



Date: August 20, 2014

The Secretary BOMBAY STOCK EXCHANGE LIMITED, P J Towers Dalal Street, Fort, Mumbai 400001	NATIONAL STOCK EXCHANGE OF INDIA LIMITED Listing Department Exchange Plaza, 5 th Floor, Bandra-Kurla Complex, Bandra (East), Mumbai 400051.
Company Code No. 505355	Company Code NESCO

Dear Sir,

Sub: 55th Annual General Meeting held on Wednesday, August 20, 2014 at 3.00 pm - Proceedings

Pursuant to clause 31 of the listing agreement, please find below the proceedings of the 55th Annual General Meeting held on Wednesday, 20th day of August, 2014 at 3.00 pm, at IT building 3 of Nesco IT Park, situated at the registered Office of the Company at Nesco Complex, Western Express Highway, Goregaon (East), Mumbai 400063.

Pursuant to clause 35B of the listing agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended e-voting facility to the Members of the Company in respect of businesses to be transacted at the 55th Annual General Meeting.

The e-voting commenced from 9.00 a.m. on 11th August, 2014 and ended at 6.00 p.m. on 12th August, 2014. Mrs. Neeta Desai, Practising Company Secretary, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Scrutinizer's report is attached. All resolutions were passed with requisite majority through resolutions passed through e-voting and physical voting at the AGM.

Resolutions passed with requisite majority through e-voting and physical voting are as follows:

Ordinary Resolutions:

1. Approved the Audited Balance Sheet of the Company as at March 31, 2014 and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon as placed before the meeting.
2. Declared Dividend of Rs. 5/- per equity share of the Company for the year ended on March 31, 2014.
3. Re-appointed Mrs. Sudhaben S. Patel (DIN 00187055), as Director of the Company.



Nesco Limited

CIN - L17100MH1946PLC04886

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

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

4. Appointed Dr. Ram S. Tarneja (DIN 00009395), as an Independent Director of the Company for a term of five years.
5. Appointed Mr. K. S. Srinivasa Murty (DIN 00499663), as an Independent Director of the Company for a term of five years.
6. Appointed Mr. Mahendra K. Chouhan (DIN 00187253), as an Independent Director of the Company for a term of five years.
7. Appointed Mr. Jai S. Diwanji (DIN 00910410), as an Independent Director of the Company for a term of five years.

Special Resolution:

1. Appointed M/s. Manubhai & Shah, Chartered Accountants, Mumbai, as Statutory Auditor of the Company to hold office from the conclusion of the 55th Annual General Meeting and until the conclusion of next Annual General Meeting of the Company.
2. Enter in to Leave and License agreement with Mr. Sumant Patel under section 188 of the Companies Act, 2013 in respect of land and building situated at Karamsad, District Anad, Gujarat, against payment of annual license fee.

The above is for your information and record.

Thanking you,
Yours faithfully,
For **Nesco Limited**



Dipesh R. Singhania
Chief Financial Officer & Compliance Officer

Encl.: a/a

CS Neeta H. Desai

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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]

21th August, 2014

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 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 55th Annual General Meeting

The Board of Directors of Nesco Limited ('the Company') have vide resolution passed on 28th May, 2014, 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 55th Annual General Meeting of the Company to be held on **20th August, 2014**, 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.



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I, Neeta Desai, Company Secretary in Practice having membership no. FCS 3262, has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 6th August, 2014 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 55th Annual General Meeting of the Company to be held on 20th August, 2014.

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 Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 28th May, 2014 convening the 55th Annual General Meeting of the Company to be held on 20th August, 2014 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 12th August, 2014 were entitled to vote on the resolutions proposed as set out in the notice of 55th Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Monday, 11th August, 2014 (9.00 a.m.) to Tuesday, 12th August, 2014 (6.00 p.m.).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses (Mr. Mathew and Ms. Zankhana Bhansali) who are not in the employment of the Company.



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3. The details containing list of shareholders who vote 'for' or 'against' each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.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.
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.

recommendation:

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,
For ND & Associates



Neeta H. Desai
Practising Company Secretary



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Annexure to the Scrutinizer's Report

Result of Voting Through Electronic Means:

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	No. of Members Voting	No. of Votes Casted			
1	1	Adoption of Audited Balance Sheet as at 31st March, 2014 & the Statement of Profit & Loss for the year ended on that date & the Reports of the Directors & Auditors thereon	Ordinary	49	9607955	99.993	NIL	NIL	5	714
2	2	Declaration of Dividend for the financial year ended 31st March, 2014	Ordinary	48	9607915	99.992	1	40	5	714



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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		
3	3	Appointment of Mrs. Sudhben S. Patel, who retires by rotation & being eligible, offers himself for re-appointment	Ordinary	49	9607955	99.993	NIL	5	714
4	4	Appointment of Dr. Ram S. Tarneja as an Independent Director of the Company for the term of upto five years.	Ordinary	49	9607955	99.993	NIL	5	714



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				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		
5	5	Appointment of Mr. K. S. Srinivasa Murty as an Independent Director of the Company for the term of upto five years.	Ordinary	49	9607955	99.993	NIL	NIL	NIL	5	714
6	6	Appointment of Mr. Mahendra K. Chouhan as an Independent Director of the Company for the term of upto five years.	Ordinary	49	9607955	99.993	NIL	NIL	NIL	5	714



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				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
7	7	Appointment of Mr. Jai S. Diwanji as an Independent Director of the Company for the term of upto five years.	Ordinary	49	9607955	99.993	NIL	NIL	5	714	



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				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		
8	8	Appointed m/S. Manubhai & Shah, Chartered Accountants, Mumbai, as Statutory Auditor of the Company to hold office from the conclusion of the said Annual General Meeting until the conclusion of Next Annual General Meeting.	Special	49	9607955	99.993	NIL	NIL	5	714	



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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		
9.	9.	Enter in to Leave and License agreement with Mr. Sumant Patel under section 188 of the Companies Act, 2013 in respect of land and building situated at Karmsad, Anand, Gujarat against payment of Annual License Fees.	Special	41	5695116	97.612	4	138620	2.376	5	714

