



NEL

Holdings South Limited

January 21, 2022

Ref.: NEL/033/2021-22

To,

**BSE Limited,**  
(Stock Code: 533202)  
Floor 25, P J Towers  
Dalal Street  
Mumbai-400 001

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015**

We hereby enclose a copy of Postal Ballot Notice dated January 20, 2022 together with the Explanatory Statement which will be sent to all the Members whose names appear on the Registrar of Members/ List of Beneficial Owner as on the cutoff date i.e., Friday, January 14, 2022.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to the Members. The voting through postal Ballot and e-voting will commence at **9:00 AM (IST) on Monday, January 24, 2022** and shall end at **5:00 PM (IST) on Tuesday, February 22, 2022** (both days inclusive).

The results of the postal ballot will be declared on or before **Wednesday, February 23, 2022**.

Request you to take the same on record.

Thanking you,

Yours faithfully,

For **NEL Holdings South Limited**



Prasant Kumar

Company Secretary & Chief Compliance Officer

Encl.: a/a

**NEL Holdings South Limited**

(Formerly Known as NEL Holdings Limited)

CIN : L07010KA2004PLC033412

Regd. Office: No. 110, Andrews Building, Level 1, M.G Road, Bengaluru - 560 001, India

P: +91- 80-4017 4000, W: www.nelholdings.in



## **NEL HOLDINGS SOUTH LIMITED**

*(Formerly NEL Holdings Limited)*

**(CIN: L07010KA2004PLC033412)**

**Regd. Office: No. 110, Level 1, Andrews Building, M. G. Road, Bangalore - 560001**

**Ph: +91-80-4017 4000, Email ID: [cs@nelholdings.in](mailto:cs@nelholdings.in)**

**Web: [www.nelholdings.in](http://www.nelholdings.in)**

---

### **POSTAL BALLOT NOTICE**

*[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

**TO**

**THE MEMBERS**

**NEL HOLDINGS SOUTH LIMITED**

*(formerly NEL Holdings Limited)*

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and pursuant to other applicable laws and regulations, that the resolutions (Item No. 1) appended below is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the aforesaid divestment is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on **January 19, 2022** has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal



ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 pm (IST) on **February 22, 2022** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before **February 23, 2022** and communicated to BSE Limited (“BSE”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), KFin Technologies Private Limited (RTA) and will also be displayed on the Company’s website at [www.nelholdings.in](http://www.nelholdings.in), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), on the website of National Securities Depository Limited (NSDL): [www.evoting.nsd.com](http://www.evoting.nsd.com) and on the website of KFin Technologies i.e. <https://evoting.kfintech.com>.

#### **SPECIAL BUSINESS:**

#### **Resolution No. 1 - To approve alteration of Object clause in the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

*“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with applicable Rules made thereunder, including any statutory modifications, amendments or re-enactments thereto for the time being in force and any other Regulations for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from authorities, departments, offices, institutions, banks, bodies and agencies if any, and subject to the consent of the Shareholders of the Company, consent of Board of Directors be and is hereby accorded for amendment in the existing Object Clause of the Memorandum of Association (the MOA) of the Company in the following manner:-*

- i) To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 1 of the Main Object Clause of Memorandum of Association of the Company as detailed here in below:**

#### **Existing Clause 1:**

To carry on business of designing, planning, managing, developing estates, apartments, houses, factories, godowns, warehouses, hotels, farm houses, health clubs, holidays resorts, club house,

industrial sheds, housing colonies, townships, layouts, factory building, public buildings, multistoried buildings, schools, colleges, community halls, shopping complex, shopping malls, dams bridges, canals, power projects and other hydraulic structures, roads and highways and any other infra projects including with Government, golf course, playgrounds, tennis court, to carry on business as civil, mechanical, electrical, water supply and sanitary contractors, builders, real estate agents, real estate developers, suppliers of various services required for residential, commercial industrial and other units.

**Revised Clause 1**

*To carry on business of trading in land along with buy, acquire, sell, lease to let, mortgage or otherwise to deal and trade of lands of all types including layouts and plotted developments, along with other forms of residential real estate business. Construction/Executions of infrastructure projects covering dams bridges, canals, power projects and other hydraulic structures, roads and highways and any other infra projects including with Government projects including rental housing and senior citizen housing.*

- ii) **To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 2 of the Main Object Clause of Memorandum of Association of the Company as detailed here in below:**

**Existing Clause 2:**

To carry on business of owners, lessors, lessees, managers, licensors, licensees of shops, shopping centers, business centers, industrial parks, guest houses, hotels, motels, inns, resorts on time share basis or otherwise, restaurant and clubs, and stadium, auditorium and centers for sports health, amusement, arts, entertainment and/or pleasure, hospitals and supplies of various services required for the above.

**Revised Clause 2:**

- a) *To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, laundry and linen management services, pest control services, staffing services, mail management and distribution services, waste management services, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, manned guarding services, cash and valuables guarding and transportation services, cash management services, employee welfare, communication (fixed mobile and landline) facilities, installation and maintenance services, air*

*conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services, facilitate collection of tolls, fees, cess, rents, from users of various facilities.*

- b) *To carry on in India and abroad the business to provide all kinds and types of security as services, including but not limited to, security services, monitoring services, surveillance services, protection services, guarding services, manned guarding services, sentinel services, training services, and other similar services, for all movable and immovable properties, assets, goods, chattels, buildings, roads, housing, residential, commercial and industrial complexes, telecom, complexes, telecom towers, base stations, defense establishments, windmills, solar farms and other establishments, airport, naval base, army camps and stations malls, stadiums, theatres, and all other premises; whether with or without manpower or with use of electronic devices and using all kinds of technologies, whether existing or that may be invented in future, including audio, video, data, net, IP, satellite, microwave, robotics, Central Monitoring Stations, Video Monitoring Stations, and other similar monitoring stations or facilities, security protection and management systems, Cameras, Access cards, Remote monitoring, Control Panel, Access control and Biometric systems, Intrusion Detection systems, Security gadgets, Parking control, Badging systems, Communication and Data systems and other similar systems, equipment and gadgets; or through security personnel at various levels, including guards, supervisors, officers, managers, and providing manpower response through patrol team, beat marshals, battalion or like, whether on hire, outright basis, or otherwise; and to manufacture, make, produce, assemble, customize, process, buy, purchase, sale, transfer, barter, exchange, import, export, hire, license, use, dispose of, operate, distribute, acquire, market, install, uninstall, connect, disconnect, arm, disarm, maintain, repair, service, condition, recondition and otherwise to deal in any manner, in all kinds and types of security systems, intelligent systems, control panels and systems, whether automated, manual, electronic, microprocessor based, intelligent, robotized, electrical, physical, or otherwise; and all kinds and types of their apparatuses, equipment, control panels, accessories, spares and parts, C.C.T.V.s., speakers, lights, sensors, smart cards or any other type of cards containing digitized, data recording and like, whether for use in industrial, commercial, government, semi-government, institutional, domestic and household, wholesale, retail, residential, agricultural, defense, media, communication, telecommunication, hydrocarbon, or for any other sectors or otherwise, for the purposes of or relating to providing of safety, security, surveillance, control, monitor, watch, supervise, diligence, e-governance, alarming, signal, communication, create barriers or other similar purposes; and to provide all the above services using the various combinations of equipment, gadgets, tools, systems and manpower.*
- iii) **To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 3 of the Main Object Clause of Memorandum of Association of the Company as detailed here in below:**

**Existing Clause 3:**

To carry on the business of purchase, sale or otherwise to deal with building materials of all kinds

and descriptions.

**Revised Clause 3:**

*To carry on the business to promote investments into consumer internet and technology in property websites, short term rental websites, holiday homes, travel portals, food and hospitality portals/websites. The entire gamut of proptech value chain providing technology services on interiors and origination of consumer mortgages, etc and to Invests in equities of public listed entities and private entities and taking positions and stakes for trading as well as long term acquisitions.*

- iv) **To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 27 of the Object Incidental or Ancillary to the Main Object Clause of Memorandum of Association of the Company as detailed here in below:**

**Existing Clause 27:**

To enter into commercial real estate business and venturing into\* diversified business related to logistic real estate and warehousing.

**Revised Clause 27:**

*To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety & Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air- conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & firefighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, West management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipment, engineering goods and materials, tools and appliances and to design and manufacture and supply the advanced systems, high precision components, spares, components, tools and patterns required for production of high precision cast components & integrated systems, and other related parts for industry, and to establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems.*

**“RESOLVED FURTHER THAT** the draft copy of the amended MOA as circulated to the Board and duly initialed by the Chairman and Managing Director of the Company be and is hereby approved and adopted.”

***“FURTHER RESOLVED THAT any of the Executive Directors or the Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to sign and execute all such applications, file requisite forms and documents as required, and to do all such acts, deeds, matters and things as may arise in this regard, and to accede to such modifications to the aforementioned resolutions as may be suggested by the Registrar of Companies, Karnataka or such other authority arising from or incidental to the said amendment without requiring any further approval of the Board.”***

***Resolution No. 2 - To approve the de-subsidizing of its wholly owned subsidiary – NHDPL South Private Limited (earlier known as NHDPL Properties Private Limited).***

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

***“RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the de-subsidizing by way of sale, transfer, disposal of its holdings held by the Company in its wholly owned subsidiary namely NHDPL South Private Limited (Formerly Known as NHDPL Properties Private Limited), to the prospective buyer on mutually agreeable terms and conditions as may be agreed by the Boards of Directors of the Company, in its absolute discretion, which post such divestment may result in the Company ceasing to exercise its sole control over NHDPL South Private Limited (Formerly Known as NHDPL Properties Private Limited).***

***RESOLVED FURTHER THAT the de-subsidizing of its wholly owned subsidiary namely NHDPL South Private Limited (Formerly Known as NHDPL Properties Private Limited) as approved by the Board shall be post final onetime settlement with its only lender or on receipt of lender’s NOC whichever is earlier.***

***RESOLVED FURTHER THAT any of the Executive Directors of the Company so authorized by the Board for the purpose, be and is hereby authorized to negotiate, determine the terms of the said disposal of investments including the selling price thereof, and to do all such further acts, deeds, things, and to execute all such documents, instruments and writings as may be required to give effect to the above resolution.”***



**Resolution No. 3 - To approve the de-subsidizing of its wholly owned subsidiary – NUDPL Ventures Private Limited (earlier known as NUDPL Enterprises Private Limited).**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

*“**RESOLVED THAT** in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the de-subsidizing by way of sale, transfer, disposal of its holdings held by the Company in its wholly owned subsidiary namely NUDPL Ventures Private Limited (Formerly Known as NUDPL Enterprises Private Limited), to the prospective buyer on mutually agreeable terms and conditions as may be agreed by the Boards of Directors of the Company, in its absolute discretion, which post such divestment may result in the Company ceasing to exercise its sole control over NUDPL Ventures Private Limited (Formerly Known as NUDPL Enterprises Private Limited).*

***RESOLVED FURTHER THAT** the de-subsidizing of its wholly owned subsidiary namely NUDPL Ventures Private Limited (Formerly Known as NUDPL Enterprises Private Limited) as approved by the Board shall be post final onetime settlement with its only lender or on receipt of lender’s NOC whichever is earlier.*

***RESOLVED FURTHER THAT** any of the Executive Directors of the Company so authorized by the Board for the purpose, be and is hereby authorized to negotiate, determine the terms of the said disposal of investments including the selling price thereof, and to do all such further acts, deeds, things, and to execute all such documents, instruments and writings as may be required to give effect to the above resolution.”*

By the Order of the Board of Directors  
For NEL HOLDINGS SOUTH LIMITED

January 20, 2022  
Bengaluru

Sd/-  
Prasant Kumar  
Company Secretary & Chief Compliance Officer

Regd. Office: No. 110, Level 1,  
Andrews Building,  
M. G. Road, Bangalore – 560001



---

**NOTES:**

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Board of Directors of the Company, at its meeting held on **January 19, 2022** has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, January 14, 2022**, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has utilised the services of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.nelholdings.in](http://www.nelholdings.in), websites of the Stock Exchanges i.e. The BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), and on the website of National Securities Depository Limited (NSDL): [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members who wish to inspect the documents are requested to send an email to [investor@nelholdings.in](mailto:investor@nelholdings.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the NSDL and CDSL as on **Saturday, January 15, 2022**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, January 14, 2022**, being the cut-off date, are entitled to vote on the

Resolutions set forth in this Notice. A person who is not a member as on the cutoff date should treat this Notice of Postal Ballot for information purpose only.

9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the company as on **Friday, January 14, 2022**, being the cut-off date fixed for the purpose.
10. The voting period will commence from **Monday, January 24, 2022** at 0900 hours IST and ends on **Tuesday, February 22, 2022** at 1700 hours IST. The e-voting module shall thereafter be disabled.
11. The Scrutinizer will submit his report to the Chairman & MD after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before **Wednesday, February 23, 2022** by the Managing Director or the Executive Director as authorized by the Board at the Registered Office of the Company
12. The declared results along with the report of the scrutinizer shall be submitted to the BSE and shall be uploaded on the website of the company [www.nelholdings.in](http://www.nelholdings.in), website of e-voting service provider, National Securities Depository Limited (NSDL): [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. The instructions for Members for e-voting are as under:

**e-Voting procedure for Individual shareholders holding securities in Demat:**

**How do I vote electronically using NSDL e-Voting system?**




*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sudhindracsfcs@gmail.com](mailto:sudhindracsfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **January 14, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **January 14, 2022** may follow steps mentioned in the Postal Ballot Notice under “**Access to NSDL e-Voting system**”.

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of





PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to your relevant depository participants to register/ update their email addresses. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No 1:**

It is brought to the attention of the Shareholders that Covid 19 pandemic has significantly affected the global economy leading to the disruption in operations and supply chains across the world and especially in Real Estate Sector.

Real Estate Sector in Bangalore too has not been able to escape the bearishness over the last few years with the prices being range bound and stable during last few years. The investor interest has also been limited due to lack of capital appreciation and change in end use preferences. The Customers also now prefer for the low budget apartment, apartments nearing for completion and apartments for investment purpose only leading to challenges for many developers to complete in this segment. Hence many developers are now not launching any new projects and keep getting the old projects completed.

Further a significant amount of buyers in Bangalore are from IT background and companies extending Work From Home indefinitely without hampering productivity have allowed lot of people to return to their hometowns and this movement has put pressure to create real estate demand for buying as well as for rentals.

The Company as such intends to expand its present scope of operations and it is proposed to venture into new activities which have good potential with respect to the future prospects of the Company. The proposed alteration to the main objects of the memorandum of association shall enable the company to expand its activities and venture into new areas of business and further investments/ acquisitions.

The Board in its earlier meeting held on July 31, 2020 has earlier approve for formal exit from residential/housing real estate business and venturing into new diversified business due to change in current business scenario and new business prospects.

The Company in order to commence the aforesaid business operations consequent to the approval of the Board and subsequent approval by the Shareholders in its meeting held on September 30, 2020, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of revised clauses and also insert additional clause as stated in the Resolution in the annexed notice.

It is further brought to the attention of the Shareholders that in order to expand its present scope of business from the current residential real estate business to more broader businesses in the same sector, the Company wish to change its Memorandum of Association of the Company and insert such other clauses in Main and Other Objects of the Company to pursue the new business and explore new opportunities in its existing line of business.



The Board at its meeting held on January 19, 2022 has approved for the alteration Main Object Clause of Memorandum of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

Accordingly, the Board recommended the resolution set in Item No. 1 as Special Resolution and submitted the same before the Shareholders for the approval for alteration in object clause of the Memorandum of Association of the Company.

The Shareholders is further informed that the change of object clause of the Company do not requires any prior approval from the Lenders/Financial Institutions of the Company where the loans are outstanding as on date and the above amendments would be subject to the approval of the Registrar of Companies, Karnataka, Bangalore.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 1 of this Notice.

#### **Item No 2:**

It is brought to the attention of the Shareholders that the Company wish to de-subsidized its wholly owned subsidiary-NHDPL South Private Limited which had five residential projects under its banner.

One of the projects out of five projects has already been exited and for the second project the Company has already signed a Memorandum of Understanding with the incoming developer for exiting the project with a onetime settlement for a total aggregate value of Rs. 33 Crores with the Bank for all its outstanding loans against the project.

The Company is in the process of completing the remaining two of its projects out of remaining three projects which is likely to get completed in the next 6-12 month. The Company has meantime already obtained the partial occupancy certificates for both the projects.

The last project is in the disputed stage and the Company is working on a final settlement to find a suitable exit also.

The Company is also in its final stage of onetime settlement arrangement with its only lender.

Post this settlement with the lender and exit of the two projects this subsidiary shall not have any business or assets and hence proposing to de-subsidize to reduce various costs of the Company including Compliance as well as improve the networth of the parent Company.



The de-subsidization shall reduce various costs of the Company including Compliance as well as improve the networth of the parent Company.

The Board at its meeting held on January 19, 2022 has already passed an enabling resolution for de-subsidizing its subsidiary NHDPL South Private Limited and shall be subject to the shareholder's approval. The said divestment shall however be executed only upon onetime settlement with its only lender or on receipt of lender's NOC whichever is earlier.

Accordingly, the Board recommended the resolution set in Item No. 2 as Special Resolution and submitted the same before the Shareholders for the approval for de-subsidizing its subsidiary NHDPL South Private Limited.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 2 of this Notice.

### **Item No 3:**

It is brought to the attention of the Shareholders that the Company also wish to de-subsidized its wholly owned subsidiary-NUDPL Ventures Private Limited which has two residential projects under its banner.

In one of the project out of the two projects the Company has already received approval for transfer of project to the new incoming developer from Karnataka RERA and has also obtained NOC from Bank as one time settlement for its loan against this project.

In its second project the Company has a Joint Development rights and is currently in talks with the new Developer/landowner for the exits and is also parallely working with Banks for one time settlement and obtaining NOC from its Banks.

The Company is also in its final stage of onetime settlement arrangement with its only lender.

Post this settlement with the lender and exit of the two projects this subsidiary shall not have any business or assets and hence proposing to de-subsidize to reduce various costs of the Company including Compliance as well as improve the networth of the parent Company.

The de-subsidization shall reduce various costs of the Company including Compliance as well as improve the networth of the parent Company.

The Board at its meeting held on January 19, 2022 has already passed an enabling resolution for de-subsidizing its subsidiary NUDPL Ventures Private Limited and shall be subject to the shareholder's approval. The said divestment shall however be executed only upon onetime settlement with its only lender or on receipt of lender's NOC whichever is earlier.



Accordingly, the Board recommended the resolution set in Item No. 3 as Special Resolution and submitted the same before the Shareholders for the approval for de-subsidizing its subsidiary NUDPL Ventures Private Limited.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 3 of this Notice.

By the Order of the Board of Directors  
For **NEL HOLDINGS SOUTH LIMITED**

**January 20, 2022**  
**Bengaluru**

**Sd/-**  
**Prasant Kumar**  
**Company Secretary & Chief Compliance Officer**

**Regd. Office: No. 110, Level 1,**  
**Andrews Building,**  
**M. G. Road, Bangalore - 560001**