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Practising Company Secretaries

68 Neeta H. Desai BA, LLB, LLM, FCS Tel.: 24095104 Mobile:9821498216 Mobile:9892288254



279/18, Shantikunj, Road No. 31, Sion (East), Mumbai - 400 022. E-mail: ndassociates@rediffmail.com E-mail: ndassociates2128@gmail.com

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Mr. Sumant J. Patel
Nesco Limited
Nesco Complex,
Western Express Highway,
Goregaon East, Mumbai 400063

Sub: 56th Annual General Meeting of the Equity Shareholders of M/s. Nesco Limited held on Monday the 03rd August 2015 at 3.30 p. m. at Nesco Complex, Western Express Highway, Goregaon East, Mumbai 400063

Dear Sir,

- I, Neeta H. Desai (ND & Associates) Practising Company Secretary appointed as Scrutinizer of the purpose of the poll taken on the below mentioned resolution(s) at the 56th Annual General Meeting of the Equity Shareholders of M/s. Nesco Limited, held on Monday the 03rd August 2015 at 3.30 p. m. at Nesco Complex, Western Express Highway, Goregaon East, Mumbai 400063, submit my report as under:
- 1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed my me.
- The locked ballot box was subsequently opened in my presence and poll papers
 were diligently scrutinized. The poll papers were reconciled with the records
 maintained by the Registrar and Transfer Agents of the Company and the
 authorization / proxies lodged with the Company.
- 3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
 Or
 I did not find any poll papers invalid.



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Scrutinizer's Report of Nesco Limited Result of Voting Through ballot:

4. The result of the poll is as under.

(a) Item No. 1: Ordinary Resolution

Adoption of Standalone and Consolidated Annual Accounts and Reports thereon for the financial year ended 31st March, 2015.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of valid
present and voting	them	votes cast
(in person or by proxy)	THE RESIDENCE OF THE PARTY OF T	99.987%
24	9930599	327381.18

(ii) Voted against the resolution:

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them	- - - · · · · · · · · · · · · · ·	otes cast
	one Control	24 H (22 200 10 10 10 10 10 10 10 10 10 10 10 10 1
	Nil	Nil

(iii) Invalid votes:

by them	votes cast
The Control of the Co	0.013%
	1268

(b) Item No. 2: Ordinary Resolution

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of valid
present and voting	them	votes cast
(in person or by proxy)		99.987%

(ii) Voted against the resolution:

(II) Anten against me heranary		% of total number of valid
Number of members	Number of votes cast by	To the control of the second o
present and voting	them	votes cast
(in person or by proxy)	The law of the state of the sta	The second secon
Province of the second	40	<u>1778</u> <u>— 1860 —</u>



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Scrutinizer's Report of Nesco Limited Result of Voting Through ballot:

(iii) Invalid votes:

Total number of members	Total number of votes cast	% of total number of valid
(in person or by proxy)	by them	votes cast
Whose votes were declared	41445 phr 6 ts - 0. 441	
invalid		
4	1268	0.013%

(c) Item No. 3: Ordinary Resolution

To appoint a director in place of Mrs. Sudha S. Patel, who retires by rotation

(i) Voted in favour of the resolution:

Til Large Wildragal Of the 1620	TOTAL TO THE PROPERTY OF THE P
Number of members	Number of votes cast by % of total number of valid
present and voting	them votes cast
(in person or by proxy)	
17	324268 99.610%
4. 6	324268 99.610%

(ii) Voted against the resolution:

Number of members	Number of votes cast by	% of total number of valid
present and voting	them	votes cast
(in person or by proxy)		は (本本本) 2017年7月 (中央大学年間)
and the state of t	Nii	NII

(iii) Invalid votes:

Total number of votes cast	% of total number of valid
by them	votes cast
	7
	by them

(d) Item No. 4: Ordinary Resolution

To appoint Statutory Auditors to hold office from the conclusion of this meeting, until the conclusion of the 60^{th} Annual General Meeting

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of valid
present and voting	them	votes cast
(in person or by proxy)		Million D. Dalling Variable
24	9930599	99,987%



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Scrutinizer's Report of Nesco Limited Result of Voting Through ballot:

Voted against the resolution	Number of votes cast by	% of total number of va
Number of members	300	votes cast
present and voting	them -	Aller Control of the
(in person or by proxy)	1997 - 19	Nil

iji) Invalid votes:	Total number of votes cast	% of total number of valid
Total number of members (in person or by proxy)	by them	votes cast
Whose votes were declared invalid		0.013%

(e) Item No. 5: Special Resolution

Alter Articles of Association of the Company by substitute & replacing existing Clause 98 (e) of Articles of Association

(i) Voted in favour of the resolution:

Voted in favour of the res	olution:	% of total number of valid
Number of members	Number of votes cost of	votes cast
present and voting	them	
(in person or by proxy)	9798597	98.658%

Voted against the resolution Number of members	Number of votes cast by them	% of total number of vali votes cast
present and voting (in person or by proxy)	132000	1.329%

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70.	
	0.013%
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Scrutinizer's Report of Nesco Limited Result of Voting Through ballot:

(f) Item No. 6: Special Resolution

To appoint Mr. Krishna Patel as Joint Managing Director of the Company w.e.f. 01 April 2015

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of valid
present and voting	them	votes cast
(in person or by proxy)		
16	323018	99,609%

(ii) Voted against the resolution:

present and voting them votes cast	fvalid
(in person or by proxy)	

(iii) Invalid votes:

Total number of members	Total number of votes cast	% of total number of valid
(in person or by proxy)	by them	votes cast
Whose votes were declared		
invalid		Hillian or south Blanck of the same of the
4	1268	0.391%

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Mumbai Date: 05.08.2015 C. P. WEJATAL

Yours faithfully, For ND & Associates

Neeta H. Desai Practising Company Secretary

ND L'ASSOCIATES.

Practising Company Secretaries

GB Neeta H. Desai BA, LLB, LLM, FCS Tel.: 24095104 Mobile:9821498216 Mobile:9892288254



279/18, Shantikunj, Road No. 31, Sion (East), Mumbai - 400 022. E-mail: ndassociates@rediffmail.com E-mail: ndassociates2128@gmail.com

Report of Scrutinizer on E-Voting Process

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

05 August, 2015

To
The Chairman
Mr. Sumant J. Patel
Nesco Limited
Nesco Complex,
Western Express Highway,
Goregaon East, Mumbai 400063

Sir,

SUB: Scrutinizer's Report on E-Voting Process conducted Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 56th Annual General Meeting

The Board of Directors of Nesco Limited ('the Company') have vide resolution passed on 23rd May, 2015, decided to provide to the members of the Company, a facility to exercise their right to vote by way of Electronic means, on the resolutions as set out in the notice of 56th Annual General Meeting of the Company held on **03st August**, **2015**, as required under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Neeta Desai, Company Secretary in Practice having membership no. FCS 3262, (ND & Associates) has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 23rd May, 2015 as required under Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the notice convening the 56th Annual General Meeting of the Company to be held on 03rd August, 2015.



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Practising Company Secretaries

Scrutinizer's Report of Nesco Limited Result of Voting Through Electronic Means: 03.08.15

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the 56th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 23rd May, 2015 convening the 56th Annual General Meeting of the Company to be held on 03rd August, 2015 along with the statement setting out material facts under section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares on the record date of 27th July, 2015 were entitled to vote on the resolutions proposed as set out in the notice of 56th Annual General Meeting.

In this regard, I submit my report as under:

- The e-voting period remained open from Friday, 31st July, 2015 (10.00 a.m.) to Sunday, 2nd August, 2015 (5.00 p.m.).
- 2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses who are not in the employment of the Company.
- 3. The details containing list of shareholders who vote "in favour" or 'against' each of the resolutions that were put to vote were downloaded from the evoting website of CDSL (www.evotingindia.co.in)
- 4. We have scrutinized the votes casted through electronic means for the purpose of this report.
- The particulars of all the electronic votes casted by the members through evoting process have been recorded in a register separately maintained for the purpose.
- 6. The result of the voting is as per annexure attached herewith.



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		ny Secretari	

Scrutinizer's Report of Nesco Limited Result of Voting Through Electronic Means: 03.08.15

7. The Register and all relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Compliance Officer for safe custody.

Thanking you,

Yours truly,

For ND & Associates

Neeta H. Desai

Practising Company Secretary

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ND & ASSOCIATES Practising Company Secretaries

Annexure to the Scrutinizer's Report of NESCO LIMITED

Result of Voting Through Electronic Means: 03.08.15

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Annexure to the Scrutinizer's Report of NESCO LIMITED

Result of Voting Through Electronic Means: 03.08.15

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<u>ó</u>		Resolution	Resolution	Voti	Voting in Favour (Assent)	ь	to/	Voted Against (Dissent)			
	Ż			No. of Members Voting	No. of Votes Casted	% of valid	No. of Members Voting	No. of Votes Casted	% of valid	No. of Members Voting	No. of Votes Casted
	m	To appoint a director in place of Mrs. Sudha S. Patel, who retires by rotation	Ordinary	7	361374	100	2		Į.	N S	2

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General Meeting						lates in		



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Annexure to the Scrutinizer's Report of NESCO LIMITED

Result of Voting Through Electronic Means: 03.08.15

	30	Mombers Votes Voting Casted		Nii
	Voted Against (Dissent)	of % of es valid ed votes	91 76.46	N - N
THE COMMENT OF THE CO		No. of No. of Members Votes Voting Casted	276291	
Valid Votes		% of Nc Ne	11.22	88.53 8.53
		No. of Votes Casted	40550	319922
		No. of Members Voting	9	
Type of	wesolution		Special	Special
Resolution			Alter Articles of Association of the Company by Substitute & replacing existing Clause 98 (e) of Articles of Association	To appoint Mr. Krishna Patel as Joint Managing Director of the Company w.e.f. 01 April 2015
Š	/item No.		in = 1	9
O CONTRACTOR OF			ru –	QQ

* For resolution no. 5 two persons have abstained from voting and for resolution no. 6 one person has abstained from voting.

