

# 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: 56<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Nesco Limited  
held on Monday the 03<sup>rd</sup> 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 56<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Nesco Limited, held on Monday the 03<sup>rd</sup> 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.~~



# **ND & ASSOCIATES**

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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 31<sup>st</sup> 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<br>(in person or by proxy)<br>Whose votes were declared<br>invalid | Total number of votes cast<br>by them | % of total number of valid<br>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<br>present and voting<br>(in person or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|--------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 17                                                                 | 324268                          | 99.610%                                  |

(ii) Voted **against** the resolution:

| Number of members<br>present and voting<br>(in person or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|--------------------------------------------------------------------|---------------------------------|------------------------------------------|
| Nil                                                                | Nil                             | Nil                                      |

(iii) **Invalid** votes:

| Total number of members<br>(in person or by proxy)<br>Whose votes were declared<br>invalid | Total number of votes cast<br>by them | % of total number of valid<br>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 60<sup>th</sup> Annual General Meeting

(i) Voted **in favour** of the resolution:

| Number of members<br>present and voting<br>(in person or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>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%                                |



# **ND & ASSOCIATES**

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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 blue ink, appearing to read "Neeta H. Desai".

**Neeta H. Desai**  
Practising Company Secretary