

Neeta H. Desai

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Secretarial Compliance Report

(Under regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

To,

Nesco Limited

Nesco Center,
Western Express Highway,
Goregaon (East), Mumbai - 400063

I, Neeta Desai, Practising Company Secretary have examined:

1. all the documents and records made available to us and explanation provided by Nesco Limited (“the listed entity”),
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**Not applicable during the year under review.**
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the year under review.**

- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable during the year under review.**
 - (vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the year under review.**
 - (vii) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; **Not applicable during the year under review.**
 - (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (ix)Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
 - (x) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)Regulations, 1993 and circulars/ guidelines issued thereunder;
 - (xi)Other regulations as applicable and circulars guidelines issued thereunder and based on the above examination;

and based on the above examination I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
1	The Company omitted to re-appoint Mr. Manu Parpia as an Independent Director for the second term.	The Re-appointment resolution could not be passed due to the clerical oversight.	-	-	-	-	The re-appointment resolution was missed to be passed.	The Company is evaluating & undertaking appropriate steps to re-appoint & regularize the said re-appointment.	--

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

2			-----Not applicable-----				-
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(c) The listed entities have maintained proper books of records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(d) Pursuant to SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019 additional affirmations required by the Company which are as follows:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1	Secretarial Standards The Compliances of the listed entities are in accordance with the applicable Secretarial Standards (SS) issued by ICSI.	Yes	NIL
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	Following Policies are updated in the Board Meeting held on 24.05.2023: 1. Nomination & Remuneration Policy 2. Policy on Disclosure of Material Events.
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	NIL

4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NIL
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	NIL
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	NIL
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	NIL
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	NIL

9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11	Actions taken by SEBI or Stock Exchange(s), if any:	NA	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12	Additional Non-compliances, if any:	NA	No Non Compliances.

Place: Mumbai

Date : 26.05.2023

UDIN : F003262E000358738

**For ND & Associates
(Peer Reviewed)**

**Neeta H. Desai
Practising Company Secretary
COP No. 4741**