



NESCO LIMITED

CIN L68100MH1946PLC004886

Registered Office: Nesco Center, Western Express Highway, Goregaon (East)

Mumbai – 400063, Tel: No. +91 22 66450123

Website: www.nesco.in, Email: companysecretary@nesco.in

NOTICE

Dear Members,

NOTICE is hereby given that the **66th Annual General Meeting ('AGM')** of the members of Nesco Limited, will be held on **Wednesday, 30 July 2025 at 3:30 p.m. (IST)** through Video Conference ('VC')/Other Audio-Visual Mode ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. Adoption of audited standalone financial statements.

To receive, consider and adopt the audited standalone financial statements of the Company together with the report of Board of Directors and auditors' thereon.

2. Adoption of audited consolidated financial statements.

To receive, consider and adopt the audited consolidated financial statements of the Company together with the report of auditors' thereon.

3. Declaration of dividend.

To declare a dividend of ₹ 6.50 (325%) per equity share of face value of ₹ 2/- each of the Company for the financial year ended 31 March 2025.

SPECIAL BUSINESS:

4. Appoint a Director in place of Mrs. Sudha S. Patel (DIN:00187055) who retires from office by rotation, and being eligible, offers herself for re-appointment and continuation in office.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Sudha S. Patel (DIN:00187055), Non-Executive Director who has attained the age of 75 years and retires from office by rotation and being eligible, offers herself for re-appointment and continuation as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds or things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of secretarial auditor and approval of her remuneration.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the audit committee and approval of the Board of Directors, consent of the shareholders be and is hereby accorded for appointment of Ms. Neeta H. Desai (FCS No. 3262; COP No. 4741) of N D & Associates, Practicing Company Secretary, as secretarial auditor of the Company for one term of 5 consecutive years i.e. from financial year 2025-26 to financial year 2029-30 ('the Term'), to conduct secretarial audit of the Company and to furnish the secretarial audit report and secretarial compliance report;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to her during her tenure as the secretarial auditor of the Company, as determined by the audit committee and the Board in consultation with the said secretarial auditor;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."



6. Ratification of cost auditors' remuneration for the financial year ending 31 March 2026.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹45,000 (Rupees Forty Five Thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the cost audit and payable to Y.S. Thakar & Co., cost accountants (Firm Registration No.000318), appointed by the Board of Directors on the recommendation of the audit committee, as cost auditors' to conduct the audit of cost records maintained by the Company for the financial year ending 31 March 2026 be and is hereby ratified;

NOTES:

- In view of the various circulars issued by the Ministry of Corporate Affairs ('MCA') read with relevant circulars issued by the Securities and Exchange Board of India ('SEBI'), from time to time (hereinafter collectively referred to as ('the Circulars') the Company is permitted to hold its 66th Annual General Meeting ('AGM') through Video Conference/Other Audio-Visual Mode ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 66th AGM shall be the Registered Office of the Company at Nesco Center, Western Express Highway, Goregaon (East), Mumbai – 400063.
 - An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM and the details of the Directors proposed to be appointed/re-appointed as required in terms of regulation 36(3) of the Listing Regulations and secretarial standard on General Meetings ('Secretarial Standards – 2') issued by the Institute of Company Secretaries of India, is annexed hereto.
 - In compliance with the aforesaid Circulars, Notice of this AGM along with the annual report 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. The annual report shall also be available on the Company's website at www.nesco.in and that of the exchanges namely www.bseindia.com and www.nseindia.com. In case any member is desirous of obtaining physical copy of the annual report for the financial year 2024-25, they may send a request to the Company by writing to the company secretary at companysecretary@nesco.in.
 - The Company has availed the services of National Securities Depository Limited ('NSDL') for conducting the AGM through VC/OAVM for enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds or things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors,

Shalini D. Kamath

Mumbai Company Secretary and Compliance Officer
16 May 2025 ACS 14933

Registered Office:

Nesco Center
Western Express Highway
Goregaon (East)
Mumbai – 400063

The AGM Notice is also disseminated on the website of National Securities Depository Limited ('NSDL') the agency appointed for providing the e-Voting facility at www.evoting.nsdl.com.

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the proxy form, attendance slip, and route map are not annexed to this Notice.
 6. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on a first come first-served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee, stakeholders relationship committee, auditors etc., who can attend the AGM without restriction on account of first come first-served basis.
 7. Institutional/Corporate shareholders (i.e., other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation, etc. authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutiniser at ndassociates2128@gmail.com.
 8. Pursuant to Section 108 of the Act and the rules made thereunder, regulation 44 of the Listing Regulations, and the Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. The statutory registers as required under the Act and the documents referred to in the Notice shall be available for inspection through electronic mode. Interested shareholders seeking an inspection of the same may write to the Company Secretary at companysecretary@nesco.in for an electronic copy.
12. The record date fixed for the purpose of AGM and ascertaining entitlement of members eligible to receive the dividend if any approved by the members at the ensuing AGM is Wednesday, 23 July 2025.
13. The Dividend, as recommended by the Board of Directors, if approved at the AGM will be subject to deduction of tax at source and will be paid on or before Wednesday, 20 August 2025 to those members whose names are registered in the Register of Members of the Company as on Wednesday, 23 July 2025 and to the beneficiary holders as per the beneficiary list as on Wednesday, 23 July 2025 provided by NSDL and Central Depository Services (India) Limited ('CDSL').
14. The Company provides the facility to the members for remittance of Dividend directly in electronic mode through National Automated Clearing House ('NACH'). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their folio number to the e-mail id of the Registrar and Share Transfer Agent ('RTA') at rnt.helpdesk@in.mpms.mufg.com. The name of the RTA changed from 'Link Intime India Private Limited' to 'MUFG Intime India Private Limited' ('MUFG Intime/RTA') with effect from 31 December 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
15. Shareholders holding shares in dematerialised form are requested to provide the said details to their respective Depository Participants.
- Members holding shares in physical form to request changes, if any, about their postal and e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), etc may write to rnt.helpdesk@in.mpms.mufg.com. Members holding shares in the dematerialised form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend.
- The Company or its RTA cannot act on any request received directly from the members holding shares in the dematerialised form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the members.
16. Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communication henceforth including annual report, notices and circulars etc from the Company electronically.
17. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1 April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source ('TDS') from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered email ID of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source on the dividend paid-out. Sufficient time will be provided for submitting the documents/declarations by the members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company at www.nesco.in.
18. SEBI, vide master circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28 December 2023, has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity, and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, and if the shareholder is not satisfied with the outcome, he/she/they may initiate dispute resolution through the Online Dispute Resolution ('ODR') portal. Shareholders are requested to take note of the same. The Company has registered on this newly launched SMART ODR portal ('Securities Market Approach for Resolution through Online Disputes Resolution') Portal.
19. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10 June 2024, has mandated that, with effect from 1 April 2024, dividends to security holders (holding securities in physical form) shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details, including mobile number, bank account details, and specimen signature ('KYC Details'). For folios where these details are not registered, the dividend payment will be withheld by the Company. The same shall be released only upon registering the aforementioned required details. Members are requested to submit their PAN, contact details, bank account details, nomination details, and specimen signature (as applicable) to their DP in case they hold securities in dematerialised form or to Company's RTA through Form ISR-1, Form ISR-2, and Form ISR-3 (as applicable), and is also available on its website at <https://www.nesco.in/shareholder-services> under the tab 'Shareholders Services' services in case they hold securities in physical form. It is in the members' interest to ensure that correct and updated bank account details are available with their Depository Participant ('DP') in case of shares held in

dematerialised form so that Dividends paid by the Company are credited to the investor's bank account on time.

20. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8, dated 25 January 2022, has mandated that listed companies must issue securities in dematerialised form only while processing service requests, namely the issue of duplicate securities certificates/exchange of securities certificates; endorsement; sub-division/splitting of securities certificates; consolidation of securities certificates/folios; transmission, and transposition. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65, dated 18 May 2022, has simplified the procedure and standardised the format of documents for the transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or ISR-5, as the case may be. The said forms can be downloaded from the Company's website under <https://www.nesco.in/shareholder-services>

21. Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules'), Dividends that are unpaid or unclaimed for a period of 7 consecutive years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. The Company requests all the members to encash/claim their respective Dividends within the prescribed period. The Dividend amount and shares transferred to the IEPF can be claimed by the concerned shareholder(s)/legal heir(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

22. Members who have not yet encashed their dividends from the financial year ended 2017-18 are requested to forward their claims to the Company's RTA on or before 25 August 2025. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the FY 2016-17 have been transferred to IEPF.

The details of the unclaimed dividends are available on the Company's website at <https://www.nesco.in/shareholder-services>. Members are requested to contact the Company's RTA to claim the unclaimed /unpaid dividends.

23. During the year under review, RTA of the Company has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the investors serviced by the RTA of the Company. 'SWAYAM' is a secure, user-friendly platform that empowers investors to effortlessly access information through a dashboard and avail various services in digital mode.

Following are the key features and benefits of 'SWAYAM' Portal:

- Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.
- Tracking of corporate actions.
- Generate and track service requests/complaints raised on this portal.

- Shareholders holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.

The investors can visit and access the 'SWAYAM' Portal at <https://swayam.in.mpms.mufg.com/>.

24. Pursuant to the provisions of the Listing Regulations, the Company is maintaining an e-mail id namely companysecretary@nesco.in exclusively for prompt redressal of members/investors grievances.

25. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to the meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at companysecretary@nesco.in. The shareholders who do not wish to speak during the AGM but have queries may send their request in advance 15 days prior to meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at companysecretary@nesco.in. These queries will be replied to by the Company suitably.

26. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

27. The Company has appointed Ms. Neeta H. Desai (COP No. 4741) from ND & Associates, Practicing Company Secretary as a scrutiniser for conducting the remote e-voting and voting at the meeting fairly and transparently.

28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, 26 July 2025 at 9:00 A.M. (IST) and ends on Tuesday, 29 July 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 23 July 2025 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 23 July 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglevel.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Shareholders holding securities in demat mode with NSDL	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a personal Computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner icon under 'Login which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and password. After successful authentication, you will be able to see e-Voting services under value added services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'shareholder/member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.
NSDL Mobile App is available on	
   	
Individual shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdsindia.com and click on login icon and New System Myeasi Tab and then use your existing myeasi username and password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting service providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use forget user ID and forget password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 - 4886 7000.
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800-21-09911

B) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'shareholder/member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in physical form.	Please replace with EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
6. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com/.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com/.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser by e-mail to ndassociates2128@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on Upload Board Resolution/authority letter displayed under 'e-Voting' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need

to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions ('FAQ') for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on.: (022) 4886 7000 or send a request send a request to Ms. Pallavi Mhatre, Sr. Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@nesco.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@nesco.in. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.



3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of 'VC/OAVM' placed under 'Join meeting' menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
 2. Members are encouraged to join the meeting through Laptops for better experience.
 3. Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

29. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Wednesday, 23 July 2025 and wishing to participate in the e-voting may obtain User ID and password by sending a letter or e-mail to the Company's RTA at rnt.helpdesk@in.mpms.mufg.com providing details such as name of the member, DP ID/Client ID no. and name of the Company. User ID and password will be provided through e-mail or SMS or letter as per details of the member provided by the depositories or available with the RTA. A person who is not a member, as on the cut-off date should treat this Notice for information purposes only.
 30. The voting results shall be declared within 2 working days from conclusion of the AGM and the resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results along with the report of the scrutiniser shall be placed on the website of the Company www.nesco.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorised by him. The results along with the report of the scrutiniser shall also be immediately forwarded to BSE Limited and NSE Limited.
 31. Subject to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. Wednesday, 30 July 2025.

By Order of the Board of Directors,

Shalini D. Kamath

Mumbai Company Secretary and Compliance Officer
16 May 2025 ACS 14933

Registered Office:

Nesco Center
Western Express Highway
Goregaon (East)
Mumbai – 400063

STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

Appoint a Director in place of Mrs. Sudha S. Patel (DIN:00187055) who retires from office by rotation, and being eligible, offers herself for re-appointment and continuation in office.

The members of the Company had approved the following with respect to the Directorship of Mrs. Sudha S. Patel (DIN:00187055):

-At the 65th AGM of the Company, held on 2 August 2024; members approved the re-appointment of Mrs. Sudha S. Patel as a Director retiring by rotation and who being eligible had offered herself for re-appointment.

-At the 65th AGM of the Company held on 2 August 2024; members approved the continuation of Directorship of Mrs. Sudha S. Patel on attaining the age of 75 years in terms of Regulation 17(1A) of the Listing Regulations. On the onset of the said Regulations in the year 2019 similar approval has been sought from the shareholders under the said regulations.

In terms of Section 152(6) of the Act, Mrs. Sudha S. Patel is liable to retire by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. Approval of the members is accordingly sought for her re-appointment (non-executive) as well as her continuation as a Director on attainment of 75 years in terms of the said regulations.

Mrs. Sudha S. Patel has completed her masters from University of Southern California, USA. She founded Sudha Garments over 4 decades ago to elevate the status of Indian textiles and clothing for exports namely to the Australian and European markets. She is involved in various philanthropic activities. Mrs. Patel is serving as a trustee of Shrujan Creations in Kutch, where she regularly interacts with the local artisans. As the Chairperson of the CSR Committee, she has played an active role in the establishment of schools and creating health infrastructures in Karamsad and Tarapur, Gujarat, as part of her CSR initiatives.

As required under regulation 36 of the Listing Regulations and secretarial standard-2, other requisite information is annexed as Annexure - I hereto and forms a part of this Notice.

Mrs. Sudha S. Patel is not disqualified from continuing as a Director in terms of Section 164 of the Act and has consented to continue as a Director of the Company. She is not debarred from holding the office of Director by virtue of any order passed by the SEBI or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated 20 June 2018.

Based on the recommendation of the Nomination and Remuneration Committee, and taking in account Mrs. Patel's seniority, expertise and vast experience, the Board of Directors are of the opinion that re-appointment of Mrs. Sudha S. Patel and her continuation as a Non-Executive Director beyond the age of 75 years will immensely benefit the Company and accordingly recommends the Special Resolution set out in item no. 4 for approval of the shareholders.

Other than Mrs. Sudha S. Patel and Mr. Krishna S. Patel, Chairman and Managing Director who is her son and members of promoter group, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the proposed resolution except to the extent of the shareholding if any held in the Company.

Item No. 5

Appointment of secretarial auditor and approval of remuneration.

Pursuant to the amended provisions of regulation 24A of the Listing Regulations vide its notification dated 12 December 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the audit committee and the Board of Directors at their respective meetings held on 16 May 2025 have approved and recommended the appointment of Ms. Neeta H. Desai, of ND & Associates as secretarial auditor of the Company to hold office for one term of 5 consecutive years, commencing from financial year 2025-26 to financial year 2029-30.

Ms. Neeta H. Desai is the proprietor of ND & Associates which is peer reviewed and registered with the Institute of Company Secretaries of India ('ICSI'). She is a fellow member of ICSI. Ms. Desai has extensive experience of over two decades in handling matters related to governance, corporate, secretarial laws, secretarial audit, FEMA etc.

The remuneration approved for the financial year 2025-26 is ₹1.05 lakhs (Rupees One Lakh and Five Thousand Only) (Previous Year: ₹80,000) excluding taxes and reimbursement of out-of-pocket expenses for carrying out secretarial audit and issue of secretarial audit and secretarial compliance report. The increase in the audit fees is mainly on account of increased compliances applicable to a Listed Company over the past years.

Additional fees for statutory certifications and other professional services as permitted under the Listing Regulations will be determined separately by the management, in consultation with Ms. Desai, and will be subject to approval by the Board of Directors and/or the audit committee or by any Key Managerial Personnel delegated by them. The remuneration for the subsequent financial years will also be approved by the Board based on the recommendation of the audit committee.

Ms. Neeta H. Desai has consented to her appointment as the secretarial auditor of the Company for one term of 5 consecutive years from financial year 2025-26 to financial year 2029-30 and has confirmed that her appointment will be in accordance with Section 204 of Companies Act, 2013 read with Listing Regulations.

Accordingly, based on the recommendation of the audit committee, considering the scope of work, team size, independence, expertise on corporate and other securities laws and industry experience, the Board on the recommendation of the audit committee approved the appointment of Ms. Neeta H. Desai (FCS No. 3262; COP No. 4741) sole proprietor of N D & Associates, Practising Company



Secretary as the secretarial auditor of the Company for a period of one term of 5 consecutive years, commencing from financial year 2025-26 to financial year 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Ratification of cost auditors' remuneration for the financial year ending 31 March 2026.

The Board of Directors at its meeting held on 16 May 2025, based on the recommendation of the audit committee, appointed Y.S. Thakar & Co., cost accountants, as cost auditors' (Firm Registration No. 000318) for undertaking cost audit of the cost accounting records maintained by the Company for its Indabratr division at Gujarat (which constitutes 6.88% of the standalone turnover of the Company) for the financial year ending 31 March 2026 at a remuneration not exceeding ₹45,000 (Rupees Forty Five Thousand Only) plus applicable taxes and out-of-pocket expenses at actuals. The auditors have confirmed their willingness and eligibility for appointment as cost auditors'. Considering

the limited scope of work at the Company's Indabratr division at Gujarat, the remuneration as proposed by the auditor and approved by the Company for ratification of the shareholders commensurate with the scope of the cost auditor's work.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the said auditors' is required to be ratified by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 except to the extent of their shareholding, if any, in the Company.

Accordingly, resolution at item no. 6 of the Notice is recommended by Board of Directors for members approval as an Ordinary Resolution.

By Order of the Board of Directors,

Shalini D. Kamath

Mumbai	Company Secretary and Compliance Officer
16 May 2025	ACS 14933

Registered Office:

Nesco Center
Western Express Highway
Goregaon (East)
Mumbai – 400063

Annexure 1

As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid-down by The Institute of Company Secretaries of India, additional information relating to the particulars of the Director seeking proposed to be appointed/re-appointed or retirement by rotation is given herein.

Name of the Director	Mrs. Sudha S. Patel
DIN	00187055
Age	86 years
Date of first appointment	16 July 2001
Brief profile, qualification and expertise in specific functional area	As covered in the explanatory statement under item no. 4 and as detailed in the corporate governance report.
Terms and conditions of re-appointment	As detailed in the resolution and explanatory statement under item no. 4.
Remuneration last drawn (including sitting fees, if any)	₹6.10 lakhs for FY 2024-25 (Sitting fees for Board and Committee meetings).
Remuneration proposed to be paid	Sitting fees will be paid for Board and Committee meetings attended by Mrs. Sudha S. Patel.
Number of meetings of the Board attended during the financial year 2024-25	Mrs. Patel attended all 4 Board meetings held during the financial year. She has also attended all the committee meetings in which she is a member and is detailed in the corporate governance report. She being Chairperson of the Nomination and Remuneration Committee and Stakeholders Relationship Committee was present at the 65th AGM held on 2 August 2024.
No. of shares held in the Company	90,08,388 equity shares of ₹2/- each (12.79% of the paid-up share capital of the Company).
Directorships in other Listed Companies	Nil
Membership/chairmanship of Committees	<ul style="list-style-type: none"> • Chairperson of Stakeholders Relationship Committee • Chairperson of Corporate Social Responsibility Committee • Member of Nomination and Remuneration Committee
Resigned/retired as the Director in any listed entities in the past 3 financial years	Not applicable since she is not a Director in any other listed Company
Relationship between Directors and KMP <i>inter-se</i>	Mother of Mr. Krishna S. Patel (CMD) and part of Promoter and Promoter Group. She is not related to any other Director or other KMP of the Company.

By Order of the Board of Directors,

Shalini D. Kamath

Company Secretary and Compliance Officer

ACS 14933

Mumbai
16 May 2025

Registered Office:
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Mumbai – 400063



Notes