

ND & ASSOCIATES

Practising Company Secretaries

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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: 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 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.

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	9930599	99.987%

(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
Nil	Nil	Nil

(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
4	1268	0.013%

(b) Item No. 2: Ordinary Resolution

To declare dividend on 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
23	9930559	99.987%

(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
1	40	0%



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

(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
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:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	324268	99.610%

(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
Nil	Nil	Nil

(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
4	1268	0.390%

(d) Item No. 4: Ordinary Resolution

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

(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
24	9930599	99.987%



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

(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
Nil	Nil	Nil

(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
4	1268	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:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	9798597	98.658%

(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
3	132000	1.329%

(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
4	1268	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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	323018	99.609%

(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
Nil	Nil	Nil

(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
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



Yours faithfully,
For ND & Associates

A handwritten signature in black ink, appearing to read "Neeta H. Desai".

Neeta H. Desai
Practising Company Secretary

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]

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 **03rd 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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Scrutinizer's Report of Nesco Limited Result of Voting Through Electronic Means: 03.08.15

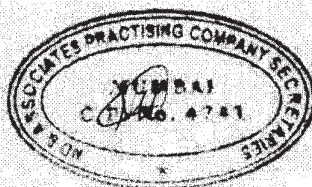
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the 56th Annual General Meeting of the members of the Company. My responsibility 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:

1. 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 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.



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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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Annexure to the Scrutinizer's Report of NESCO LIMITED

Result of Voting Through Electronic Means: 03.08.15

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			% of valid votes
1	1	Adoption of Annual Accounts and Reports thereon for the Financial year ended 31 st March, 2015.	Ordinary	12	361374	100	Nil	Nil	Nil	Nil
2	2	To declare dividend on equity shares.	Ordinary	12	361374	100	NIL	NIL	NIL	NIL



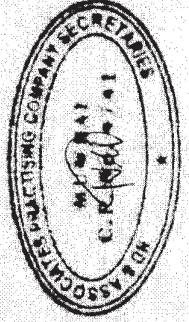
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Result of Voting Through Electronic Means: 03.08.15

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	To appoint a director in place of Mrs. Sudha S. Patel, who retires by rotation	Ordinary	12	361374	100	Nil	Nil	Nil
4	4	To appoint Statutory Auditors to hold office from the conclusion of this meeting, until the conclusion of the 60 th Annual General Meeting	Ordinary	12	361374	100	Nil	Nil	Nil



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Annexure to the Scrutinizer's Report of NESCO LIMITED

Result of Voting Through Electronic Means: 03.08.15

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			% of valid votes	
5	5	Alter Articles of Association of the Company by substitute & replacing existing Clause 98 (e) of Articles of Association	Special	*6	40550	11.22	4	276291	76.46	Nil	Nil
6	6	To appoint Mr. Krishna Patel as Joint Managing Director of the Company w.e.f. 01 April 2015	Special	*11	319922	88.53	Nil	Nil	Nil	Nil	Nil

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

