

NITCO

TILES MARBLE MOSAICO

22nd September, 2017

To,

Corporate Service Dept. Bombay Stock Exchange Limited Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Script code: 532722	✓ The Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051. Script code: NITCO
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Ref.: - BSE Code: 532722; NSE Code: NITCO; ISIN: INE858F01012

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

Dear Sir,

At the 51st Annual general Meeting (AGM) of NITCO Limited held on 20th September, 2017, all the items of business contained in the Notice of the AGM dated 11th 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 51st 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.

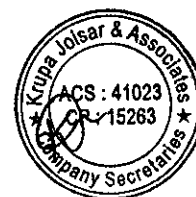
Dear Sir,

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 51st Annual General Meeting of the Company.



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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 20th 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 Authorised 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 17th September, 2017 (9.00 a.m. IST) to 19th September, 2017 (5.00 p.m. IST).
 - b. The shareholders holding shares as on 13th 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 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
NITCO Limited

Ankur Thakkar

(a) Resolution No. 1:

Resolution Required : (Ordinary)	1 - Consider and adopt : 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: 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:
Whether promoter/ promoter group are interested in the agenda/resolution?	No

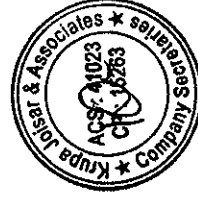
Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number 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	-



(b) Resolution No. 2:

Resolution Required : (Ordinary)	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:
Whether promoter/ promoter group are interested in the agenda/resolution?	Mr. Vivek Talwar

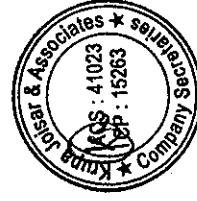
Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number 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	-



(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 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:

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

Resolution Required : (Ordinary)	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.
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 for 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	-

