



Innovation for a better life

11th March, 2011

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

Sub. : Submission of the proceeding of the Postal Ballot

Pursuant to the Listing Agreement, please find enclosed herewith three copies of the proceeding of the resolution passed by the shareholders of the Company by way of Postal Ballot on 11th March, 2011.

Kindly take note of the same.

Yours faithfully,
For Nitco Limited

B. G. Borkar
CFO and Company Secretary

Encl: as above





tion for a better life

Proceedings held on Friday, the 11th March, 2011 at 11.00 a.m. at the Registered Office of the Company relating to declaration of the Result on the voting by Postal Ballot conducted pursuant to Section 192A(2) of the Companies Act, 1956 on the Special Resolution as specified in the Notice dated 3rd February, 2011.

Present	:	Mr. Vivek Talwar	-	Managing Director
		Ms. Poonam Talwar	-	Whole-time Director
		Mr. B. G. Borkar	-	CFO and Company Secretary
		Mr. Jogendra Sethi	-	Vice President - Finance

In the absence of the Chairman, Ms. Poonam Talwar proposed the name of Mr. Vivek Talwar as the Chairman. Mr. Vivek Talwar thereupon took the chair.

The Chairman stated that the Company had on 4th February, 2011 completed the despatch to all the Shareholders of the Company, a Notice dated 3rd February, 2011 under section 192A (2) of the Companies Act, 1956, (the Act) along with the Postal Ballot Form and a self addressed postage pre-paid envelope for obtaining the Shareholders consent in relation to Special Resolution for altering the Object Clause of the Memorandum of Association of the Company.

The Chairman informed that it was mentioned in the said Notice dated 3rd February, 2011 that the Postal Ballot Forms sent therewith should be returned by the Shareholders duly completed so as to reach the Scrutinizer on or before the close of working hours (18.00 hours) on 9th March, 2011. Mr. Nilesh G. Shah, Qualified Practicing Company Secretary was appointed as Scrutinizer for conducting Postal Ballot voting process in a fair and transparent manner.

The Chairman thereafter stated that the Scrutinizer had carried out the scrutiny of all the Postal Ballot Forms received upto the close of the working hours on 9th March, 2011 and submitted his Report on 10th March, 2011 to the Company.

The Chairman then announced the Results of the Postal Ballot as per the Scrutinizer's Report and stated that the Company, in all, had received 1331 Postal Ballot Forms.

: 2 :

The Summary of voting statistics is as below:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares Voted
a.	Postal Ballot Forms received	159	13442098
b.	Less: Invalid Postal Ballot Forms	21	183480
c.	Net Valid Postal Ballot Forms of which:	138	13258618
i)	Postal Ballot Form with assent for the Resolution	127	13244862
	% to Assent	92.03	99.90
ii)	Postal Ballot Form with dissent for the Resolution	11	13756
	% of Dissent	7.97	0.10

Accordingly, the Chairman declared the following Special Resolution under Section 17 and 18 of the Companies Act, 1956, for alteration of object clause in Memorandum of Association and more specifically described in the Special Resolution and Explanatory Statement mentioned herein below, as duly passed by way of Postal Ballot voting process with requisite majority:

"RESOLVED THAT pursuant to the provisions of Section 17, 18 and all other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as "the Act"), including any statutory modification or reenactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and subject to requisite approvals, if any, in this regard from appropriate authorities and subject to such further term(s), condition(s), amendment(s) or modification(s) as may be required or suggested by any of such appropriate authorities; which term(s), condition(s), amendment(s) or modification(s), the Board of Directors (hereinafter referred to as "the Board" which term shall include any of its duly authorized Committee or one or more Directors) is authorized to accept as it may deem fit; consent of the Company be and is hereby accorded for Alteration of the existing Clause III B of the Memorandum of Association of the Company (hereinafter referred to as 'MOA') by insertion of the following new sub-clause 25 after the existing sub-clause 24 of Clause III B of MOA under the heading 'Objects incidental or ancillary to the attainment of the Main Objects':

: 3 :

'25. To amalgamate or merge with, or absorb or takeover one or more than one company or body corporate or enter into partnership, joint venture or profit sharing arrangement with such companies, whether or not having similar objects as of this Company, acquire by demerger or otherwise business or undertaking of any other company or demerge a division or undertaking of the Company, and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, merger, absorption, takeover, partnership, joint venture or other arrangement, acquisition or demerger, as the case may be.'

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to any Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to this resolution."

Explanatory Statement as required under Section 173(2) of the Companies Act, 1956:

1. Your Company is engaged in the field of manufacturing and trading of ceramic tiles, vitrified tiles, pavers, imported marble, engineered marble, intarsia, inlays, mosaic and other such material. It is also involved in the development of real estate, including through its subsidiaries.
2. The Company intends to restructure its business operations so as to provide focus to each business, unlock the value of each of its businesses and also facilitate expansion and fund raising.

: 4 :

3. Therefore, it is proposed to insert a new Object clause in Clause III B of the Memorandum of Association of the Company to empower the Company to merge/ amalgamate/ enter into joint ventures, etc. The proposed new Object Clause is incidental and ancillary to the attainment of the Main Objects of the Company and will enable the Company to amalgamate/ merge with any other company or body of persons, etc, as envisaged in Section 17 of the Companies Act, 1956.
4. In view of the requirements of Section 192A of the Act, the proposed resolution is being placed for your approval to be passed as Special Resolution through Postal Ballot.
5. The Board of Directors recommends the passing of the Special Resolution appended to this Notice.
6. None of the Directors of the Company is, in any way, concerned or interested in the proposed resolution.
7. Copy of the Memorandum of Association of the Company together with the proposed alterations are open for inspection at the Registered Office of the Company between 3.00 p.m. and 5.00 p.m. on all working days up to 9th March, 2011.

**By Order of the Board
FOR NITCO LIMITED**



**B. G. Borkar
CFO & Company Secretary**

Place: Mumbai
Date: 11.03.2011