

**September 27, 2019**

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

**The National Stock Exchange of India Limited**  
(Stock Code: NITESHEST, Series- EQ)  
Exchange Plaza, Plot No. C/1, G Block  
Bandra – Kurla Complex, Bandra (E)  
Mumbai - 400 051

Dear Sir / Madam,

Sub: Voting Results of the 15<sup>th</sup> Annual General Meeting:

In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed the Voting Results and the Scrutinizers Reports in the prescribed format of the 15<sup>th</sup> Annual General Meeting held on September 27, 2019 for your information and records.

Further, in compliance with the provisions of Rule 20 of Companies (Management & Administration) Rules, 2014, the same will be hosted on the website of the Company.

Thanking you

**For NEL Holdings Limited**  
**(Formerly Nitesh Estates 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

NAME: **NEL HOLDINGS LIMITED**

SL.NO	DESCRIPTION					
A	DATE OF AGM		<b>27-09-2019</b>			
B	BOOK CLOSURE DATE		<b>21-09-2019 TO 27-09-2019</b> ( Both days Inclusive )			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		<b>19524</b>			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		<b>72</b>			
	<b>SHAREHOLDERS</b>	<b>PRESENT IN PERSON</b>	<b>PRESENT THROUGH PROXY</b>	<b>TOTAL</b>	<b>SHARES</b>	<b>% TO CAPITAL</b>
	PROMOTER AND PROMOTER GROUP	<b>4</b>	<b>0</b>	<b>4</b>	<b>22266933</b>	<b>44.82</b>
	PUBLIC	<b>68</b>	<b>0</b>	<b>68</b>	<b>167210</b>	<b>0.11</b>
	TOTAL	<b>72</b>	<b>0</b>	<b>72</b>	<b>22434143</b>	<b>44.93</b>
E	No. of shareholders attended the meeting through Video conferencing- No video conferencing facility was made available.					

	NEL HOLDINGS LIMITED
Date of the AGM/EGM	27-09-2019
Total number of shareholders on record date	19524
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	68
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

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 2019, 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	65,366,527	65,366,527	100.0000	65,366,527	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			65,366,527	100.0000	65,366,527	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	20,109,852	9,200,189	45.7497	9,200,189	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			9,200,189	45.7497	9,200,189	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	60,355,721	474,185	0.7857	474,085	100	99.9789	0.0210	0	0	
	Poll		106,589	0.1766	105,389	1,200	98.8741	1.1258	110	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
Total			580,774	0.9623	579,474	1,300	99.7762	0.2238	110	0	
Total			145,832,100	75,147,490	51.5301	75,146,190	1,300	99.9983	0.0017	110	0

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint the Statutory Auditors 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	65,366,527	65,366,527	100.0000	65,366,527	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			65,366,527	100.0000	65,366,527	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	20,109,852	9,200,189	45.7497	9,200,189	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			9,200,189	45.7497	9,200,189	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	60,355,721	474,185	0.7857	474,059	126	99.9734	0.0265	0	0	
	Poll		106,589	0.1766	105,389	1,200	98.8741	1.1258	110	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
Total			580,774	0.9623	579,448	1,326	99.7717	0.2283	110	0	
Total			145,832,100	75,147,490	51.5301	75,146,164	1,326	99.9982	0.0018	110	0

Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Subramanian Ananthanarayanan DIN 07621318 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	65,366,527	65,366,527	100.0000	65,366,527	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			65,366,527	100.0000	65,366,527	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	20,109,852	9,200,189	45.7497	9,200,189	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			9,200,189	45.7497	9,200,189	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	60,355,721	474,185	0.7857	474,059	126	99.9734	0.0265	0	0	
	Poll		106,589	0.1766	94,397	12,192	88.5616	11.4383	110	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
Total			580,774	0.9623	568,456	12,318	97.8790	2.1210	110	0	
Total			145,832,100	75,147,490	51.5301	75,135,172	12,318	99.9836	0.0164	110	0

Resolution No.	4										
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Mr. Jagdish Capoor DIN 00002516 as an Independent Director of the Company for the second term										

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	65,366,527	65,366,527	100.0000	65,366,527	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
Public- Institutions	Total		65,366,527	100.0000	65,366,527	0	100.0000	0.0000	0	0
	E-Voting	20,109,852	9,200,189	45.7497	9,200,189	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	
Public- Non Institutions	Total		9,200,189	45.7497	9,200,189	0	100.0000	0.0000	0	0
	E-Voting	60,355,721	474,185	0.7857	474,059	126	99.9734	0.0265	0	0
	Poll		106,589	0.1766	94,397	12,192	88.5616	11.4383	110	0
Postal Ballot (if applicable)	0		0.0000	0	0	0.0000	0.0000	0	0	
Total	Total		580,774	0.9623	568,456	12,318	97.8790	2.1210	110	0
	Total	145,832,100	75,147,490	51.5301	75,135,172	12,318	99.9836	0.0164	110	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the divestment of subsidiary – Nitesh Indiranagar Retail Private Limited.									
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	65,366,527	65,366,527	100.0000	65,366,527	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
Public- Institutions	Total		65,366,527	100.0000	65,366,527	0	100.0000	0.0000	0	0
	E-Voting	20,109,852	9,200,189	45.7497	9,200,189	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	
Public- Non Institutions	Total		9,200,189	45.7497	9,200,189	0	100.0000	0.0000	0	0
	E-Voting	60,355,721	474,185	0.7857	474,059	126	99.9734	0.0265	0	0
	Poll		106,589	0.1766	105,389	1,200	98.8741	1.1258	110	0
Postal Ballot (if applicable)	0		0.0000	0	0	0.0000	0.0000	0	0	
Total	Total		580,774	0.9623	579,448	1,326	99.7717	0.2283	110	0
	Total	145,832,100	75,147,490	51.5301	75,146,164	1,326	99.9982	0.0018	110	0



**SUDHINDRA K.S** FCS,LLB.,DIA  
Company Secretary  
Trade Mark Attorney

To,  
The Managing Director / Company Secretary  
NEL Holdings Limited  
Nitesh Timesquare, 7<sup>th</sup> Floor,  
No.8, M.G. Road, Bengaluru-560001

Dear Sir,

Sub: Combined Scrutinizer Report on e-voting and poll at the 15th Annual General Meeting of Shareholders of the Company held on Friday, 27<sup>th</sup> September 2019 at 09.00 AM, at "Dr. B. R. Ambedkar Memorial Trust" (AmbedkarBhavana), Miller's Road, Vasanthnagar, Bengaluru-560052.

I Sudhindra K S,a Company Secretary in Practice having office at 36, "Shivakrupa", Ground Floor, 6<sup>th</sup> Main, 7<sup>th</sup> Cross, Malleshwaram, Bengaluru 560003, Karnataka-India have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting and for the purposes of the poll taken in a fair and transparent manner by ascertaining the requisite majority on e-voting and the poll carried out as per the provisions of the Companies Act, 2013 read with applicable rules of the Companies (Management and Administration) Rules, 2014 on the resolutions mentioned in the notice of the 15<sup>th</sup> Annual General Meeting of Members of NEL Holdings Limited held on Friday, the 27<sup>th</sup> September 2019 at 09.00AM "Dr. B. R. Ambedkar Memorial Trust" (AmbedkarBhavana), Miller's Road, Vasanthnagar, Bengaluru-560052.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to e-voting and the poll on the resolutions mentioned in notice of 15<sup>th</sup> Annual General Meeting of the Members of the Company.

My responsibility, as a scrutinizer for remote e-voting and the Poll is restricted to the extent of making Scrutinizer's report of the votes cast "In favour" or "Against" the Resolutions stated above, based on the reports generated from the e-voting system provided by "Karvy".

The Company had appointed Karvy Fintech Private Limited ("Karvy") as a service provider, for providing remote electronic voting to the shareholders of the Company from 24<sup>th</sup> September, 2019 9.00AM till 26<sup>th</sup> September, 2019 5.00PM. The Karvy Fintech Private Limited is the Registrar and Share Transfer Agent of the Company.



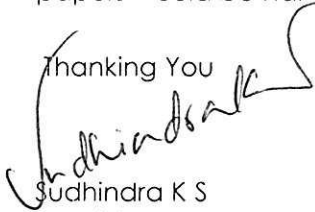
The remote e-voting results were unlocked by me on 26<sup>th</sup> September 2019 and 27<sup>th</sup> September 2019 in the presence of two witnesses who are not in the employment of the Company. For further details kindly refer to my attached Report dated 27<sup>th</sup> September 2019.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For details kindly refer to Scrutinizer Report in Form MGT 13 dated 27<sup>th</sup> September 2019.

Consolidate results on the said remote e-voting process and poll is herewith attached.

Item No. 1 to 3 of the Notice of the 15<sup>th</sup> Annual General Meeting stands passed as Ordinary Resolution with requisite majority and Item No 4 and 5 of Notice of the 15<sup>th</sup> Annual General Meeting stands passed as Special Resolution 3/4<sup>th</sup> majority. The electronic register and all other papers together with relevant records relating to remote electronic voting and Poll papers would be handed over to the Company Secretary for safe keeping.

Thanking You

  
Sudhindra K S  
Scrutinizer  
Company Secretary.  
FCS No 7909, CP No 8190



Date: 27<sup>th</sup> September 2019  
Place: Bengaluru

**Part-III-Consolidated Results:****Consolidated Result of Item No.1: Ordinary Resolution:**

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, togetherwith the Reports of the Board of Directors and Auditor's thereon.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	75040801	18	105389	37	75146190	99.9983%
Dissent	1	100	3	1200	4	1300	0.0017%
Invalid	0	0	3	110	3	110	NA
Abstain	0	0	0	0	0	0	NA
Total	20	75040901	24	106699	44	75147600	100.00%

Accordingly, out of total 75147490 valid votes cast via remote e-voting and poll 75146190 votes constituting 99.9983% of the votes were cast assenting to the Ordinary Resolution, 1300 votes constituting 0.0017% of the votes were cast dissenting to the Ordinary Resolution and 110 votes cast via poll were invalid to the Ordinary Resolution.

Thus, the Ordinary Resolution contained in item no. 1 of the notice dated 30th May 2019 stands passed with requisite majority.

**Consolidated Results of Item No: 2-Ordinary Resolution:****To Appoint Statutory Auditors of the Company**

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	75040775	18	105389	36	75146164	99.9982%
Dissent	2	126	3	1200	5	1326	0.0018%
Invalid	0	0	3	110	3	110	NA
Abstain	0	0	0	0	0	0	NA
Total	20	75040901	24	106699	44	75147600	100.00%

Accordingly, out of total 75147490 valid votes cast via remote e-voting and poll 75146164 votes constituting 99.9982% votes were cast assenting to the Ordinary Resolution, 1326 votes constituting 0.0018% votes were cast dissenting to the Ordinary Resolution and 110 votes cast via poll were invalid to the Ordinary Resolution.

Thus, the Ordinary Resolution contained in item no. 2 of the notice dated 30th May 2019 stands passed with requisite majority.



**Consolidated Results of Item No: 3.-Special Business and Ordinary Resolution:  
To appoint Mr. Subramanian Ananthanarayanan (DIN: 07621318) a Director (Independent Director) of the Company**

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	75040775	17	94397	35	75135172	99.9836%
Dissent	2	126	4	12192	6	12318	0.0164%
Invalid	0	0	3	110	3	110	NA
Abstain	0	0	0	0	0	0	NA
Total	20	75040901	24	106699	44	75147600	100.00

Accordingly, out of total 75147490 valid votes cast via remote e-voting and poll 75135172 votes constituting 99.98% votes were cast assenting to the Ordinary Resolution, 12318 votes constituting 0.0164% votes were cast dissenting to the Ordinary Resolution and 110 votes cast via poll were invalid to the Ordinary Resolution.

Thus, the Ordinary Resolution contained in item no. 3 of the notice dated 30th May 2019 stands passed with requisite majority.

**Consolidated Results of Item No.4: Special Business and Special Resolution  
To appoint Mr. Jagdish Capoor (DIN: 00002516) as an Independent Director of the Company for the second term.**

Particulars	Number of Votes contained in						Percentage of % Valid Votes
	Remote E-Voting		Insta Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	75040775	17	94397	35	75135172	99.9836%
Dissent	2	126	4	12192	6	12318	0.0164%
Invalid	0	0	3	110	3	110	NA
Abstained	0	0	0	0	0	0	NA
Total	20	75040901	24	106699	44	75147600	100.00%

Accordingly, out of total of 75147490 valid votes cast via remote e-voting and Poll 75135172 votes constituting 99.9836% of the votes were cast assenting to the Special Resolution, 12318 votes constituting 0.0164% of the votes were cast dissenting to the Special Resolution and 110 votes cast via poll were invalid to the Special Resolution.

Thus, the special resolution contained in Item No.4 of the notice dated 30th May 2019 stands passed with 3/4<sup>th</sup> majority.





**Consolidated Results of Item No.5: Special Business and Special Resolution  
To approve the divestment of subsidiary – Nitesh Indiranagar Retail Private Limited**

Particulars	Number of Votes contained in						Percentage
	Remote E-Voting		Insta Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	75040775	18	105389	36	75146164	99.99%
Dissent	2	126	3	1200	5	1326	0.0018%
Invalid	0	0	3	110	3	110	NA
Abstained	0	0	0	0	0	0	NA
Total	20	75040901	24	106699	44	75147600	100.00%

Accordingly, out of total of 75147490 valid votes cast via remote e-voting and Poll 75146164 votes constituting 99.9982% of the votes were cast assenting to the Special Resolution, 1326 votes constituting 0.0018% of the votes were cast dissenting to the Special Resolution and 110 votes cast via poll were invalid to the Special Resolution.

Thus, the special resolution contained in Item No.5 of the notice dated 30th May 2019 stands passed with 3/4<sup>th</sup> majority.

Thanking You

*Sudhindra K S*  
Sudhindra K S  
Scrutinizer  
Company Secretary  
FCS No 7909, CP No 8190



Date: 27<sup>th</sup> September 2019  
Place: Bengaluru

**Annexure-1**

Statement of witness as required under to be present under Rule 20(3)(Xii) of Companies (Management and Administration) Rules, 2014:

Witness 1:

I Ramchandra K S residing at Flat A, Susheel Chandra Apartment, 10<sup>th</sup> A Main, 17<sup>th</sup> A Cross, Malleswaram West, Bangalore 560055, hereby state that I witnessed the downloading of the votes on the website [www.evoting.karvy.com](http://www.evoting.karvy.com), when Mr. Sudhindra K S, Scrutinizer appointed by NEL HOLDINGS LIMITED unblocked the same, I further state that I am not an employee of NEL HOLDINGS LIMITED.

  
Signature:

Date: 27.09.2019

Witness 2:

I Karuna K residing at Flat A, Susheel Chandra Apartment, 10<sup>th</sup> A Main, 17<sup>th</sup> A Cross, Malleswaram West, Bangalore 560055 hereby state that I witnessed the downloading of the votes on the website [www.evoting.karvy.com](http://www.evoting.karvy.com), when Mr. Sudhindra K S, Scrutinizer appointed by NEL HOLDINGS LIMITED unblocked the same, I further state that I am not an employee of NEL HOLDINGS LIMITED.

  
Signature:

Date:27.09.2019