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Report of Scrutinizer

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

To
The Chairman
Mr. Krishna S. Patel
Nesco Limited
Nesco Center,
Western Express Highway
Goregaon East, Mumbai 400063

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

Dear Sir,

The Board of Directors of Nesco Limited ('the Company') have vide a resolution passed on October 28, 2024 decided to provide to the members of the Company, a facility to exercise their voting pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 on the following resolution:

a. To Alter (Substitute) the Object Clause of the Memorandum of Association (Moa) of the Company.

In terms of Section 108, 110 of the Act, Rule22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and in terms of circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA') vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and circular 39/2020 dated December 31, 2020, and Circular No. 10/2021 dated June 23, 2021, 20/2021dated December 8, 2021, Circular No. 03/2022 dated May 05, 2022, Circular No 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ('the MCA Circulars'), the Company can take all the decision requiring members approval other than items of Ordinary business or business where any person has a right to be heard through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting.

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The MCA has further clarified vide its circular no. 09/2024 dated September 19, 2024 that for companies that are required to provide e-voting facility under the Act, while they are transacting any business (es) only by postal ballot up to September 30, 2025, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as well as the framework provided in the MCA Circulars is applicable mutatis mutandis.

The Company has accordingly sent Postal Ballot Notice by email to all its shareholders for passing 01 (One) Special Resolution for the special business as mentioned in the notice of postal ballot dated October 28, 2024 who have registered their email addresses with the Company or depository/depository participants/Registrar and Share Transfer Agent (RTA) as on Friday, November 08, 2024 ('Cutoff Date') and the communication of assent/dissent of the members have taken place through the remote e-voting system. The Postal Ballot Notice was accordingly sent by the Company in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were required to communicate their assent or dissent through the remote e-voting system only.

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Link Intime India Private Limited, the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Postal Ballot Notice along with the explanatory statement on Tuesday, 12 November 2024 to the Members as on the cut-off date i. e. Friday November 08, 2024 who had already registered their E-mail IDs with the Company /Depositories. The Company and also published an advertisement pursuant to the applicable provisions of the Act and the Rules in "Business Standard" in English and in "Lakshadweep Marathi" in Vernacular language Marathi on Wednesday, November 13, 2024.

The Company appointed NSDL as the agency for providing the platform for remote e-voting. Remote e-voting platform was open from 9:00 a.m. (IST) on Wednesday, November 13, 2024 till 5:00 p.m. (IST) on Thursday, December 12, 2024 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform provided by NSDL. The members of the Company holding shares on the cut-off date i. e. Friday, November 08, 2024 were entitled to vote on the proposed resolution set out in the Postal Ballot Notice.

As per Section 110(2) of the Companies Act, 2013 read with Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed on the last date specified for remote e-voting.

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

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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 “in favour” or “against” the resolution stated above, based on the Postal Ballot reports generated from the e-voting system/platform provided by the NSDL, the authorized agency to provide e -voting facilities, engaged by the Company.

I submit my report as under:

1. The e-voting period remained open from Wednesday, November 13, 2024 at 9.00 A.M. and ended on Thursday, December 12, 2024 at 5.00 P.M.
2. The details containing list of shareholders who voted for or against the resolution that were put to vote were downloaded from the NSDL e-voting website.
3. The results of the E-voting process is given below:

Resolution No. 1

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.	To Alter (Substitute) the Object Clause of the Memorandum of Association (MOA) of the Company.	Special	52931980	99.997	1541	0.003

Based on the aforesaid results we report that one (1) resolution as set out in item number 1 of the Notice of Postal Ballot dated October 28, 2024 have been passed with requisite majority.

Thanking you

Yours faithfully,
For ND & Associates

Place: Mumbai

Date: 12.12.2024

Neeta H. Desai
Practising Company Secretary
UDIN: F003262F003365258

Counter Signed for Nesco Limited

Shalini Kamath
Company Secretary
ACS 14933

Date: 12.12.2024

Place: Mumbai