

# NEL

**Holdings South Limited**

February 25, 2022

Ref.: NEL/045/2021-22

To,

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

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015- Change in Object clause**

We would like to inform that the Object clause of the Memorandum of Association of the Company has been changed vide Special Resolution passed by the shareholders of the Company through Postal ballot dated February 23, 2022.

The revised Memorandum of Association of the Company is attached along with this letter.

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

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**NEL HOLDINGS SOUTH LIMITED**

*(Limited by Shares)*  
*(Incorporated under the Companies Act, 2013)*

- I. The name of the Company is "**NEL Holdings South Limited**"#1.
- II. The Registered Office of the Company will be situated in the State of **Karnataka**.
- III. The Objects for which the Company is established are :

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**

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.* #2
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.*

#1 *\*Name of the Company changed from NEL Holdings Limited to NEL Holdings South Limited pursuant to a Special Resolution dated August 10, 2020 passed by the Shareholders of the Company through Postal Ballot.*

#2 *Clause 1 of the Main object of the Company got deleted and replaced by the new clause w.e.f 23.02.2022 pursuant to a Special Resolution passed by the Shareholders of the Company through Postal Ballot.*



(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. #3

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. #4

#3 Clause 2 of the Main object of the Company got deleted and replaced by the new clause w.e.f 23.02.2022 pursuant to a Special Resolution passed by the Shareholders of the Company through Postal Ballot.

#4 Clause 3 of the Main object of the Company got deleted and replaced by the new clause w.e.f 23.02.2022 pursuant to a Special Resolution passed by the Shareholders of the Company through Postal Ballot.



**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :**

1. To enter into agreements and contracts with Indian or foreign individuals, companies or other organizations for technical, financial, marketing or any other assistance for carrying out all or any of the objects of the Company.
2. To establish and maintain agencies and other trade channels in India or any part of the world for the conduct of business of the Company and for the sale of any products, articles, materials and services for the time being at the disposal of the Company for sale.
3. To advertise and adopt means of making known the activities of the Company or any products, articles or goods traded or dealt in by the Company in any way as may be expedient including the posting of bills relating thereto and the issue of circulars, books, pamphlets and price lists and the conducting of competition, exhibitions and the giving of prizes rewards, scholarships and donations.
4. To apply for, purchase or otherwise to acquire and protect, prolong and renew trademarks, trade names, secret process, patent rights, licenses, goodwill and concessions which may appear likely to be advantageous or useful to the Company, and to spend money in experimenting and improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire or develop.
5. To enter into Partnership or agreements in the nature of Partnerships into any arrangements.
6. To enter into any arrangements with any Governments or State authority, municipal, local or otherwise that may seem conducive to the Company's objects all or any of them, and to obtain from any such Government or State Authority, rights, privileges and concessions which may seem to the Company capable of being conveniently carried on in connection with any main objects of the Company or otherwise calculated directly or indirectly to render any Company's properties or rights for the time being profitable.
7. To be interested in, promote and undertake the formation and establishment of such institutions, business pools, combines, syndicates, industrial, trading or manufacturing or subsidies any allied industry or undertakings and to carry on any such other business (industrial, trading, manufacturing) which may seem to the Company capable of being conveniently carried on in connection with the main objects of the Company or any of them or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.
8. To buy or otherwise acquire movable or immovable, intangible properties required by the Company to construct, establish, provide, maintain and administer factories, estates, buildings, sheds, channels, electrical and communication installations, power generating installations, pipe lines, and accommodations of all kinds and description in connection with business of the Company.



9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, or debentures or of any such person, firm or company, and to conduct make or carry into effect any arrangements in regard to the winding-up of the business of any person, firm or company.
10. (a) To amalgamate with any company or companies.  
(b) To buy the shares of or debentures issued by any other Company having or carrying on business similar to or allied objects of the Company and to enter into partnership with any person or persons or firm or company, having objects similar to or allied objects of the Company.  
(c) To enter into any contracts or submit tenders of purchase rights and interests of persons who may be useful or conducive to the business of the Company; to buy off or otherwise lawfully acquire the rights of any competitors relating to the business of the Company.
11. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company including costs, charges and expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
12. To remunerate (by cash or other assets or by allotment of fully or partly paid-up shares, or by a call or option on shares, debentures, or securities of this or any other Company or in any other manner), whether out of the Company's capital, profits or otherwise to any persons, firm or company for services rendered in introducing any property or business to the company, or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the company or for any other reason which the company may think proper, subject to the provisions of the Companies Act, 2013.
13. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.
14. To draw, make, issue, accept, endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warehouse keeper's certificates and other negotiable, quasi- negotiable, commercial or mercantile instruments connected with the business of the Company, subject to the provisions of the Banking Regulations Act, 1949.
15. To open accounts with any individual, firm or company or with any Bank/s and to pay into and withdraw moneys from such accounts.
16. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or Company, and in particular to customers and others having dealing with the Company with or without securities, upon terms as may be thought proper and to guarantee the performance of contracts by such person or company, but not to do the business of banking as defined in the Banking Regulations Act, 1949.



17. To borrow or raise money from any person, bodies, corporate, financial institution banks and any other lenders with or without security or to receive money or deposits at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures, including debentures convertible into shares of this or any other Company and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property of the property assets or revenue of the Company, present or future or pay off any such securities subject to the provisions as per Companies Act, 2013 and the rules framed there under and the directions issued by the Reserve Bank of India as may be applicable.
18. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purposes of the Company.
19. To sell, mortgage, assign or lease and in any other manner deal with or dispose-off the undertaking or property of the Company or any part thereof, whether movable or immovable, for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having, objects altogether or in part similar to those of this Company.
20. To provide for the welfare of the employees or ex-employees of the Company and the families or dependents or relatives of such persons by building or contributing to the building of houses or to grant money, pension, gratuity, bonus, payments towards insurance or other payments or by creating from time to time, subscribing or contributing to, adding or supporting provident fund, trust or conveniences and by providing or subscribing or contributing towards and establishing and maintaining Places of education, instruction recreation, hospitals and dispensaries, training and such other institutions, hostels and other assistance as the Company may think fit, calculated to benefit not only to the employees, ex-employees and their dependents and relatives of such persons but also the public generally.
21. Subject to the provisions of the Companies Act, 2013, to subscribe for, contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national or other institutions or for any public, general or useful objects.
22. To distribute the properties of the Company amongst the members in specie or in kind consequent upon the winding up of the Company.
23. Subject to the provisions of the Companies Act, 2013, to invest, apply for and acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the company upon such terms as may be thought proper, and from time to time to vary such transactions in such manner as the company may think fit.



With a view to promote and advance the business of the Company, to establish, provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops for technical research, experiments and tests of

all kinds and to protect any inventions of the Company by letters, patents or otherwise.

25. To apply for, promote and obtain under any of legislatures or other authority for enabling the Company to carry on any of its objects into effect or for any other purpose which may seem expedient or to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
26. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
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. #5*

**(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE :**

1. To carry on all or any business of travel agents, tour operators, provision of various facilities required by tourists and travelers, representatives and agents or airlines, railways, shipping liners and other carriers and promoters of tourism in India and abroad.
2. To carry on the business of importers, exporters, consignors, consignees, stockists, manufacturers, representatives, distributors, traders and/or otherwise deal in machinery, spare-parts, equipment and other materials used in all types of industries, commodities, agricultural produce, processed and other food products, general merchandise, handicrafts, antiques, curios and novelties of all kinds and description.

#5 *Clause 27 of the Other Object of the Company got deleted and replaced by the new clause w.e.f 23.02.2022 pursuant to a Special Resolution passed by the Shareholders of the Company through Postal Ballot.*



3. To carry on the business of representatives and agents of multinational companies/enterprises and provision of liaison and other services required by them.
4. To carry on any other business, whether manufacturing or otherwise, that may seem to the company capable of being conveniently carried on in connection with or as ancillary to any of the business, or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's property, or to further any of its objects.
5. To carry on the business of constructing and letting or sub-letting the use of cinema hall, theatres, picture places, multiplexes, I-max theatres, studios or other machinery apparatus, building or structure of the company for the purpose of use, exhibition, display of films, dramatic or theatrical, performances, concerts, marriages, wedding, receptions, and other entertainments or amusements, or objects allied to or of similar kind as that of the Company.
6. To invest in, acquire, hold, sell and deal in shares, stocks, bonds, securities, debentures, units and such other items.

IV. The Liability of Members is Limited.

- \*v. The Authorised Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores) equity shares of Rs. 10/- (Rupees Ten Only), with the power to increase and/or reduce the Capital of the Company from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power to divide or consolidate the shares in the Capital for the time being, into several classes or kinds and to attach thereto respectively and preferential deferred, qualified or special rights, privileges or conditions as may be determined and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may be provided or determined.

*\*The Authorized Share Capital of the Company was periodically increased to Rs. 1.00 Crore, Rs. 5.00 Crores and Rs. 10.00 Crores vide Special Resolutions passed at the Extraordinary General Meetings of the shareholders held on June 3, 2004, October 24, 2005 and September 25, 2006 respectively. At the Extraordinary General Meeting of the shareholders held on January 11, 2007, the Authorized Share Capital of the company was divided into Class A Shares and Class B Shares with and without voting rights respectively.*

*\*The Shareholders of the Company at their General Meeting held on 30/09/2009 approved the amendment of this clause and reclassified all the shares into one single class of Equity shares.*

*\*The Authorised Share Capital of the Company was increased to Rs. 150 Crores by Shareholders at the General Meeting of the Company held on 30th September, 2009.*





We, the several persons, whose names and address are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Sl. No.	Name , Address, Descriptions and Occupations of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address, Description and Occupation of the Witness
1	<b>MR. NITESH SHETTY</b> S./O. Mr. P. V. Shetty 44, 1 <sup>st</sup> Main Road, RMV Extension Bangalore-560094  BUSINESS	9500 (Nine Thousand Five Hundred)	Sd/-	Sd/- <b>A.HARISH</b> S./O. A. Narasimaiah Shetty 181, 5th Cross, New Maruthi Nagar Nagashettyhalli Bangalore- 560 094  <b>CHARTERED ACCOUNTANT</b>
2	<b>MRS. PUSHPALATHA V. SHETTY</b>  W./O. Mr. P. V. Shetty 44, 1 <sup>st</sup> Main Road, RMV Extension Bangalore-560094  BUSINESS	500 (Five Hundred)	Sd/-	
<b>TOTAL</b>		<b>10,000</b> (Ten Thousand)		

Dated this the 13th day of February, 2004 at Bangalore

