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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, 2019

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 60th Annual General Meeting

The Board of Directors of Nesco Limited ('the Company') have vide resolution passed on 24th May, 2019, 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 60th Annual General Meeting of the Company held on **5th August, 2019**, 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 24th May, 2019 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 60th Annual General Meeting of the Company to be held on 05th August, 2019.



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Scrutinizer's Report of Nesco Limited Result of Voting Through Electronic Means: 05.08.2019

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 60th 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 Linkintime India Private Limited (LI IPL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 24th May, 2019 convening the 60th Annual General Meeting of the Company to be held on 5th August, 2019 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 cut-off date (record date) of 29th July, 2019 were entitled to vote on the resolutions proposed as set out in the notice of 60th Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Friday, 2nd August, 2019 (9.00 a.m.) to Sunday, 4th August, 2019 (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 e-voting website of LI IPL ([https://instavote.linkintime.co.in.](https://instavote.linkintime.co.in))
4. We have scrutinized the votes casted through electronic means for the purpose of this report.
5. The particulars of all the electronic votes casted by the members through e-voting 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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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

Neeta H. Desai
Practising Company Secretary



Encl: as above.

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Annexure to the Scrutinizer's Report of NESCO LIMITED

Result of Voting Through Electronic Means: 05.08.2019

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	1	Adoption of Standalone and Consolidated Annual Accounts and Reports thereon for the financial year ended 31 st March, 2019.	Ordinary	34	3745644	100%	1	4	0.000%	Nil	Nil

2	2	To declare dividend of Rs. 2.50/- per equity Share.	Ordinary	35	3763352	100%	1	4	0.000%	Nil	Nil
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Result of Voting Through Electronic Means: 05.08.2019

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
3	3	To appoint a director in place of Mrs. Sudha S. Patel, who retires by rotation.	Special	33	3756894	100%	3	6462	0.000%	Nil	Nil

4	4	To re-appoint Statutory Auditors M/s. Manubhai & Shah LLP, Chartered Accountants of the Company.	Ordinary	35	3763352	100%	1	4	0.000%	Nil	Nil
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Annexure to the Scrutinizer's Report of NESCO LIMITED

Result of Voting Through Electronic Means: 05.08.2019

5	5	Appointment of Ms. Amrita Verma Chowdhury as an Independent Director.	Special	35	3763352	100%	1	4	0.000%	Nil	Nil
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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: 60th Annual General Meeting of the Equity Shareholders of M/s. Nesco Limited held on Monday the 5th August 2019 at 3.30 p. m. at Tower 04, Nesco IT Park at Nesco Center, Western Express Highway, Goregaon East, Mumbai – 400 063.

Dear Sir,

I, Neeta H. Desai (ND & Associates) Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the 60th Annual General Meeting of the Equity Shareholders of M/s. Nesco Limited, held on Monday the 5th August 2019 at 3.30 p. m. at Tower 04, Nesco IT Park, Nesco Center, 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 by me.
2. 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.
4. The result of the poll is as under.



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Scrutinizer's Report of Nesco Limited Result of Voting Through ballot: 05.08.2019

(a) Item No. 1: Ordinary Resolution

Adoption of Standalone and Consolidated Annual Accounts and Reports thereon for the financial year ended 31st March, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	48049410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them	% of total number of valid votes cast
0	0	0.000

(b) Item No. 2: Ordinary Resolution

To declare dividend of Rs. 2.50 per equity Shares.

(i) Voted in favour of the resolution:

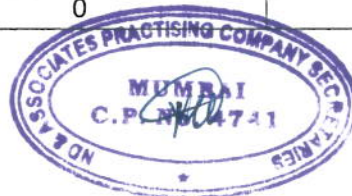
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	48049410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them	% of total number of valid votes cast
0	0	0.000



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Scrutinizer's Report of Nesco Limited Result of Voting Through ballot: 05.08.2019

(c) Item No. 3: Special Resolution

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
*14	1873	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them	% of total number of valid votes cast
0	0	0.000

(d) Item No. 4: Ordinary Resolution

To re-appoint Statutory Auditors M/s Manubhai & Shah LLP, Chartered Accountants

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	48049410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them	% of total number of valid votes cast
0	0	0.000



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Scrutinizer's Report of Nesco Limited Result of Voting Through ballot: 05.08.2019

(e) Item No. 5: Special Resolution

Appointment Ms. Amrita Verma Chowdhury as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	48049410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them	% of total number of valid votes cast
0	0	0.000

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.

* For resolution No. 3, seven persons have abstained from voting being related party.

Thanking you,

Place: Mumbai
Date : 05.08.2019



Yours faithfully,
For ND & Associates

A handwritten signature in blue ink that reads "Neeta H. Desai".

Neeta H. Desai
Practising Company Secretary