

May 30, 2019

To

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

The National Stock Exchange of India Limited
(Stock Code: NITESHEST, Series- EQ)
Exchange Plaza, Plot No. C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai - 400 051

Dear Sir/ Ma'am,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are hereby submitting the Annual Secretarial Compliance Report for the year ended March 31, 2019.

Request you to take the same on record.

Thanking you,

Yours faithfully

For NEL Holdings Limited
(Formerly Nitesh Estates Limited)



Prasant Kumar
Company Secretary & Chief Compliance Officer

NEL Holdings Limited

(Formerly Known as Nitesh Estates Limited)

CIN : L07010KA2004PLC033412

Regd. Office: Level 7, Nitesh Timesquare, #8, M.G. Road, Bangalore - 560 001, India.

P: +91- 80-4017 4000 F: +91- 80-2555 0825, W: www.niteshestates.com



S. KEDARNATH

B.Sc.,LLB,FCS,CAIIB(I)

Company Secretary

SECRETARIAL COMPLIANCE REPORT

OF NEL HOLDINGS LIMITED (Formerly Nitesh Estates Limited) FOR THE YEAR ENDED 31ST MARCH, 2019.

We, S. Kedarnath & Associates, represented by Mr. S. Kedarnath, Company Secretary in whole time Practice, have examined the following documents and records made available to us and explanations provided by M/s. NEL Holdings Limited ("the listed entity"),

(a) the filings/ submissions made by the listed entity to the stock exchanges,

(b) website of the listed entity,

(c) other relevant documents / filings, have been relied upon to make this certification, for the year ended 31st March, 2019 in respect of compliances with the provisions of :

1. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
2. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006;

Based on the above examination, we report that, during the Financial Year under Review:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01.		Nil	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.



S. KEDARNATH & ASSOCIATES

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

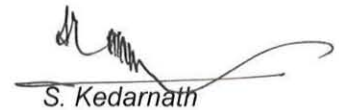
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
01.			Nil	

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01.			Nil	

Place: Bangalore
Date: 29/05/2019

For S.Kedarnath & Associates


S. Kedarnath

Company Secretary

FCS: 3031, C P No.:4422

S. KEDARNATH

B.Sc., LL.B., FCS, CAIIB (I)

Company Secretary

C.P. No. 4422

