



# 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 Resolution to be passed through Postal Ballot for the Businesses stated in the Notice of Postal Ballot dated 18th January, 2017 of the Company by sending my/our assent to the said Resolution 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 approval of the terms of remuneration of Mr. P.J. Nath, Executive Director & CEO. |               |                                     |  |

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. P.N. Parikh, Company Secretary (FCS No. 327) or failing him Mr. Mitesh Dhaliwala, Company Secretary (FCS No. 8331) of M/s. Parikh and Associates, Practising Company Secretaries, not later than the close of working hours 5.00 p.m. on 1st March, 2017. 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 (✓) 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 20th January, 2017 ("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 1st March, 2017. Ballot Forms received after 1st March, 2017 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 nelcoballot2017@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 or before 3rd March, 2017. 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 e-voting of that Member shall be treated as valid.
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 Member receiving e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]:
  - (i) Open e-mail and open PDF file viz; "nelcopostalballot2017.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.  
NOTE: Members already registered with NSDL for e-voting will not receive the PDF file "nelcopostalballot2017.pdf".
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  - (iii) Click on Shareholder - Login.
  - (iv) Put user ID and password as initial password noted in step (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 Voting Cycles.
  - (vii) Select "EVEN" of Nelco Limited.
  - (viii) Now you are ready for e-Voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "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) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nelco.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) In case of Members' receiving Postal Ballot Form by Post [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting a physical copy]:
  - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
|                              |         |              |
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com). You can also contact NSDL via e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on the toll free number: 1800-222-990.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. In case Members are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Members are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (e) Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).