

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name: NESCO LIMITED

Quarter Ended: 30 September 2017

| I. | Compo | sition of Board o | | | | 1 22 4 | NT T | Negfari |
|-------|------------------------------|------------------------------------|-----------------------------------|--|---------|---|--|--|
| Title | Name of the Director | PAN & DIN | Category | Date of Appoint- ment in the Current Term/ Cessation | Tenure | No of Director ship in listed entity includ- ing this Listed Entity (Refer Regula- tion 25(1) of Listing Regula- tions) | Number of member ships in Audit/ Stake holder Committe e(s) includ- ing this listed entity (Refer Regula- tion 26(1) of Listing Regula- tions) | No of post of Chair person in Audit/ Stake holder Committee 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 | 4 | 1 |
| Mr. | Jai Shishir Diwanji | PAN: AADPD0804G DIN:00910410 | Independent / Non- Executive | 20/08/2014 | 5 years | 3 | 4 | Nil |
| Mr. | Srinivasa Kuruganti | PAN: AAEPK3873D DIN:00499663 | Independent / Non- Executive | 20/08/2014 | 5 years | 1 | 2 | Nil |
| Mr. | Manu Mahmud Parpia | PAN: AACPP8377R DIN:00118333 | Independent /Non- Executive | 10/05/2017 | 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: L17100MH1946PLC004886

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

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

| 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. Manu Mahmud Parpia | Non-Executive / Independent | | |
| | Mr. Krishna Sumant Patel | Executive | | |
| Stakeholders Relationship Committee | Mrs. Sudha Sumant Patel | Chairperson / Non- Executive | | |
| Committee | 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 | | | |
|--|---|---|--|
| Date(s) of Meeting in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) | |
| 29.05.2017 | 14.08.2017 | 76 | |

| IV. Meeting of Committee | s | | |
|---|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Audit Committee - 14.08.2017 | Yes | 29.05.2017 | 76 |
| Stakeholders Relationship Committee - 14.08.2017 | Yes | 29.05.2017 | 76 |



| V. Related Party Transactions | | | | |
|--|-------------------------------|--|--|--|
| Subject | Compliance status (Yes/No/NA) | | | |
| 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.

For Nesco Limited

Jinal J. Shah Company Secretary and Compliance Officer

09 October 2017

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name: NESCO LIMITED Half Year Ended: September 2017

I. Affirmations

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

For Nesco Limited

Jinal J. Shah Company Secretary and Compliance Officer

09 October 2017

