

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance:

The year under review saw challenging times for the Company as well as for the world at large due to the impending COVID-19 pandemic. The situation continues to be exceptional and dynamic. The regulators including Ministry of Corporate Affairs (MCA) and the Securities Exchange Board of India (SEBI) promptly announced many relaxations with respect to the compliance requirements for India Inc. to facilitate companies to conduct smooth operations and cope with the challenging times.

Nesco has always adopted a robust governance framework which played a critical role in ensuring that we remain true to our culture and values. The high standard of corporate governance is the cornerstone of our long termism and continued success.

NESCO believes in maximising the interests of Shareholders and Stakeholders alike. Hence we are also working on Environmental, Social and Governance (ESG) agenda with renewed focus. Nesco is committed to adopt best governance standards and sustainability practices and sustainable development of communities around our areas of businesses. We have a board which is striving to provide effective oversight and maintain a culture of transparency, accountability and equanimity. This culture inspires trust among all stakeholders.

Company has adopted a code of conduct which is applicable to all employees and is posted on the website of the Company. The Company also has in place a code for preventing insider trading.

Company is fully compliant with the requirements of the listing regulations and applicable corporate governance norms and is committed to ensuring compliance with all modifications within the prescribed time.

Customers, Employees, Shareholders and Stakeholders form the nucleus of NESCO's sphere of business. Therefore, the products & services that we provide and the customer satisfaction it generates, gives a special joy to us and to everyone involved. We believe in enriching and uplifting people's lives and that is what makes people believe in us!

2. Board of Directors:

The Board has an optimum mix of Executive, Non-Executive and Independent Directors, who have proficiency in their respective fields including competencies required in context of Company's businesses.

The composition and strength of the Board is reviewed periodically to ensure that the Board is a wholesome blend of Directors with complementary skill set and for ensuring compliance with the statutory requirements.

We have a cohesive board with diversity of domain expertise as well as gender diversity. The present strength of the Board of Directors is eight members. The Board comprises of the Executive Chairman, Vice Chairman & Managing Director and six other Non-executive Directors, out of which five are Independent Directors.

Day to day management of the business is conducted by the Head of Departments with Executive Chairman and the Vice Chairman & Managing Director of the Company subject to direction, control and effective oversight by the Board of Directors.

The composition of the Board is in conformity with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations) as well as the Companies Act, 2013 read with the rules issued thereunder.

Details of composition of the Board and summary of other Directorships and Committee Memberships or Chairmanships of each of the Directors as on 31 March 2021 are as follows:

Name of the Directors	Nature of Directorship	Directorship in other Companies	Membership held in Committees	Chairmanship held in Committee of Directors
		*	#	##
Mr. Sumant J. Patel	Promoter / Executive Chairman	---	---	---
Mr. Mahendra K. Chouhan	Non-Executive and Independent	01	02	01
Mr. Jai S. Diwanji	Non-Executive and Independent	01	04	---
Mr. K. S. Srinivasa Murty	Non-Executive and Independent	---	02	---
Mr. Manu M. Parpia	Non-Executive and Independent	01	02	01
Mrs. Sudha S. Patel	Promoter / Non-Executive	---	01	01
Mr. Krishna S. Patel	Promoter / Executive/ Vice Chairman & Managing Director	---	02	---
Mrs. Amrita Verma Chowdhury	Non-Executive and Independent	03	03	---

* This excludes directorship held in Nesco Limited, private companies, foreign companies, companies formed under section 8 of the Companies Act, 2013.

Membership in Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies including Nesco Limited.

Chairmanship in Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies including Nesco Limited.

The Details of Directors, their inter-se relationship, directorships held in other listed companies, their shareholding in the Company as on 31 March 2021 and their areas of expertise.

Name of the Directors	Relationship with each other	Directorships held in other listed entities	No. of shares and percentage held in the Company by Non-Executive Directors
Mr. Sumant J. Patel	Father of Mr. Krishna S. Patel, Husband of Mrs. Sudha S. Patel	--	Not Applicable
Mr. Mahendra K. Chouhan	*	--	NIL
Mr. Jai S. Diwanji	*	Independent Director of Elecon Engineering Company Limited	2,500 (0.004%)
Mr. K. S. Srinivasa Murty	*	--	NIL
Mr. Manu M. Parpia	*	--	20,000 (0.03%)
Mrs. Sudha S. Patel	Wife of Mr. Sumant J. Patel, Mother of Mr. Krishna S. Patel	-	45,74,720 (6.49%)
Mr. Krishna S. Patel	Son of Mr. Sumant J. Patel and Mrs. Sudha S. Patel	--	Not Applicable
Mrs. Amrita Verma Chowdhury	*	Independent Director of Simmond Marshall Limited and Mahindra Lifespace Developers Limited	NIL

* No inter-se relationship with any of the Director of the Company.

The Company has received declarations from the Independent Directors that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank.



Key Board qualifications, expertise and attributes

Our Company is diversified in four business segments:

- **Nesco IT Park:** Our IT Towers 03 and 04 provides office space on lease to some of the world’s leading Companies.
- **Bombay Exhibition Centre (BEC):** BEC provides infrastructure to leading Indian and Foreign organizers for Guest exhibitions and events. Nesco also holds its own exhibitions and events.
- **Nesco Foods:** Our Foods division caters to Banquets, Exhibitions, F&Bs and offices situated in the Nesco Premises. On the days of exhibitions Nesco Foods prepares and serves over 20,000 meals per day.
- **Indabrator:** Our Indabrator division is a leading manufacturer of surface preparation equipment with integrated manufacturing facilities for Equipment, Spares and Abrasives in Gujarat.

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company’s aforesaid business(es) for it to function effectively and those available with the Board as a whole.

Corporate Governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders’ interests. Experience in boards and committees of other large companies.
Legal	Understanding legal and regulatory aspects, mergers and acquisition, etc.
Finance	Understanding the financial statements, financial controls, risk management, accounting aspects in mergers and acquisition, etc.
Information Technology	A significant background in technology, digitization resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business.
Wide management and leadership experience	Strong management and leadership experience, including in areas of business development, strategic planning, operations in technology, manufacturing, investments and finance.
Diversity	Diversity of thought, experience, knowledge, perspective and culture brought to the Board by individual members. Varied mix of strategic perspectives.
Personal values	Personal characteristics matching the Company’s values, such as integrity, accountability and high performance standards.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills / Expertise / Competencies						
	Corporate Governance	Legal	Finance	Information Technology	Wide management and leadership experience	Diversity	Personal values
Mr. Sumant J. Patel	✓	✓	✓	✓	✓	✓	✓
Mr. Mahendra K. Chouhan	✓	✓	✓	✓	✓	✓	✓
Mr. Jai S. Diwanji	✓	✓	✓	✓	✓	✓	✓
Mr. K. S. Srinivasa Murty	✓	✓	✓	✓	✓	✓	✓
Mr. Manu M. Parpia	✓	✓	✓	✓	✓	✓	✓
Mrs. Sudha S. Patel	✓	✓	✓	✓	✓	✓	✓
Mr. Krishna S. Patel	✓	✓	✓	✓	✓	✓	✓
Mrs. Amrita Verma Chowdhury	✓	✓	✓	✓	✓	✓	✓

Familiarization Programme:

The Company conducts familiarization programme for Independent Directors to enable them to understand their roles, rights and responsibilities. Presentations are also made at the Board meetings which facilitates them to clearly understand the business of the Company and the environment in which the Company operates. Field visits are also done to various locations of the Company to enable the directors to have a better understanding of the Company’s processes. They are also provided a platform to interact with multiple levels of management and are provided with all the documents required and/or sought by them to have a good understanding of Company’s operations, businesses and the industry as a whole.

Majority of the Non-Executive Independent Directors are associated with the Company for several years. Besides, regular presentations are made to all Non-Executive Independent Directors, an update and details of Company’s operations, including new activities undertaken and details of the proposed activities is also provided to the Independent Directors.

Brief details of the Familiarization Programme for Independent Directors are put up on the Company’s website at www.nesco.in.

3. Number of Board Meetings and Attendance Record of Directors:

Meetings of the Board are scheduled well in advance. The Board meets at least once in a quarter to review business of the Company and to consider financial results. Each time a detailed agenda is prepared in consultation with the Executive Chairman and Vice Chairman & Managing Director.

During the financial year, four meetings of the Board of Directors of the Company were held on 19 May 2020, 14 August 2020, 12 November 2020 and 12 February 2021.

The details of attendance of each Director at the Board meetings held during the year and at the last Annual General Meeting is as under:

Name of Director	Number of board meetings during the year 2020-21		Attendance at the last AGM held on 14 August 2020*
	Held*	Attended*	
Mr. Sumant J. Patel	4	4	Yes
Mr. Mahendra K. Chouhan	4	4	Yes
Mr. Jai S. Diwanji	4	4	Yes
Mr. K. S. Srinivasa Murty	4	4	No
Mr. Manu M. Parpia	4	4	Yes
Mrs. Sudha S. Patel	4	4	Yes
Mr. Krishna S. Patel	4	4	Yes
Mrs. Amrita Verma Chowdhury	4	4	Yes

*As per the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, all meetings were held through VC/OAVM.



4. Committees of the Board:

The Board has constituted six committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Sexual Harassment Committee.

Audit Committee

Composition:

The composition of the Audit Committee of the Board of Director of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2020-21 is detailed below:

During the year, Committee met four times on 19 May 2020, 14 August 2020, 12 November 2020 and 12 February 2021. The attendance of each director at the meeting was as follows:

Sr. no.	Name of the Member	Nature of membership	No. of Committee meetings during the year 2020-21	
			Held*	Attended*
a.	Mr. Mahendra K. Chouhan	Chairman	4	4
b.	Mr. K. S. Srinivasa Murty	Member	4	4
c.	Mr. Jai S. Diwanji	Member	4	4
d.	Mr. Manu M. Parpia	Member	4	4
e.	Mr. Krishna S. Patel	Member	4	4
f.	Mrs. Amrita Verma Chowdhury	Member	4	4

*As per the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, all meetings were held through VC/OAVM.

Ms. Jinal J. Shah, Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

Scope of Audit Committee:

The terms of reference of the Audit Committee are as under:

- a. Overall assessment of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending appointment, remuneration and terms of appointment of auditors of the listed entity;
- c. Reviewing with the management the annual financial statements and auditors report before submission to the board, focusing primarily on:
 - Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report as per Section 134(3) (C) of the Companies Act, 2013;
 - Changes if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimate based on exercise of judgment by management;
 - Significant changes or adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- d. Reviewing with the management quarterly, half yearly unaudited financial results before submission to the Board for approval.
- e. Evaluating the internal financial controls and risk management policies system of the Company.

- f. Reviewing with the management, performance of statutory and internal auditors and the adequacy of internal control systems.
- g. Reviewing the adequacy of internal audit functions, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- h. Discussion with internal auditors of any significant findings and follow up thereon;
- i. Reviewing the findings, if any, of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board.
- j. Discussions with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- k. Reviewing the functioning of the whistle blower mechanism;
- l. To look into the reasons for substantial defaults, if any, in the payment to the shareholders (in case of non-payment of declared dividends) and creditors.
- m. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- n. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- o. The Audit Committee also reviews:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory Auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief Internal Auditor.
- p. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.).
- q. Approval or any subsequent modification of transactions of the company with related parties;
- r. Reviewing and scrutinizing the inter-corporate loans and investments;
- s. Appointing registered valuers and defining the terms and conditions for conducting the valuation of undertakings / assets / net-worth / liabilities of the Company, wherever it is necessary. Reviewing the valuation report and follow-up thereon;
- t. Reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.
- u. Any other matter referred to by the Board of Directors.

The Chairman of the Audit Committee briefs the Board about the significant discussions held at the Audit Committee Meetings.



Nomination and Remuneration Committee

Composition:

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2020-21 is detailed below:

During the year, Committee met two times on 17 May 2020 and 12 November 2020. The attendance of each director at the meeting was as follows:

Sr. no.	Name of the Member	Nature of membership	No. of Committee meetings during the year 2020-21	
			Held*	Attended*
a.	Mr. Jai S. Diwanji	Chairman	2	2
b.	Mr. Mahendra K. Chouhan	Member	2	2
c.	Mrs. Sudha S. Patel	Member	2	2

*As per the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, all meetings were held through VC/OAVM

Scope of Nomination and Remuneration Committee:

The broad terms of reference to the Nomination and Remuneration Committee includes the following:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c. Devising a policy on diversity of board of directors;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
- e. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f. Recommend to the board, all remuneration, in whatever form, payable to senior management;
- g. Any other matter as the Board may decide from time to time.

The Nomination and Remuneration Committee has determined a process for evaluating the performance of every Director, Committees of the Board and the Board on an annual basis.

Remuneration Policy:

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results.

Company pays remuneration by way of salary, perquisites and allowances (fixed components) and commission (variable components) to its Executive Chairman and Vice Chairman & Managing Director. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members of the Company. Nomination and Remuneration Committee decides on the commission payable to the Executive Chairman and Vice Chairman & Managing Director as a percentage of profits for the financial year and within the ceiling limits prescribed under the Act based on the performance of the Company as well as of the Executive Chairman and Vice Chairman & Managing Director.

The Nomination and Remuneration Policy of the Company has been uploaded on the Company's website and can be accessed at www.nesco.in.

Details of Remuneration of the Directors of the Company for the financial year 2020-21 are as follows:

(₹ in lakhs)

Name of Directors	Designation	Sitting fees	Salary	Perquisites and allowance	Commission	Provident Fund	Total
Mr. Sumant J. Patel	Executive Chairman	---	96.00	---	555.00	---	651.00
Mr. Krishna S. Patel	Vice Chairman & Managing Director	---	108.00	---	555.00	12.96	675.96
Mr. Mahendra K. Chouhan	Director	5.55	---	---	---	---	5.55
Mr. Jai S. Diwanji	Director	5.80	---	---	---	---	5.80
Mr. K. S. Srinivasa Murty	Director	4.55	---	---	---	---	4.55
Mr. Manu M. Parpia	Director	4.30	---	---	---	---	4.30
Mrs. Sudha S. Patel	Director	2.75	---	---	---	---	2.75
Ms. Amrita Verma Chowdhury	Director	4.30	---	---	---	---	4.30
Total		27.25	204.00	---	1,110.00	12.96	1,354.21

Mechanism for evaluating Board Members:

One of the key functions of the Board is to monitor and review the Board evaluation framework. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvements.

Each Board member is requested to evaluate the effectiveness of Board dynamics and relationships, information flow, decision making of Directors, relationship to stakeholders, Company performance, Company strategy, and the effectiveness of the whole Board and its various Committees.

Independent Directors have three key roles i.e. governance, control and guidance. The performance indicators on which the independent directors are evaluated include:

- Ability to contribute to and monitor our corporate governance practice
- Ability to contribute by introducing international best practices to address top- management issues
- Active participation in long-term strategic planning
- Commitment to the fulfillment of Directors’ obligations and fiduciary responsibilities, which include participation in Board and Committee meetings.

Performance Evaluation

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. The Company has a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Executive Chairman, Vice Chairman and Managing Director and Non-Executive Directors.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors and the Board as a whole, Chairperson of the Company after taking into account the views of 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. During the year under review, evaluation of performance of Directors, Board as a whole and Committees of the Board were carried out. Based on the inputs received from the Directors, a separate meeting of the Board would be held to discuss and draw up a plan of action.



Stakeholders Relationship Committee

Composition:

The composition of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2020-21 is detailed below:

During the year, Committee met once on 12 November 2020. The attendance of each director at the meeting was as follows:

Sr. no.	Name of the Member	Nature of membership	No. of Committee meetings during the year 2020-21	
			Held*	Attended*
a.	Mrs. Sudha S. Patel	Chairman	1	1
b.	Mr. K. S. Srinivasa Murty	Member	1	1
c.	Mr. Jai S. Diwanji	Member	1	1
d.	Mr. Krishna S. Patel	Member	1	1

*As per the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, all meetings were held through VC/OAVM.

Ms. Jinal J. Shah, Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

Scope of Stakeholders Relationship Committee:

The Committee administers the following activities:

- a. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
- b. Reviewing measures taken for effective exercise of voting rights by shareholders.
- c. Reviewing adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- d. Reviewing various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- e. Reviewing matters relating to unclaimed equity shares and dividend transferred to Investor Education and Protection Fund (IEPF) pursuant to IEPF rules.

Details of complaints received and redressed during the year 2020-21:

Sr. no.	Nature of Complaints	Pending as on 01.04.2020	Received	Redressed	Pending as on 31.03.2021
1	Non-Receipt of Dividend	NIL	4	4	NIL
2	Non-Receipt of share certificate after transfer/transmission	NIL	3	3	NIL

The Company is in constant touch with Link Intime India Private Limited, the registrar and share transfer agent of the Company, and reviews periodically the outstanding complaints, if any.

At present there are no pending cases wherein adverse claims are made against the Company.

Corporate Social Responsibility Committee

Composition:

The composition of the Corporate Social Responsibility Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2020-21 is detailed below:

During the year Committee met once on 12 February 2021. The attendance of each director at the meeting was as follows:

Sr. no.	Name of the Member	Nature of membership	No. of Committee meetings during the year 2020-21	
			Held*	Attended*
a.	Mr. Sumant J. Patel	Chairman	1	1
b.	Mr. Krishna S. Patel	Member	1	1
c.	Mr. Mahendra K. Chouhan	Member	1	1
d.	Mr. Jai S. Diwanji	Member	1	1

*As per the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, all meetings were held through VC/OAVM.

Scope of Corporate Social Responsibility Committee:

The Committee administers the following activities:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company.
2. Recommend the amount of expenditure to be incurred on the activities;
3. Monitor implementation and adherence to the Corporate Social Responsibility Policy of the Company from time to time.
4. Such other activities as the Board of Directors may determine from time to time.

The details of CSR initiatives forms part of the Directors Report in the Annual Report. The CSR policy of the Company has been uploaded on the Company’s website at www.nesco.in.

Risk Management Committee

Your Company has constituted a Risk Management Committee to monitor and review the Risk Management Policy and plans of the Company.

Composition:

The Committee comprises of Mr. Krishna S Patel – Vice Chairman & Managing Director as Chairman, Mr. Jai S. Diwanji - Independent Director, Mr. Mahendra K. Chouhan - Independent Director and Mr. Dipesh R. Singhania - Chief Financial Officer as members.

During the year Committee met once on 12 February 2021. The attendance of each member at the meeting was as follows:

Sr. no.	Name of the Member	Nature of membership	No. of Committee meetings during the year 2020-21	
			Held*	Attended*
a.	Mr. Krishna S. Patel	Chairman	1	1
b.	Mr. Mahendra K. Chouhan	Member	1	1
c.	Mr. Jai S. Diwanji	Member	1	1
d.	Mr. Dipesh R. Singhania	Member	1	1

*As per the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, all meetings were held through VC/OAVM.



Scope of Risk Management Committee

The terms of reference of the Risk Management Committee includes the following:

- a. Framing a risk management policy;
- b. To create a standard, structured and efficient approach to identify, assess and mitigate risks.
- c. Reviewing and monitoring risk management plan and other functions including risk pertaining to cyber security;
- d. Ensure adequacy of risk management practices in the Company.

5. Independent Directors Meeting:

During the year under review, a meeting of the Independent Directors of the Company was held on 12 February 2021 in accordance with provisions of Schedule IV (Code of Independent Directors), without the attendance of Non-Independent Directors and members of management inter-alia to discuss:

- To review the performance of Non-Independent Directors and the Board as a whole.
- To review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- To assess 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.

6. General Body Meetings

Details of location, time and date of last three annual general meetings of the Company:

Year	AGM	Location	Date	Time	No. of special resolutions set out at AGM
2017-18	59th	Nesco Complex, Western Express Highway, Goregaon East, Mumbai – 400063.	08 August 2018	3.30 P.M.	1
2018-19	60th	Tower 04, Nesco IT Park, Western Express Highway, Goregaon East, Mumbai – 400063.	05 August 2019	3.30 P.M.	1
2019-20	61st	Nesco Center, Western Express Highway, Goregaon East, Mumbai – 400063.	14 August 2020	2.30 P.M.	0

Postal Ballot:

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules (including any statutory amendments(s) or re-enactment(s) thereof made thereunder), No Special Resolution was passed through Postal Ballot during financial year 2020-21. Further, no Special Resolution is proposed to be passed through Postal Ballot as on the date of this report.

7. Means of Communication:

The Company regularly intimates about the Quarterly, Half-yearly and Annual financial results to the Stock Exchanges as soon as these are taken on record / approved.

Quarterly, Half-yearly and Annual financial results of the Company are published in leading English and vernacular Marathi language newspapers, viz., Business Standard and Lakshwadeep Marathi.

The Company makes timely disclosures of necessary information to BSE Limited and the National Stock Exchange of India Limited in terms of Listing Regulations and other rules and regulations issued by the SEBI.

Any presentations made to the Institutional Investors or to the Analysts are intimated to the stock exchanges and is disclosed on the website of the Company under the Investors section.

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' tab on the Company's website gives information on various announcements, submissions or disclosures made by the Company to the stock exchanges from time to time.

The results are also displayed on the website of the Company at www.nesco.in.

The Company has designated the following email-id exclusively for investors for all their queries: companysecretary@nesco.in.

8. Compliance Officer:

Ms. Jinal J. Shah, Company Secretary of the Company, is designated as Compliance Officer of the Company.

9. Secretarial Audit:

Pursuant to Section 204 of the Companies Act, 2013 and Rules thereunder, the Board of Directors of the Company appointed M/s. ND & Associates, Practicing Company Secretaries, to conduct Secretarial Audit of records and documents of the Company. The Report on Secretarial Audit is annexed and forms part of Directors Report as "Annexure B".

10. Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial Compliance Audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars or guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

The Company has engaged the services of Ms. Neeta H. Desai (CP No. 4741), Practicing Company Secretary and Secretarial Auditor of the Company for providing this certification.

11. Code of Practices and procedures for fair disclosures of unpublished price sensitive information:

As per the requirements of Regulation 8(1) of Securities and Exchange of Board India (Prohibition of Insider Trading) Regulation, 2015, the Company has formulated Code of fair disclosures of unpublished price sensitive information and has uploaded the same on the official website of the Company. The Company's Code of Conduct to regulate, monitor and report trading by promoters, directors, employees and other connected persons is already in place.

12. CEO/CFO Certification:

The Managing Director and Chief Financial Officer have certified to the Board of Directors, compliance in respect of all matters pursuant to Regulation 17(8) of the Listing Regulation. The certificate is annexed and forms part of this Annual Report as "Annexure E."

13. Other Disclosures:

a. Related Party Transactions

The Company has a process for monitoring the related party transactions. The Audit Committee, during the financial year 2020-21, has approved Related Party Transactions in line with the Policy of dealing with related party transactions and other applicable 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) thereof for the time being in force.)



The policy on related party transactions has been uploaded on the website of the Company at www.nesco.in.

All the transactions entered into by the Company with the related parties, during the financial year 2020-21, were in the ordinary course of business and on arm's length basis. The details of the related party transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions of the Companies Act, 2013 read with the rules issued thereunder and Regulation 23 of the Listing Regulations.

There were no materially significant transactions with related parties during the financial year which have potential conflict with the interest of the Company. Suitable disclosures as required by Indian Accounting Standard 24 (Ind AS 24) have been made in the notes to the Financial Statements.

b. Subsidiary Companies

The Company does not have any material unlisted subsidiaries in terms of Regulation 16 of the Listing Regulations. However, Nesco Hospitality Private Limited and Nesco Foundation for Innovation and Development are wholly owned subsidiaries of Nesco Limited.

A synopsis of the minutes of the Board meetings of the subsidiary companies are placed at the board meeting on periodical basis. The Audit Committee reviews the financial statements of the unlisted subsidiaries of the Company.

The management of the unlisted subsidiaries periodically brings to the notice of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by unlisted subsidiary, if any.

The Policy for determining material subsidiary has been uploaded and can be accessed on the Company's website at www.nesco.in.

c. Vigil Mechanism/Whistle Blower Policy

The Company has a vigil mechanism to deal with fraud and mismanagement, if any. The policy is on the website of the Company.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has adopted the following discretionary requirements of the Listing Regulations:

Audit Qualification

The Company is in the regime of unmodified opinions on financial statements.

Reporting of Internal Auditor

The Internal Audit Department of the Company, co-sourced with professional firms of Chartered Accountants, reports directly to the Audit Committee.

e. Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations

The Company has not raised funds through preferential allotment or qualified institutional placement.

f. Certificate from Practicing Company Secretary

Certificate as required under Part C of Schedule V of Listing Regulations, received from Ms. Neeta H. Desai (CP No. 4741), Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India or Ministry of Corporate Affairs was placed before the Board of Directors at their meeting held on 28 May 2021. The Certificate is enclosed as “Annexure F” in the Annual Report.

g. Recommendations of Committees of the Board

There were no instances during the financial year 2020-21, wherein the Board had not accepted recommendations made by any committee of the Board.

h. Total fees paid to Statutory Auditors of the Company.

Total fees of ₹ 21.76 lakhs (Rupees Twenty One Lakhs Seventy Six Thousand only) for financial year 2020-21, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors.

i. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2020-21 are as under:

- Number of complaints filed during the financial year: NIL
- Number of complaints disposed of during the financial year: NIL
- Number of complaints pending as on end of the financial year: NIL

j. Code of Conduct

Your Company has framed its own Code of Conduct for the members of the Board of Directors and senior management personnel of the Company. The same is available on the Company’s website at www.nesco.in.

k. The Company has duly complied with the requirements specified in Regulations 17 to 27 and clause (b) to (i) of Sub Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

l. There are no penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authorities for non-compliance by the Company or on any other matter related to capital markets, during last three years.

For and on behalf of the Board of Directors

Sumant J. Patel
Executive Chairman
DIN: 00186976

Panaji
28 May 2021



MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
 Nesco Limited
 Mumbai

Dear Members of the Board,

We, Krishna S. Patel, Vice Chairman and Managing Director and Dipesh R. Singhania, Chief Financial Officer of Nesco Limited, to the best of our knowledge and belief, state that:

- (a)
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - (ii) These statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes, if any, in the internal control over financial reporting during the year.
 - (ii) Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Krishna S. Patel
Vice Chairman and
Managing Director
DIN: 01519572

Dipesh R. Singhania
Chief Financial Officer

Panaji
28 May 2021

Mumbai
28 May 2021

ANNEXURE F

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To,
The Members
Nesco Limited
Nesco Center,
Western Express Highway,
Goregaon East, Mumbai – 400 063

We have examined electronically the relevant registers, records, forms, returns and disclosure received from the Directors of Nesco Limited having CIN L17100MH1946PLC004886 and having registered office at Nesco Center, Western Express Highway, Goregaon East, Mumbai – 400063 (hereinafter referred to as ‘the Company’) produced before us by the Company by e-mail for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V Para C sub Clause (10)(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and according to the verifications including Directors Identification number (DIN) status at the portal www.mca.gov.in as considered necessary and explanation furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31 March 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or such other Statutory Authority.

Sr. No.	Name of The Director	DIN	Date of appointment in the Company
1.	Sumant Jethabhai Patel	00186976	01/04/2008
2.	Sudha Sumant Patel	00187055	16/07/2001
3.	Mahendra Kumar Chouhan	00187253	19/04/2005
4.	Krishna Sumant Patel	01519572	30/06/2008
5.	Srinivasa Murty Sesha Kuruganti	00499663	30/07/2007
6.	Jai Shishir Diwanji	00910410	03/11/2012
7.	Manu Mahmud Parpia	00118333	10/05/2017
8.	Amrita Verma Chowdhury	02178520	14/05/2019

Ensuring the eligibility for the appointment or continuity of every Director on the Board of above referred Company is the responsibility of the management of the Company. Our responsibility is to express an opinion as stated above based on our verification. This certificate is neither an assurance as to the future viability of the company or effectiveness with which the management has conducted the affairs of the Company.

Mumbai
28 April 2021
UDIN : F003262C000199139

For ND & Associates

Neeta H. Desai
Practising Company Secretary
COP No. 4741

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

To
The Members of Nesco Limited

I, Krishna S. Patel, Vice Chairman and Managing Director of the Company hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31 March 2021.

Krishna S. Patel
Vice Chairman and
Managing Director
DIN: 01519572

Panaji
28 May 2021

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**TO THE MEMBERS OF NESCO LIMITED**

We, Manubhai & Shah LLP, Chartered Accountants, the Statutory Auditors of Nesco Limited ('the Company'), have examined the compliance of conditions of Corporate Governance by the Company for the year ended 31 March 2021 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March 2021.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Manubhai & Shah LLP

Chartered Accountants

ICAI FRN: 106041W/W100136

Darshan Shah

Partner

M. No.: 131508

Mumbai

28 May 2021

UDIN: 21131508AAAABW7461





SHAREHOLDERS INFORMATION

1. General Shareholders Information

1	Annual General Meeting	The 62 nd annual general meeting will be held on Wednesday, 11 August 2021 at 3.30 p.m. through Video Conference and Other Audio Visual Means (OAVM).
2.	Schedule for declaration of Financial Results during the financial year 2021-22	Financial Year: 01 April 2021 to 31 March 2022 First quarterly results: On or before 2 nd week of August 2021 Second quarterly results: On or before 2 nd week of November 2021 Third quarterly results: On or before 2 nd week of February 2022 Annual accounts 2021-22: Last week of May 2022
3.	Date of Book Closure	Wednesday, 04 August 2021 to Wednesday, 11 August 2021 (both days inclusive)
4.	Listing on Stock Exchange	The Company's equity shares are listed on: BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001. National Stock Exchange of India Limited 5th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051.
5.	Stock Code	BSE 505355 NSE NESCO
6.	Demat ISIN in NSDL and CDSL for Equity Shares	INE 317F01035
7.	Payment of Dividend Final Dividend for financial year 2020-21 of ₹ 3 per equity share recommended by the Board of Directors at its meeting held on 28 May 2021.	On or after 12 August 2021 (Subject to approval of the shareholders)

The Company hereby confirms that the Company has paid annual listing fees to both the Exchanges and there is no outstanding payment towards the exchanges as on date.

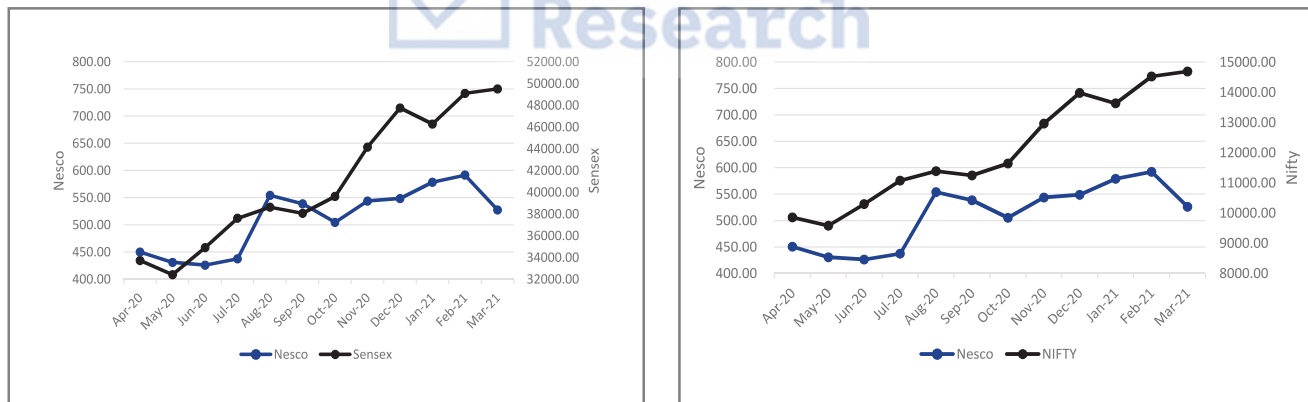
2. Stock Market data

Monthly high and low prices of equity shares of the Company quoted at BSE Limited and National Stock Exchange of India Limited during the financial year 2020-21.

BSE			NSE		
Month	High	Low	Month	High	Low
April 2020	524.35	416.55	April 2020	501.55	416.10
May 2020	459.00	381.10	May 2020	459.30	380.00
June 2020	485.00	425.00	June 2020	479.50	423.80
July 2020	465.00	419.00	July 2020	464.75	419.00
August 2020	617.80	429.00	August 2020	618.00	430.00
September 2020	609.00	507.10	September 2020	609.15	507.95
October 2020	578.00	491.25	October 2020	558.00	492.00
November 2020	556.05	481.25	November 2020	556.05	485.00
December 2020	582.45	483.00	December 2020	582.40	500.00
January 2021	619.90	546.00	January 2021	620.00	545.30
February 2021	639.00	568.00	February 2021	639.00	521.95
March 2021	609.55	513.15	March 2021	609.90	516.05

Stock Performance in comparison to broad-based Indices:

The Chart below shows the comparison of the Company’s share price movement on BSE Sensex and NSE Nifty for the financial year ended 31 March 2021 (based on month end closing):



3. Share Transfer System

During the financial year 2020-21, Sharex Dynamic (India) Private Limited was merged with Link Intime India Private Limited. Accordingly, now Link Intime India Private Limited is Registrar and Share Transfer Agent (RTA) of the Company. The Securities and Exchange Board of India has mandated transfer of securities only in dematerialized form with effect from 01 April 2019, barring certain instances. The shares lodged for transfer, transmission, etc. are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

A summary of approved transfers, transmission, dematerialization of shares etc. is placed before the Board of Directors from time to time as per the Listing Regulations.



4. Dematerialization of Shares

Details of shares dematerialized during the year under review are given below:

Sr. no.	Particulars	Equity
a.	Number of demat requests	68
b.	Number of shares dematted	3,42,250

5. Categories of Shareholding as on 31 March 2021

Sr. No.	Category	Number of shares held	% of share holding
A	Promoters holding		
1.	Indian	4,38,18,313	62.19
2.	Foreign	44,72,000	6.35
	Sub-total (A)	4,82,90,313	68.54
B	Non-promoters holding		
1.	Institutional investors		
a.	Mutual funds	30,11,116	4.27
b.	Banks, financial institution, insurance companies (central / state govt. institution / non-government institution)	14,49,680	2.06
c.	Alternate investment fund	3,70,974	0.53
d.	FII (s)	15,05,843	2.14
	Sub-total (B1)	63,37,613	9.00
2.	Others		
a.	Private bodies corporate	10,46,472	1.48
b.	Indian public	1,34,68,310	19.11
c.	NRIS / OCBS	8,15,589	1.16
d.	Trusts	4,250	0.01
e.	NBFCs register with RBI	3,000	0.00
f.	Any other - Foreign companies	0	0.00
	- HUF	4,33,171	0.61
	- Clearing members	61,242	0.09
	Sub-total (B2)	1,58,32,034	22.46
	Sub-total (B=B1+B2)	2,21,69,647	31.46
	Grand total (A+B)	7,04,59,960	100.00

Distribution of shareholding as on 31 March 2021 is as follows

SHARE	NO OF HOLDERS	(%) OF HOLDERS	TOTAL SHARES	% OF SHARES
UPTO TO 100	29,116	73.04	8,46,435	1.20
101 TO 200	3,166	7.94	5,06,582	0.72
201 TO 500	3,381	8.48	11,78,771	1.67
501 TO 1000	1,819	4.56	13,90,162	1.97
1001 TO 5000	1,841	4.62	41,25,989	5.86
5001 TO 10000	314	0.79	22,23,758	3.16
10001 TO 100000	203	0.51	46,64,948	6.62
100001 TO ABOVE	25	0.06	5,55,23,315	78.80
TOTAL	39,865	100.00	7,04,59,960	100.00

6. Unclaimed / unpaid dividends

Final dividend for the financial year ended 31 March 2014 and subsequent years, which remain unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government on the dates mentioned in the table below. Members who have not claimed or encashed their dividend warrants for these years are requested to seek issue of duplicate warrants on or before the due dates mentioned therein, by writing to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited.

Sr. No.	For the financial year ended	Date of declaration	Due for transfer to IEPF
1	31.03.2014	20.08.2014	26.09.2021
2	31.03.2015	03.08.2015	09.09.2022
3	31.03.2016	17.03.2016	21.04.2023
4	31.03.2017	14.08.2017	20.09.2024
5	31.03.2018	08.08.2018	14.09.2025
6	31.03.2019	05.08.2019	11.09.2026
7	31.03.2020	26.03.2020	30.04.2027

7. Outstanding Instruments and their impact on equity:

Company has not issued any GDRs/ ADRs/ Warrants/ Convertible Instruments in past and hence, the Company does not have any outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments as on 31 March 2021.

8. Commodity price risk or foreign exchange risk and hedging activities:

Company does not have any exposure hedged through commodity derivatives.

9. Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:

Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31 March 2021. Obtaining credit rating is not applicable to our Company during the year under review.

10. Plant Locations

Company's plants are located at Karamsad and Vishnoli in Gujarat.

**11. Investors Correspondence****Secretarial Department**

Nesco Limited
Nesco Center, Western Express Highway,
Goregaon (East), Mumbai 400063.
Tel: 022 66450123, Email: companysecretary@nesco.in,
Website: www.nesco.in

Nodal Officer

Ms. Jinal J. Shah
Nesco Limited
Nesco Center, Western Express Highway,
Goregaon (East), Mumbai 400063.
Tel: 022 66450123
Fax: 022 66450101
Email: companysecretary@nesco.in,
Website: www.nesco.in

Registrar & Share Transfer Agent

Link Intime India Private Limited
C-101, 247 Park,
LBS Marg, Vikhroli (West),
Mumbai – 400083.
Tel: 022 49186270
Fax: +91 22 28512885
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

**For and on behalf of the Board of Directors**

Sumant J. Patel
Executive Chairman
DIN : 00186976

Panaji
28 May 2021