

# NITCO

TILES MARBLE MOSAICO

22<sup>nd</sup> September, 2017

To,

|   |  |
|---|--|
| ✓<br>Corporate Service Dept.<br><b>Bombay Stock Exchange Limited</b><br>Jeejeebhoy Towers<br>Dalal Street,<br>Mumbai - 400 001<br>Script code: 532722 | The Listing Department,<br><b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra Kurla Complex, Bandra<br>(E),<br>Mumbai - 400051.<br>Script code: NITCO |
|---|--|

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

Sub: Disclosure of Voting Results of the 51<sup>st</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September, 2017, pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

At the 51<sup>st</sup> Annual general Meeting (AGM) of NITCO Limited held on 20<sup>th</sup> September, 2017, all the items of business contained in the Notice of the AGM dated 11<sup>th</sup> August, 2017, were transacted and approved by the shareholders with requisite majority.

The details of the Combined Voting Results (i.e. Results of the E-Voting together with that of the poll conducted at the AGM) are enclosed in the format prescribed by the Board.

Further, the Report of the Scrutinizer on the Combined Voting Results is attached herewith for your records.

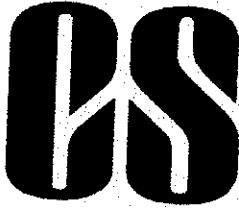
Thanking You,

Yours Faithfully,  
For NITCO Limited



Puneet Motwani  
Company Secretary & Compliance Officer





**Krupa Joisar & Associates**

Company Secretaries

**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
NITCO Limited  
Plot No.3, Nitco House,  
Kanjur Village Road,  
Kanjurmarg (East),  
Mumbai-400042

Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and physical voting through ballot papers at 51<sup>st</sup> Annual General Meeting of NITCO Limited ("The Company") held on Wednesday, September 20, 2017 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 at 11.00 a.m.

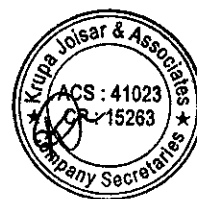
Dear Sir,

1. I, Krupa Joisar, of M/s. Krupa Joisar & Associates, Practicing Company Secretary (Membership No: A 41023) have been appointed as a Scrutinizer of NITCO Limited. ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 (as amended) and to scrutinize the physical ballot forms received by the shareholders who did not opt for E-Voting in respect of the resolutions as set out in the Notice convening the 51<sup>st</sup> Annual General Meeting of the Company.



Office No.1A, Jaya Apartments, RB Mehta Road, Ghatkopar East, Mumbai- 400 071.  
Web: www.krupajoisar.com E-mail: Krupa@krupajoisar.com Mobile: +91- 73034 91421

2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 related to e-voting on the resolution(s) contained in the Notice of Annual General Meeting dated 20<sup>th</sup> September, 2017. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolutions as stated below, based on the Report generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the Authorized Agency engaged by the Company to provide e-voting facilities.
3. I submit my report as under:
- a. The e-voting period remained open from 17<sup>th</sup> September, 2017 (9.00 a.m. IST) to 19<sup>th</sup> September, 2017 (5.00 p.m. IST).
  - b. The shareholders holding shares as on 13<sup>th</sup> September, 2017 were entitled to vote on the proposed resolutions (Item no 1 to 6) as set out in the Notice of the Annual General Meeting of Nitco Limited.
  - c. The members have casted their vote through e-voting facility provided by the Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.
  - d. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
  - e. The facility for voting through ballot paper was made available at the AGM venue for the members attending the Meeting and who did not cast their vote through remote e-voting. The ballot box kept at the AGM venue for this purpose was locked in my presence.
  - f. After the conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers which were incomplete and/or which were duplicate and/or which were otherwise found defective have been treated as invalid and kept separately.
  - g. The votes cast through remote e-voting were unblocked in the presence of two witnesses neither of whom are in the employment of the Company.



4. The consolidated results of remote e-voting and voting through ballot papers at the AGM are enclosed as an annexure to this report.

Thanking You  
For Krupa Joisar & Associates

*Krupa J. Joisar*  
Krupa Joisar  
Scrutinizer



ACS No: 41023  
CP NO: 15263

Place: Mumbai  
Date: September 20, 2017

Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from CDSL's e-voting website [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) in our presence on Wednesday, September 20, 2017.

*Krutika Saiya*

Name: Krutika Saiya  
Address: 101, Om Vishal Co.op Hsg, Soc,  
Road No. 3, Shivaji, Nagar, Thane West,  
Thane - 604

*Ankur Thakkar*

Name: Ankur Thakkar  
Address: C-51, Ravi Darshan,  
Arunoday Nagar, Mulund East,  
Mumbai -81

Counter signed by

*Ankur Thakkar*

Chairman/Director authorized by the Board  
NITECO Limited

*Ankur Thakkar*

(a) Resolution No. 1:

|   |  |
|---|--|
| <b>Resolution Required : (Ordinary)</b>   | <b>1 - Consider and adopt :</b><br>A) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and the Reports of Directors and Auditors of the Company thereon:<br>B) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2017 together with the Report of the Auditor's thereon: |
| <b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b> | No   |

| Particulars                   | Remote e-voting          |                                    | Voting through ballot papers |                                    | Consolidated voting results    |                                      |  |
|-------------------------------|--------------------------|------------------------------------|------------------------------|------------------------------------|--------------------------------|--------------------------------------|--|
|                               | No. of members who voted | No. of shares for which votes cast | No. of members who voted     | No. of shares for which votes cast | Total No. of members who voted | Total No. of shares which votes cast | % of votes to total number of valid votes cast |
| Voted in favour of resolution | 40                       | 3,84,74,253                        | 20                           | 891335                             | 60                             | 3,93,65,588                          | 99.9997  |
| Votes against the resolution  | 5                        | 125                                | -                            | -                                  | 5                              | 125                                  | 0.0003   |
| Invalid/Abstained             | -                        | -                                  | 1                            | 1200                               | 1                              | 1200                                 | -  |



**(b) Resolution No. 2:**

|  |  |
|--|--|
| <b>Resolution Required : (Ordinary)</b>  | <b>2 - To appoint a Director in place of Mr. Vivek Talwar (DIN: 00043180) who retires by rotation and being eligible, offers himself for re-appointment:</b> |
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> | Mr. Vivek Talwar   |

| Particulars                   | Remote e-voting          |                                    | Voting through ballot papers |                                    | Consolidated voting results    |                                |  |
|-------------------------------|--------------------------|------------------------------------|------------------------------|------------------------------------|--------------------------------|--------------------------------|--|
|                               | No. of members who voted | No. of shares for which votes cast | No. of members who voted     | No. of shares for which votes cast | Total No. of members who voted | Total No. of shares which cast | % of votes to total number of valid votes cast |
| Voted in favour of resolution | 40                       | 3,84,74,253                        | 20                           | 891335                             | 60                             | 3,93,65,588                    | 99.9997  |
| Votes against the resolution  | 5                        | 125                                | -                            | -                                  | 5                              | 125                            | 0.0003   |
| Invalid/Abstained             | -                        | -                                  | 1                            | 1200                               | 1                              | 1200                           | -  |



(c) Resolution No. 3:

|   |  |
|---|--|
| Resolution Required : (Ordinary)  | 3 - To consider appointment of M/s. Nayak & Rane, Chartered Accountants (ICAI Firm Registration No. 117249W) as the Statutory Auditors of the Company; |
| Whether promoter/ promoter group are interested in the agenda/resolution? | None   |

| Particulars                   | Remote e-voting          |                                    | Voting through ballot papers |                                    | Consolidated voting results    |  |  |
|-------------------------------|--------------------------|------------------------------------|------------------------------|------------------------------------|--------------------------------|--|--|
|                               | No. of members who voted | No. of shares for which votes cast | No. of members who voted     | No. of shares for which votes cast | Total No. of members who voted | Total No. of shares for which votes cast | % of votes to total number of valid votes cast |
| Voted in favour of resolution | 40                       | 3,84,74,253                        | 19                           | 891299                             | 59                             | 3,93,65,552                              | 99.9751  |
| Votes against the resolution  | 5                        | 125                                | -                            | -                                  | 5                              | 125                                      | 0.0003   |
| Invalid/Abstained             | -                        | -                                  | 2                            | 1236                               | 2                              | 1236                                     | -  |



(d)Resolution No. 4:

|  |  |
|--|--|
| <b>Resolution Required : (Special)</b>   | <b>4 - To consider re-appointment of Mr. Vivek Talwar as Managing Director of the company;</b> |
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> | Mr. Vivek Talwar   |

| Particulars                   | Remote e-voting          |                                    | Voting through ballot papers |                                    | Consolidated voting results    |                                      |  |
|-------------------------------|--------------------------|------------------------------------|------------------------------|------------------------------------|--------------------------------|--------------------------------------|--|
|                               | No. of members who voted | No. of shares for which votes cast | No. of members who voted     | No. of shares for which votes cast | Total No. of members who voted | Total No. of shares which votes cast | % of votes to total number of valid votes cast |
| Voted in favour of resolution | 40                       | 3,84,74,253                        | 20                           | 891335                             | 60                             | 3,93,65,588                          | 99.9997  |
| Votes against the resolution  | 5                        | 125                                | -                            | -                                  | 5                              | 125                                  | 0.0003   |
| Invalid/Abstained             | -                        | -                                  | 1                            | 1200                               | 1                              | 1200                                 | -  |





(e) Resolution No. 5:

|   |  |
|---|--|
| Resolution Required : (Ordinary)  | 5 - To consider re-appointment of Mr. Pradeep Saxena (DIN: 00288321) as Independent Director of the Company; |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No   |

| Particulars                   | Remote e-voting          |                                    | Voting through ballot papers |                                    | Consolidated voting results    |                                      |  |
|-------------------------------|--------------------------|------------------------------------|------------------------------|------------------------------------|--------------------------------|--------------------------------------|--|
|                               | No. of members who voted | No. of shares for which votes cast | No. of members who voted     | No. of shares for which votes cast | Total No. of members who voted | Total No. of shares which votes cast | % of votes to total number of valid votes cast |
| Voted in favour of resolution | 40                       | 3,84,74,253                        | 20                           | 891335                             | 60                             | 3,93,65,588                          | 99.9997  |
| Votes against the resolution  | 5                        | 125                                | -                            | -                                  | 5                              | 125                                  | 0.0003   |
| Invalid/Abstained             | -                        | -                                  | 1                            | 1200                               | 1                              | 1200                                 | -  |



(f) Resolution No. 6:

|  |   |
|--|---|
| <b>Resolution Required : (Ordinary)</b>  | 6 - To consider appointment of M/s. R. K. Bhandari & Co., Cost Accountants (Firm Registration Number 10682) as Cost Auditors of the Company for FY 2017-18. |
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> | No  |

| Particulars                   | Remote e-voting          |                                    | Voting through ballot papers |                                    |                                | Consolidated voting results          |  |  |
|-------------------------------|--------------------------|------------------------------------|------------------------------|------------------------------------|--------------------------------|--------------------------------------|--|--|
|                               | No. of members who voted | No. of shares for which votes cast | No. of members who voted     | No. of shares for which votes cast | Total No. of members who voted | Total No. of shares which votes cast | % of votes to total number of valid votes cast |  |
| Voted in favour of resolution | 40                       | 3,84,74,253                        | 20                           | 891335                             | 60                             | 3,93,65,588                          | 99.9997  |  |
| Votes against the resolution  | 5                        | 125                                | -                            | -                                  | 5                              | 125                                  | 0.0003   |  |
| Invalid/Abstained             | -                        | -                                  | 1                            | 1200                               | 1                              | 1200                                 | -  |  |

