

7th June, 2013

To,

Corporate Service Dept.
Bombay Stock Exchange Limited
P. J. 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

Dear Sir,

Sub: Result of Postal Ballot and reporting under Clause 35A of the Listing Agreement

This is with reference to our Postal Ballot Notice dated 30th April, 2013 sent to the Members of the Company for seeking their approval through Postal Ballot Mechanism under section 192A of the Companies Act, 1956 ('the Act') read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Mr. Nilesh Shah, Practising Company Secretary, the Scrutiniser appointed by the Board of Directors submitted his report dated 6th June, 2013 on the Postal Ballot Forms received from the shareholders. Based upon the report submitted by the Scrutinizer, Mr. Vivek Talwar, Managing Director of the Company has announced the result of the Resolutions passed by way of the Postal Ballot, on 7th June, 2013 and stated that the resolutions mentioned in the Notice dated 30th April, 2013 have been duly approved by the requisite majority.

Pursuant to provisions of the Clause 35A of the Listing Agreement, please find enclosed herewith the details of the voting results on the passing of the resolutions by Postal Ballot as Annexure.

You are please requested to take the same on record.

Yours faithfully,
For Nitco Limited


Reena Rajee
Company Secretary



Encl: as above

Corporate Office: NITCO Ltd. Plot No.03, Kanjur Village Road, Kanjur Marg (East), Mumbai-400042

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: 91-22-66164555/66164500, Fax: 91-22-24915401, E-mail: marketing@nitco.in, Website: www.nitco.in

Alibag Plant Certified for ISO 9001 : 2008 / ISO 14001 : 2004 / OHSAS 18001 : 2007

Annexure

1. Date of determination of entitlement of receiving the Postal Ballot Notice along with the Postal Ballot Form: 26th April, 2013
2. Total Number of shareholders as on 26th April, 2013: 13693
3. No. of shareholders present in the meeting either in person or through proxy: Not Applicable
4. No. of Shareholders attended the meeting through Video Conferencing: Not Applicable
5. Last date of receiving Postal Ballot Forms from the Members: 5th June, 2013
6. Date of declaration of result of the Postal Ballot: 7th June, 2013

Details of the Agenda:

1. Authorisation for Restructuring of Debts:

Resolution required: Special

Mode of voting: Postal Ballot

In case of Postal Ballot:

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	15936859	15936859	100.00	15936859	0	100.00	0
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	235480	235480	100.00	89587	145893	38.04	61.96
Total	16172339	16172339	100.00	16026446	145893	99.10	0.90

2. Issue of Equity Shares on Preferential Basis under section 81(1A) of the Companies Act, 1956:

Resolution required: Special



Mode of voting: Postal Ballot

In case of Postal Ballot:

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	15936859	15936859	100.00	15936859	0	100.00	0
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	235565	235565	100.00	88545	147020	37.59	62.41
Total	16172424	16172424	100.00	16025404	147020	99.09	0.91

3. Increase in the Authorised Share Capital and amendment to the capital clause of the Memorandum of Association of the Company:

Resolution required: Ordinary

Mode of voting: Postal Ballot

In case of Postal Ballot:

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	15936859	15936859	100.00	15936859	0	100.00	0
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	235565	235565	100.00	89482	146083	37.99	62.01
Total	16172424	16172424	100.00	16026341	146083	99.10	0.90



4. Amendment to the Capital Clause of Articles of Association of the Company:

Resolution required: Special

Mode of voting: Postal Ballot

In case of Postal Ballot:

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	15936859	15936859	100.00	15936859	0	100.00	0
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	235565	235565	100.00	89472	146093	37.98	62.02
Total	16172424	16172424	100.00	16026331	146093	99.10	0.90

5. Increasing the Borrowing Limits of the Company pursuant to section 293(1)(d) of the Companies Act, 1956:

Resolution required: Ordinary

Mode of voting: Postal Ballot

In case of Postal Ballot:

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	15936859	15936859	100.00	15936859	0	100.00	0
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	235565	235565	100.00	89195	146370	37.86	62.14
Total	16172424	16172424	100.00	16026054	146370	99.09	0.91



6. Authorization for creation of charge/mortgage etc. on the properties of the Company pursuant to section 293(1)(a) of the Companies Act, 1956:

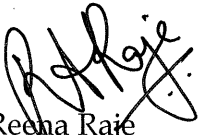
Resolution required: Ordinary

Mode of voting: Postal Ballot

In case of Postal Ballot:

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	15936859	15936859	100.00	15936859	0	100.00	0
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	235565	235565	100.00	89055	146510	37.80	62.20
Total	16172424	16172424	100.00	16025914	146510	99.09	0.91

For Nitco Limited


 Reena Raj
 Company Secretary