

**NESCO LIMITED**

Registered Office: Nesco Center, Western Express Highway, Goregaon (East)

Mumbai-400063

CIN: L17100MH1946PLC004886

Tel: (022) 66450123

E-mail: [companysecretary@nesco.in](mailto:companysecretary@nesco.in)

Website: [www.nesco.in](http://www.nesco.in)

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**NOTICE OF POSTAL BALLOT**

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member (s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 as amended (“the Act”) read together with the Companies (Management and Administration) Rules, 2014 as amended (“the Management Rules”), General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 03/2022 dated 5 May 2022, 11/2022 dated 28 December 2022, 09/2023 dated 25 September 2023, and 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the following Special Business as set out hereunder by passing a Special Resolution by the members of the Company as on Friday, 8 November 2024 (“the Cut-off Date”), through Postal Ballot (“the Postal Ballot”) only by way of remote e-Voting (“e-Voting/remote e-Voting”):

Sr. No.	Particulars
1	<b>TO ALTER (SUBSTITUTE) THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY.</b>

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the said Resolution setting out the material facts/rationale thereof, is appended to this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

The Board has appointed Ms. Neeta H. Desai (Membership No. 3262; Certificate of Practice No. 4741) of M/s. ND & Associates, Practicing Company Secretary, as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”) as amended from time to time and SS-2, the Company has provided e-Voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has appointed National Securities Depository Limited (“NSDL”) for facilitating e-Voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) by following the procedure as stated in the Notes forming part of this Notice.

**The schedule of remote e-Voting is as under:**

1	Commencement of e-Voting period	9:00 a.m. (IST) on Wednesday, 13 November 2024
2	Conclusion of e-Voting period	5:00 p.m. (IST) on Thursday, 12 December 2024
3	Cut-off date for eligibility to vote	Friday, 8 November 2024

During this period, members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, 8 November 2024 (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

**RESOLUTION**

**SPECIAL BUSINESS**

**ITEM NO. 1**

**TO ALTER (SUBSTITUTE) THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India for the time being in force), and subject to the approval of the Registrar of Companies, and such other authorities, as may be applicable in this regard, and subject to such terms and conditions as may be imposed by them, if any, the consent of the members of the Company be and is hereby accorded for alteration (substitution) of the Object clause of the Memorandum of Association of the Company as under:

**Existing Clause No. 1b of Clause III A of the Object clause of the Memorandum of Association (MOA) be substituted as:**

- 1b To deal in properties, development or redevelopment of properties, own, purchase, sale, mortgage, manage/operate, leases, leave and licenses of lands, buildings, spaces with or without related infrastructure facilities for the purposes of IT Parks, Commercial, Residential, Industrial offices, Factories, Warehousing, Service centers, Retail trades, Shopping malls, Multiplexes, Hotels, Amusement centers, sports complexes, gaming zones, entertainment venues, recreation centers of all nature and kinds, wayside amenities which include fuel and non-fuel facilities and other allied activities of similar nature.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors or any Key Managerial Personal of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, agreements, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such

modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Regulatory Authorities in respect of any matter(s) arising from or incidental to the said amendment.”

By Order of the Board of Directors  
**For Nesco Limited**

Sd/-  
**Shalini D. Kamath**  
**Company Secretary & Compliance Officer**  
M.No.: A14933  
Date: 28 October 2024  
Place: Mumbai

**Registered Office:**  
Nesco Center  
Western Express Highway  
Goregaon (East)  
Mumbai-400063

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reason/rationale for proposed resolution is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members/list of beneficial owners as received from the NSDL and Central Depository Services (India) Limited (“CDSL”) and whose e-mail address is registered with the Company/Depository Participant (s)(“DPs”), as on the Cut-off Date. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e., by casting votes electronically instead of submitting the Postal Ballot Form. Accordingly, the physical copy of the Notice along with the Postal Ballot Form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-Voting system.
3. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, 8 November 2024, being the cut-off date fixed for the purpose.
4. The Company is offering e-Voting facility to all its shareholders. NSDL will be facilitating e-Voting to enable the shareholders to cast their votes electronically. Instructions for remote e-Voting are provided in this Notice.
5. The Notice shall also be uploaded on the website of the Company at [www.nesco.in](http://www.nesco.in) and on the website of BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited (“NSE”) at [www.nseindia.com](http://www.nseindia.com) and on the e-voting platform of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

6. All the documents referred to in this notice and explanatory statement will be available electronically for inspection from Wednesday, 13 November 2024 to Thursday, 12 December 2024 basis the request being sent on [companysecretary@nesco.in](mailto:companysecretary@nesco.in) from their registered e-mail address mentioning their name, folio number/DP ID and client ID during the voting period of the Postal Ballot. Copy of the existing MOA with the draft of the said altered clause shall be available on the website of the Company at [www.nesco.in](http://www.nesco.in) under the head-Memorandum and Articles of Association.
7. The Scrutinizer shall, after conclusion of the e-Voting period, prepare a report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The Scrutinizer's decision on the votes cast will be final. The voting results shall be declared within two working days from conclusion of the e-Voting period and the resolution shall be deemed to be passed on the last date of the e-Voting, subject to receipt of requisite number of votes. The declared results along with the report of the scrutinizer shall be placed on the website of the Company [www.nesco.in](http://www.nesco.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results along with the report of the scrutinizer shall also be simultaneously forwarded to BSE and NSE.
8. Members holding shares in electronic mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DPs. Members holding shares in physical mode are requested to update their e-mail addresses with the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
9. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members.
10. **Instructions for e-Voting**

#### **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then use your existing my easi username and password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [ndassociates2128@gmail.com](mailto:ndassociates2128@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 <https://www.evoting.nsdl.com/> or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [companysecretary@nesco.in](mailto:companysecretary@nesco.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [companysecretary@nesco.in](mailto:companysecretary@nesco.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

#### **Item no. 1**

##### **Expanding scope of its business operations**

The Company proposes to broaden the scope of its business operations, in alignment with its object clause, by modifying Clause No. 1b of Clause III A of the Objects clause of the Memorandum of Association ("MOA"). The proposed amendments, outlined in the Resolution and Table No. 1 below, is expected to enhance the Company's current business activities.

##### **Proposed New businesses**

From designing and manufacturing engineering solutions, Nesco Limited has diversified into multiple business segments namely Real Estate; Exhibitions, Events; and Hospitality.

Off late the Indian Economy has seen changes in the traditional business models/patterns. As an established player in the Real Estate; Exhibitions, Events; and Hospitality sector, the Company is well-positioned to leverage the growing demand for newer socio-economic infrastructural amenities, recreational, entertainment, dining and family-friendly experiences. Company intends to grow its geography and expand scope of its business in these segments by carrying on *inter-alia* the development, operation and management of entertainment venues and wayside amenities.

With existing and developing businesses of the Company, it proposes to add businesses of operating amusement centers, sports complex, gaming zones, entertainment venues, recreation centers for various business activities including adventurous experiences, simulative games, virtual reality (VR) games, and other such experiences. The hospitality business of the Company, featuring multiple restaurants and a food court with leading Food & Beverage (F&B) brand tie-ups, is expected to augment sales and elevate the overall visitor's experience.

The increasing popularity of road travel and tourism has generated a significant multifold demand for wayside amenities such as retail outlets, rest stops, dining options, fuel and lubricants dispensing stations and vehicle service center. Government has been constantly increasing spend on developing better infrastructure to facilitate safe, faster and comfortable road transport. By incorporating wayside amenities into a broader hospitality and real estate strategy, the Company can unlock opportunities for incremental growth in its existing business divisions, strengthen brand loyalty, and diversify its revenue streams.

The proposed business initiatives explained above and as outlined in Table No. 1, align with the Company's long-term growth strategy in Real Estate; Events; and Hospitality contributing to growth, brand building and community development.

Since these activities are not presently covered under the object clause of the Company's Memorandum of Association, it is proposed to include the same by altering Clause No. 1b of Clause III A of the Object clause of the MOA.

**Table No. 1**

<b>Existing Clause No. 1b of Clause III A of the Object clause of its MOA</b>	<b>Proposed Substitution of Clause No. 1b of Clause III A of the Object clause of its MOA.</b>
To deal in property, development of property, purchase, sale, lease, leave and license of lands, buildings, spaces with or without related infrastructure facilities for purposes of IT Parks, Commercial, Residential and Industrial offices, Factories, Warehousing, Service centres, Retail trade, Shopping malls, Multiplexes, Hotel, and other allied activities of the said nature.	To deal in properties, development or redevelopment of properties, own, purchase, sale, mortgage, manage/operate, leases, leave and licenses of lands, buildings, spaces with or without related infrastructure facilities for the purposes of IT Parks, Commercial, Residential, Industrial offices, Factories, Warehousing, Service centers, Retail trades, Shopping malls, Multiplexes, Hotels, Amusement centers, sports complexes, gaming zones, entertainment venues, recreation centres of all nature and kinds, wayside amenities which include fuel and non-fuel facilities and other allied activities of similar nature.

The Board of Directors at its meeting held on 28 October 2024, has approved alteration of the above Object Clause of its MOA as detailed in Resolution no. 1 and Table No. 1 above, subject to the approval of the shareholders, Registrar of Companies and such other authorities as may be applicable from time to time.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution No. 1 except to the extent of the shares if any held by them in the Company.

The Board recommends to the Shareholders the Resolution set out in Item No. 1 of this Notice as a Special Resolution.

By Order of the Board of Directors  
**For Nesco Limited**

Sd/-  
**Shalini D. Kamath**  
**Company Secretary & Compliance Officer**  
 M.No.: A14933  
 Date: 28 October 2024  
 Place: Mumbai

**Registered Office:**  
 Nesco Center  
 Western Express Highway  
 Goregaon (East)  
 Mumbai-400063