NITCO LIMITED

Innovation for a better life

22nd September, 2015

To,

Corporate Service Dept. **Bombay Stock Exchange Limited** Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023.	The Listing Department **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400051

Ref.: BSE code: 532722; NSE code: NITCO; ISIN: INE858F01012

Sub.: Disclosure of Voting Results of the 49th Annual General Meeting of the Company held on 21th September, 2015, as per the requirements of Clause 35A of the Equity Listing Agreement

At the 49th Annual General Meeting (AGM) of NITCO Limited held on 21st September, 2015, all the items of business contained in the Notice of the AGM dated 29th May, 2015 were transacted and approved by the Shareholders with the requisite majority.

The details of the combined voting results (i.e. result of the e-voting together with that of the poll conducted at the AGM) are enclosed in the format prescribed under Clause 35A of the Listing Agreement.

Further, the report of the Scrutinizer on the combined voting results is attached herewith for your record.

Thanking you

Yours faithfully,
For NITCO Limited

NITCO LIMITED MUMBAI

Rohit Darji
Asst. Company Secretary and Compliance Officer

Encl.: as above

DISCLOSURE OF VOTING RESULTS

Date of the AGM : 21st September, 2015

Total number of shareholders on record date : 13147
Book Closure date being 14th September, 2015
to 21th September, 2015

Particulars	Promoters and Promoters Group	Public
No. of shareholders present in the meeting either in person or through proxy	18	38
No. of Shareholders attended the meeting through Video Conferencing	NIL	NIL

Details of the Agenda:

Mode of voting for all the resolutions was:
1. E-voting conducted between 18th September, 2015 to 20th September, 2015
2. Poll conducted at the Meeting

1. Adoption of Annual Accounts and reports of Directors and Auditors for the year ended March 31, 2015 (Ordinary Resolution):

Promoter/Public	No. of shares held	No. of votes polled (E-voting and Poll)	% of Votes Polled on outstanding shares (E-voting and Poll)	No. of Votes – in favour (E-voting and Poll)	No. of Votes – against (E-voting and Poll)	% of Votes in favour on votes polled (E-voting and Poll)	% of Votes against on votes polled (E-voting and Poll)
Promoter and Promoter Group	38040306	38040305	100.00	38040305	0	100.00	0
Public – Institutional holders	6937781	4515424	65.08	4515424	0	100.00	0
Public-Others	9721251	82146	0.85	81771	375	99.54	0.46
Total	54699338	42637875	77.95	42637500	375	100.00	0.00

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MITCO LIMITED MUMBAI

2. Re-appointment of Mr. Vivek Talwar as Director who retires by rotation (Ordinary Resolution)

Promoter/Public	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	38040306	38040305	100.00	38040305	0	100.00	0
Public – Institutional holders	6937781	4515424	65.08	4515424	0	100.00	0
Public-Others	9721251	82146	0.85	81570	576	99.30	0.70
Total	**54699338**	**42637875**	77.95	**42637299**	**576**	**100.00**	**0.00**

3. Re-appointment of Statutory Auditors and fixing remuneration (Ordinary Resolution)

Promoter/Public	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	38040306	38040305	100.00	38040305	0	100.00	0
Public – Institutional holders	6937781	4515424	65.08	4515424	0	100.00	0
Public-Others	9721251	82146	0.85	81570	576	99.30	0.70
Total	**54699338**	**42637875**	77.95	**42637299**	**576**	**100.00**	**0.00**

4. Appointment of Mr. S.P. Bolar as an Independent Director (Ordinary Resolution)

Promoter/Public	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	38040306	38040305	100.00	38040305	0	100.00	0
Public – Institutional holders	6937781	4515424	65.08	4515424	0	100.00	0
Public-Others	9721251	82146	0.85	81815	331	99.60	0.40
Total	**54699338**	**42637875**	77.95	**42637544**	**331**	**100.00**	**0.00**

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NITCO LIMITED MUMBAI

5. Appointment of Mrs. Bharti Dhar an Independent Director (Ordinary Resolution)

Promoter/Public	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	38040306	38040305	100.00	38040305	0	100.00	0
Public – Institutional holders	6937781	4515424	65.08	4515424	0	100.00	0
Public-Others	9721251	82041	0.85	81770	271	99.67	0.33
Total	**54699338**	**42637770**	**77.95**	**42637499**	**271**	**100.00**	**0.00**

6. Ratification and confirmation for payment of remuneration to M/s R. K. Bhandari & Co., Cost Accountants (Ordinary Resolution)

Promoter/Public	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	38040306	38040305	100.00	38040305	0	100.00	0
Public – Institutional holders	6937781	4515424	65.08	4515424	0	100.00	0
Public-Others	9721251	82146	0.85	81570	576	99.30	0.70
Total	**54699338**	**42637770**	**77.95**	**42637299**	**576**	**100.00**	**0.00**

NITCO LIMITED MUMBAI

NILESH G. SHAH B. Com. LLB (G), F.C.S.

Company Secretaries

Ref _____

FORM NO. MGT-13
Report of Scrutinizer
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of 49th Annual General Meeting
of Nitco Limited
Held on Monday, the 21st September, 2015
At Hall of Culture, Nehru Centre,
Dr. Annie Besant Road, Worli,
Mumbai – 400 018

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of the poll (including remote e-voting) taken on the resolutions as per the Annexure attached, at the 49th Annual General Meeting of the Equity Shareholders of Nitco Limited (the Company) held on 21st September, 2015 at 11.00 a.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.

2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Sandeep Trivedi and Mr. Jimit Shah, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

SHAH NILESH G.
FCS No.: 4554
C. P. No.: 2631
COMPANY SECRETARY

21/09/2015

211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East), Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH G. SHAH B. Com. LLB (G), F.C.S.

Company Secretaries

Re' _____

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

Note: Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

SHAH NILESH G. FCS No.: 4554 C. P. No.: 2631 COMPANY SECRETARY

21/09/2015

Nilesh Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631

Place: Mumbai

Date: 21/09/2015

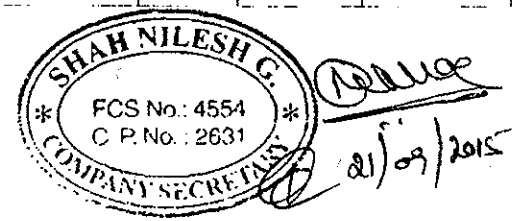
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Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot at AGM):

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
1	1	Adoption of the audited Financial Statements of the Company together with the reports of Directors and Auditors thereon and the Consolidated audited financial statement of the Company for the year ended 31st March, 2015	Ordinary	Remote E-Voting	57	42635748	99.99	03	375	0.01	0	0
				Poll at AGM	19	1752	100	0	0	0	0	0
				Total	**76**	**42637500**	**99.99**	**03**	**375**	**0.01**	**0**	**0**
2	2	Re-appointment of Mr. Vivek Talwar as Director of the Company liable to retire by rotation	Ordinary	Remote E-Voting	55	42635547	99.99	05	576	0.01	0	0
				Poll at AGM	19	1752	100	0	0	0	0	0
				Total	**74**	**42637299**	**99.99**	**05**	**576**	**0.01**	**0**	**0**
3	3	Ratification of appointment of M/s. A. Husein Noumanali & Co., Chartered Accountants as statutory auditors of the Company and fixing their remuneration.	Ordinary	Remote E-Voting	55	42635547	99.99	05	576	0.01	0	0
				Poll at AGM	19	1752	100	0	0	0	0	0
				Total	**74**	**42637299**	**99.99**	**05**	**576**	**0.01**	**0**	**0**



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
4	4	Appointment of Mr. S. P. Bolar as Independent Director of the Company	Ordinary	Remote E-Voting	56	42635792	99.99	04	331	0.01	0	0
				Poll at AGM	19	1752	100	0	0	0	0	0
				Total	**75**	**42637544**	**99.99**	**04**	**331**	**0.01**	**0**	**0**
5	5	Appointment of Mrs. Bharti Dhar as Independent Director of the Company	Ordinary	Remote E-Voting	56	42635747	99.99	03	271	0.01	01	105
				Poll at AGM	19	1752	100	0	0	0	0	0
				Total	**75**	**42637499**	**99.99**	**03**	**271**	**0.01**	**01**	**105**
6	6	Approval of remuneration of M/s. R. K. Bhandari & Co., Cost Auditors of the Company for the financial year 2015-16	Ordinary	Remote E-Voting	55	42635547	99.99	05	576	0.01	0	0
				Poll at AGM	19	1752	100	0	0	0	0	0
				Total	**74**	**42637299**	**99.99**	**05**	**576**	**0.01**	**0**	**0**

SHAH NILESH G.
FCS No.: 4554
C. P. No.: 2631
COMPANY SECRETARY

21/09/2015