

REPORT OF BOARD OF DIRECTORS

Dear Members,

Board of Directors have pleasure in presenting 62nd annual report of your Company for the financial year ended 31 March 2021.

1. Financial Results:

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	2020-21	2019-20	2020-21	2019-20
Income	35,569.72	47,427.87	35,565.77	47,411.83
Profit before depreciation and tax	24,203.67	31,472.30	24,207.94	31,465.91
Depreciation	2,573.06	2,243.77	2,572.97	2,243.76
Profit Before Taxes	21,630.61	29,228.53	21,634.97	29,222.15
Tax Expenses	4,385.05	5,839.52	4,385.05	5,843.15
Net Profit after Taxes	17,245.56	23,389.01	17,249.92	23,379.00
Opening Balance of Retained Earnings	50.00	50.00	50.00	50.00
Amount available for appropriations:	17,217.43	23,427.75	17,221.79	23,417.74
Appropriations:				
1. Dividend	-	3,875.33	-	3,875.33
2. Tax on Dividend	-	796.58	-	796.58
3. Transfer to General Reserve	17,167.43	18,705.84	17,171.79	18,695.83
Closing Balance of Retained Earnings	50.00	50.00	50.00	50.00
Earning Per Share (Basic) (in ₹)	24.48	33.19	24.48	33.18
Earning Per Share (Diluted) (in ₹)	24.48	33.19	24.48	33.18

2. Review of Operations:

Your Company achieved a consolidated turnover of ₹ 35,569.72 lakhs as compared to previous year consolidated turnover of ₹ 47,427.87 lakhs.

Consolidated profit before tax was at ₹ 21,630.61 lakhs as compared to ₹ 29,228.53 lakhs in the year 2019-20.

Consolidated earnings per share amounted to ₹ 24.48 (previous year ₹ 33.19). Company's reserves were ₹ 1,51,513.71 lakhs (previous year ₹ 1,34,338.59 lakhs).

3. Dividend:

Your Directors are pleased to recommend a dividend of 150% per equity share amounting to ₹ 3 per equity share of ₹ 2 each (same as last year) for the financial year ended 31 March 2021 for approval of shareholders at the ensuing Annual General Meeting.



Dividend Distribution Policy

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the Dividend Distribution Policy is available on the Company's website at www.nesco.in.

4. Management Discussion and Analysis:

Management Discussion and Analysis as specified under the Listing Regulations is presented as a separate section in this Annual Report.

5. Company's Performance:

i) Nesco IT Park:

During the year, revenue from IT Park increased by 14.89% to ₹ 24,606.29 lakhs (previous year ₹ 21,416.82 lakhs).

80% of Tower 03 and 75% of Tower 04 are occupied by our clients. Hall 3 provides Incubation Centre facility; and a Child Care Centre for children of employees working in Nesco Center.

Our IT Towers accommodate world's leading multinationals such as HSBC, KPMG, PWC, MSCI, BlackRock, Here Solution, Framestore, Priceline and several others. Due to the ongoing Covid-19 Pandemic, most of our clients have instructed their employees to work from home.

ii) Bombay Exhibition Centre:

a. Guest Exhibitions and Events: During the year one guest exhibition was held in our Centre, which was organized by an existing client. Other exhibitions could not be conducted in view of the lockdown and related restrictions imposed from time to time to contain ongoing Pandemic. Income from the Exhibition Centre for the year was ₹ 595.11 lakhs compared to ₹ 15,860.11 lakhs in the previous year, there was a decline in revenue by 96.25%.

b. Nesco Exhibitions and Events: During the financial year 2020-21, Company had successfully organized one exhibition named India Auto Show. It couldn't conduct its other exhibitions lined up due to the ongoing pandemic.

Since 23 March 2020, in view of the lockdown to control the COVID-19 pandemic, all exhibitions have been either postponed or cancelled. This has significantly impacted performance of financial year 2020-21. However, Company is closely monitoring the situation and future developments.

iii) Nesco Foods:

Income for the year from the foods division declined by 63.58% to ₹ 1,299.61 lakhs as compared to ₹ 3,568.82 lakhs during the previous year.

Nesco Foods caters to the needs of visitors to exhibitions and conventions and employees working in Nesco IT Park. The kitchen facility is fully operational. Currently, Nesco Foods is catering to the food requirements of Jumbo Dedicated Covid Health Center made by MCGM in BEC Halls.

iv) Indabrator:

During the year under review, income from Indabrator increased by 12.09% to ₹ 2,608.76 lakhs as compared to ₹ 2,327.43 lakhs during the previous year.

v) Investments and Other Income:

Income from investments and other income was ₹ 6,459.95 lakhs (previous year ₹ 4,254.69 lakhs), increased by 51.83%.

6. Finance:

Your Company had no debt as on 31 March 2021. Company's liquid resources (fixed maturity plans, mutual funds, cash and bank balances) increased by 19.48% to ₹ 81,923.11 lakhs from ₹ 68,566.60 lakhs.

Your Company has neither accepted any deposits from the public during the year nor are any deposits outstanding for repayment.

7. Internal Financial Controls related to Financial Statements:

Internal financial control over financial reporting have been designed to provide reasonable assurance with regards to recording and providing reliable financial information and complying with applicable accounting standards.

Your Company has well laid out policies on financial reporting, asset management, adherence to Management policies and also on promoting compliance of ethical and well-defined standards.

The Company follows an exhaustive budgetary control and standard costing system. Moreover, the management team regularly meets to monitor goals and results and scrutinizes reasons for deviations in order to take necessary corrective steps.

The Company periodically tracks all amendments to Accounting Standards and makes changes to the underlying systems, processes and financial controls to ensure adherence to the same. Corporate accounts function is actively involved in designing large process changes as well as validating changes to IT systems that have a bearing on the books of account. All resultant changes to the policy and impact on financials are disclosed after due validation with the Audit Committee.

The Audit Committee which meets at regular intervals also reviews the internal control systems with the Management and the internal auditors. The internal audit is conducted at various locations of the Company and covers all key areas. All audit observations and follow up actions are discussed with the Management as also the Statutory Auditors and the Audit Committee reviews them regularly.

8. Corporate Social Responsibility (CSR):

Your Company has undertaken various projects during the year in the field of promotion of Education and Special Education, Health Care, Safe Drinking water, women empowerment and provides support to young entrepreneurs in developing their innovative ideas. The Company is evaluating and will take up more CSR activities in different areas. The CSR Policy of the Company is available on the website of the Company at www.nesco.in.

Annual report on CSR activities undertaken during the financial year ended 31 March 2021 in accordance with Section 135 of the Companies Act, 2013 (Act) and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in "Annexure A" attached to this report.

9. Directors and Key Managerial Personnel:

Mrs. Sudha S. Patel, Non-executive Director, retires by rotation at the ensuing annual general meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and articles of association of your Company and being eligible has offered herself for reappointment. Her brief resume and other related information have been detailed in the annexure to the notice.



Mr. Sumant J. Patel, Executive Chairman, Mr. Krishna S. Patel, Vice Chairman & Managing Director, Mr. Dipesh R. Singhanian, Chief Financial Officer and Ms. Jinal J. Shah, Company Secretary and Compliance Officer of the Company are the Key Managerial Personnel of the Company.

10. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 read with the rules issued thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force), the process for evaluation of the annual performance of the Directors, Board and Committees was carried out.

Regulation 17 of the Listing Regulations mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual Directors.

The Independent Directors at their separate meeting review the performance of Non-Independent Directors and the Board as a whole, Chairperson of the Company after taking into account the views of Executive Director and Non-Executive Directors, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The evaluation of all the Directors, the Board and Committees as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report section in this annual report.

11. Training of Independent Directors:

Your Company's Independent Directors are highly qualified and have been associated with corporate and business organizations. They understand Company's business and activities very well, however, pursuant to Regulation 4 of the Listing Regulations, the Board had shown all the Independent Directors Company's business and manufacturing activities and were also introduced to Company's staff.

12. Declaration by Independent Directors:

All Independent Directors have given declarations that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

13. Number of Board and Committee Meetings:

Pursuant to Section 134(3)(b), details of Board Meetings held during the year are given in the report on Corporate Governance which forms part of this Annual Report.

During the year four board meetings and four audit committee meetings were held, details of which are given in the Corporate Governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

A separate meeting of Independent Directors, pursuant to Section 149(7) read with Schedule VI of the Companies Act, 2013 and Regulation 25 was held on 12 February 2021.

14. Policy on Directors appointment and Remuneration and other details:

The salient features of the Nomination and Remuneration Policy of the Company and other matters provided in Section 178(3) of the act are set out in the Corporate Governance Report which forms part of this Annual Report.

The said policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment & re-appointment of directors on the Board of the Company and persons holding senior management positions in the Company, including their remuneration and other matters as provided under Section 178

of the act and Listing Regulations. The Nomination and Remuneration Policy is available on the website of the Company at www.nesco.in.

The remuneration paid to the directors, key managerial personnel and senior management is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations.

15. Director's Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31 March 2021, the applicable accounting standards and schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as on 31 March 2021 and of the profit and loss of the Company for the financial year ended 31 March 2021;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis;
- e. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and,
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

16. Auditors:

a. Statutory Audit and Auditors Report:

The Board of Directors in their meeting held on 24 May 2019, on the basis of recommendations of the Audit Committee and in accordance with the provisions of Section 139(1) of the Companies Act, 2013, had appointed M/s Manubhai & Shah LLP, to act as the Statutory Auditors of your Company for a second term of five years i.e., till the conclusion of the 65th Annual General Meeting. The Company had received certificate from the Auditors to the effect that the appointment is in accordance with the limits specified under Section 139(9) of the Companies Act, 2013.

M/s. Manubhai & Shah LLP has confirmed that they are not disqualified from continuing as Auditors of the Company.

The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31 March 2021. The Auditors' Report for the financial year ended 31 March 2021 on the financial statements of the Company forms part of this Annual Report.

The Auditors Report for the financial year 2020-21, does not contain any qualification, reservation or adverse remark.

b. Secretarial Audit and Secretarial Audit Report:

In terms of Section 204 of the Companies Act, 2013, the Board of Directors at its meeting held on 19 May 2020, appointed Ms. Neeta H. Desai of M/s. ND & Associates, Practising Company Secretary, as the Secretarial Auditor to conduct an audit of the Secretarial records, for the financial year 2020-21.



The Secretarial Audit Report for the financial year 2020-21 is annexed herewith as “Annexure B.” The Secretarial Auditors Report does not contain any qualification, reservation or adverse remark.

None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013.

17. Particulars of Loans, Guarantees and Investments:

The particulars of loans, guarantees and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 have been disclosed in the financial statements forming part of this annual report. There are no guarantees issued by the Company.

18. Vigil Mechanism/Whistle Blower Policy:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company has a vigil mechanism to deal with fraud and mismanagement, if any. The policy is placed on the website of the Company.

19. Risk Management:

The Company endeavors to continually sharpen its Risk Management systems and processes in line with a rapidly changing business environment. The Company, through its risk management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company.

The Board of Directors of the Company on the recommendation of the Risk Management Committee has developed risk management policy for the Company which articulates the Company’s approach to address the uncertainties in its endeavor to achieve its stated and implicit objectives.

20. Safety, Health and Environment:

Your Company recognizes its role in health and safety, as well as its responsibility towards environment and society. In fact, your Company’s goals are: no accidents, no injuries to people and no damage to environment. Safety and security of personnel, assets and environmental protection are also on top of the agenda of the Company at its manufacturing facilities.

Clean environment and sustainable development integrated with the business objective is the focus of the Company. The projects and activities are planned and designed with environment protection as an integral part to ensure a safe and clean environment for sustainable development.

21. Corporate Governance:

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from M/s. Manubhai & Shah LLP, Chartered Accountants confirming compliance with requirement of corporate governance forms an integral part of this report.

22. Prevention of Sexual Harassment at Workplace:

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, read with rules made thereunder, your Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

23. Extract of Annual Return:

The Annual Return of the Company as on 31 March 2021 in Form MGT - 7 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://www.nesco.in/financials>.

24. Particulars of Employees:

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company has been annexed herewith as “Annexure C.”

25. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

Your Company is continuously striving to conserve energy in all its business activities. During the year under review, Company has installed several equipments, which are reducing power consumption by over 20% in IT Park building. It is trying to make all its IT Park building ‘Net Zero Energy Building’ in phased manner.

- IT Tower 03

Energy Performance Index (EPI) of IT Tower 03 currently is 155 Kwh/Sq. Mtr./Annum. Efforts are made by the Company to reduce it to 125 Kwh/Sq. Mtr./Annum by 2022. Efforts are being made to make the building Net Zero Energy Building in a phased manner by 2023.

- IT Tower 04

Tower 04 of Nesco IT Park is now complete and is a Green Building with LED lightings, energy efficient designs, use of latest power saving techniques and equipments, sustainable site selection, etc. This will further lead to energy conservation. Efforts are being made to make this building as Net Zero Energy Building in the coming years.

Nesco Complex at Goregaon consist of more than 1,500 grown up trees. It continues its efforts in increasing the trees annually. Thus, helping in reducing carbon footprints in and around the surrounding areas.

The Company’s foreign exchange earnings during the year was ₹ 80.71 lakhs and outgo during the year was ₹ 156.26 lakhs.

26. Subsidiaries:

a. Nesco Foundation for Innovation and Development:

A Wholly Owned Subsidiary of your Company, incorporated under Section 8 of the Companies Act, 2013 has obtained registration under Section 80G and 12AA of the Income Tax Act, 1961. It has also received its CSR-1 registration.

Nesco Foundation has commissioned Nesco Incubation Centre which is located near Indabrator’s Karamsad premises.

In February 2020, Nesco Foundation along with A D Patel Institute of Technology & CVM University, Charutar Vidya Mandal had organized a mega startup event known as “Startup Sankrant 2020”. Nesco Foundation earned attention through this event.

During the year 65 entrepreneurs had approached the Centre for incubation support. From these 3 start-ups were finalized and approved to provide seed fund grant based on innovation, interest, product novelty and market potential.



b. Nesco Hospitality Private Limited:

A wholly owned subsidiary of your Company operated Food Courts in the Nesco Complex.

Pursuant to Section 233 of the Companies Act, 2013, the Scheme of Amalgamation of Nesco Hospitality Private Limited with Nesco Limited as approved by the shareholders of the Company was approved by ROC on 13 January 2020 and is submitted to the Regional Director for approval which is expected shortly.

A separate statement containing the salient features of financial statements of subsidiaries of your Company prescribed in Form AOC-1 forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013 (Act).

In accordance with Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company and the financial statements of each of the subsidiary companies, are available on our website at www.nesco.in. The Company's Policy for determining material subsidiaries may be accessed on the website of the Company at www.nesco.in.

The Company does not have a material subsidiary.

27. Related Party Transactions:

During the financial year 2020-21, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013. All transactions with related parties were reviewed and approved by the Audit Committee. All related party transactions that were entered were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "Annexure D" to this Report.

28. Deposits from Public:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

29. Business Responsibility Report:

A Business Responsibility Report as per Regulation 34 of the Listing Regulations forms part of this Annual Report.

30. Indian Accounting Standards:

Your Company has adopted Indian Accounting Standard (Ind AS) notified by MCA and the relevant provision of the Companies Act, 2013 and the general circulars issued by the Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the notes to the financial statements. In the preparation of the financial statements, figures of previous year have been reclassified or regrouped wherever necessary to bring it in line with the Indian Accounting Standard (Ind AS).

31. Impact of COVID-19 Pandemic:

The country witnessed lockdown being implemented since March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly.

- Indabrator: From June 2020, the division resumed manufacturing operations after taking requisite permissions from Government authorities and adopting all prescribed safety measures.
- Due to the ongoing Pandemic, during the Financial Year 2020-21, our Exhibitions division was impacted.

All our Exhibition Halls have been provided to the Municipal Corporation of Greater Mumbai (MCGM) as we continue to fight the COVID – 19. Halls of Nesco Center are being used as Jumbo Dedicated Health Centre and Vaccination Centre.

- Revenues of Nesco Foods were impacted as majority clients of foods division are exhibition organizers, exhibitors and visitors. Currently, Nesco Foods is providing food to Municipal Corporation of Greater Mumbai (MCGM).
- Our divisions Indabrator and Nesco IT Park are operating in a normal way.

32. **Appreciation:**

Your Directors wish to convey their appreciation for the support extended by the shareholders, clients and the employees of the Company.

For and on behalf of the Board of Directors

Sumant J. Patel
Executive Chairman
DIN: 00186976

Panaji
28 May 2021

