



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name: NESCO LIMITED
Quarter Ending: December 2015

| I. Composition of Board of Director | | | | | | | | |
|-------------------------------------|-----------------------|---------------------------------|-------------------|--|---------|--|---|--|
| Title | Name of the Director | PAN & DIN | Category | Date of Appointment in the Current Term/ Cessation | Tenure | No of Directorship in listed entity including this Listed Entity (Refer Regulation 25(1) of Listing Regulations) | Number of member ships in Audit/ Stake holder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chair person in Audit/ Stake holder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Suman Jethabhai Patel | PAN: AGJPP7522R DIN:00186976 | Managing Director | 01/04/2013 | 5 years | 1 | Nil | Nil |
| Mr. | Krishna Sumant Patel | PAN: AHGPP0595G DIN:01519572 | Managing Director | 01/07/2013 | 5 years | 1 | 1 | Nil |
| Mr. | Mahendra Chouhan | PAN: AABPC9245Q DIN:00187253 | Independent | 20/08/2014 | 5 years | 1 | 1 | 1 |
| Mr. | Srinivasa Kuruganti | PAN: AAEPK3873D DIN:00499663 | Independent | 20/08/2014 | 5 years | 1 | 2 | Nil |
| Mr. | Jai Shishir Diwanji | PAN: AADPD0804G DIN:00910410 | Independent | 20/08/2014 | 5 years | 3 | 2 | Nil |
| Mrs. | Sudha Patel | PAN: ACJPP2990F DIN:00187055 | Non Executive | 16/07/2001 | | 1 | 1 | 1 |

Nesco Limited

CIN - L17100MH1946PLC004886

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

Phone: +91 22 6645 0123 Fax: +91 22 6645 0101 URL: www.nesco.in Email: contact@nesco.in



| II. Composition of Committee | | |
|-------------------------------------|-------------------------------------|---|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
| Audit Committee | Mr. Mahendra K. Chouhan | Chairperson / Non-Executive / Independent |
| | Mr. Srinivasa Murty Sesha Kuruganty | Non-Executive / Independent |
| | Mr. Jai S. Diwanji | Non-Executive / Independent |
| | Mr. Krishna S. Patel | Executive |
| | | |
| Stakeholders Relationship Committee | Mrs. Sudha S. Patel | Chairperson / Non- Executive |
| | Mr. Srinivasa Murty Sesha Kuruganty | Non-Executive / Independent |
| | Mr. Jai S. Diwanji | Non-Executive / Independent |

| III. Meeting of Board of Director | | |
|--|---|---|
| Date(s) of Meeting in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 03.08.2015 | 03.11.2015 | 92 |

| IV. Meeting of Committee | | | |
|---|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee – 03.11.2015 | Yes | 03.08.2015 | 92 |
| Stakeholders Relationship Committee – 03.11.2015 | Yes | 03.08.2015 | 92 |

| V. Related party Transactions | |
|--|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |



Vi. Affirmation

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here

FOR NESCO LIMITED

Dipesh R. Singhania
Chief Financial Officer

