



July 10, 2020

To

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

Dear Sir/Madam,

Sub: Intimation- Postal Ballot Notice (e-voting)

The Postal Ballot Notice together with the Explanatory Statement has been sent through email to the Members whose names appear on the Registrar of Members/ List of Beneficial Owner as on the Cut-off date i.e., Friday, July 03, 2020.

We hereby enclose a copy of Postal Ballot Notice dated July 01, 2020 to be conducted through e-voting in accordance with the General Circular Nos.14/2020, 17/2020 and 22/2020 dated 8th April 2020, 13th April 2020 and 15th June 2020, respectively issued by the Ministry of Corporate Affairs ("MCA Circulars"). The Postal Ballot Notice will be uploaded on the website of the Company at website at www.nelholdings.in.

The Company has engaged the services of KFin Technologies Private Limited for providing e-voting facility to the Members. The e-voting will be commenced at 9:00 AM (IST) on Friday, July 10, 2020 and shall end at 5:00 PM (IST) on Saturday, August 08, 2020 (both days inclusive).

The results of the Postal Ballot will be declared on Monday, August 10, 2020.

Request you to take the same on record.

Thanking you,

For NEL Holdings Limited




Prasant Kumar
Company Secretary & Chief Compliance Officer

Encl.: As above

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.nelholdings.in



NEL HOLDINGS LIMITED

(Formerly Nitesh Estates Limited)

(CIN: L07010KA2004PLC033412)

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

Ph: +91-80-4017 4000, Email ID: cs@nelholdings.in;

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 LIMITED

(formerly Nitesh Estates Limited)

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and pursuant to other applicable Laws and Regulations that the Company seeks approval of Members, through e-voting for the following:

- a. *To approve the change of name of the Company to "NEL Holdings South Limited".*
- b. *To alter the Name Clause in the Memorandum of Association and to substitute the name in the Articles of Association of the Company.*

In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 22/2020 dated 8th April, 2020, 13th April, 2020 and 15th June, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Act and the Listing Regulations, the decision for name change of the Company being an urgent business as decided by the Board requiring shareholders' approval shall be conducted through e-voting mechanism in accordance with the provisions of the Act and the Rules made thereunder and the Company is not sending the .

Members' consent is sought for the proposal contained in the resolutions given in this Notice. A Statement pertaining to the said resolutions setting out the material facts and related particulars are annexed hereto. The Notice shall be sent to all the Members, whose name appeared in the Register of Members as on **Friday, July 03, 2020** by email only. The hardcopy of the Notice along with the postal ballot form and pre-paid self-addressed business reply envelope to the Members will not be sent to the Members in accordance with the MCA circulars.



The Notice will also be placed on the website of the Company www.nelholdings.in, on the website of BSE Limited at www.bseindia.com and on the website of KFin i.e. <https://evoting.karvy.com>.

The Members who are holding share in Physical form or who have not registered their email addresses with the RTA, can register their e-mail address as per the instructions provided in the Notes section.

The Company has 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 and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

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

Item No 1: To approve the change of name of the Company to “NEL Holdings South Limited”

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 201, (including any statutory modifications, amendments or re-enactments thereto for the time being in force, if any,) and any other Regulations for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate government authorities, departments, offices, institutions, banks, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and other applicable Securities and Exchange Board of India (“SEBI”) regulations and guidelines, other applicable laws, regulations, policies or guidelines, if any, and subject to the approval of the Central Government, the consent of the Members be and is hereby accorded to change the name of the Company from NEL Holdings Limited to “NEL Holdings South Limited”.

***RESOLVED FURTHER THAT,** the Board of Directors be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”*



Item No. 2: To alter the Name Clause in the Memorandum of Association and to substitute name in the Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) Clause I of the Memorandum of Association of the Company be substituted by the following:

“The Name of the company is “NEL Holdings South Limited”.

***RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.*

***RESOLVED FURTHER THAT** the name NEL Holdings Limited wherever appearing in the Memorandum of Association and Articles of Association be substituted by the new name “NEL Holdings South Limited” upon approval.*

***RESOLVED FURTHER THAT**, the Board of Directors be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”*

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

A handwritten signature in blue ink, appearing to read "Prasant Kumar", is written over a circular blue stamp.

Prasant Kumar

Company Secretary & Chief Compliance Officer

July 01, 2020
Bengaluru



NOTES:

- 1 A statement explaining the reasons for the proposed Resolutions and setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 2 The notice of the Postal Ballot will also be placed at the Company's website www.nelholdings.in on the website of BSE Limited at www.bseindia.com and also on the website of www.evoting.karvy.com.
- 3 Pursuant to General Circular Nos.14/2020, 17/2020 and 22/2020 dated 8th April 2020, 13th April 2020 and 15th June 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") voting shall be conducted by conducted through e-voting mechanism only in accordance with the provisions of the Act and the Rules made thereunder and Postal Ballot Forms are no longer required to be sent to the shareholders of the Company for this business.
- 4 The Members who are holding share in Physical form or who have not registered their email addresses with the RTA, can register their e-mail address as per the instructions provided in the Notes section.

Type	Process to be followed for Registration of e-mail address
Physical	Members may send an e-mail request to einward.ris@kfintech.com along with: <ul style="list-style-type: none"> • Scanned copy of the signed request letter mentioning the Folio No., name of the member, e-mail address, mobile number • Self-attested copy of PAN • Self-attested copy of any address proof including Aadhar, Passport etc. • Scanned copy of share certificate (front and back)
Demat	Please contact your Depository Participant and register your e-mail address in your demat account, as per the process recommended by your DP.

- 5 Upon completion of the scrutiny of the e-voting process, the Scrutinizer will submit his report to the Managing Director or to the Executive Director and subsequently, the result of the Postal Ballot will be announced on **Monday, August 10, 2020** by the Managing Director or the Executive Director as authorised by the Board at the Registered Office of the Company.
- 6 The Results of the Postal Ballot will be posted on the Company's website www.nelholdings.in along with Scrutinizer's Report besides being communicated to BSE Limited, where the Equity Shares of the Company are listed.
- 7 ***The procedure and instructions for the e-voting (through electronic means) is, as follows:***

Open your web browser during the voting period and log-on to the e-voting website <https://evoting.karvy.com>. Now, fill up the following details in the appropriate boxes:



User-ID	a) For NSDL:- 8 characters DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID
Password :	please refer to the cover email enclosing this Notice
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
* Members who have not updated their PAN with the Company are requested to use default number 'ABCDE12345' in the PAN field.	

- a) After entering the details appropriately, click on **LOGIN**.
- b) If you are logged- in for the first time, 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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- c) You need to login again with the new credentials.
- d) On successful login, the system will prompt you to select the EVENT i.e., NEL HOLDINGS
- e) On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner.
- f) Shareholders holding multiple folios / DEMAT account shall choose the voting process separately for each folios / DEMAT account.
- g) Cast your vote 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. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- h) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to upload the scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, on the e-voting portal.
- i) **Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.**
- j) The Portal will remain open for electronic voting from:

Opening	:	9.00 A.M. on Friday, July 10, 2020
Closing	:	5.00 P.M. on Saturday, August 08, 2020 (both days inclusive)



- k) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Ms. Krishna Priya, KFin Technologies Private Limited at 040-6716 2222 or at 1800-345-4001 (toll free).
 - l) The results of e-voting will be announced by the Company on its website www.nelholdings.in and the same shall also be informed to the stock exchanges.
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A STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

Shareholders may be noted that in order to have uniqueness in its current name and with regard to its existing operational business activities in southern part of the Country, the Management after an internal discussions with various Strategic Advisors, Board Members, Senior Employees and the Industry Experts proposed to add the word "SOUTH" or any other similar word in its current existing name.

Thereafter, in pursuance of the RUN application filed by the Company vide SRN R37819232 dated April 29, 2020 along with the resolution passed by the Board of Directors in its meeting held on February 14, 2020 for reserving the new name, the Ministry of Corporate Affairs (MCA) has made available and reserved the proposed name "**NEL Holdings South Limited**".

Shareholders are hereby informed that there is no change in line of the Company's current business activity and there is no further amount invested in the assets of the company against any new activity/project.

It may be noted that the change of name will be subject to the further approvals from the Shareholders by way of a Special Resolution and from the Stock Exchange upon filing an application along with relevant certificates from Chartered Accountant and Company Secretary.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the Shareholders is required to be accorded for changing the name of the Company by way of a Special Resolution.

Accordingly, the Special Resolution, as set out in Item No. 1, is submitted for approval by shareholders of the Company. None of the Directors are concerned or interested in the Resolution.



Item No 2:

Shareholders may recall that subsequent to the Board's approval to apply for the change of name of the Company from the existing "NEL Holdings Limited" to "NEL Holdings South Limited" the Company filed an application with Ministry of Corporate Affairs (MCA) applied for reserving the new name on April 29, 2020.

Thereafter, in pursuance of the RUN application filed by the Company vide SRN R37819232 dated April 29, 2020 along with the resolution passed by the Board of Directors in its meeting held on February 14, 2020 for reserving the new name, the Ministry of Corporate Affairs (MCA) vide a name availability letter dated May 04, 2020 has made available and reserved the proposed name "NEL Holdings South Limited".

It may be noted that the change of name will be subject to the further approvals from the Shareholders by way of a Special Resolution and from the Stock Exchange upon filing an application along with relevant certificates from Chartered Accountant and the Company Secretary.

Further, consequent upon the name approval, it is proposed to alter the "Name Clause" in the Memorandum of Association and change the name of the Company wherever it appears in the Articles of Association.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, approval of the Shareholders is required to be accorded to alter the Memorandum of Association and the Articles of Association by way of a Special Resolution.

Accordingly, a special resolution, as set out in Item No. 2, is submitted for approval by the shareholders of the Company. None of the Directors are concerned or interested in the Resolution.

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

A handwritten signature in blue ink, appearing to read "Prasant Kumar", is written over a circular blue stamp. The stamp contains the text "NEL Holdings Limited" around the top edge and "Bengaluru" at the bottom, with a star in the center.

Prasant Kumar
Company Secretary & Chief Compliance Officer

July 01, 2020
Bengaluru