

NEL HOLDINGS SOUTH LIMITED

(Formerly NEL Holdings Limited)

(CIN: L07010KA2004PLC033412)

Regd. Office: Nitesh Timesquare, 7th Floor, No.8, M.G. Road, Bengaluru-560 001

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Web: www.nelholdings.in

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

TO

THE MEMBERS

NEL HOLDINGS SOUTH LIMITED

(formerly NEL Holdings Limited)

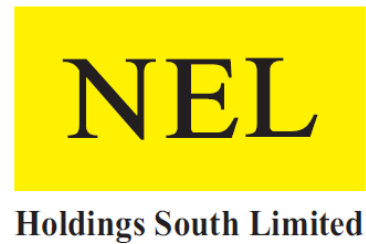
Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and pursuant to other applicable laws and regulations, that the resolutions (Item No. 1 & 2) appended below is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the aforesaid divestment is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on Tuesday, June 29, 2021, appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to



all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 pm (IST) on August 17, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before August 19, 2021 and communicated to BSE Limited (“BSE”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), KFin Technologies Private Limited (RTA) and will also be displayed on the Company's website at www.nelholdings.in, on the website of BSE Limited at www.bseindia.com and on the website of KFin Technologies i.e. <https://evoting.kfintech.com>.

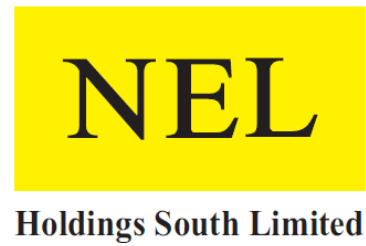
The Members are requested to read the instructions in the Notes under the heading ‘*Procedure and instructions for the e-voting*’.

SPECIAL BUSINESS:

Resolution No. 1- To approve the sale of Melbourne Park residential project to Ramky Estates and Farms Limited (REFL):

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to sell / transfer its Melbourne Park residential project situated at Hennur, Bengaluru (“Undertaking”), together with development rights on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to Ramky Estates and Farms Limited (REFL) with all required approvals from Banks/Lenders, RERA and others for a consideration not below Rs. 33.00 Crores (Rupees Thirty Three Crores only) on such terms and conditions as may be deemed fit by the Board.



RESOLVED FURTHER THAT Mr. Nitesh Shetty, Chairman and Managing Director or any other Director/Officer so authorized by the Board for the purpose, be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

Resolution No. 2- To approve the divestment of stake held by the Company in its wholly owned subsidiary – NIRPL Ventures Private Limited:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the divestment by way of sale, transfer, disposal, up to 85% of its shareholding (5,94,23,500 no. of Shares), held by the Company in its wholly owned subsidiary namely NIRPL Ventures Private Limited (Formerly Known as Nitesh Indiranagar Retail Private Limited), to the prospective buyer on mutually agreeable terms and conditions as may be agreed by the Boards of Directors of the Company, in its absolute discretion, which post such divestment may result in the Company ceasing to exercise its sole control over NIRPL Ventures Private Limited (formerly known as Nitesh Indiranagar Retail Private Limited).

RESOLVED FURTHER THAT Mr. Nitesh Shetty, Chairman and Managing Director or any other Director/Officer so authorized by the Board for the purpose, be and is hereby authorized to negotiate, determine the terms of the said disposal of investments including the selling price thereof, and to do all such further acts, deeds, things, and to execute all such documents, instruments and writings as may be required to give effect to the above resolution.”

By the Order of the Board of Directors
For **NEL HOLDINGS SOUTH LIMITED**

July 16, 2021
Bengaluru

Prasant Kumar
Company Secretary & Chief Compliance Officer

NOTES:

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Board of Directors of the Company, at its meeting held on **Tuesday, June 29, 2021**, appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, July 16, 2021**, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has utilised the services of its Registrar and Share Transfer agent M/s KFin Technologies Private Limited for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.nelholdings.in, websites of the Stock Exchanges i.e. The BSE Limited (BSE) at www.bseindia.com, and on the website of M/s KFin Technologies Pvt. Ltd. at www.kfintech.com.
7. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members who wish to inspect the documents are requested to send an email to investor@nelholdings.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the NSDL and CDSL as on **Saturday, July 17, 2021**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as **on Friday, July 16, 2021**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cutoff date should treat this Notice of Postal Ballot for information purpose only.

9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the company as on **Friday, July 16, 2021**, being the cut-off date fixed for the purpose.
10. The voting period will commence from **Monday, July 19, 2021** at 0900 hours IST and ends on **Tuesday, August 17, 2021** at 1700 hours IST. The e-voting module shall thereafter be disabled.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.
12. The Scrutinizer will submit his report to the Chairman & MD after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before **Thursday, August 19, 2021** by the Managing Director or the Executive Director as authorized by the Board at the Registered Office of the Company
13. The declared results along with the report of the scrutinizer shall be submitted to the BSE and shall be uploaded on the website of the company www.nelholdings.in , website of M/s KFin Technologies Pvt. Ltd. www.evoting.kfintech.com.
14. The instructions for Members for e-voting are as under:

e-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> i. URL: https://eservices.nsd.com ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsd.com ii. Select “Register Online for IDeAS” iii. Proceed with completing the required fields. <p>3. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields. <p>4. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. URL: https://www.evoting.nsd.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> i. URL: https://web.cdslindia.com/myeasi/home/login <p>or</p> <p>URL: www.cdslindia.com</p> <ol style="list-style-type: none"> ii. Click on New System Myeasi iii. Login with user id and password. iv. Option will be made available to reach e-Voting page without any further authentication. v. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> i. URL: www.cdslindia.com ii. Provide demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. <p>After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>

Method of Login for individual shareholders holding the securities in demat mode through their depository participants.

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

NSDL	CDSL
Email: evoting@nssl.co.in	Email : helpdesk.evoting@cDSLindia.com
Toll free no.'s: 1800 1020 990	Phone No: 022- 23058738
1800 22 44 30	022-23058542-43

e-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108,110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules, the Company is pleased to provide e-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of M/s KFin Technologies Private Limited for the purpose of providing e-voting facility to all its members.

- i. The details of the process and manner for e-voting are given below:
 - a. Initial password is provided in the body of the email.
 - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your votes.

- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters

with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e. **NEL HOLDINGS**.
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at ram.devata@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- x. Members can cast their vote online from **Monday, July 19, 2021** from 09:00 hours IST till **Tuesday, August 17, 2021** to 17:00 hours. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
- xi. For Members who have not registered their email addresses, kindly register the same and their mobile numbers at the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> as the



Holdings South Limited

postal ballot form and any other documents will not be sent to them in physical mode. The same shall be sent only by email, in view of the COVID-19 (Corona virus) pandemic and the Applicable Circulars.

- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

The Company, in its endeavour, to reduce its debt has been exiting residential parcels of land and done seven transactions in last 24 months thereby lowering its debt and solving consumer issues.

In its wholly owned subsidiary (NHDPL South Private Limited), the company is exiting a project by name of Melbourne Park in Hennur, Bangalore

The Lender, YES Bank, has agreed for one time settlement of Rs. 33 Crs on this project on principal outstanding of Rs. 98 Crs.

The Company, has been approached by Ernst &Young along with RAMKY Infrastructure through its real estate subsidiary arm, Ramky Estates and Farms Limited (REFL) to take over the Melbourne Park project on similar line of the NOC as issued earlier by the Yes Bank.

The Company has now signed the fresh MOU with Ramky Estates and Farms Limited (REFL) in line with approval of Board and has also applied to the RERA authority for the transfer of the Melbourne Park project to Ramky Estates and Farms Limited (REFL)

As per exit terms, REFL will purchase the land from existing landowners for consideration of Rs. 43.5 Crs and will also pay Rs. 9.57 Crs to customers who have cancelled their bookings in addition to discharge of 33 Crs to Yes Bank as one time settlement.

The RERA approval, is further subject to the Consumer and landowner consent, as the Yes Bank has already consented to go ahead with the Ramky Estates and Farms Limited (REFL) for exit from the Melbourne Park project

Accordingly, the Board recommended the resolution set in Item No. 1 as Special Resolution and submitted the same before the Shareholders for the approval of exit of Melbourne Project as per the terms of MOU and NOC provided by the Yes Bank and agreed upon by the prospective Buyer.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 1 of this Notice.

Item No 2:

NIRPL Ventures Private Limited (formerly known as Nitesh Indiranagar Retail Private Limited - NIRPL) is a Wholly Owned Subsidiary of the Company. The Company currently proposes to divest its holdings in NIRPL and consolidate its holdings in terms of Holding Company.

The Company proposes to divest its 5,94,23,500 (up to 85%) equity shares of Face Value Rs. 10/- each in its wholly owned Subsidiary NIRPL Ventures Private Limited (Formerly Known as Nitesh Indiranagar Retail Private Limited), which is a wholly owned subsidiary of the Company.

The Board, keeping in view the current Networth of the Company and existing litigations, it feels that its prudent to withdraw investment from the wholly owned Subsidiary and considers the proposed divestment in the best interest of the Company as there is no viable business or assets in this subsidiary except one litigation. Such divestment will amount to sale of substantial interest in undertaking by the Company.

The Company has identified a buyer for the said divestment (85% of Equity Shares) for sale consideration of Rs. 20 lacs, which is significant considering the negative Networth of NIRPL, which stands at Rs. (3188.78) lacs as on 31st March, 2021.

Your Board of Directors propose the resolution under section 180(1) (a) of the Companies Act, 2013 and under regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the approval of the shareholders.

Accordingly, the Board recommended the resolution set in Item No. 2 as Special Resolution and submitted the same before the Shareholders for the approval of divestment in the Wholly Owned Subsidiary.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 2 of this Notice.

By the Order of the Board of Directors
For **NEL HOLDINGS SOUTH LIMITED**

July 16, 2021
Bengaluru

Prasant Kumar
Company Secretary & Chief Compliance Officer