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 events, sports events, cultural events & celebrity management, award nights, entertainment shows, music shows, exhibitions, concerts, star nights, fashion shows, organizing fairs, meets, product launches, gala dinners, weddings, college and school festivals, theme parties. Online promotion of events, concerts, live shows, parties and sale of tickets or online bookings and reservations and to acquire, purchase, sale, import or export, let on hire, install for that purposes various things, equipment's and systems viz. audio visual systems, exhibitions, display panels and to provide support services including venue decor and infrastructural support as providing venue booking, sound light and flower arrangements, fabrication of stalls, stage platforms, decorative items, transportation and labour or any other device or systems to execute the said business. To carry on the business of service provider, distributor, concept, facilitator, consultant, manager, franchises, co-ordinations with municipalities, Administration, traffic, Police, Licensing Authorities, market authorities, etc., custodian, trustees, business advisor, strategy formulator, Brand Ambassador, on behalf of companies/firms/ individuals to promote, establish, brand building, market leader of products or services and all related activities. To carry on business of promotional events, Product launching platform, sampling of products, pageant ceremonies, organizing ground level kiosks. To carry on such other incidental/ auxiliary activities as may be necessary in connection with sales promotion & event management.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

1. To undertake, carry out, promote and sponsor rural development including any assistance, adoption programme for promoting the social and economic welfare of, providing education, or the uplift of the public in rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "promoting of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under Section 35 CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the Company to or in favour of any public PR, local body or authority or Central or State Government or any public institutions or Trusts or Funds as the Directors may approve.

2. To accumulate funds and to lend, invest or otherwise, employ moneys belonging to or entrusted to the Company in all types of funds including short term, securities or investments, movable or immovable and from time to time to vary such investments in such manner as the Company may think fit.

3. To let out on hire or lease all or any of the property of the Company whether movable or immovable or to hold, use, cultivate, work, manage, improve, carry on and develop the undertaking, land and immovable and movable property and assets of the Company and any part thereof.

4. To adopt such means of making known the business and/or products of the Company or of any Company in which this Company is interested as may seem expedient and in particular by advertising in the press or on the screen or by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

5. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, general useful or other institutions, trusts, clubs, societies funds or objects.

6. To apply for, purchase or otherwise acquire any trademarks, patents, inventions, processes, copyrights, concessions, licenses and the like subject to royalty or otherwise conferring an exclusive or non-exclusive or limited right to use, or

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 of 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 mortage 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 possesses 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 knowhow 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:

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 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Log on to the e-voting website: www.evotingindia.com during the voting period.

iii. Click on Shareholders tab.

iv. Select the "Nesco Limited" from the drop down menu and click on submit.

v. Now Enter your User ID

a. For CDSL : 16 digits beneficiary ID,
b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in physical form should enter Folio Number registered with the Company.
d. Next enter the image verification code as displayed and click on Login.

vi. If you are holding demat form and had logged on to www.evotingindia.com and casted your vote on an earlier voting of any Company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or dividend bank details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly to the EVSN Selection Screen. However, members holding shares in demat form will now directly reach the 'Password Creation' menu wherein they are required to be mandatorily enter their login password in the new password field. Kindly note that this new password is to be used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in Physical form the details can be used only for e-voting on Resolutions contained in this notice.

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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.

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 also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat 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:

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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.

ANNEXURE TO THE NOTICE

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

Resolution no. 1 and 2

Currently, Company is in the business of Exhibition and convention centre; IT Park; Manufacturing of Plant and machinery. Along with the Objects for which the Company was incorporated, Company also proposes to undertake the activity of preparing, serving and catering food and beverages, business of running cafeterias, Kitchens, processing units, packaging units, Dining Halls, Construction and management of Hotels, Motels, Star-Category Hotels, Guest Houses, business of organizing events and providing various services to exhibition and event client, etc.

The Board of Directors in its meeting approved the alteration of the Object Clause of the Memorandum of Association ("MOA") of the Company to make it compliant with the existing and proposed new business activities of the Company. In order to bring the existing MOA in line with the Companies Act, 2013 and to enable the Company to commence the aforesaid businesses, the Company will have to make numerous changes in the existing MOA. It is therefore considered desirable to adopt a new set of Memorandum of Association of the Company ("New MOA"), in substitution of and to the exclusion of the existing MOA.

The Directors recommend the aforesaid resolution for the approval of the members as Special Resolution.

A copy of the proposed New MOA to be adopted will be available for inspection by the members at the Registered Office of the Company from 11.30 a.m. to 04.30 p.m. on all working days of the Company and on the website of the Company till the last date for receiving Postal Ballot forms by scrutinizer.

None of the Directors, Key Managerial Personnel or any of their relatives, are deemed to be concerned or interested in the proposed Resolutions except to the extent of their shareholding in the Company.

Resolution no. 3

The existing Articles of Association ("AOA") is based on the Companies Act, 1913 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a new set of Articles of Association of the Company ("New Articles"), in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the Company by special resolution is required for the adoption of the New Articles to replace the existing AOA and accordingly, the approval of the shareholders is being sought for the adoption of the New Articles.

A copy of the proposed new Articles to be adopted will be available for inspection by the members at the Registered Office of the Company from 11.30 a.m. to 04.30 p.m. on all working days of the Company and on the website of the Company till the last date for receiving Postal Ballot forms by scrutinizer.

None of the 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 in the Company.

You are requested to communicate your assent or dissent for the aforesaid resolutions, in accordance with the instructions set out herein.

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