



nesco

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name: NESCO LIMITED

Quarter Ending: March 31, 2016

I. Composition of Board of Director								
Title	Name of the Director	PAN & DIN	Category	Date of Appointment in the Current Term/ Cessation	Tenure	No of Directorship in listed entity including this Listed Entity (Refer Regulation 25(1) of Listing Regulations)	Number of member ships in Audit/ Stake holder Commit tee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chair person in Audit/ Stake holder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sumant Jethabhai Patel	PAN: AGJPP7522R DIN:00186976	Managing Director	01/04/2013		1	Nil	Nil
Mr.	Krishna Sumant Patel	PAN: AHGPP0595G DIN:01519572	Managing Director	01/07/2013		1	1	Nil
Mr.	Mahendra Chouhan	PAN: AABPC9245Q DIN:00187253	Independent	20/08/2014	5 years	1	1	1
Mr.	Srinivasa Kuruganti	PAN: AAEPK3873D DIN:00499663	Independent	20/08/2014	5 years	1	2	Nil
Mr.	Jai Shishir Diwanji	PAN: AADPD0804G DIN:00910410	Independent	20/08/2014	5 years	3	2	Nil
Mrs.	Sudha Patel	PAN: ACJPP2990F DIN:00187055	Non Executive	16/07/2001		1	1	1



Nesco Limited

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II. Composition of Committee		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
Audit Committee	Mr. Mahendra K. Chouhan	Chairperson / Non-Executive / Independent
	Mr. Srinivasa Murty Sesha Kuruganty	Non-Executive / Independent
	Mr. Jai S. Diwanji	Non-Executive / Independent
	Mr. Krishna S. Patel	Executive
Stakeholders Relationship Committee	Mrs. Sudha S. Patel	Chairperson / Non- Executive
	Mr. Srinivasa Murty Sesha Kuruganty	Non-Executive / Independent
	Mr. Jai S. Diwanji	Non-Executive / Independent
Nomination and Remuneration Committee	Mr. Jai S. Diwanji	Chairman / Non-Executive / Independent
	Mr. Mahendra K. Chouhan	Non-Executive / Independent
	Mrs. Sudha S. Patel	Non- Executive

III. Meeting of Board of Director		
Date(s) of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03.11.2015	09.02.2016	98
	17.03.2016	37



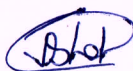
IV. Meeting of Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - 09.02.2016	Yes (Three out of four members were present)	03.11.2015	98
Stakeholders Relationship Committee - 09.02.2016	Yes (Two out of three members were present)	03.11.2015	98

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmation

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For Nesco Limited



Ms. Jinal J. Shah
Company Secretary and
Compliance Officer



Name: NESCO LIMITED

Quarter Ending: March 31, 2016

I. Disclosure on Website in terms of Listing Regulations	
Item	Compliance Status
Details of Business	Yes
Terms and Conditions of appointment of Independent Directors	Yes
Composition of Various committees of Board of Directors	Yes
Code of Conduct of board of directors and senior managerial personnel	Yes
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes
Criteria of making payments to non-executive directors	No - The same has been disclosed in the Annual Report
Policy on dealing with Related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance Redressal and other relevant details	Yes
Financial Results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(b)	Yes
Board Composition	17(1)	Yes



Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Not Applicable
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes



Affirmation with Compliance to code of conduct form members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Nesco Limited



Ms. Jinal J. Shah
Company Secretary and
Compliance Officer

