



NELCO LIMITED

A **TATA** Enterprise

CIN : L32200MH1940PLC003164

Registered Office : EL-6, Electronics Zone, MIDC, Mahape, Navi Mumbai- 400 710

Telephone Number : 022-67399100 / 67918728 Fax Number : 022-67918787

Email ID : services@nelco.in Website : www.nelco.in

POSTAL BALLOT FORM

1. Name & Registered Address :
of the sole/first named
shareholder
2. Name(s) of the :
joint holder(s)
(if any)
3. Registered Folio No./
DP ID No./ Client ID No.* :
*(Applicable to investors
holding shares in
dematerialized form)
4. Numbers of share(s) held :
5. E-voting Event Number (EVEN) :
6. User ID :
7. Password :
8. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Businesses stated in the Notice of Postal Ballot dated 28th April, 2015 of the Company by sending my/our assent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Transfer of the Company's Unattended Ground Sensors (UGSs) business to The Tata Power Co. Ltd. as a going concern on a slump sale basis.			
2.	Special Resolution for transaction with The Tata Power Co. Ltd., being a Related Party for transfer of the Company's Unattended Ground Sensors (UGSs) business as a going concern on a slump sale basis.			
3.	Special Resolution for Transfer of the Company's Managed Services business ("E-Surveillance business") to Securens Systems Pvt. Ltd. as a going concern on a slump sale basis			

Place:

Date:

Signature of the Shareholder(s)

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Mitesh Dhaliwala of M/s Parikh & Associates, Practising Company Secretaries, not later than the close of working hours 5.00 p.m. on 19th June 2015. For this purpose, a self-addressed prepaid envelope is enclosed and postage will be paid by the Company, if posted in India. The envelope bears the name and address of the Registrar and Transfer Agents of the Company i.e. TSR Darashaw Limited, and is to the attention of the Scrutinizer. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member, will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (V) mark in the column provided for assent/ dissent.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 8th May, 2015 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners. Voting right in postal ballot/ E-voting cannot be exercised by a proxy.
6. Duly completed Forms should reach the Scrutinizer not later than the close of working hours 5.00 p.m. on 19th June, 2015. Ballot Forms received after 19th June, 2015 will be strictly treated as if the reply from the Members has not been received.
7. A member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars - TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai -400 011, or to the e-mail ID nelcoballot2015@tsrdarashaw.com. However, the duly filled in and signed duplicate Forms should reach the scrutinizer not later than the date specified at Sr. No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared on 25th June, 2015. The Results declared, along with the results of the Postal Ballot will be declared at the Registered Office of the Company on website www.nelco.in and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
12. Members may address any query to Mr. Girish Kirkinde - Company Secretary, at the Registered Office of the Company, Tel. No.022-67399100, Fax No.022-67918787 or by e-mail to girish.kirkinde@nelco.in.

Notes:

1. A Member can opt for only one mode of voting, i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.
2. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (A) In case of Members receiving the Postal Ballot Form by E-mail:
 - (i) Open e-mail and open PDF file viz; NELCO e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on "Shareholder - Login".
 - (iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"
 - (v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - (vii) Select "EVEN" (Electronic Voting Event Number) of Nelco Limited.
 - (viii) Now you are ready for e-Voting as "CastVote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at nelco.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- (B) In case of Members receiving Postal Ballot Form by Post:
 - (i) User ID and initial password is provided at Sr. No. (6) (7) of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. A (ii) to A (xii) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsd.com. You can also send your queries / grievances relating to e-voting to the e-mail ID:- girish.kirkinde@nelco.in
- (E) Members can cast their vote online from 9.00 am of 20th May, 2015 till 5.00 pm of 19th June, 2015. E-voting shall be disabled by NSDL at 5:00 pm on Friday, 19th June, 2015.