



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name: NESCO LIMITED

Quarter Ending: September 2016

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|------------------------|---------------------------------|-----------------------------|--|---------|---|--|---|
| Title | Name of the Director | PAN & DIN | Category | Date of Appointment in the Current Term/ Cessation | Tenure | No of Director ship in listed entity including this Listed Entity (Refer Regulation 25(1) of Listing Regulations) | Number of member ships in Audit/ Stake holder Committ ee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chair person in Audit/ Stake holder Committ ee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Sumant Jethabhai Patel | PAN: AGJPP7522R DIN:00186976 | Executive Chairman | 01/08/2016 | | 1 | Nil | Nil |
| Mr. | Mahendra K. Chouhan | PAN: AABPC9245Q DIN:00187253 | Independent / Non-Executive | 20/08/2014 | 5 years | 1 | 5 | 1 |
| Mr. | Jai Shishir Diwanji | PAN: AADPD0804G DIN:00910410 | Independent / Non-Executive | 20/08/2014 | 5 years | 3 | 2 | Nil |
| Mr. | Srinivasa Kuruganti | PAN: AAEPK3873D DIN:00499663 | Independent / Non-Executive | 20/08/2014 | 5 years | 1 | 2 | Nil |
| Mrs. | Sudha Sumant Patel | PAN: ACJPP2990F DIN:00187055 | Non-Executive | 16/07/2001 | | 1 | 1 | 1 |
| Mr. | Krishna Sumant Patel | PAN: AHGPP0595G DIN:01519572 | Managing Director | 01/08/2016 | | 1 | 2 | Nil |

Nesco Limited

CIN – L17100MH1946PLC04886

Western Express Highway, Goregaon (E), Mumbai - 400 063. INDIA

Phone: +91-22-6645 0123 Fax: +91-22-6645 0101 URL: www.nesco.in Email: contact@nesco.in

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| II. Composition of Committees | | |
|---------------------------------------|---------------------------|---|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) |
| Audit Committee | Mr. Mahendra K. Chouhan | Chairperson / Non-Executive / Independent |
| | Mr. Jai Shishir Diwanji | Non-Executive / Independent |
| | Mr. Srinivasa Kuruganti | Non-Executive / Independent |
| | Mr. Krishna Sumant Patel | Executive |
| Stakeholders Relationship Committee | Mrs. Sudha Sumant Patel | Chairperson / Non- Executive |
| | Mr. Jai Shishir Diwanji | Non-Executive / Independent |
| | Mr. Srinivasa Kuruganti | Non-Executive / Independent |
| | Mr. Krishna Sumant Patel | Executive |
| Nomination and Remuneration Committee | Mr. Jai Shishir Diwanji | Chairperson / Non-Executive / Independent |
| | Mr. Mahendra K. Chouhan | Non-Executive / Independent |
| | Mrs. Sudha Sumant Patel | Non-Executive |

| III. Meeting of Board of Directors | | |
|---|--|--|
| <i>Date(s) of Meeting in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 30.05.2016 | 10.08.2016 | 71 |

| IV. Meeting of Committees | | | |
|--|--|--|---|
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days</i> |
| Audit Committee - 10.08.2016 | Yes | 30.05.2016 | 71 |
| Stakeholders Relationship Committee - 10.08.2016 | Yes | 30.05.2016 | 71 |
| Nomination and Remuneration Committee - 10.08.2016 | Yes | 30.05.2016 | 71 |



| V. Related Party Transactions | |
|--|--------------------------------------|
| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

VI. Affirmation

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here

FOR NESCO LIMITED



Jinal J. Shah
Company Secretary and
Compliance Officer



06 October 2016

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name: NESCO LIMITED

Half Year Ending: September 2016

I. Affirmations

| Broad Heading | Regulation Number | Compliance Status (Yes/No/NA) |
|--|--------------------------------------|-------------------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

FOR NESCO LIMITED



Jinal J. Shah
Company Secretary and
Compliance Officer



06 October 2016