

21<sup>st</sup> June 2019

BSE Limited Corporate Relationship Dept. 1 <sup>st</sup> . Floor, New Trading Ring Rotunda Building, P. J. Towers, Fort Fort, Mumbai – 400 001 Fax No.(022)22723121/2041 BSE:504112	National Stock Exchange of India Limited 5 <sup>th</sup> Floor, Exchange Plaza, Plot No.C-1, Block "G" Bandra Kurla Complex Bandra (East) Mumbai – 400 051 Fax No.2659 8237/38 NSE:Nelco EQ
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Dear Sirs,

Sub: Notice of the 76<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2018-19 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

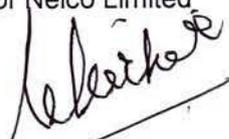
Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 attached herewith is the Notice of the 76<sup>th</sup> Annual General Meeting (AGM) of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2018-19. The AGM is scheduled on Wednesday, 24<sup>th</sup> July 2019 at 3.30 p.m. at Ebony Hotel Regenza By Tunga, Ground Floor, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703.

The entire Annual Report is available on the following link:  
<https://www.nelco.in/pdf/Annual-Reports/NELCO-Limited/AnnualReport-2018-19.pdf>

Please take the same on record.

Thanking you,

Yours faithfully  
For Nelco Limited



Girish V. Kirkinde  
Company Secretary & Head - Legal



Encl:As above.

## NOTICE

The SEVENTY SIXTH ANNUAL GENERAL MEETING of NELCO LIMITED will be held on Wednesday, the 24<sup>th</sup> day of July, 2019 at 3.30 p.m. at Ebony, Hotel Regenza By Tunga, Ground Floor, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2019.
4. To appoint a Director in place of Mr. R.R. Bhinge (DIN 00036557) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. Rahul Shah as a Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

**“RESOLVED** that Mr. Rahul Shah (DIN: 03392443), who was appointed as an Additional Director of the Company with effect from 21<sup>st</sup> July 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the business as set out in Item No. 5 above and the relevant details of the Directors seeking re-appointment under Item No. 4 & 5 above as required by Regulations 26(4) and 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.  
Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 17<sup>th</sup> July 2019 to Wednesday, 24<sup>th</sup> July 2019 (both days inclusive). If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after 26<sup>th</sup> July 2019 as under:

- i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by National Securities Depository Limited and Central Depository Services (India) Limited (both collectively referred to as 'Depositories') as of the close of business hours on 16<sup>th</sup> July 2019;
- ii) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company/Registrar and Share Transfer Agent on or before the close of business hours on 16<sup>th</sup> July 2019.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, TSR Darashaw Limited ("TSRDL") for assistance in this regard.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their DPs.

6. Members are requested to notify immediately any change in their addresses, email addresses, telephone/mobile numbers, Permanent Account Number (PAN), Nominations, Power of Attorney, and/or the Bank Mandate details to their DPs in case the shares are held in electronic form and to Company's Registrars and Share Transfer Agents, TSR Darashaw Limited (TSRDL) in case the shares are held in physical form.
7. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
8. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details of unclaimed dividend and shares transferred to IEPF please refer to Company's website viz. [www.nelco.in](http://www.nelco.in). Members who have not yet encashed their dividend warrant(s) for the financial year 2011-12, are requested to make their claims to the Company accordingly, without any delay.
9. The Notice of the AGM along with the Seventy Sixth Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website viz. [www.nelco.in](http://www.nelco.in).
10. The route map showing directions to reach the venue of the Seventy Sixth AGM is annexed.
11. To support the 'Green Initiative', the Members who have not registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with TSRDL in case the shares are held by them in physical form.
12. **Voting through electronic means**
  - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Members are provided with the facility to cast their vote electronically through the e-voting services provided by National Securities Depository Limited (NSDL) on all the resolutions set forth in this Notice.

- II. Members are provided with the facility for voting through “tablet based voting” at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and votes cast at the AGM shall be considered invalid.
- III. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 21<sup>st</sup> July 2019 (9.00 a.m. IST) and ends on 23<sup>rd</sup> July 2019 (5.00 p.m. IST). Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17<sup>th</sup> July 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. Process and manner for Members opting for remote e-voting are as under:

The instructions for remote e-voting are as under:

The process and manner to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1** : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2** : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nelco.scrutinizer@gmail.com](mailto:nelco.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**Other Instructions:**

- (i) The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date 17<sup>th</sup> July 2019. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and voting through electronic voting system or polling paper at the meeting.
- (ii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 17<sup>th</sup> July 2019, may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nelcoagm2019@tsrdarashaw.com](mailto:nelcoagm2019@tsrdarashaw.com).
- (iii) Mr. P.N. Parikh, Company Secretary (FCS No. 327) or failing him Mr. Mitesh Dhabliwala, Company Secretary (FCS No. 8331) of M/s. Parikh and Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- (iv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "e-voting" or "tablet based voting" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (v) The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (vi) The results declared along with the Scrutinizer's Report, shall be placed on the Company's website viz. [www.nelco.in](http://www.nelco.in) and on the website of NSDL immediately. The Company shall simultaneously forward the result to BSE Limited and The National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
- (vii) In case of grievances connected with facility for voting by electronic means, Members are requested to contact Mr. Amit Vishal, Senior Manager at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on 022 2499 4360. Members may also write to him at NSDL, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

By Order of the Board of Directors

**Girish V. Kirkinde**

Company Secretary & Head - Legal

Navi Mumbai, 27<sup>th</sup> April 2019

**Registered Office:**

EL-6, TTC Industrial Area,  
MIDC Electronics Zone, Mahape, Navi Mumbai – 400 710  
Tel.: 91 22 67399100 Fax.: 91 22 67398787  
E-mail: [services@nelco.in](mailto:services@nelco.in), Website: [www.nelco.in](http://www.nelco.in)  
CIN: L32200MH1940PLC003164

## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice dated 27<sup>th</sup> April 2019.

### Item No. 5

The Board of Directors, on the recommendation of Nominations and Remuneration Committee, appointed Mr. Rahul Shah as an Additional Director of the Company with effect from 21<sup>st</sup> July 2018. Pursuant to the provisions of Section 161(1) of the Act, Mr. Shah holds office upto the date of this AGM and is eligible to be appointed as a Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing Mr. Shah's candidature for the office of Director.

Mr. Rahul Shah, aged 50 years, joined TATA Group through the Tata Administrative Service in 1990 after completing his MBA from Symbiosis Institute of Business Management, Pune. He has held several challenging assignments in different Tata companies spanning the media, telecommunications and power sectors during his 28 years with TATA Group.

He joined The Tata Power Co. Ltd. (TPC) in 2007 and was responsible for evaluating and developing new business opportunities in generation, transmission and distribution in India. From 2011 to early 2018, as CEO and Executive Director of Tata Power Renewable Energy Ltd., he led the growth of the portfolio to 2.3 GW, making it one of the largest and most profitable renewable energy companies in India. Mr. Shah also led the development of corporate strategy, new business services, business collaborations and business excellence in TPC. He represents TPC's interest as a nominee Director on Boards of subsidiary and JV companies of TPC. In his present role, Mr. Shah is Chief Operation Officer at Tata Projects Ltd. He is also on the Board of TCC Construction Pvt. Ltd.

The Board commends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Shah and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice. Mr. Shah is not related to any other Director or KMP of the Company.

By Order of the Board of Directors

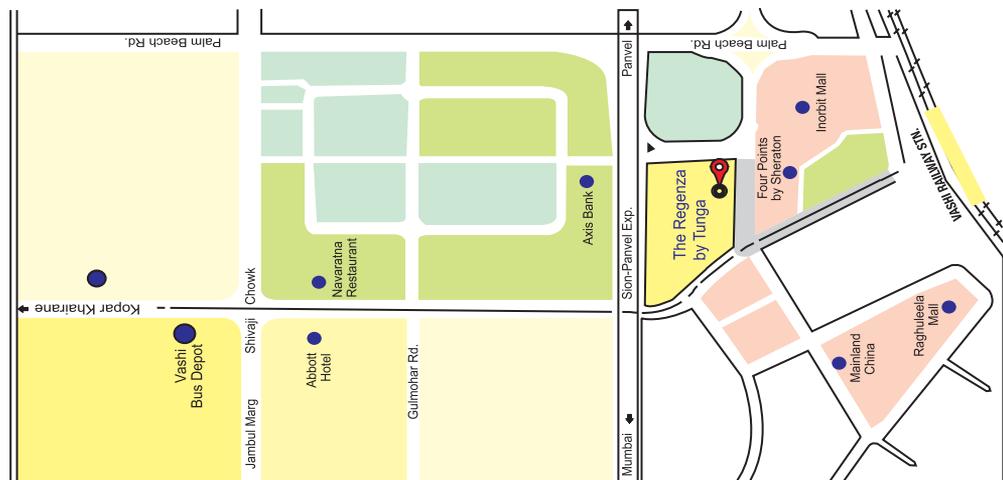
**Girish V. Kirkinde**

Company Secretary & Head - Legal

Navi Mumbai, 27<sup>th</sup> April 2019

### Registered Office:

EL-6, TTC Industrial Area,  
 MIDC Electronics Zone, Mahape, Navi Mumbai – 400 710  
 Tel.: 91 22 67399100 Fax.: 91 22 67398787  
 E-mail: services@nelco.in, Website: www.nelco.in  
 CIN: L32200MH1940PLC003164



**Venue:**  
**Ebony, Hotel Regenza By Tunga,**  
 Ground Floor, Plot No.37,  
 Sector 30-A, Vashi, Navi Mumbai – 400 703

**Landmark:**  
 Near Inorbit Mall, Vashi,

**Distance:**  
 from Vashi Railway Station: 650 meters

**Details of the Director seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings.**

Name of the Director	Mr. R. R. Bhinge	Mr. Rahul Shah
Date of Birth	29 <sup>th</sup> May 1952	9 <sup>th</sup> September 1967
Date of Appointment	29 <sup>th</sup> August 2003	21 <sup>st</sup> July 2018
Expertise in Specific Functional Area.	He has over 44 years of professional experience. He was with Nelco for 14 years and during his tenure with the Company he had multi-functional operating experience in finance, marketing, operations and profit centre management. He was an author of the 1990 Strategic Plan for Tata Industries Ltd. and was responsible for its implementation. He participated in various Joint Venture planning and negotiations. He involved in all consultancy assignments undertaken in various industries by Tata Strategic Management Group (TSMG) since 1991. He retired as Executive Director of Tata Industries Ltd.	General Management, Business Leadership, Power & Infra Sectors.
Qualifications	B.Tech.Hons.(Electrical) from IIT, Mumbai. Post Graduation in Business Administration from IIM.	B.Com., M.B.A.
Relationship between Directors inter se	Mr. Bhinge is not related to any other Directors of the Company.	Mr. Shah is not related to any other Directors of the Company.
Directorship held in other Companies (excluding Foreign Companies)	<ul style="list-style-type: none"> <li>• Infiniti Retail Ltd.</li> <li>• Tatanet Services Ltd.</li> <li>• Nelco Network Products Ltd.</li> <li>• Mahindra Consulting Engineers Ltd.</li> <li>• Sarotam Industrial Goods Retail Distribution Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• TCC Construction Pvt. Ltd.</li> </ul>
Committee positions held in other Companies	<p><b>Audit Committee</b> Member : Infiniti Retail Ltd.</p> <p><b>Nominations &amp; Remuneration Committee</b> Member : Infiniti Retail Ltd.</p> <p><b>Corporate Social Responsibility Committee</b> Chairman : Infiniti Retail Ltd.</p> <p><b>Executive Committee</b> Chairman: Infiniti Retail Ltd</p>	Nil
Remuneration	Except sitting fees for attending the meetings of Board and Committees as mentioned in Report on Corporate Governance, no other remuneration is paid.	Except sitting fees for attending the meetings of Board and Committees as mentioned in Report on Corporate Governance, no other remuneration is paid.
No. of meetings of Board attended during the year	8 (Eight)	5 (Five)
No. of shares held (a) Own (b) For other persons on a beneficial basis	NIL NIL	NIL NIL



**NELCO LIMITED**

CIN No. L32200MH1940PLC003164

**Regd. Office:** MIDC Plot EL-6, TTC Industrial Area, Electronics Zone, Mahape, Navi Mumbai – 400710  
**Tel:** 91 22 67399100 **Fax:** 91 22 6739877, **Email:** services@nelco.in **Website:** www.nelco.in

**ATTENDANCE SLIP**

76<sup>th</sup> Annual General Meeting on Wednesday, 24<sup>th</sup> July, 2019 at 3.30 p.m.  
 at Ebony, Hotel Regenza By Tunga, Ground floor, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703

Folio No. .... DP ID No.\* ..... & Client ID No.\* .....

Name of the Member ..... Signature .....

Name of the Proxy Holder ..... Signature .....

1. Only Member/ Proxy Holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for referenace at the Meeting



**NELCO LIMITED**

CIN No. L32200MH1940PLC003164

**Regd. Office:** MIDC Plot EL-6, TTC Industrial Area, Electronics Zone, Mahape, Navi Mumbai – 400710  
**Tel:** 91 22 67399100 **Fax:** 91 22 6739877, **Email:** services@nelco.in **Website:** www.nelco.in

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **NELCO Limited,**

Registered Office: MIDC Plot EL-6, TTC Industrial Area, Electronics Zone, Mahape, Navi Mumbai – 400710

Name of the member(s) : .....	Email ID: .....
Registered address : .....	
.....	
Folio No/Client ID: .....	

I/We being the member(s) of \_\_\_\_\_ Shares of Nelco Limited, hereby appoint :

1. Name : ..... E-mail ID : .....  
 Address: .....  
 ..... Signature: ..... or failing him
2. Name : ..... E-mail ID : .....  
 Address: .....  
 ..... Signature: ..... or failing him
3. Name : ..... E-mail ID : .....  
 Address: .....  
 ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 76<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 24<sup>th</sup> July, 2019 at 3.30 p.m. at Ebony, Hotel Regenza By Tunga, Ground Floor, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

Resolution No.	Description of Resolution	For	Against
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.		
2	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31 <sup>st</sup> March, 2019 together with the Report of the Auditors thereon.		
3	To declare a dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March 2019.		
4	To appoint a Director in place of Mr. R.R. Bhinge (DIN 00036557) who retires by rotation and, being eligible, offers himself for Re-appointment.		
5	Appointment of Mr. Rahul Shah as a Director.		

Signed this ..... day of ....., 2019

Signature of the shareholder : .....

Signature of Proxy holder(s) : .....

Affix Rupee One Revenue Stamp
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**Note:**

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Plot EL-6, TTC Industrial Area, Electronics Zone, Mahape, Navi Mumbai – 400710, not less than 48 hours before the commencement of the Meeting.
2. Members are requested to Select by placing a tick (✓) mark against the resolution. It is optional for the member to indicate his/her preference. In case no specific direction is given, your proxy may vote or abstain as he/she thinks fit.
3. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.