



23 February 2018

BSE Limited
Department of Corporate Services
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Limited
5th Floor, Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.

Ref : 505355

Ref : NESCO

Sub: Postal Ballot Notice — Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

A copy of the Postal Ballot Notice and Postal Ballot Form along with other documents, being sent to shareholders whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e., 16 February 2018, seeking their approval as set out in the Notice is attached herewith.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. The voting through postal ballot and e-voting commences on Monday, 26 February 2018 at 09.00 a.m. and ends on Tuesday, 27 March 2018 at 05.00 p.m.

The above information is also available on the website of the Company at www.nesco.in.

Kindly acknowledge receipt of the same.

Thanking you

Yours faithfully,

For Nesco Limited

Jinal J. Shah
Company Secretary and
Compliance Officer



Encl : As above

Nesco Limited

CIN : L17100MH1946PLC004886

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

Phone : +91-22-6645 0123 ■ Fax : +91 22-6645 0101 ■ URL : www.nesco.in ■ E-mail : contact@nesco.in



NESCO LIMITED
CIN: L17100MH1946PLC004886

Registered Office: Nesco Center, Western Express Highway, Goregaon (E), Mumbai 400063.
Email: companysecretary@nesco.in Web: www.nesco.in Tel: 022 66450123 Fax: 022 66450101

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Members

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by the members through Postal Ballot or Electronic Voting (e-voting).

SPECIAL BUSINESS

RESOLUTION NO. 1 Alteration to the Object Clause of the Memorandum of Association of the Company

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the existing Clause III - The Objects for which the Company is established be substituted with the following New Clause III:

'III. The objects for which the Company is established are:-

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1a. To carry on business of establishing and providing premises with or without related infrastructure for holding of exhibitions, conventions and programs including but not limited to meetings, trade fairs, assemblies, rallies, performances, concerts, examinations, weddings, religious events, social programs, cultural programs, seminars, conferences.
- 1b. To deal in property, development of property, purchase, sale, lease, leave and license of lands, buildings, spaces with or without related infrastructure facilities for purposes of IT Parks, Commercial, Residential and Industrial offices, Factories, Warehousing, Service centres, Retail trade, Shopping malls, Multiplexes, Hotel, and other allied activities of the said nature.
- 1c. To carry on and conduct the business of manufacture and sale of plant, machinery, systems, capital goods, castings, spares, abrasives, water supply engineers, printers, carriers and merchants, and to buy, sell, manufacture, import, export, repair, convert, alter, let on hire, and deal in other articles and goods of all classes, and kinds whatsoever and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
- 1d. To set up facilities, processing units, kitchens, packaging units for preparation of food and beverages including food and beverage ingredients, to serve and cater food and to carry on business of running Cafeterias, Dining halls, Star-Category Hotels, Motels, Guest Houses, Rest Rooms, Resorts, Villas, Holiday camps, Service Apartments, Business Hotels, Restaurants, Food Courts, Food Kiosks, Mobile Food Kiosks, Mass Catering, Eating Houses, Central Kitchens, Taverns, Beer Houses, Micro-Breweries, Refreshment Rooms, Permit Rooms, Bars, Clubs, Night Clubs, Discos, Pubs, serve and/or sell wine, beer and spirit products, sell packaged food and beverages; to invest in or enter into an agreement, contract, joint venture or collaboration with any Person(s), Partnership Firms, Association of Persons (AOP), Bodies Corporate, LLP, Companies or to take over or to undertake the management of any Hotels, Service Apartments, Restaurants, Shops, Canteens, Food Courts, Kitchens, Food and Beverage Dispensing Areas, Cafeterias, Canteens, Lodges, Resorts, Gymnasium, Clubs that are engaged in mentioned business activities.

- 1e. To carry on business of organizing national and international trade fairs, exhibitions and conferences in India or abroad, either alone or jointly with any persons, Company, institution or association from India or abroad, offering consultancy and other services such as for project report, market research, advertising sales and marketing, mailing lists, manpower selection and supply, training, security, exhibition and conference management, exhibition stand construction and decoration etc., to any person, Company, institution or association in India or abroad; and printing and publishing of books, directories and periodicals related to exhibition ad conferences, trade and industries or any other field.
- 1f. To carry on the business of organizing programs and events for the Company or for other Corporates, Companies or individuals which includes any happening such as organizing and management of luxury events, government & private events, road shows including financial market expositions, seminars, lavish parties, conferences, social

concerts, star nights, fashion shows, organizing fairs, meets, product launches, gala dinners, weddings, school festivals, theme parties. Online promotion of events, concerts, live shows, parties and sale of online bookings and reservations and to acquire, purchase, sale, import or export, let on hire, install for that various things, equipment's and systems viz. audio visual systems, exhibitions, display panels and to port services including venue decor and infrastructural support as providing venue booking, sound light arrangements, fabrication of stalls, stage platforms, decorative items, transportation and labour or any or systems to execute the said business. To carry on the business of service provider, distributor, concept, consultant, manager, franchises, co-ordinations with municipalities, Administration, traffic, Police,

exhibitions, college and tickets or on purposes va provide sup and flower other device facilitator, c

companies/firms/ individuals to promote, establish, brand building, market leader of related activities. To carry on business of promotional events, Product launching platform, ant ceremonies, organizing ground level kiosks. To carry on such other incidental/ auxiliary ry in connection with sales promotion & event management.

Ambassador, on behalf of products or services and all sampling of products, pagoc activities as may be necessa

CESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE (II) (A) ARE:

B. MATTERS WHICH ARE NECE

omote and sponsor rural development including any assistance, adoption programme for onomic welfare of, providing education, or the uplift of the public in rural area and to incur programme of rural development and to assist execution and promotion thereof either pendent agency or in any other manner. Without prejudice to the generality of the "rural development" shall also include any programme for promoting the social and economic public in any rural area which the Directors consider it likely to promote and assist rural. e words "rural area" shall include such areas as may be regarded as rural areas under e Tax Act, 1961, or any other law relating to rural development for the time being in force or Directors as rural areas and the Directors may at their discretion in order to implement any ects or purposes transfer without consideration or at such fair or concessional value as the divest the ownership of any property of the Company to or in favour of any public PR, local al or State Government or any public institutions or Trusts or Funds as the Directors may

1. To undertake, carry out, pr

promoting the social and ec any expenditure on any pr directly or through an inde foregoing, "promoting of ru welfare of or the uplift of th development, and that the Section 35 CC of the Income as may be regarded by the t of the above mentioned obj directors may think fit and c body or authority or Centra approve.

lend, invest or otherwise, employ moneys belonging to or entrusted to the Company in all ort term, securities or investments, movable or immovable and from time to time to vary nner as the Company may think fit.

2. To accumulate funds and to types of funds including sh such investments in such m

all or any of the property of the Company whether movable or immovable or to hold, use, pprove, carry on and develop the undertaking, land and immovable and movable property and any part thereof.

3. To let out on hire or lease a cultivate, work, manage, im and assets of the Company

making known the business and/or products of the Company or of any Company in which this may seem expedient and in particular by advertising in the press or on the screen or by prohibition of words of art or interest, by publication of books and notices and by onations.

4. To adopt such means of ma Company is interested as n circulations, by purchase and granting prizes, rewards and de

ssist or to guarantee money to charitable, benevolent, religious, scientific, national, institutions, trusts, clubs, societies funds or objects.

5. To subscribe or otherwise to a public, general useful or other i

wise acquire any trademarks, patents, inventions, processes, copyrights, concessions, royalty or otherwise conferring an exclusive or non-exclusive or limited right to use, or

6. To apply for, purchase or other licenses and the like subject to

any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, work, manage, sell, let, grant licences in respect of or otherwise turn to account or deal with the property rights and information so acquired or otherwise belonging to the Company.

7. To dedicate, present or otherwise dispose of either voluntarily or for value, any property of the Company for national, public or local interest.
8. To construct, execute, carry out, equip, improve, work, develop, administer, manage or control in India and elsewhere public works and conveniences, of all kinds, which expression, in this Memorandum includes, railways, tramways, aerodromes, landing grounds, runways docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas electric light, telephonic, telegraphic, television and power supply works, warehouses and public buildings and all other works of convenience of public utility.
9. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
10. To assign or sub-let all or any contracts from time to time in whole or in part and upon such terms and conditions as may be thought expedient.
11. To purchase, take on lease or exchange, obtain assignments of or otherwise acquire land and/or buildings of any tenure or description in India or elsewhere and any estate or interest in and any rights connected with any such land and/or buildings.
12. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary or convenient for the Company's business.
13. To purchase for investment or resale and to deal in land, house or other property of any tenure and any interest therein, and to create, sell and deal in freehold, leasehold and/or fazandari ground rents and to make advances upon the security of land or any interest therein and generally to deal in by way of sale, lease, exchange or otherwise with land and house property and any other property whether immovable or movable.
14. To sell, improve manage, work, develop, lease, mortgage, abandon or in any other manner deal with or dispose of the undertaking of the Company or any part thereof or any part of the property, rights and concessions for such consideration may think fit.
15. To insure all or any of the properties, undertakings, contracts, guarantees or obligations of the Company or any nature or kind in any manner whatsoever.
16. To draw, accept, make, endorse, discount and/or negotiate promissory notes, hundies, bills of exchange, cheques, bills of lading and other negotiable or transferable instruments.
17. To borrow money or receive money on deposit at interest, or otherwise in such a manner as the Company may think fit, and for that purpose to issue debentures or debenture stock, perpetual or otherwise including debenture or debenture stock convertible into shares of this Company, and as security for any such money so borrowed or received to mortgage, pledge or charge the whole or any part of the property, assets, or revenues of the Company, present or future, including its uncalled capital by special assignment or otherwise, or to transfer or convey the same absolutely, or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
18. To establish and maintain or discontinue offices, local agencies, branches, places of business and procure the Company to be registered or re-organised and carry on business in any part of the World.
19. To perform or do all or any of the following operations, acts or things:
 - (a) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
 - (b) To sell, let, dispose of, or grant rights over all or any property of the Company.
 - (c) To grant licences to use patents and/or secret possessions of the Company.
 - (d) To manufacture plant, machinery tools, goods, or things for any of the purposes of the business of the Company.

- (e) To enter into any agreement, joint venture, collaboration or arrangement for joint working in business or for sharing profits or for amalgamation or technical know how or technical assistance with any other Company, firm or person carrying on business within the objects of the Company.
 - (f) To provide for the welfare of persons employed by the Company or any predecessors in business of the Company and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
 - (g) To undertake, promote, establish or engage in all kinds of research & development connected or related to the business of the Company.
20. To do all or any of the above things, and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them either in India or in any part of the world and as principals, agents, contractors, franchisers, trustees or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies, franchises, branches for any of the aforesaid objects in India or elsewhere in the world and to undertake the management of the Company or Companies having objects altogether or in part similar to those of the Company.'

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

RESOLUTION NO. 2 Adoption of a new set of Memorandum of Association of the Company.

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to necessary approvals(s), if any, from the competent authorities, consent of the members be and is hereby accorded for adoption of a new set of Memorandum of Association of the Company in place of the existing Memorandum of Association.

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

RESOLUTION NO. 3 Adoption of a new set of Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of a new set of Articles of Association of the Company in place of the existing Articles of Association.

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

Registered Office:

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

Mumbai
13 February 2018

By Order of the Board
For Nesco Limited

Jinal J. Shah
Company Secretary and
Compliance Officer

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 16 February 2018.

Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. However, in case Member(s) cast their vote both via physical 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 31 March 2018.
9. The results of the voting by Postal Ballot will be declared at the registered office of the Company at Nesco Center, Western Express Highway, Goregaon (East), Mumbai 400063. 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 Central Depository Services (India) Limited (CDSL) as the authorized agency to provide e-voting facility to its members. The instructions for shareholders voting electronically are as under:

<p>i. The remote e-voting period begins on Monday, 26 February 2018 at 9.00 A.M. and ends on Tuesday, 27 March 2018 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 16 February 2018 may vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>the e-voting website: www.evotingindia.com during the voting period.</p> <p>Shareholders tab.</p> <p>"Nesco Limited" from the drop down menu and click on submit.</p> <p>your User ID</p> <p>CDSL : 16 digits beneficiary ID, CDSL : 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in physical form should enter Folio Number registered with the Company. Enter the image verification code as displayed and click on Login.</p> <p>holding demat form and had logged on to www.evotingindia.com and casted your vote on an earlier date, then your existing password is to be used.</p> <p>a first time user follow the steps given below:</p> <p>Members holding shares in Demat Form and Physical Form</p> <div><div><div>Enter your ID</div><div><div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div></div></div><div><div>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- xi. Click on the EVSN for Nesco Limited on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

~~When the voting page is displayed, you will see the following instructions for the procedure to be followed:~~

- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
- xvi. You can take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Default account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders and Custodians:
 - o Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - o After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on and then cast their vote on.
 - o The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - o A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. Members cannot exercise voting by proxy.

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



NESCO LIMITED

Regd. Office: Nesco Center, Western Express Highway, Goregoan (E), Mumbai 400063.

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

Tel : 022 66450123 / Fax : 022 66450101

CIN: L17100MH1946PLC004886

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered Address :

of the Sole/First Named

Shareholder/ Beneficial owner(s)

2. Name of Joint Holders :

/ Beneficial owner(s) _____

(If any)

3. Folio No./DP ID No./Client ID No. : _____

(*Applicable to Members holding
shares in dematerialize form)

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 13 February 2018 by sending my/our assent or dissent to the said Special Resolution by placing the (✓) mark in the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid):

Sr. No.	Description of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 4 and 13 of the Companies Act, 2013, for Alteration to the Object Clause of the Memorandum of Association of the Company.			
2.	Special Resolution under Section 4 and 13 of the Companies Act, 2013, for Adoption of new set of Memorandum of Association of the Company.			
3.	Special Resolution under Section 14 of the Companies Act, 2013, for Adoption of new set of Articles of Association of the Company.			

Place :

Date :

Signature of Shareholder/ Beneficial Owner

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/Sequence Number

NOTE: PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE FILLING THIS FORM.

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 Tuesday, 27 March 2018 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-addressed 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.