



June 30, 2022

Ref : NEL/16/2022-23

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 18th 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 18th 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 29, 2022 for the 18th AGM of the Company held on 30th June, 2022 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 : L93000KA2004PLC033412

Regd. Office: No. 110, Andrews Building, Level 1, M.G. Road, Bengaluru - 560 001, India.

P: +91- 80-2227 2220, W: www.nelholdings.in, Email : info@nelholdings.in

NEL

Holdings South Limited

DECLARATION OF VOTING RESULTS OF RESOLUTIONS PASSED THROUGH REMOTE E-VOTING AND E-VOTING DURING THE 18th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30th JUNE, 2022 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 18th 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 27th June, 2022 (9:00 IST) to 29th June, 2022 (17:00 IST) and e-voting during the 18th 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 30th June, 2022 on remote e-voting and e-voting conducted during the 18th 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 2022, together with the Reports of the Board of Directors and Auditor’s thereon	Ordinary	99.97%	0.03%
2	To appoint a Director in place of Mr. Rajeev Khanna (DIN: 07143405) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	99.95%	0.05%
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	99.95%	0.05%
4	To approve the re-classification of certain Promoters/ Promoter Group to ‘Public’ Shareholder category	Special	94.30%	5.69%

NEL Holdings South Limited

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NEL

Holdings South Limited

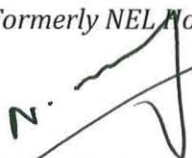
Based on the above report, all the resolution was passed successfully at the 18th Annual General Meeting of the Company.

Thanking you.

Yours faithfully,

For NEL Holdings South Limited

(Formerly NEL Holdings Limited)


Nitesh Shetty
Chairman & Managing Director



NEL Holdings South Limited

(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

	NEL HOLDINGS SOUTH LIMITED
Date of the AGM/EGM	30-06-2022
Total number of shareholders on record date	19881
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:	31

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 2022, together with the Reports of the Board of Directors and Auditor's thereon										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
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	65,273,350	65,273,350	100.0000	65,273,350	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		65,273,350	100.0000	65,273,350	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	10,259,663	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	70,299,087	253,441	0.3605	231,981	21,460	91.5325	8.4674	0	0	
	Poll		276,725	0.3936	276,725	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		530,166	0.7541	508,706	21,460	95.9522	4.0478	0	0	
Total		145,832,100	65,803,516	45.1228	65,782,056	21,460	99.9674	0.0326	0	0	



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Rajeev Khanna (DIN 07143405) who retires by rotation and being eligible, offers himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	65,273,350	65,273,350	100.0000	65,273,350	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		65,273,350	100.0000	65,273,350	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	10,259,663	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	70,299,087	248,781	0.3539	219,285	29,496	88.1437	11.8562	0	4,660
	Poll		276,725	0.3936	276,725	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		525,506	0.7475	496,010	29,496	94.3871	5.6129	0	4660
Total		145,832,100	65,798,856	45.1196	65,769,360	29,496	99.9552	0.0448	0	4660



Resolution No.	3									
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?	Yes									
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	65,273,350	65,273,350	100.0000	65,273,350	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		65,273,350	100.0000	65,273,350	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	10,259,663	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	70,299,087	109,741	0.1561	79,795	29,946	72.7121	27.2878	0	143,700
	Poll		276,725	0.3936	276,725	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		386,466	0.5497	356,520	29,946	92.2513	7.7487	0	143700
Total		145,832,100	65,659,816	45.0243	65,629,870	29,946	99.9544	0.0456	0	143700



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the re-classification of certain Promoters/ Promoter Group to 'Public' Shareholder category									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	65,273,350	0	0.0000	0	0	0.0000	0.0000	0	65,273,350
	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	0.0000	0	0	0.0000	0.0000	0	65273350
Public- Institutions	E-Voting	10,259,663	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	70,299,087	249,241	0.3545	219,295	29,946	87.9851	12.0148	0	4,200
	Poll		276,725	0.3936	276,725	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		525,966	0.7481	496,020	29,946	94.3065	5.6935	0	4200
Total		145,832,100	525,966	0.3607	496,020	29,946	94.3065	5.6935	0	65277550



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
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 18th Annual General Meeting of Shareholders of the Company held on Thursday, the 30th day of June, 2022 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 18th Annual General Meeting of the Members of NEL Holdings South Limited held (the Company) on Thursday, the 30th June 2022 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") 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, ("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 ("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 18th 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 18th AGM along with statement setting out material facts under Section 102 of the Act, along with the Annual Report for the FY 2021-2022 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories.

The Notice calling the 18th 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 18th 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 24, 2022. The voting period for the remote e-voting commenced on Monday, 27th June 2022, at 9.00 AM and ended on Wednesday, 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 (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. However no bodies corporate, Institutional Members (FIs/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 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 2022 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
49	65782056	99.9674%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	21460	0.0326%

(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 April 29, 2022 stands passed with requisite majority.

Consolidated Results of Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Rajeev Khanna (DIN: 07143405) who retires by rotation and being eligible, offers himself for re-appointment..

(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
46	65769360	99.9552%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	29496	0.0448%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
*3	4660

*Three members holding 4660 equity shares interested in the said resolution have abstained from voting said resolution.

Thus, the ordinary resolution contained in Item No.2 of the notice dated April 29, 2022 stands passed with requisite majority.

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 voted	Number of valid votes cast by them	% of total number of valid votes cast
46	65629870	99.9544%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	29946	0.0456%

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

Number of Members voted	Total number of invalid votes cast by them
2	143700

*Two members holding 4660 equity shares interested in the said resolution have abstained from voting said resolution.

Thus, the special resolution contained in Item No.3 of the notice dated April 29, 2022 stands passed with requisite majority.

Consolidated Results of Item No.4: Ordinary Resolution:

To approve the re-classification of certain Promoters/ Promoter Group to 'Public' Shareholder category.

(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
46	496020	94.3065%

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

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	29946	5.6935%

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

Number of Members voted	Total number of invalid votes cast by them
*2	65277550

*Two member holding 65277550 equity shares interested in the said resolution has abstained from voting in interested in item.

Thus, the Ordinary resolution contained in Item No.4 of the notice dated April 29, 2022 stands passed with requisite majority.

Sudhindra K S

SCRUTINISER – AGM
Company Secretary
B.Com. FCS.LLB, DIA, RP
UDIN: F007909D000545424

Place: Bengaluru

Dated: 30th June, 2022