



POSTAL BALLOT NOTICE

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

To,
The Members

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), for seeking consent of the members to pass the proposed resolutions mentioned below through Postal Ballot including by way of Electronic Voting (e-voting).

SPECIAL BUSINESS

RESOLUTION NO. 1

Continuation of Directorship of Mrs. Sudha S. Patel as a Non-Executive Director liable to retire by rotation.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and other applicable laws, if any, approval of the members be and is hereby accorded for continuation of directorship of Mrs. Sudha S. Patel (DIN:00187055), as a Non-Executive Director of the Company, beyond her age of 75 years liable to retire by rotation for the period beginning from 01 April 2019 till the ensuing Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters or things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

RESOLUTION NO. 2

Continuation of Directorship of Mr. K. S. Srinivasa Murty as a Non-Executive Independent Director.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and other applicable laws, if any, approval of the members be and is hereby accorded for continuation of directorship of Mr. K. S. Srinivasa Murty (DIN:00499663), as a Non-Executive Independent Director of the Company, beyond his age of 75 years for the period beginning from 01 April 2019 till the expiry of his tenure on 31 March 2024.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters or things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

RESOLUTION NO. 3

Re-appointment of Mr. K. S. Srinivasa Murty as a Non-executive Independent Director of the Company for a second term of five years.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification, amendment or re-enactment thereof for the time being in force) Mr. K. S. Srinivasa Murty (DIN:00499663), who holds office upto 31 March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for further period of Five (5) consecutive years commencing from 01 April 2019 to 31 March 2024.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters or things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

RESOLUTION NO. 4

Re-appointment of Mr. Mahendra K. Chouhan as Non-executive Independent Director for a second term of five years.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification, amendment or re-enactment thereof for the time being in force) Mr. Mahendra K. Chouhan (DIN: 00187253), who holds office upto 31 March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for further period of Five (5) consecutive years commencing from 01 April 2019 to 31 March 2024.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters or things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

RESOLUTION NO. 5

Reappointment of Mr. Jai S. Diwanji as Non-executive Independent Director for a second term of five years

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification, amendment or re-enactment thereof for the time being in force) Mr. Jai S. Diwanji (DIN:00910410), who holds office upto 31 March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for further period of Five (5) consecutive years commencing from 01 April 2019 to 31 March 2024.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters or things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

By Order of the Board

For Nesco Limited

**Jinal J. Shah
Company Secretary and
Compliance Officer**

Registered Office:
Nesco Center, Western Express Highway,
Goregaon (East), Mumbai – 400063.

Mumbai, 14 February 2019

NOTES –

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed Special resolutions are appended herein below.
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a Company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, to seek the approval of the shareholders to certain resolution(s) through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. Ms. Neeta H. Desai of M/s. ND & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the postal ballot process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.
4. Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.
5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 20 February 2019.
Kindly note that the Members can opt only one mode for voting i.e. either by Postal ballot or e-voting. However, in case Member(s) cast their vote both via Postal ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
8. The Scrutinizer will submit her final report to the Chairman as soon as possible after the last date of receipt for postal ballot forms but not later than the closing of working hours on 30 March 2019.
9. The results of the voting by Postal Ballot along with the Scrutinizer's Report will be declared by the Chairman at the registered office of the Company at Nesco Center, Western Express Highway, Goregaon (East), Mumbai – 400063 on or before 30 March 2019. The results will also be posted on the website of the Company at www.nesco.in and on the website of stock exchanges at www.bseindia.com and www.nseindia.com by way of intimation to the Stock Exchanges on which the Company is listed. The date of declaration of postal ballot results will be taken as the date of passing the resolution.
10. The Notice of Postal Ballot is placed on the website of the Company at www.nesco.in.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-Voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

The Company has engaged Link Intime India Private Limited (LIIPL) as the authorized agency to provide e-voting facility to its members. The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on Wednesday, 27 February 2019 at 9.00 A.M. and ends on Thursday, 28 March 2019 at 5.00 P.M. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20 February 2019 may cast their vote electronically. The e-voting module shall be disabled by LIIPL for voting thereafter.
- ii. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- v. Your User ID details are given below:

- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

vi. Your Password details are given below:

- a. If you are using e-Voting system of LIIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

| For Shareholders holding shares in Demat Form or Physical Form | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field. |
| DOB/ DOI | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Bank Account Number | <p>Enter the Bank Account number as recorded in your demat account or in the Company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Bank Account number field as mentioned in instruction (v-c). |

- b. If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company then you can use your existing password to login.

vii. If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

- a. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- b. Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIIPL.

viii. For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

ix. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

X. Cast your vote electronically

- a. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- b. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- c. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- d. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- e. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- f. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

xii. General Guidelines for shareholders:

- a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- b. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- c. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- d. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Resolution no. 1

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 09 May 2018, with effect from 01 April 2019 consent of the shareholders by way of a special resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years.

Mrs. Sudha S. Patel, Non-Executive Director of the Company, having attained the prescribed age limit, the Board recommends continuation of directorship of Mrs. Sudha S. Patel as a Non-executive Director liable to retire by rotation with effect from 01 April 2019 and continuation of her directorship during the tenure of such re-appointment by passing a special resolution as set out at Resolution No. 1 of this Notice.

Mrs. Sudha S. Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has provided her consent to act as a Director of the Company.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, considering her seniority and her rich and varied experience, approval of the shareholders is required for the continuation of directorship of Mrs. Sudha S. Patel.

Except Mr. Sumant J. Patel and Mr. Krishna S. Patel no other Directors, Key Managerial Personnel or any of their relatives, are deemed to be concerned or interested in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Details of Director pursuant to Regulation 36 of the Listing Regulations

| Particulars | Director |
|----------------------|---|
| Name of the Director | Mrs. Sudha S. Patel |
| Age | 80 years |
| Qualification | M.S. in Education Psychology from University of Southern California |

| | |
|--|---|
| Brief Resume / Profile | Mrs. Sudha S. Patel founded Sudha Garments 30 years ago to elevate the status of Indian textiles and garment design, both globally and locally. She is also a devoted philanthropist, actively serving as a trustee of Shrujan. |
| Date of first appointment | 16 July 2001 |
| Details of Proposed remuneration | Sitting Fees |
| Shareholding in the Company | 45,74,720 Equity shares of Rs. 2/- each |
| Relationship with other Directors / Key Managerial Personnel | Wife of Mr. Sumant J. Patel Mother of Mr. Krishna S. Patel |
| Number of board meetings attended during financial year 2018-19 as on 14 February 2019 | 4 |
| Chairperson / Membership of the Board of directors of the Company | <ul style="list-style-type: none"> • Chairperson of Stakeholders Relationship Committee • Member of Nomination and remuneration Committee |
| Other Listed Companies in which she is a director | NIL |

Resolution no. 2

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 09 May 2018, with effect from 01 April 2019 consent of the shareholders by way of a special resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years.

Mr. K. S. Srinivasa Murty, Non-Executive Independent Director of the Company, having attained the prescribed age limit, the Board recommends continuation of directorship of Mr. K. S. Srinivasa Murty as a Non-executive Independent Director with effect from 01 April 2019 and continuation of his directorship during the tenure of such re-appointment by passing a special resolution as set out at Resolution No. 2 of this Notice.

Mr. K. S. Srinivasa Murty is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as a Director of the Company.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, considering his seniority, role played by Mr. K. S. Srinivasa Murty in the growth of this Company and his rich and varied experience, approval of the shareholders is required for the continuation of directorship of Mr. K. S. Srinivasa Murty.

Details of Mr. K. S. Srinivasa Murty whose continuance as Non-Executive Independent Directors is proposed at resolution no. 2 is provided in the Annexure to the Notice.

Except Mr. K. S. Srinivasa Murty no other Directors, Key Managerial Personnel or any of their relatives, are deemed to be concerned or interested in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Resolution no. 3 to 5

As per the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013, the Members of the Company at the 55th Annual General Meeting (AGM) held on 20 August 2014, inter alia, appointed Mr. K. S. Srinivasa Murty, Mr. Mahendra K. Chouhan and Mr. Jai S. Diwanji as Non-executive Independent Directors on the Board of the Company for a period of five years. Since, Mr. K. S. Srinivasa Murty, Mr. Mahendra K. Chouhan and Mr. Jai S. Diwanji would be completing their term on 31 March 2019 and are eligible for re-appointment for another term under the applicable provisions of the Companies Act, 2013, consent of the members by way of a special resolution is sought for re-appointment of the Directors as Independent Directors for a further period of five (5) years commencing from 01 April 2019 to 31 March 2024.

The Board at its meeting held on 14 February 2019, based on the recommendation of Nomination and Remuneration Committee, background, experience and contribution made by directors during their tenure, have approved re-appointment of Mr. K. S. Srinivasa Murty, Mr. Mahendra K. Chouhan and Mr. Jai S. Diwanji not liable to retire by rotation for a second term of five years subject to approval of the shareholders of the Company.

The Company has received from Mr. K. S. Srinivasa Murty, Mr. Mahendra K. Chouhan and Mr. Jai S. Diwanji (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) A declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Details of Directors whose re-appointment as Non-Executive Independent Directors are proposed at resolution no. 3, 4 and 5 are provided in the Annexure to the Notice.

Except Mr. K. S. Srinivasa Murty, Mr. Mahendra K. Chouhan and Mr. Jai S. Diwanji no other Directors, Key Managerial Personnel or any of their relatives, are deemed to be concerned or interested in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

ANNEXURE TO THE NOTICE

Profile of Independent Directors seeking continuance and/or re-appointment pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Particulars | Mr. K. S. Srinivasa Murty | Mr. Mahendra K. Chouhan | Mr. Jai S. Diwanji |
|----------------------------------|--|---|---|
| Age | 75 years | 63 years | 45 years |
| Qualifications | M. Tech in Industrial Engineering & Operations Research from Indian Institute of Technology, Kharagpur | MBA with specialization in Finance and holds a Bachelors degree in science (B.Sc.) with Physics, Chemistry and Biology. | Law Degree from Downing College, Cambridge University, U. K. |
| Brief Resume / Profile | Mr. K. S. Srinivasa Murty has done his M. Tech in Industrial Engineering & Operations Research from Indian Institute of Technology, Kharagpur. He has participated in a Program for Senior Executives at the Graduate School of Industrial Administration, Carnegies Mellon University, Pittsburgh, USA. | Mr. Mahendra K. Chouhan is Chairman of Fino Payment Bank, and Managing Director of a successful board advisory consulting company - Mahendra & Ardneham Consulting Pvt. Ltd. He has over 40 years of experience in the industry as well as management consulting field. For last 20 years his focus has been advising boards on Corporate Governance & Sustainability, and currently he is consultant to IFC, world bank group. He sits on the board of quite a few companies as independent director. He is visiting faculty to several Business schools and teaches Corporate Governance & CSR. | Jai Diwanji is an advocate with over 20 years of experience. He is presently a partner at Desai & Diwanji, a law firm. His practice includes advising corporates and other multifarious enterprises in the areas of mergers & acquisitions, private equity, joint ventures and general corporate law. |
| Date of first appointment | 30 July 2007 | 19 April 2005 | 03 November 2012 |
| Details of Proposed remuneration | Sitting fees | Sitting fees | Sitting fees |

| | | | |
|--|--|---|--|
| Shareholding in the Company | NIL | 2100 Equity shares of Rs. 2/- each | 2500 Equity shares of Rs. 2/- each. |
| Relationship with other Directors / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel |
| Number of board meetings attended during financial year 2018-19 as on 14 February 2019 | 2 | 4 | 5 |
| Chairperson / Membership of the Board of Directors of the Company | <ul style="list-style-type: none"> • Member of Audit Committee • Member of Stakeholders Relationship Committee | <ul style="list-style-type: none"> • Chairman of Audit Committee • Member of Nomination and Remuneration Committee • Member of Corporate Social Responsibility Committee | <ul style="list-style-type: none"> • Member of Audit Committee • Member of Stakeholders Relationship Committee • Chairman of Nomination and Remuneration Committee • Member of Corporate Social Responsibility Committee |
| Other Listed Companies in which he/ she is a Director* | NIL | NIL | <ul style="list-style-type: none"> • Manugraph India Limited • Elecon Engineering Company Limited |
| Membership/ Chairmanship of Committees of the Board of Directors of other Listed Companies in which he/ she is a Director* | NIL | NIL | Elecon Engineering Company Limited <ul style="list-style-type: none"> • Member of the Audit Committee • Member of Stakeholders Relationship Committee • Chairman of Nomination and Remuneration Committee |

*Based on disclosures received from the Directors.



NESCO LIMITED

CIN No.: L17100MH1946PLC004886

Regd. Off.: NESCO Center, Western Express Highway,
Goregaon (East), Mumbai 400063.

Tel: 022 66450123 • Fax: 022 66450101

Email: companysecretary@nesco.in • Web: www.nesco.in

POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

Sr. No.

| | | |
|----|--|--|
| 1. | Name and Registered Address of Sole / First named Shareholder (in block letters) | |
| 2. | Name(s) of Joint holder(s), if any (in block letters) | |
| 3. | Registered Folio no./DP ID*/Client ID*: (*applicable to investors holding shares in dematerialized form) | |
| 4. | No. of shares held: | |

I/We hereby exercise my/our votes in respect of the Resolutions to be passed through Postal Ballot by recording my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid):

| Sr. No. | Particulars | No. of Shares | (FOR) I/We assent to the Resolution | (AGAINST) I/We dissent to the Resolution |
|---------|-------------|---------------|--|---|
|---------|-------------|---------------|--|---|

Special Resolutions

| | | | | |
|----|--|--|--|--|
| 1. | Continuation of Directorship of Mrs. Sudha S. Patel as a Non-Executive Director. | | | |
| 2. | Continuation of Directorship of Mr. K. S. Srinivasa Murty as a Non-Executive Independent Director. | | | |
| 3. | Re-appointment of Mr. K. S. Srinivasa Murty as a Non-Executive Independent Director for a second term of five years. | | | |
| 4. | Re-appointment of Mr. Mahendra K. Chouhan as a Non-Executive Independent Director for a second term of five years. | | | |
| 5. | Re-appointment of Mr. Jai S. Diwanji as a Non-Executive Independent Director for a second term of five years. | | | |

Place : _____

Date : _____

Signature of the Member/Beneficial Owner

ELECTRONIC VOTING PARTICULARS

| EVENT NO | USER ID | PAN / SEQUENCE NO |
|----------|---------|-------------------|
| | | |

INSTRUCTIONS

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed self-addressed business-reply envelope so as to reach to the scrutinizer, on or before the closing of working hours i.e. 5.00 P.M. on Thursday, 28 March 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Members/shareholders, will also be accepted. Voting by electronic means shall also be admissible for this purpose.
3. The self-address business-reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the shareholder. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
5. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
6. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the date of dispatch on Notice of Postal ballot.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
8. Members are requested not to send any other matter along with the Postal Ballot Form. If any extraneous materials/papers are found, the same will be destroyed by the Scrutinizer.
9. Members are requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.)
10. The right of voting by Postal Ballot shall not be exercised by a proxy.
11. Votes of the Members from whom no Postal Ballot Form is received or is received after the stipulated time, as mentioned in the instruction number 1 of this leaf, shall not be counted for the purpose of passing the Resolutions.
12. The Scrutinizers decision on the validity of a Postal Ballot will be final.