

June 30, 2023

Ref.: SATCHMO/011/2023-24

**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 19th 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 19th 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 April 28, 2023 for the 19th AGM of the Company held on 30th June, 2023 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 <a href="https://www.satchmoholdings.in">www.satchmoholdings.in</a>.

Thanking you

For Satchmo Holdings Limited

(Formerly NEL Holdings South Limited)

**Prasant Kumar** 

Company Secretary & Chief Compliance Officer

BANGALORE

Encl.: As above



DECLARATION OF VOTING RESULTS OF RESOLUTIONS PASSED THROUGH REMOTE E-VOTING AND E-VOTING DURING THE 19th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30<sup>th</sup> JUNE, 2023 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 19<sup>th</sup> 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 27<sup>th</sup> June, 2023 (9:00 IST) to 29<sup>th</sup> June, 2023 (17:00 IST) and e-voting during the 19<sup>th</sup> 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 30<sup>th</sup> June, 2023 on remote e-voting and e-voting conducted during the 19<sup>th</sup> 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 2023, together with the Reports of the Board of Directors and Auditor's thereon	Ordinary Resolution	99.9980%	0.0020%
2	To approve existing as well as new Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013	Ordinary Resolution	99.9980%	0.0020%
3	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	Special Resolution	99.9980%	0.0020%



CIN; L93000KA2004PLC033412



4	To approve making Investments, giving Loans, giving guarantees and providing Securities under Section 186 of the companies Act, 2013 and rules made thereunder	Special Resolution	99.9707%	00.0303%
5	Approval under section 185 of the companies Act, 2013 and rules made thereunder	Special Resolution	99.9980%	00.0020%

Based on the above report, all the resolution was passed successfully at the 19th Annual General Meeting of the Company.

Thanking you.

Yours faithfully,

For Satchmo Holdings Limited

(Formerly NEL Holdings South Limited)

**Nitesh Shetty** 

**Chairman & Managing Director** 

	SATCHMO HOLDINGS LIMITED
Date of the AGM/EGM	30-06-2023
Total number of shareholders on record date	19142
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)		onsider and adopt th ctors and Auditor's t		one and Consolidate	ed Financial Statem	ents of the Compan	y for the financial y	ear ended 31st Ma	rch 2023, togethe	r with the Reports o
Whether promoter/ promoter group are nterested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held	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
	E-Voting		6,52,73,350	100.0000	6,52,73,350	0	100.0000			0
	Poll	6,52,73,350	0	0.0000	0	0	0.0000	0.0000		0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000		0	0.0000	0,0000		0
	Total		6,52,73,350				100.0000			
	E-Voting		0	0.0000		0	0.0000			0
	Poll		0	0.0000	0	0				0
	Postal Ballot (if	1,02,56,663								*
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		١ ا
	Total		0	.0	0	0	0.0000	0.0000		0
	E-Voting		6,47,103	0.9205	6,45,822	1,281	99.8020	0.1979		o
	Poll	7,03,02,087	50	0.0001	0	50	0.0000	100.0000		0
	Postal Ballot (if	7,55,02,087								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		0
	Total		6,47,153	0.9206	6,45,822	1,331	99.7943	0.2057		9
	Total	14,58 32,100	6,59,20,503	45:2030	6,59,19.172	1,331	99.9980	0.0020		0



Resolution No.	2									
Resolution required: (Ordinary/ Special)		pprove existing as we					d such other applic	able provisions, if a	ny, of the SEBI (Lis	ting Obligations and
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
_		No. of shares held		1	No. of Votes – in		% of Votes in favour on votes polled	% of Votes against on votes polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		6,52,73,350	100.0000	6,52,73,350	0	100.0000	0.0000	(	
	Poll	6,52,73,350	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if	7,02,7,0,000								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(	
	Total		6,52,73,350	100.0000	6,52 73,350	0	100,0000	0.0000		
	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll	1,02,56,663	0	0.0000	0	0	0.0000	0.0000	(	
	Postal Ballot (if	1,02,30,003								
oublic- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		0	0	-0	0	0.0000	0.0000	- 6	
	E-Voting		5,07,593	0.7220	5,06,312	1,281	99.7476	0,2523		1,39,51
	Poll	7 02 02 007	50	0.0001	0	50	0.0000	100.0000		
	Postal Ballot (if	7,03,02,087								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		5,07,643	0.7221	5,06,312	1,331	99.7378			13951
	Total	14.58.32.100	6,57,80,993	45.1073	6.57.79.662	The state of the s	99.9980			13951



Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - To re-a	ppoint and approve	the remuneration	payable to Mr. L. S.	Vaidyanathan (DIN	: 00304652), as Wh	ole-time Director d	esignated as Execu	tive Director – Bu	siness Development of
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held	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
	E-Voting		6,52,73,350	100.0000	6,52,73,350	0	100.0000	0.0000		0 (
	Poll	6,52,73,350	0	0.0000	0	0	0.0000	0.0000		0 0
	Postal Ballot (if									
Promoter and Promoter Group	applicable)		C	0.0000	0	0	0.0000	0.0000		0 (
	Total		6,52,73,350	100 0000	6,52,73,350	0	100.0000	0.0000		0 0
	E-Voting		C	0.0000	0	0	0.0000	0.0000		0 0
	Poll	1,02,56,663	C	0.0000	0	0	0.0000	0.0000		0 0
Public- Institutions	Postal Ballot (if applicable)	1,02,30,003	0	0.0000	0	0	0.0000	0.0000		0
	Total			0	. 0	. 0	0.0000	0.0000		0 (
	E-Voting		5,07,603	0.7220	5,06,322	1,281	99.7476	0.2523		0 1,39,500
	Poll	7 00 00 007	50	0.0001	0	50	0.0000	100.0000		0 0
Public- Non Institutions	Postal Ballot (if applicable)	7,03,02,087	o	0.0000	0	0	0.0000			0
	Total		5,07,653		5,06,322	1,331			-	0 139500
	Total	14.58,32.100				1,331		0.0020	-	0 139500



Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL To appr	ove making Investm	ents, giving Loans,	giving guarantees a	nd providing Securi	ities under Section	186 of the compani	es Act. 2013 and ru	les made thereun	der
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held	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)	favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		6,52,73,350	100.0000	6,52,73,350	.0	100.0000	0.0000		)
	Poll	6,52,73,350	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if									
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		6,52,73,350	100.0000	6,52,73,350	0	100 0000	0.0000		
	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poli	1,02,56,663	0	0.0000	0	0	0,0000	0.0000		
Public- Institutions	Postal Ballot (if applicable)	1,02,36,665	0	0.0000	0	0	0.0000	0.0000		
	Total		70	0	0	0	0.0000	0.0000	7.0	
	E-Voting		6,47,103	0.9205	6,27,822	19,281	97.0204	2.9795		
	Poli	1	50	0.0001	0	50		100.0000		
	Postal Ballot (if	7,03,02,087		0.0002		30	0.0000	100.0000		
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		6,47,153	0,9206	6,27,822	19,331	97.0129	2 9871		
والمستقدم والمتراوات والمستقدية	Total	14,58 32,100	The second secon	The second second				0.0293	71	



Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	al under section 185	of the companies	Act. 2013 and rules	made thereunder					
Whether promoter/ promoter group are interested in the agenda/resolution?	No						= = -			
Transaction in the against resonations										
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes	shares	No. of Votes - in	No. of Votes -	polled	polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		6,52,73,350	100.0000	6,52,73,350	0	100.0000			0
	Poll	6,52,73,350	0	0.0000	0	0	0.0000	0.0000		0
	Postal Ballot (if	0,32,73,330								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000		0
	Total		6,52,73,350	100.0000	6,52,73,350	G	100.0000	0.0000		0
	E-Voting		0	0.0000	0	0	0.0000	0.0000		0
	Poll	1,02,56,663	0	0.0000	0	0	0.0000	0.0000		0
	Postal Ballot (if	1,02,36,663								
Public- Institutions	applicable)		0	0.0000	0	o	0.0000	0.0000		0
	Total		0	0	0	0	0.0000	0.0000		0
	E-Voting		6,47,103	0.9205	6,45,822	1,281	99.8020			0
	Poll	7,03,02,087	50	0.0001	0	50	0.0000	100.0000		0
	Postal Ballot (if	7,03,02,087								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		0
	Total		6,47,153	0.9206	6,45,822	1,331	99.7943	0 2057		0
	Total	14,58,32,100	6 59 20,503	45,2030	6,59,19,172	1,331	99.9980	0.0020		0



#### CS Sudhindra K S

## Company Secretary

No, 116/6, 2nd Floor 11th Cross, Next to Union Bank of India Malleshwaram Bangalore 560 003

Tel: 98442-71319

Email: sudhindraksfcs@gmail.com

Ph: 9844271319

To

The Chairman

SATCHMO HOLDINGS LLIMITED

(Formerly known as NEL Holdings South Limited)

CIN: L93000KA2004PLC033412

Regd. Office: 110,A Wing, Andrews Building,

Level-1, M G Road, Bengaluru-560 001

Karnataka, India

Sir.

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 19th Annual General Meeting of the Members of SATCHMO HOLDINGS LLIMITED the Company) held on Friday, the 30th June 2023 at 09:00 AM through video conferencing ('VC') or other audio-visual means ('OAVM').

The Ministry of Corporate Affairs ("MCA") has allowed the Company to conduct Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM"). In this regard, MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021 and Circular No. 19/2021 dated December 08, 2021, May 5, 2022, and December 28, 2022 respectively, (collectively referred to as "MCA Circulars"), prescribing the procedure and manner of conducting the Annual General Meeting through VC/ OAVM. Further, the Securities

and Exchange Board of India ("SEBI") also earlier vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the applicable provisions of the Companies Act 2013 ("Act"), MCA Circulars and SEBI Circulars / Listing Regulations In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 19th 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 19th AGM along with statement setting out material facts under Section 102 of the Act, along with the Annual Report for the FY 2022-2023 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories.

The Notice calling the 19th AGM had been uploaded on the website of the Company at www.satchmoholdings.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited ("BSE") at <a href="https://www.bseindia.com">www.bseindia.com</a> 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 19th 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 and Cut-off date of e-voting was on June 23, 2023. The voting period for the remote e-voting commenced on Tuesday, 27th June 2023, at 9.00 AM and ended on Thursday, 29th June 2022 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 30th June 2022. 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 (Flls/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. However no bodies corporate, Institutional Members (Flls/Mutual Funds/Banks) etc have cast their votes for the AGM.

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 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 2023 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	Number of valid votes	% of total number of
voted	cast by them	valid votes cast

	51	65919172	99.9980%	
(ii)	Voted <b>against</b> th	e resolution:		

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
4	1331	0.0020%

## (iii) Invalid Votes:

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

# Consolidated Results of Item No. 2: Ordinary Resolution

To approve existing as well as new Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013.

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

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
49	65779662	99.9980%

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

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
4	1331	0.0020%

## (iii) Invalid Votes:

Number of Members voted	Total number of invalid votes cast by
	them
2	139510

# Consolidated Results of Item No. 3: Special Business/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	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
50	65779672	99.9980%

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

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
4	1331	0.0020%

## (iii) Invalid Votes/Abstained:

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

## Consolidated Results of Item No.4: Special Business/Special Resolution:

To approve making Investments, giving Loans, giving guarantees and providing Securities under Section 186 of the companies Act, 2013 and rules made thereunder.

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

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
50	65901172	99.9707%

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

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
5	19331	00.0303%

## (iii) Invalid Votes/Abstained:

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

# Consolidated Results of Item No.5: Special Business/Special Resolution:

Approval under section 185 of the companies Act, 2013 and rules made thereunder.

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

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
51	65919172	99.9980%

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

Number of Members	Number of valid votes	% of total number of
voted	cast by them	valid votes cast
4	1331	00.0020%

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

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

KUTISHVARLU 66879 SHESHAGIRI

SUDHINDRA Olgitally signed by SUDHINDRA KUTISHVARLU SHESHAGIRI DN: CEIN, 0=PERSONAL, (Ide=3786,

Sudhindra K S

SCRUTINISER - AGM

**Company Secretary** 

B.Com. FCS.LLB, DIA, RP

UDIN: F007909E000524359

Place: Bengaluru

Dated: 30th June, 2023