

NEL

Holdings South Limited

June 30, 2021

Ref.: NEL/006/2021-22

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

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find the enclosed Annual Secretarial Compliance Report for the year ended March 31, 2021.

Request you to take the same on record.

For NEL Holdings South Limited



Prasant Kumar
Company Secretary & Chief Compliance Officer



Encl.: As above

NEL Holdings South Limited

(Formerly Known as NEL Holdings 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.nelholdings.in



S. KEDARNATH

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

Company Secretary

SECRETARIAL COMPLIANCE REPORT

OF NEL HOLDINGS SOUTH LIMITED FOR THE YEAR ENDED MARCH 31, 2021

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, S. Kedarnath, Company Secretary (CP- 4422) have examined:

I. All documents and records made available to us and explanations provided by M/s NEL HOLDINGS SOUTH LIMITED (CIN: L07010KA2004PLC033412) ("the listed entity"),

- (a) the filings/ submissions made by the listed entity to the stock exchanges,
- (b) website of the listed entity,
- (c) any other document/filing, as may be relevant , which has been relied upon to make this certification for the year ended 31st March, 2021 in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEB I Act") and the Regulations, circulars, guidelines issued thereunder;and
 - (b) 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");

II. 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 (Buyback of Securities) Regulations,2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f)Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - 1. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006;
 - 2. The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2015 as amended till date;

Based on the above examination, I hereby report that, during the Review Period:



- (a) As may be applicable during the financial year, 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
1	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including	failure to appoint woman director on Board of the Company	<i>The Company was unable to comply with the regulation 17 of SEBI (LODR) Regulations, 2015 and Section 149 of Companies Act 149 as the intermittent vacancy for appointing a woman director on Board of the Company was not filled within three months from the date of such vacancy and there was a delay of 12 days in closure process due to COVID related restrictions and prevailing COVID cases in the Company and also due to yearend holidays.</i> <i>The Company has further paid the fine of Rs. 60,000 as directed by SEBI for this non-compliance.</i>

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

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.
			None	

- (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(2019-20)	Observations made in the secretarial compliance report for the year ended (2020-21)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	Regulation 46 of the SEBI (LODR) Regulations 2015	Company not updated its Website under the said Regulation.	The Company was in the process of updating its new website and has subsequently complied with the requirement.	The Company has complied the same.
02	Regulation 46 of the SEBI (LODR) Regulations 2015	Delayed payment of Listing fees to the National Stock Exchange Limited.	Listing fees to National Stock Exchange Limited has been paid fully and the Company has subsequently delisted from NSE	The Company has complied the same.

For S. Kedarnath & Associates

Place: Bengaluru
Date: 30th June, 2021
UDIN No: F003031C000555275



S.Kedarnath
M No: 3031 CP No: 4422

S. KEDARNATH
B.Sc., LL.B., FCS, CAIB (I)
Company Secretary
C.P. No. 4422