



28 March 2018

BSE Limited
Department of Corporate Services,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Limited
5th Floor, Exchange Plaza,
Bandra Kurla Complex,
Bandra (East) Mumbai - 400 051.

Ref : 505355

Ref : NESCO

Sub: Results of Postal Ballot

Pursuant to Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Postal Ballot Notice dated 13 February 2018, please find enclosed-

1. Voting Results of the Postal Ballot.
2. Scrutinizer's Report on Postal Ballot dated 28 March 2018.

Kindly acknowledge receipt of the same and take on your record.

Thanking you

Yours faithfully,

For Nesco Limited

Jinal J. Shah
Company Secretary and
Compliance Officer



Encl: As above

Nesco Limited

CIN : L17100MH1946PLC004886

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

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

Postal Ballot Voting Results

Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Special Resolutions passed through Postal Ballot on:	27 March 2018
Total number of shareholders on record date	22,616
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	Not Applicable

Resolution No. 1 : Alteration to the Object Clause of the Memorandum of Association of the Company							
Resolution Required (Ordinary / Special)				Special			
Whether promoter/ promoter group are interested in the agenda/ resolution?				No			
Category	No. of Shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares 3={2/1} *100	No. of Votes in favor 4	No. of Votes Against 5	% of Votes in Favor on votes polled 6={4/2} *100	% of Votes against on votes polled 7={5/2} *100
Promoter and Promoter Group							
E-voting	4,80,41,822	4,80,41,822	100.00	4,80,41,822	0	100.00	0.000
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		0	0.00	0	0	0.00	0.000
Sub Total			4,80,41,822	100.00	4,80,41,822	0	100.00
Public – Institutions							
E-voting	45,08,429	32,14,639	71.30	32,14,639	0	100.00	0.000
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		0	0.00	0	0	0.00	0.000
Sub Total			32,14,639	71.30	32,14,639	0	100.00
Public – Non Institutions							
E-voting	1,79,09,709	7,61,326	4.25	7,61,121	205	99.97	0.030
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		1,08,710	0.61	1,08,710	0	100.00	0.000
Sub Total			8,70,036	4.86	8,69,831	205	99.98
Total	7,04,59,960	5,21,26,497	73.98	5,21,26,292	205	100.00	0.000



Resolution No. 2 : Adoption of a new set of the Memorandum of Association of the Company

Resolution Required (Ordinary / Special)				Special			
Whether promoter/ promoter group are interested in the agenda/ resolution?				No			
Category	No. of Shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares 3={2/1} *100	No. of Votes in favor 4	No. of Votes Against 5	% of Votes in Favor on votes polled 6={4/2} *100	% of Votes against on votes polled 7={5/2} *100
Promoter and Promoter Group							
E-voting	4,80,41,822	4,80,41,822	100.00	4,80,41,822	0	100.00	0.000
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		0	0.00	0	0	0.00	0.000
Sub Total		4,80,41,822	100.00	4,80,41,822	0	100.00	0.000
Public – Institutions							
E-voting	45,08,429	32,14,639	71.30	32,14,639	0	100.00	0.000
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		0	0.00	0	0	0.00	0.000
Sub Total		32,14,639	71.30	32,14,639	0	100.00	0.000
Public – Non Institutions							
E-voting	1,79,09,709	7,61,326	4.25	7,61,121	205	99.97	0.030
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		1,08,205	0.60	1,08,205	0	100.00	0.000
Sub Total		8,69,531	4.86	8,69,326	205	99.98	0.020
Total	7,04,59,960	5,21,25,992	73.98	5,21,25,787	205	100.00	0.000



Resolution No. 3 : Adoption of a new set of Articles of Association of the Company

Resolution Required (Ordinary / Special)				Special			
Whether promoter/ promoter group are interested in the agenda/ resolution?				No			
Category	No. of Shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares 3={2/1} *100	No. of Votes in favor 4	No. of Votes Against 5	% of Votes in Favor on votes polled 6={4/2} *100	% of Votes against on votes polled 7={5/2} *100
Promoter and Promoter Group							
E-voting	4,80,41,822	4,80,41,822	100.00	4,80,41,822	0	100.00	0.000
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		0	0.00	0	0	0.00	0.000
Sub Total		4,80,41,822	100.00	4,80,41,822	0	100.00	0.000
Public – Institutions							
E-voting	45,08,429	32,14,639	71.30	32,14,639	0	100.00	0.000
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		0	0.00	0	0	0.00	0.000
Sub Total		32,14,639	71.30	32,14,639	0	100.00	0.000
Public – Non Institutions							
E-voting	1,79,09,709	7,61,326	4.25	7,54,663	6,663	99.12	0.880
Poll		0	0.00	0	0	0.00	0.000
Postal Ballot		1,08,205	0.60	1,08,205	0	100.00	0.000
Sub Total		8,69,531	4.86	8,62,868	6,663	99.23	0.770
Total	7,04,59,960	5,21,25,992	73.98	5,21,19,329	6,663	99.987	0.013

For Nesco Limited



Jinal J. Shah
Company Secretary and
Compliance Officer



Neeta H. Desai

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Report of Scrutinizer

[Pursuant to rule Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

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

Sub: Scrutinizer's Report on E-Voting and Postal Ballot process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

The Board of Directors of Nesco Limited ('the Company) have vide resolution passed on 13.02.2018 decided to provide to the members of the Company, a facility to exercise their voting pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 on the resolution for:

- a. Alteration to the Object Clause of the Memorandum of Association of the Company.
- b. Adoption of a new set of Memorandum of Association of the Company.
- c. Adoption of a new set of Articles of Association of the Company.

I, Neeta H. Desai (ND & Associates) Practising Company Secretary appointed as Scrutinizer of the Nesco Limited ('the Company") for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot out as per the provision of Companies Act, 2013 on the aforesaid mentioned resolution(s).



ND & ASSOCIATES

Practising Company Secretaries

Scrutinizer's Report of Nesco Limited Result of Postal Ballot & E-Voting:

The management of the Company is responsible to ensure the Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolution mentioned above. My responsibility as a scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the scrutinizer report of the votes cast "infavour" or "against" the resolutions stated above, based on the Postal Ballot received by the Company and reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), authorized agency to provide e - voting facilities, engaged by the Company.

The notice dated 13th February 2018 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut-off date i. e. 16th February 2018 were entitled to vote on the proposed resolutions set out in the Postal Ballot Notice.

I submit my report as under:

1. The e-voting period remained open from Monday, 26th February 2018 at 9.00 A.M. and ended on Tuesday, 27th March 2018 at 5.00 P.M.
2. At the end of the e-voting period, I have unblocked the electronic means in the presence of two witnesses not in the employment of the Company.
3. The details containing list of shareholders who voted for or against the resolutions that were put to vote were downloaded from the e-voting website of CDSL.
4. I have scrutinized the votes casted through electronic means and through Postal Ballot process for the purpose of this report.
5. The Postal Ballot forms were kept in our safe custody in sealed and temper proof ballot boxes before commencing the scrutiny of such Postal Ballot forms.
6. The Postal Ballot Boxes were opened on Tuesday, the 27th day of March 2018 at 6.00 P. M. IST.
7. The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the register of members of the Company / list of beneficiaries as on Friday, the 16th February 2018 being the cut - off date for dispatch of postal ballot notice.



ND & ASSOCIATES

Practising Company Secretaries

Scrutinizer's Report of Nesco Limited Result of Postal Ballot & E-Voting:

8. All the Postal Ballot forms received up to the close of the working hours i. e. 5.00 P. M. on Tuesday, the 27th day of March 2018 being closing of voting period was considered for my scrutiny.
9. I did not find any defaced or mutilated ballot forms during the scrutiny.
10. Envelopes containing Postal Ballot forms received after 27th March 2018 were not considered for my scrutiny.
11. The particular of the all votes casted by Postal Ballot as well as e-voting process have been recorded in a register separately maintained for the purpose.
12. A summary of the e-voting and Postal Ballot process is given below:

Sr. No.	Particulars	No. of Postal Ballot Forms / E-voting options	No. of Shares
(A)	1. Total Postal Ballot Forms received	71	110,010
	2. Total E-voting options received	64	52,017,787
	Total (1+2)	135	52,127,797
(B)	Less : Invalid Postal Ballot Forms	3	1,300
(C)	1. Net Valid Postal Ballot Forms	68	108,710
	2. E-voting options	64	52,017,787
	Total (1+2)	132	52,126,497

13. The result of the E-voting process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes against(In Numbers)	Votes against (In %)
1.	Alteration to the Object Clause of the Memorandum of Association of the Company.	Special	52017582	100%	205	0%
2.	Adoption of a new set of Memorandum of Association of the Company.	Special	52017582	100%	205	0%
3.	Adoption of a new set of Articles of Association of the Company.	Special	52011124	99.99%	6663	0.01%



ND & ASSOCIATES

Practising Company Secretaries

Scrutinizer's Report of Nesco Limited Result of Postal Ballot & E-Voting:

14. The result of the Physical Postal Ballot process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes against(In Numbers)	Votes against (In %)
1.	Alteration to the Object Clause of the Memorandum of Association of the Company	Special	108,710	100%	0	0%
2.	Adoption of a new set of Memorandum of Association of the Company	Special	108,205	100%	0	0%
3.	Adoption of a new set of Articles of Association of the Company	Special	108,205	100%	0	0%

15. The result of the e-voting and Physical Postal Ballot process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes against(In Numbers)	Votes against (In %)
1.	Alteration to the Object Clause of the Memorandum of Association of the Company	Special	52,126,292	100%	205	0%
2.	Adoption of a new set of Memorandum of Association of the Company	Special	52,125,787	100%	205	0%
3.	Adoption of a new set of Articles of Association of the Company	Special	52,119,329	99.99%	6663	0.01%

16. The register, all other papers and relevant records relating to voting shall remain in our custody until the Company Secretary considers, approves and signs the result of the Postal Ballot.



ND & ASSOCIATES

Practising Company Secretaries

Scrutinizer's Report of Nesco Limited Result of Postal Ballot & E-Voting:

17. **Result :** All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

Thanking you,

Place: Mumbai
Date : 28.03.2018



Yours faithfully,
For ND & Associates

Neeta H. Desai
Practising Company Secretary