

NEL

Holdings South Limited

September 28, 2021

BSE Limited

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

Dear Sir / Madam,

Sub: Voting Results and Scrutinizer's Report of the 17th Annual General Meeting (AGM):

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 as amended from time to time, please find enclosed the consolidated voting results on the resolutions passed at the 17th Annual General Meeting (AGM) of the Company as declared by the Chairman along with the Scrutinizer's report as submitted by Mr. Sudhindra K S, Practicing Company Secretary (Membership No. FCS 7909) on the resolutions as set forth in the notice dated June 29, 2021 for the 17th AGM of the Company held on 28th September, 2021 at 9:00A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM").

The above Results and Scrutinizer's Report are also available on the website of the Company at www.nelholdings.in.

Thanking you

For NEL Holdings South Limited

(Formerly NEL Holdings 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: No. 110, Andrews Building, Level 1, M.G. Road, Bengaluru - 560 001, India.

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

DECLARATION OF VOTING RESULTS OF RESOLUTIONS PASSED THROUGH REMOTE E-VOTING AND E-VOTING DURING THE 17th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 28th SEPTEMBER, 2021 AT 9:00 A.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (“VC/OAVM”).

Dear Members,

We hereby declare the consolidated voting results on the resolutions passed at the 17th Annual General Meeting (AGM) of the Company based on the Scrutinizer’s Report as submitted by Mr. Sudhindra K S, Practicing Company Secretary (Membership No. FCS 7909).

The company had provided facility to the members to cast their vote through remote e-voting from 25th September, 2021 (9:00 IST) to 27th September, 2021 (17:00 IST) and e-voting during the 17th Annual General Meeting of the Company.

The Board of Directors had appointed Mr. Sudhindra K S, Practicing Company Secretary (Membership No. FCS 7909) as the Scrutinizer to scrutinize the remote e-voting and the e-voting process at the AGM in a fair and transparent manner. The Scrutinizer had submitted his consolidate report dated 28th September, 2021 on remote e-voting and e-voting conducted during the 17th Annual General Meeting of the Company.

The Consolidated results based on the above said report of the Scrutinizer is as follows:

Srl No.	Particulars	Resolution Type (Ordinary/ Special)	%age of votes cast in favour	%age of votes cast in against
1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2021, together with the Reports of the Board of Directors and Auditor’s thereon	Ordinary	99.9403%	0.0597%
2	To appoint Mr. Kumar Nellore Gopalakrishna (DIN: 07197031) a Director (Independent Director) of the Company	Ordinary	99.9388%	0.0612%
3	To appoint Ms. Gayathri MN (DIN: 06742638), a Director (Independent Director) of the Company	Ordinary	99.9388%	0.0612%
4	To re-appoint and approve the remuneration payable to Mr. L. S. Vaidyanathan (DIN: 00304652), as Whole-time Director designated	Special	99.9363%	0.0637%

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	as Executive Director – Business Development of the Company			
5	To appoint Mr. Rajeev Khanna (DIN: 07143405), as Whole-time Director designated as Executive Director – Finance cum Chief Financial Officer of the Company	Ordinary	99.9386%	0.0614%

Based on the above report, all the resolution was passed successfully at the 17th Annual General Meeting of the Company.

Thanking you.

Yours faithfully,

For NEL Holdings South Limited

(Formerly NEL Holdings Limited)



Nitesh Shetty
Chairman & Managing Director

	NEL HOLDINGS SOUTH LIMITED
Date of the AGM/EGM	28-09-2021
Total number of shareholders on record date	18175
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	35

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2021, together with the Reports of the Board of Directors and Auditor's thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	65,340,228	65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	14,564,430	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	65,927,442	261,329	0.3964	259,629	1,700	99.3494	0.6505	0	0
	Poll		37,500	0.0569	0	37,500	0.0000	100.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		298,829	0.4533	259,629	39,200	86.8821	13.1179	0	0
Total		145,832,100	65,639,057	45.0100	65,599,857	39,200	99.9403	0.0597	0	0



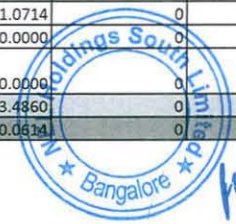
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Kumar Nellore Gopalakrishna (DIN 07197031) a Director (Independent Director) of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	65,340,228	65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	14,564,430	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	65,927,442	261,329	0.3964	258,629	2,700	98.9668	1.0331	0	0
	Poll		37,500	0.0569	0	37,500	0.0000	100.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		298,829	0.4533	258,629	40,200	86.5475	13.4525	0	0
Total		145,832,100	65,639,057	45.0100	65,598,857	40,200	99.9388	0.0612	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Ms. Gayathri MN (DIN 06742638), a Director (Independent Director) of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	65,340,228	65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	14,564,430	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	65,927,442	261,329	0.3964	258,629	2,700	98.9668	1.0331	0	0
	Poll		37,500	0.0569	0	37,500	0.0000	100.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		298,829	0.4533	258,629	40,200	86.5475	13.4525	0	0
Total		145,832,100	65,639,057	45.0100	65,598,857	40,200	99.9388	0.0612	0	0



Resolution No.	4										
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint and approve the remuneration payable to Mr. L. S. Vaidyanathan (DIN 00304652), as Whole-time Director designated as Executive Director – Business Development of the Company										
Whether promoter/ promoter group are interested in the agenda/resolution?	NO										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	65,340,228	65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	14,564,430	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0	0	0	0.0000	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	65,927,442	121,829	0.1848	117,629	4,200	96.5525	3.4474	0	139,500	
	Poll		37,500	0.0569	0	37,500	0.0000	100.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		159,329	0.2417	117,629	41,700	73.8277	26.1723	0	139500	
Total	145,832,100	65,499,557	44.9144	65,457,857	41,700	99.9363	0.0637	0	139500		

Resolution No.	5										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Rajeev Khanna (DIN 07143405), as Whole-time Director designated as Executive Director – Finance cum Chief Financial Officer of the Company										
Whether promoter/ promoter group are interested in the agenda/resolution?	NO										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	65,340,228	65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		65,340,228	100.0000	65,340,228	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	14,564,430	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0	0	0	0.0000	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	65,927,442	261,329	0.3964	258,529	2,800	98.9285	1.0714	0	0	
	Poll		37,500	0.0569	0	37,500	0.0000	100.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		298,829	0.4533	258,529	40,300	86.5140	13.4860	0	0	
Total	145,832,100	65,639,057	45.0100	65,598,757	40,300	99.9386	0.0614	0	0		





SUDHINDRA K.S FCS,LLB.,DIA.,RP

Company Secretary,

Trade Mark Attorney

To

The Chairman
NEL Holdings South Limited
(Formerly known as NEL Holdings Limited)
CIN: L07010KA2004PLC033412
Regd. Office: 110, Andrews Building,
Level-1, M G Road, Bengaluru-560 001

Sir, .

Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provision of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Remote E-voting at the 17th Annual General Meeting of Shareholders of the Company held on Tuesday, the 28th day of September, 2021 through video conferencing ('VC') or other audio-visual means ('OAVM').

I Sudhindra K S, a Company Secretary in Practice having office at No 116/6, 2nd Floor, Next to Union Bank of India, 11th Cross, Malleshwaram, Bengaluru 560003, Karnataka-India, have been appointed as the **Scrutinizer** for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner by ascertaining the requisite majority on the e-voting process carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended by the Companies (Management & Administration) Amendment Rules, 2015 in respect of the resolutions referred in the Notice of the 17th Annual General Meeting of the Members of NEL Holdings South Limited held (the Company) on Tuesday, the 28th September 2021 at 09:00 AM through video conferencing ('VC') or other audio-visual means ('OAVM').

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively and by General Circular No. 02/2021 dated 13th January 2021, allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 17th AGM of the Company was conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.

The Venue for the AGM was deemed to be the place from where the Chairman of the Board conducted the meeting..

Further, pursuant to the MCA and SEBI Circulars, as confirmed by the Company, the Notice of the 17th AGM along with statement setting out material facts under Section 102 of the Act, along with the Annual Report for the FY 2020-2021 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories.

The Notice calling the 17th AGM had been uploaded on the website of the Company at www.nelholdings.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com and the AGM Notice is also available



on the website of KFin Technologies Private Limited ("Kfin") (agency for providing the remote e-voting facility) i.e. <https://emeetings.kfintech.com>

Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members was also dispensed.

Members attending the meeting through VC or OAVM had been counted for purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and remote e-voting during the AGM on the Resolutions set out in Notice of 17th Annual General Meeting of the Members of the Company. My responsibility, as a scrutinizer for remote e-voting is restricted to the extent of making Scrutinizer's report of the votes cast "In favour" or "Against" on the Resolutions stated above, based on the reports generated from the e-voting system provided by "Kfin".

The Company appointed Kfin (agency for providing the remote e-voting facility) i.e. <https://emeetings.kfintech.com> as a service provider for extending the facility of providing remote electronic voting to the Shareholders of the Company. The voting period for the remote e-voting commenced on Saturday, 25th September 2021, at 9.00 AM and ended on Monday, 27th September 2021 at 5.00 PM and the Kfin e-voting platform was blocked in due time for my access. After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was downloaded by me and voting was diligently scrutinized and the votes cast under remote e-voting facility was thereafter unblocked by me on 28th September 2021. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the <https://evoting.kfintech.com/>.

I now submit my consolidated report as under on the results of the remote e-voting in respect of said resolutions.

In determining the validity of votes cast, I have adopted the following criteria;

The members who have exercised their voting rights through remote e-voting and e-voting during the AGM. In such cases, the e-votes on the basis of votes cast through remote e-voting has been taken into consideration.

In respect of e-voting exercised by bodies corporate, Institutional Members (FIs/Mutual Funds/Banks) etc., I have relied on the Power of Attorney/Authorization/Board Resolutions as uploaded by them in the website of Kfin and same were downloaded from the <https://evoting.kfintech.com/> and Power of Attorney/Authorization/Board Resolutions received by me directly from the Corporate Members.

The electronic register and all other papers together with relevant records relating to remote electronic voting would be handed over to the Company Secretary for safe keeping.



Consolidated Results:

Consolidated Result of Item No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2021 including Consolidated Financial Statements for the said year, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
37	65599857	99.9403%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	39200	0.0597%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
Nil	Nil

Thus, the ordinary resolution contained in Item No.1 of the notice dated June 29, 2021 stands passed with requisite majority.

Consolidated Results of Item No. 2: Ordinary Resolution

To appoint Mr. Kumar Nellore Gopalakrishna (DIN: 07197031) a Director (Independent Director) of the Company.

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	65598857	99.9388%

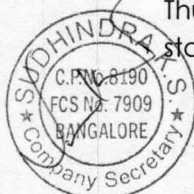
(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	40200	0.0612%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
Nil	Nil

Thus, the ordinary resolution contained in Item No.2 of the notice dated June 29, 2021 stands passed with requisite majority.



Consolidated Results of Item No. 3: Ordinary Resolution

To appoint Ms. Gayathri MN (DIN: 06742638), a Director (Independent Director) of the Company.

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	65598857	99.9388%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	40200	0.0612%

(iii) **Invalid Votes/Abstained:**

Number of Members voted	Total number of invalid votes cast by them
Nil	Nil

Thus, the ordinary resolution contained in Item No.3 of the notice dated June 29, 2021 stands passed with requisite majority.

Consolidated Results of Item No.4: Special Resolution:

To re-appoint and approve the remuneration payable to Mr. L. S. Vaidyanathan (DIN: 00304652), as Whole-time Director designated as Executive Director – Business Development of the Company.

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	65457857	99.9363%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	41700	0.0637%

(iii) **Invalid Votes/Abstained:**

Number of Members voted	Total number of invalid votes cast by them
*1	139500

*One member holding 139500 equity shares interested in the said resolution has abstained from voting in interested in item.

Thus, the special resolution contained in Item No.4 of the notice dated June 29, 2021 stands passed with requisite majority.



Consolidated Results of Item No.5: Ordinary Resolution

To appoint Mr. Rajeev Khanna (DIN: 07143405), as Whole-time Director designated as Executive Director – Finance cum Chief Financial Officer of the Company.

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
35	65598757	99.9386%

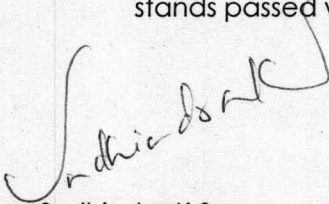
(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	40300	0.0614%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
Nil	Nil

Thus, the Ordinary resolution contained in Item No.5 of the notice dated June 29, 2021 stands passed with requisite majority.


Sudhindra K S
SCRUTINISER – AGM
Company Secretary
B.Com. FCS.LLB, DIA, RP
UDIN: F007909C001020987



Place: Bengaluru

Dated: 28th September, 2021