

# *ND & ASSOCIATES*

**Practising Company Secretaries**

***Neeta H. Desai***

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## **Report of Scrutinizer**

<b>Name of the Company</b>	<b>Nesco Limited</b>
<b>Meeting</b>	<b>63rd Annual General Meeting</b>
<b>Day, Date &amp; Time</b>	<b>Monday, 08 August 2022 at 2.30 P. M.</b>
<b>Deemed Venue</b>	<b>Nesco Center, Western Express Highway, Goregaon East, Mumbai – 400 063</b>
<b>Mode</b>	<b>Video Conferencing (VC)/Other Audio Visual Means (OAVM)</b>

Dear Sir,

I, Neeta H. Desai (ND & Associates) Practising Company Secretary appointed as Scrutinizer for the remote e-voting as well as e-voting by members during the 63rd Annual General Meeting (AGM) of M/s. Nesco Limited (hereinafter referred to as the Company) scheduled on Monday, 08 August 2022 at 2.30 P.M. held through Video Conferencing (VC)/Other Audio Visual Means (OAVM), my responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and render Scrutinizer's Report on the voting on the resolutions based on the report generated from the electronic voting system.

The Company held the 63<sup>rd</sup> AGM on 08 August 2022 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) at 2:30 PM IST in accordance with the provisions of Companies Act, 2013 (the Act) read with the General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI). The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and venue voting during the AGM and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 13 July 2022.

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Link Intime India Private Limited, the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM to the Members who had already registered their E-mail IDs with the Company / Depositories and also to Members who registered their E-mail ID pursuant to the advertisement(s) published by the Company in "Business Standard" in English and in "Lakshadweep Marathi" in Vernacular language Marathi.

Cut-off date of Voting rights were reckoned as on Monday, 01 August 2022, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

### Combined Scrutinizer's Report of Nesco Limited 63<sup>rd</sup> AGM dated 08.08.2022

The Company appointed NSDL as the agency for providing the platform for remote e-voting and e-voting during the AGM. Remote e-voting platform was open from 9:00 a.m. (IST) on Thursday, 04 August 2022 till 5:00 p.m. (IST) on Sunday, 07 August 2022 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

As specified under Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted. Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members during the AGM, on the NSDL e-voting platform and downloaded the results.

We give below the details of members' casting vote in remote e-voting & in venue voting:

Remote E-voting		Venue E-voting	
Resolution No.	Members voted	Resolution No.	Members voted
1	171	1	3
2	173	2	3
3	171	3	3
4	173	4	3

Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 25 May 2022, is as under.

#### **(a) Item No. 1: Ordinary Resolution**

Adoption of Standalone and Consolidated Annual Accounts and Reports of the Board of Directors and auditors thereon for the financial year ended 31 March 2022.

Particulars	Remote E-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	168	43167330	3	6019	171	43173349	99.2090
Dissent	3	344228	0	0	3	344228	0.7910
Total	171	43511558	3	6019	174	43517577	100.000

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### Combined Scrutinizer's Report of Nesco Limited 63<sup>rd</sup> AGM dated 08.08.2022

#### (b) Item No. 2: Ordinary Resolution

To declare final Dividend for the financial year ended 31 March 2022.

Particulars	Remote E-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	171	43172019	3	6019	174	43178038	99.2093
Dissent	2	344141	0	0	2	344141	0.7907
Total	173	43516160	3	6019	176	43522179	100.000

#### (c) Item No. 3: Ordinary Resolution

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

Particulars	Remote E-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	127	35641843	2	4019	129	35645862	91.5231
Dissent	44	3299547	1	2000	45	3301547	8.4769
Total	171	38941390	3	6019	174	38947409	100.000

#### (d) Item No. 4: Ordinary Resolution

To ratify remuneration payable to Y. S. Thakar & Co., Cost Accountants (FRN - 000318), Cost Auditors of the Company, for the financial year ending 31 March 2023.

Particulars	Remote E-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	165	43163462	2	4019	167	43167481	99.1833
Dissent	8	353448	1	2000	9	355448	0.8167
Total	173	43516910	3	6019	176	43522929	100.000

Based on the aforesaid result we report that all the four (4) ordinary resolutions as set out in item number 1 to 4 of the Notice of AGM dated 25 May 2022 have been passed with requisite majority.

Thanking you,

Yours faithfully,  
For ND & Associates

Place: Mumbai  
Date: 09.08.2022

Neeta H. Desai  
Practising Company Secretary  
UDIN: F003262D000767883