transact, with or without modifications, as may be permissible, the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of Directors and Auditors of the Company thereon;
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Report of the Auditor's thereon;
2. To appoint a Director in place of Mr. Rohan Talwar (DIN. 03405064) who retires by rotation and being eligible, offers himself for re-appointment;
3. To ratify appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, appointment of M/s. A. Husein Noumanali & Co., Chartered Accountants (Registration Number 107173W), be and is hereby ratified as Auditor of the Company and that the Board of Directors of the Company, be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force), M/s. R. K. Bhandari & Co., Cost Accountants, (Firm Registration Number 10682), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:

Adoption of new set of Articles of Association -

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the draft regulations contained in the Articles of Association submitted to this meeting duly initialed by the Chairman for the purpose of identification be and are hereby approved and adopted as the new Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board of Directors
For **NITCO LIMITED**

Puneet Motwani
Company Secretary

1st August, 2016
Mumbai

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 14th day of September, 2016 to Wednesday, the 21st day of September, 2016 (both days inclusive).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Particulars of Director(s) seeking re-appointment: Relevant particulars of Mr. Rohan Talwar (DIN: 03405064) are annexed with this notice and are also given in the report on Corporate Governance.
5. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to write to the Company at least one week before the Meeting, so that the information could be made available at the Meeting.
6. Members are requested to furnish their Bank Account details, change of address, e-mail address, etc. to the Company's Registrar and Transfer Agent viz; Link Intime India Pvt. Ltd. (Link Intime) at the address mentioned in the Corporate Governance Report, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
7. Members are advised to get their shares demated by sending Dematerialization Request Form (DRF) alongwith Share Certificates through their Depository Participant (DP) to Company's Registrar Link Intime India Private Limited (Link Intime).
8. Members wishing to claim dividends, which remain unclaimed, are requested to approach the Company Secretary at its Corporate Office address and/or Link Intime. Members are requested to note that the Dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
9. Corporate Members intending to send their authorised representatives are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
10. As a measure of economy, members are requested to bring copy of the Annual Report to the Meeting. Member / proxy holders shall hand over the attendance slips, duly filled in all respect, at the entrance of the hall for attending the Meeting.
11. Electronic copy of the Notice convening the 50th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 50th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form is being sent to the members in the permitted mode.
12. Members may also note that the Notice of the 50th Annual General Meeting and the Annual Report for FY 2015-2016 will also be available on the Company's website at www.nitco.in. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
13. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the RTA i.e. Link Intime India Pvt. Ltd. and have it duly filled and sent back to them.
14. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to

submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

16. Voting through electronic means –

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to its Members in respect of the businesses to be transacted at the 50th Annual General Meeting ("AGM"). The Company has engaged the services of **Central Depository Services (India) Limited ("CDSL")** as the Authorised Agency to provide remote e-voting facilities.
- II. Members are requested to note that the business may be transacted through remote e-voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Instructions for e-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, September 17, 2016 (9.00 a.m) and ends on Tuesday, September 20, 2016 (5.00 p.m.). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 14, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- (ii) The shareholders should log on to the e-voting website at www.evotingindia.com;
- (iii) Click on "Shareholders" tab;
- (iv) Now Enter your User ID-
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company;
- (v) Next enter the Image Verification as displayed and Click on Login;
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used;

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Date of Birth (DOB) or Date of Incorporation (DOI)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB/DOI or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab;
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- (xi) Click on the EVSN for the relevant "NITCO LIMITED" on which you choose to vote;
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote;
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page;
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system;
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile;
- (xix) Note for Non – Individual Shareholders and Custodians-
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates;
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to nilesh@ngshah.com with the copy marked copy to helpdesk.evoting@cdslindia.com;
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on;
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote;
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same;
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
17. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th September, 2016 may obtain the login ID and password by sending a request at evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your exiting password for casting your vote.
 18. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut –off date only shall be entitled to avail the facility of remote e –voting as well as voting at the AGM through ballot paper.
 19. Mr. Mahesh Darji of M/s. Nilesh Shah & Associates, Practicing Company Secretaries (Membership No. FCS 7175), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 20. The facility for voting, either through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 21. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 22. The voting rights of the shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut off date i.e. 14th September, 2016.
 23. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website at www.nitco.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO NOTICE

Statement In Respect of the Special Business Pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 4:

The Board of Directors at its meeting held on 30th May, 2016, on the recommendation of the Audit Committee, approved the appointment of M/s. R. K. Bhandari & Co., Cost Accountants (Firm Registration Number 101435), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2017, at a remuneration amounting to ₹ 30,000/- (Rupees Thirty Thousand only) excluding out of pocket expenses, if any. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 4 for ratification of the remuneration payable to the Cost Auditor.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 4 of this Notice.

Item No. 5:

Upon enactment of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association (AOA) of the Company need to be re-aligned as per the provisions of the Companies Act, 2013.

In order to make the AOA of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made there under, the Board of Directors at its

meeting held on Monday, 1st August, 2016 proposed to replace the existing AOA of the Company by a new set of Articles. Accordingly, in lieu of amendments to various Articles in the existing AOA, it is considered prudent and desirable to adopt a new set of AOA of the Company, in substitution for, and to the exclusion of, the existing AOA of the Company. The new AOA to be substituted in place of the existing AOA is based on Table "F" of Schedule I to the Companies Act, 2013 which sets out the model AOA for a company limited by shares.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is sought for adoption of new set of AOA of the Company.

A copy of the new set of AOA of the Company proposed to be adopted would be available for inspection by the Members at the Registered office of the Company during the normal business hours on any working day except Saturdays and including the date of ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth under item No. 5 for member's approval.

By Order of the Board of Directors
For **NITCO LIMITED**

Puneet Motwani
Company Secretary

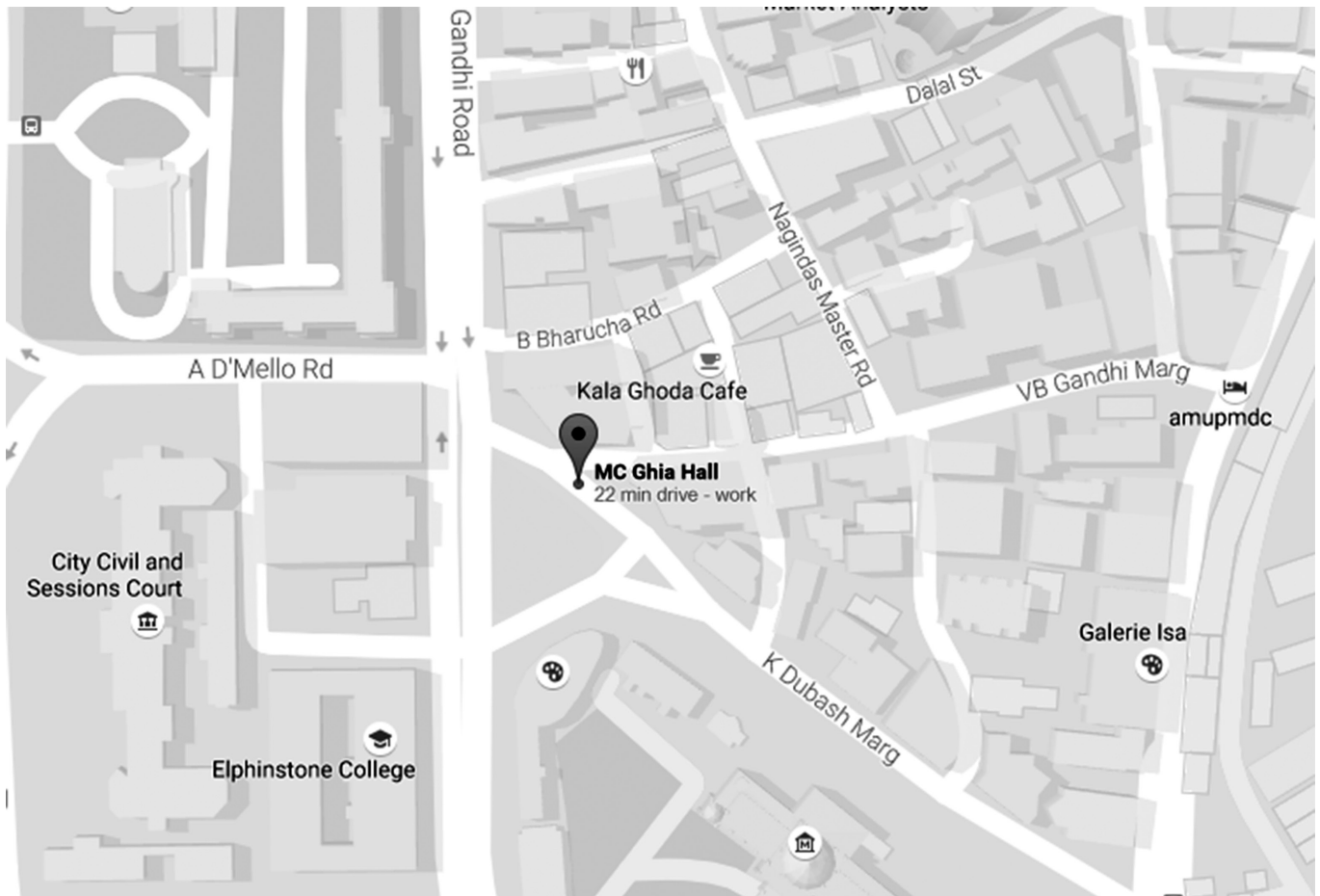
1st August, 2016
Mumbai

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard- 2)

Name of the Director	Mr. Rohan Talwar
Date of Birth	19.02.1985
Date of first Appointment on the Board	03.05.2012
Qualification	Bachelor's in Business Administration from Carnegie Mellon University, USA
Experience/Expertise in specific functional areas/ Brief resume of the Director	He has a rich experience in the hospitality sector. He is not involved in the business of the Company.
Terms & conditions of appointment/re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013
Details of remuneration sought to be paid and remuneration last drawn	Sitting Fees
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	He is the son of Mr. Vivek Talwar, Managing Director of the Company
Number of meetings of the Board of Directors attended during the F.Y. 2015-16	1/4
Other Directorships held	DIRECTORSHIP IN OTHER COMPANIES 1. Watco Engineering Company Private Limited 2. Ushakiran Builders Private Limited 3. Rang Mandir Builders Private Limited 4. Eden Garden Builders Private Limited 5. Lavender Properties Private Limited 6. Watco Chennai Real Estates Private Limited 7. Watco Hyderabad Properties Private Limited 8. Guest Infraprojects Private Limited 9. Kshamta Properties Private Limited 10. Watco Trading Private Limited 11. IB Hospitality Private Limited 12. Prakalp Properties Private Limited 13. Bluesun Real Estate Private Limited 14. Winstar Properties Private Limited 15. Winword Properties Private Limited 16. Digital Symphony Private Limited 17. Nitco Consultants and Exports Private Limited 18. Enjoy Builders Private Limited DESIGNATED PARTNER IN OTHER LLP 1. Tanvish Properties LLP 2. Winstar Properties LLP 3. Made 4you Properties LLP 4. Kavivarya Properties LLP 5. Frieda Buildcon LLP
Membership/Chairmanship of Committees of other Boards	NIL
Shareholding in the Company	NIL

**ROUTE MAP TO THE VENUE OF THE FIFTIETH ANNUAL GENERAL MEETING OF NITCO LIMITED TO BE HELD ON
WEDNESDAY, 21ST SEPTEMBER, 2016.**





Registered Office: Recondo Compound, Inside Municipal Asphalt Compound, S. K. Ahire Marg, Worli, Mumbai – 400030.

Tel: +91 22 6616 4555 • **Fax:** +91 22 6616 4657 • **Email:** investorgrievances@nitco.in

CIN: L26920MH1966PLC016547 • **Website:** www.nitco.in

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature or failing him

2. Name: _____ E-mail Id: _____

Address: _____

Signature or failing him

3. Name: _____ E-mail Id: _____

Address: _____

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the company, to be held on Wednesday, 21st September, 2016 at 11: 00 a.m. 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, and at any adjournment thereof in respect of such resolutions as are indicated below:

ELECTRONIC VOTING PARTICULARS

Resolution No.	Description
Ordinary Business	
1.	Consider and Adopt:
	a) Audited Financial Statement, Report of the Board of Director and Auditors as on 31st March, 2016.
	b) Audited Consolidated Financial Statements as on 31st March, 2016.
2.	Appoint a Director in place of Mr. Rohan Talwar, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ratification of Appointment M/s. A. Husein Noumanali & Co., Chartered Accountants, as Auditors from the conclusion of 50th AGM until the conclusion of the next AGM.
Special Business	
4.	To approve the remuneration of M/s R. K. Bhandari & Co., Cost Accountants as Cost auditors for FY 2016-17.
5.	To adopt new set of Articles of Association as per Companies Act, 2013.

Signed on this _____ day of _____ 2016.

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.



Registered Office: Recondo Compound, Inside Municipal Asphalt Compound, S. K. Ahire Marg, Worli, Mumbai – 400030.

Tel: +91 22 6616 4555 • **Fax:** +91 22 6616 4657 • **Email:** investorgrievances@nitco.in

CIN: L26920MH1966PLC016547 • **Website:** www.nitco.in

ATTENDANCE SLIP

50TH ANNUAL GENERAL MEETING ON 21ST SEPTEMBER, 2016

Name and address of the shareholder(s)

Joint Holder 1

Registered Folio/ DP ID & Client ID

Number of share held

I/ We hereby record my/our presence at the 50th Annual General Meeting of the Company held 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 on Wednesday, 21st day of September, 2016 at 11.00 a.m.

Member's Folio/DP ID/ Client ID No.

Member's/Proxy's name

Member's/Proxy's Signature

Note:

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Password
160728004		

Notes:

- The voting period starts from, 17th September, 2016 (9:00 am IST) and ends on 20th September, 2016 (5:00 pm IST). The voting module shall be disabled by CDSL for voting thereafter.
- Please read the instructions for e-voting given along with the Annual Report.
- Please bring the above Attendance Slip to the Meeting Hall.