



25th June 2015

BSE Limited
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers, Fort
Mumbai – 400 001

National Stock Exchange of India Ltd.
5th floor, Exchange Plaza, Plot No.C-1
Block "G" Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

Fax No.(022)22723121/2041

Fax No.2659 8237/38

BSE : 504112

NSE: Nelco EQ

Dear Sirs,

Sub : Intimation of Result of Postal Ballot

In terms of the resolution passed by the Board of Directors on 28th April 2015, the Company conducted the postal ballot under Section 110 of the Companies Act 2013 ("the Act") read with the Companies (Management and Administration) Rules 2014 in respect of the following three Special Resolutions under Section 180 (1) (a), Section 188 and Section 180 (1) (a) and other applicable provisions, if any of the Acts.

Mr.Mitesh Dhaliwala, Company Secretary in whole-time practice, Scrutinizer appointed by the Board has submitted his report and the same is enclosed. Accordingly, the following are the results of the postal ballot.

(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.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
154	13,74,834	75.49

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
11	4,46,304	24.51

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
6	3,18,869

(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.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
154	13,74,834	75.49

Nelco Limited, EL-6, Electronics Zone, MIDC, Mahape,
Navi Mumbai - 400 710, India. Tel: +91 22 6791 8728, 6739 9100
Fax: +91 22 6791 8787 Web: www.nelco.in
CIN No. L32200MH1940PLC003164

A TATA Enterprise

CIN NO. L32200MH1940PLC003164
EMAIL ID : services@nelco.in

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(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
11	4,46,304	24.51

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
6	3,18,869

(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.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
153	1,27,92,483	96.63x

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
13	4,46,359	3.37

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
7	795

As votes cast assenting to each of the Special Resolution Nos.1 & 2 are 75.49% and for Special Resolution No.3 are 96.63% respectively of the total valid votes polled all the three Special Resolutions as mentioned in the Notice of Postal Ballot dated 28th April 2015 have been passed by the Shareholders with requisite majority.

For NELCO Limited



Girish V. Kirkinde
Company Secretary

Encl:As above

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd.
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

June 24, 2015

To,
NELCO LIMITED
Midc, plot no. E1 6, TTC Industrial Area,
Electronics Zone, Mahape
Navi Mumbai- 400710

Kind Attn: Mr. Girish Kirkinde

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions:

- (a) 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.
- (b) 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 slumpsale basis.
- (c) 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.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.



Yours faithfully,

Mitlesh Dhabliwala
Mitlesh Dhabliwala
Parikh & Associates

Encl.: As above.

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
NELCO LIMITED
Midc, plot no. El 6, TTC Industrial Area,
Electronics Zone, Mahape
Navi Mumbai- 400710

Report of Scrutinizer

I, Mitesh Dhaliwala of M/s Parikh & Associates, Practising Company Secretaries, having office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions:

(a) 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.

(b) 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

(c) 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

I have scrutinized the ballot papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.



Contd...2

(a) 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.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
154	13,74,834	75.49

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
11	4,46,304	24.51

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
6	3,18,869



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(b) 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.

(i) Voted in favour of the resolution:

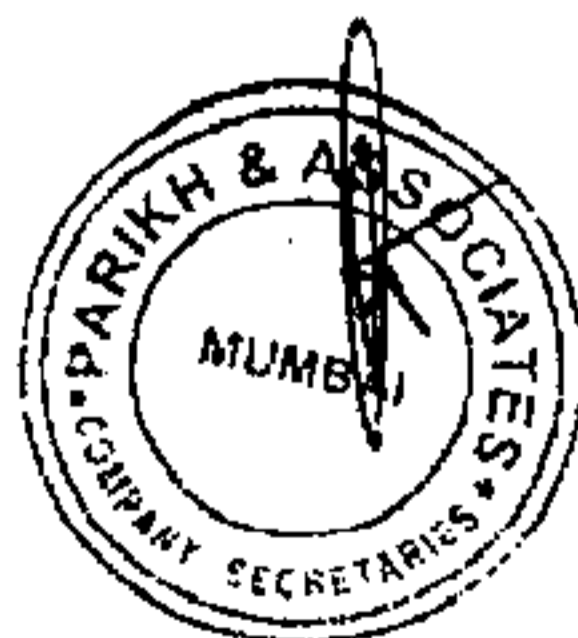
Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
154	13,74,834	75.49

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
11	4,46,304	24.51

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
6	3,18,869



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(c) 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.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
153	1,27,92,483	96.63

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
13	4,46,359	3.37

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
7	795

For Parikh & Associates

Company Secretaries

Place: Mumbai
Date: 24.06.2015Signature: *Mitlesh Dhabliwala*
Mitlesh Dhabliwala
Partner

ACS No: 24539 CP No: 9511