

3rd May, 2012

To,
The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051.

Sub: Audit Report for the year ended 31st March, 2012 and Auditor's Certificate on Corporate Governance.

Dear Sir,

With reference to above referred subject and pursuant to the Listing Agreement, please find enclosed herewith the following:

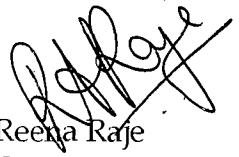
- 1) Audit Report for the year ended 31st March, 2012 and
- 2) Auditor's Certificate on Corporate Governance for the year ended 31st March, 2012.

Kindly take the above on record.

Please acknowledge receipt.

Thanking you.

Yours faithfully,
For **Nitco Limited**


Reena Raje
Company Secretary

Encl.: as above.



A. HUSEIN NOUMANALI & CO.
CHARTERED ACCOUNTANTS

610, Mount Mary Apartment,
Dr. Peter Dias Road, Bandra (W),
Mumbai 400 050.

Phone : 2643 8516.

Mobile : 98202 59050.

E-mail : husein610@yahoo.co.in

AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF NITCO LIMITED

1. We have audited the accompanying Statement of Financial Results ("the Statement") of NITCO LIMITED ("the Company") for the year ended 31st March, 2012, being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges. This Statement has been prepared on the basis of the related annual financial statements, which are the responsibility of the Company's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual financial statements, which have been prepared in accordance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Attention is invited to Note 6 of the Statement regarding figures for the quarter ended 31st March, 2012 being balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
5. (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreement with the Stock Exchanges;



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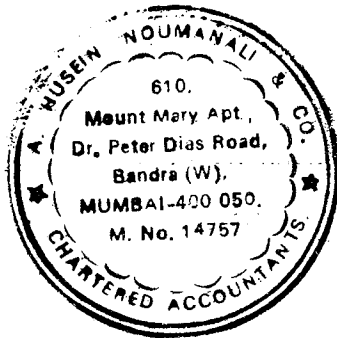
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(ii) gives a true and fair view of the net profit and other financial information of the Company for the year ended 31st March, 2012.

(iii) Further, we also report that we have traced from the details furnished by the Management/Registrar, the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding, pledged / encumbered shares and non- encumbered shares of promoter and promoter group shareholders, in terms of Clause 35 of the Listing Agreements and the particulars relating to the undisputed investor complaints.



For **A. Husein Noumanali & Co.**
Chartered Accountants
Firm Registration No. 107173W

A. Husein Noumanali

(A. Husein Noumanali)
Proprietor
M.No. 14757

Place: Mumbai
Date: May 3, 2012



A. HUSEIN NOUMANALI & CO.
CHARTERED ACCOUNTANTS

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Auditors' certificate on Corporate Governance

To
The Members
Nitco Limited

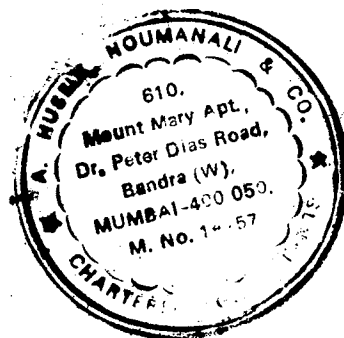
We have examined the compliance of conditions of Corporate Governance procedures implemented by Nitco Limited for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges of India.

The compliance with the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we hereby certify that the Company has complied in all respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

For A. Husein Noumanali & Co.
Chartered Accountants



A. Husein Noumanali

A. Husein Noumanali
Proprietor
Membership No. 14757

Place: Mumbai
Date: 3rd May, 2012

3rd May, 2012

To,
The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051.

Sub: Outcome of the Board Meeting held on 3rd May, 2012.

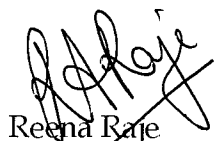
Dear Sir,

The outcome of the Board Meeting held today i.e. 3rd May, 2012, is as follows:

- a) The Board has considered and approved the Audited Accounts for the financial year ended 31st March, 2012;
- b) Mr. Rohan Talwar, Mr. Pradeep Saxena and Mr. Vishal Malik are appointed as Additional Directors of the Company and
- c) Mr. Gaurav Burman, Independent Director has ceased to be the Director of the Company.

Thanking you.

Yours faithfully,
For **Nitco Limited**



Reena Raje
Company Secretary

Encl.: as above.

Statement of Standalone Audited Result for the Quarter and Year Ended 31/03/2012

(Rs. Lacs)

	Particulars	3 months ended 31/03/2012	Preceding 3 Months ended 31/12/2011	Corresponding 3 Months ended 31/03/2011	YTD for Current period ended 31/03/2012	YTD for previous period ended 31/03/2011
		Unaudited	Unaudited	Unaudited	Audited	Audited
1	Income from Operation					
	(a) Gross Sales	21,300.66	29,655.92	21,389.67	95,851.96	72,828.46
	(b) Net Sales/ Income from Operation (Net of Excise Duty & Sales Tax)	18,295.31	26,358.19	19,176.51	83,887.33	64,023.96
	(c) Other Operating Income	68.64	15.19	17.23	118.56	78.61
	Total Income from Operation (Net)	18,363.95	26,373.38	19,193.74	84,005.89	64,102.57
2	Expenses:					
	Cost of materials consumed	5,974.36	5,103.41	2,590.54	17,577.98	20,012.59
	Purchases of Stock-in-Trade	4,590.97	21,418.72	9,493.97	46,899.14	25,101.48
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	2,468.41	(9,487.65)	(52.28)	(9,622.35)	(4,032.90)
	Power & Fuel	1,234.10	1,035.65	693.95	3,825.18	2,636.14
	Employee benefits expense	1,269.25	1,138.77	1,103.81	4,665.09	3,536.49
	Depreciation and amortization expense	913.53	789.34	600.86	3,265.87	2,271.28
	Freight, Forwarding & Distribution Expenses	1,371.97	1,539.23	1,002.54	4,832.04	3,415.08
	Other expenses	2,216.71	1,940.25	1,741.19	7,185.07	5,629.60
	Total Expenses	20,039.30	23,477.72	17,174.58	78,628.02	58,569.76
3	Profit / (Loss) from Operations before other income, finance costs and exceptional item (1-2)	(1,675.35)	2,895.66	2,019.16	5,377.87	5,532.81
4	Other Income	8.25	7.20	7.02	36.36	111.52
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 ± 4)	(1,667.10)	2,902.86	2,026.18	5,414.23	5,644.33
6	Finance Cost	2,906.15	1,877.45	978.15	7,511.39	2,809.11
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6)	(4,573.25)	1,025.41	1,048.03	(2,097.16)	2,835.22
8	Exceptional items	3,447.48	-	-	3,447.48	-
9	Profit / (Loss) from ordinary activities before tax (7 ± 8)	(8,020.73)	1,025.41	1,048.03	(5,544.64)	2,835.22
10	Tax expense	(778.74)	492.03	(67.90)	-	204.78
11	Net Profit / (Loss) from ordinary activities after tax (9 ± 10)	(7,241.99)	533.38	1,115.93	(5,544.64)	2,630.44
12	Extraordinary items (net of tax expense)	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 ± 12)	(7,241.99)	533.38	1,115.93	(5,544.64)	2,630.44
14	Share of Profit / (Loss) of associates	-	-	-	-	-
15	Minority interest	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 ± 14 ± 15)	(7,241.99)	533.38	1,115.93	(5,544.64)	2,630.44
17	Paid-up equity share capital (Face Value Rs. 10 per share)	3,260.01	3,260.01	3,212.36	3,260.01	3,212.36
18	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year				44,747.49	50,292.12
19. i	Earnings per share (before extraordinary items) (of Rs. 10/- each) (not annualised):					
	(a) Basic	(22.21)	1.64	3.47	(17.01)	8.19
	(b) Diluted	(22.21)	1.64	3.42	(17.01)	8.07
19. ii	Earnings per share (after extraordinary items) (of Rs. 10/- each) (not annualised):					
	(a) Basic	(22.21)	1.64	3.47	(17.01)	8.19
	(b) Diluted	(22.21)	1.64	3.47	(17.01)	8.07

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- The above financial results were reviewed by the Audit committee and thereafter taken on record by the Board of Directors at their meeting held on 3rd May, 2012 and audited by the Statutory auditors.
- Power & Fuel figures are after netting off sale of power generated through windmill of Rs. 61.41 lacs and Rs. 544.56 lacs for the quarter and year ended March 31, 2012 respectively (corresponding quarter and year ended March 31, 2011 Rs. 46.38 lacs and Rs. 518.36 lacs respectively) and sale of power generated through Gas Turbine of Rs. 128.20 Lacs and Rs. 617.16 Lacs respectively for the quarter and year ended March 31, 2012 (corresponding quarter and year ended March 31, 2011 Rs. 110.31 Lacs).
- The performance for the quarter was adversely impacted due to depreciation of rupee against US dollar. This has resulted in lower sales in imported vitrified tiles and marble.
- The management has identified obsolete, slow moving and defective inventory of Rs. 3,447.47 Lacs (previous period Rs Nil) and the same has been written off as exceptional items.
- The Company has entered into a Memorandum of Understanding for acquiring 51% of equity shares in New Vardhman Vitrified Private Limited. The said company is setting up a tile plant with a capacity to manufacture of 8.70 million square meter (approx.) per annum of vitrified and wall Tiles which is expected to commence production within six months. With this arrangement, the Company will mitigate the risk of foreign exchange as well as dependency on imported products.
- The results for the quarter ended March 31, 2012 are the balancing figures in respect of the full financial year ended March 31, 2012 and the published figures upto December 31, 2011.
- The figures have been regrouped/restated/reclassified/rearranged, wherever necessary, to make them comparable.

PART II						
Select Information for the Quarter and Year Ended 31.03.2012						
	Particulars	3 months ended 31/03/2012	Preceding 3 Months ended 31/12/2011	Corresponding 3 Months ended 31/03/2011	YTD for Current period ended 31/03/2012	YTD for previous period ended 31/03/2011
A	PARTICULARS OF SHAREHOLDING					
1	Public Shareholding					
	- Number of shares	16,659,032	16,659,032	16,556,337	16,659,032	16,556,337
	- Percentage of holding	51.10	51.10	51.54	51.10	51.54
2	Promoter and promoter group shareholding					
a)	Pledged / Encumbered					
	- Number of shares	416,194	911,000	NIL	416,194	NIL
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	2.61	5.71	NIL	2.61	NIL
b)	Non - encumbered					
	- Number of shares	15,524,906	15,030,100	15,567,215	15,524,906	15,567,215
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	97.39	94.29	100.00	97.39	100.00
B	INVESTOR COMPLAINTS					
	Pending at the beginning of the quarter	NIL				
	Received during the quarter	16				
	Disposed off during the quarter	16				
	Remaining unresolved at the end of the quarter	NIL				

(Rs. Lacs)						
Sr. No.	Particulars	Quarter ended			Year ended	
		31/03/2012 (Unaudited)	31/12/2011 (Unaudited)	31/03/2011 (Unaudited)	31/03/2012 (Audited)	31/03/2011 (Audited)
1	Net Sales / Income from Operations					
	- Tiles & Other related products	17,268.37	26,364.75	17,124.38	82,922.59	62,085.04
	- Real Estate	1,103.83	15.83	2,076.38	1,119.66	2,129.05
	Total Revenue	18,372.20	26,380.58	19,200.76	84,042.25	64,214.09
2	Segment Results					
	- Tiles & Other related products	(5,459.87)	2,894.54	1,597.34	1,706.82	5,195.43
	- Real Estate	345.29	8.32	428.84	259.93	448.90
	Total Segment Profit before Interest & Tax	(5,114.58)	2,902.86	2,026.18	1,966.75	5,644.33
	Less : Interest & Other financial charges	2,529.37	1,560.51	960.87	6,501.68	3,172.37
	Foreign Exchange Loss/(Gain)	376.78	316.94	17.28	1,009.71	-363.26
	Profit Before Tax	(8,020.73)	1,025.41	1,048.03	(5,544.64)	2,835.22
3	Capital Employed					
	(Segment assets - Segment liabilities)					
	- Tiles & Other related products	81,504.34	89,495.95	82,268.50	81,504.34	82,268.50
	- Real Estate	34,467.24	35,250.43	29,981.09	34,467.24	29,981.09
	- Unallocated/ Corporate	1,973.27	118.42	571.52	1,973.27	571.52
	Total Capital Employed	117,944.85	124,864.80	112,821.11	117,944.85	112,821.11

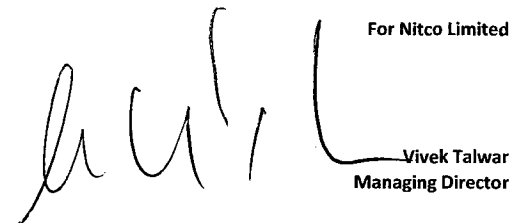
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		(Rs. Lacs)	
Standalone statement of assets and liabilities		YTD for Current period ended 31/03/2012	YTD for previous period ended 31/03/2011
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital		3,260.01	3,260.01
(b) Reserves and surplus		44,747.49	50,292.13
Total Shareholders' Funds		48,007.50	53,552.14
3 Non-current liabilities			
(a) Long-term borrowings		30,061.65	24,422.71
(b) Deferred tax liabilities (Net)		2,034.84	2,034.84
(c) Other Long term liabilities		1,360.66	5,820.35
Total Non-Current Liabilities		33,457.15	32,277.90
4 Current liabilities			
(a) Short-term borrowings		27,983.13	25,118.26
(b) Trade payables		49,307.18	24,308.79
(c) Other current liabilities		12,646.42	10,036.38
(d) Short-term provisions		-	189.44
Total Current Liabilities		89,936.73	59,652.87
TOTAL - EQUITY AND LIABILITIES		171,401.38	145,482.91
II. ASSETS			
Non-current assets			
1 (a) Fixed Assets			
(i) Tangible assets		73,758.01	55,981.55
(ii) Capital work-in-progress		338.29	7,535.64
Total Fixed Assets		74,096.30	63,517.19
(b) Non-current investments		1,184.08	974.48
(c) Long-term loans and advances		15,655.46	10,980.56
(d) Other Non-Current Assets		2,308.79	278.53
Total Non-Current Assets		93,244.63	75,750.76
2 Current Assets			
(a) Current investments		10.00	10.00
(b) Inventories		38,936.51	31,141.78
(c) Inventories - Real Estate		19,290.75	19,762.61
(d) Trade receivables		7,224.36	10,919.29
(e) Cash and cash equivalents		3,868.84	2,393.70
(f) Short-term loans and advances		986.30	263.40
(g) Other current assets		7,839.99	5,241.37
Total Current Assets		78,156.75	69,732.15
TOTAL - ASSETS		171,401.38	145,482.91

For Nitco Limited

Place: Mumbai
Date: 3rd May, 2012



Vivek Talwar
Managing Director