

June 03, 2024

Ref.: SATCHMO/009/2024-25

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

Dear Sir/Madam,

Sub: Notice of the 20th Annual General Meeting of the Company for the Financial Year 2023-24 under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In continuation of our previous communication and in line with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), attached herewith is the Notice and the Explanatory Statement of the 20th Annual General Meeting of the Company scheduled to be held on **Friday, June 28, 2024 at 9.00 AM (IST)** through Video Conference / Other Audio Visual Means.

Information at a glance:

Day, Date and time of AGM	Friday, June 28, 2024 at 9.00 AM
Mode	Video Conference / Other Audio Visual Means
Cut-off date for e-voting	Friday, June 21, 2024
E-voting start date and time	Tuesday, June 25, 2024 9.00 AM
E-voting end date and time	Thursday, June 27, 2024 5.00 PM

The said Notice forms part of the Annual Report 2023-24. The Annual Report for FY 2023-24 and other related documents are available on the website of the Company at www.satchmoholdings.in.

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking you,

For Satchmo Holdings Limited
(Formerly NEL Holdings South Limited)


Prasant Kumar
Company Secretary & Chief Compliance Officer



Encl.: As above

Satchmo Holdings Limited

(Formerly known as NEL Holdings South Limited)

CIN : L93000KA2004PLC033412

Regd. Office: No. 110, A Wing, Level 1, Andrews Building, M.G. Road, Bangalore - 560 001. Tel: +91-080-2227 2220, W : satchmoholdings.in, Email : info@satchmoholdings.in

SATCHMO HOLDINGS LIMITED

(Formerly known as NEL Holdings South Limited)

CIN: L93000KA2004PLC033412

Regd. Office : 110, A Wing, Andrews Building, Level 1, M. G. Road, Bengaluru-560 001

Ph. +91-80-2227 2220 Website: www.satchmoholdings.in ; email: Investor@satchmoholdings.in, cs@satchmoholdings.in

Notice

NOTICE is hereby given that the Twentieth Annual General Meeting ("AGM") of the Members of SATCHMO HOLDINGS LIMITED ("the Company") will be held on Friday, 28th June 2024 at 9:00 a.m. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditor's thereon

To consider and if thought fit, to adopt the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Annual Financial Statements (including the balance sheet of the Company as at March 31, 2024 and the statement of profit and loss together with the notes on accounts, schedules, statement of cash flow, etc.), in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2024, including the consolidated financial statements for the year ended as on that date, together with the report of the Director' and Auditors' thereon as presented to the meeting, be and are hereby approved and adopted."

2. To appoint the Statutory Auditors of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s KAMG Associates, Chartered Accountants, Kolkata having Firm Registration No. 311027E allotted by the Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as Statutory Auditors of the Company for the term of five consecutive years, from the conclusion of this Annual General Meeting i.e Twentieth Annual General Meeting until the conclusion of Twenty fifth Annual General Meeting to be held in the year 2029, on such remuneration as recommended by the Audit Committee and finalized by the Board of Directors of the Company."

SPECIAL BUSINESS:

3. To appoint Mr. Ramesh Karur Raghavendran (DIN: 03572425), as Whole-time Executive Director and Chief Financial Officer, designated as Executive Director – Finance and CFO of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ramesh Karur Raghavendran (DIN: 03572425), who was appointed as an Additional Director of the Company with effect from April 16, 2024 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160

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of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Whole time Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT subject to and in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members be and is hereby accorded for the appointment of Mr. Ramesh Karur Raghavendran (DIN: 03572425), as a Whole-Time Executive Director and Chief Financial Officer, designated as 'Executive Director – Finance and CFO' of the Company, liable to retire by rotation, for a term of five years effective from April 16, 2024 upon the terms and conditions as set out in the explanatory statement annexed to the Notice, which have been approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, with liberty and power to the Board of Directors ('the Board' which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment as it may deem fit;

RESOLVED FURTHER THAT Mr. Ramesh Karur Raghavendran shall not be paid remuneration by virtue of him being appointed as Executive Director until otherwise decided so long as he functions as the Whole-time Executive Director of the Company;

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally/jointly authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give full effect to this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company."

Registered Office:
110, A Wing, Andrews Building, Level 1,
M.G.Road, Bengaluru - 560001

Place: Bengaluru
Date: May 10, 2024

BY ORDER OF THE BOARD
For Satchmo Holdings Limited



A handwritten signature in blue ink that reads "Prasant".

Prasant Kumar
Company Secretary &
Chief Compliance Officer

CS PRASANT KUMAR
COMPANY SECRETARY
ACS-18603

Notes:

General instructions for accessing and participating in the 20th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

1. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 9/2023 dated September 25, 2023 has allowed the Companies to conduct its Annual General Meeting for the year 2024 through video conferencing ("VC") or other audio-visual means ("OAVM") in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. 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, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 ("SEBI Circulars") and Circular No. SEBI/HO/DDHS /P/CIR/2023/0164 dated October 06, 2023 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"), and aforesaid circulars and guidelines issued in this regard, the Board of Directors has approved conducting of the 20th Annual General Meeting (AGM) of the Company through VC / OAVM, without physical presence of the Members .
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 20th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard -2 on General Meeting Issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM. Since the AGM will be held through VC/OAVM means, the Route Map is not annexed in this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts relating to business under Item numbers 2 and 3 to be transacted at the meeting is annexed hereto and forms part of this Notice.
4. Information with regard to Mr. Ramesh Karur Raghavendran as stipulated under the Listing Regulations and the applicable Secretarial Standard(s), is annexed hereto. Requisite declarations have been received from the respective Director seeking their appointment/ re-appointment.
5. In terms of provisions of Section 107 of the Act, the resolutions as set out in the notice are being conducted through e-voting, and therefore the said resolutions will not be decided on a show of hands at the AGM.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Act.
7. **E-AGM:** Company has appointed KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting the e-AGM.
8. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent

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electronically through their registered email address to the Scrutinizer at sudhindraksfcs@gmail.com with a copy marked to cs@satchmoholdings.in.

10. The Company's Registrar and Transfer Agents for Its Share Registry Work (Physical and Electronic) is KFin Technologies Limited, (KFin) having its office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032, Toll Free No.: 1800-309-4001, WhatsApp Number: (91) 91 0009 4099, E-mail: elward.ris@kfintech.com, Website: <https://www.kfintech.com> or <https://ris.kfintech.com/> (email elward.ris@kfintech.com) and Investor Support Centre (DIY Link): <https://ris.kfintech.com/client-services/isc>.

Members are requested to note that, KFinTech has launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for our members. Now, Members can download the mobile app and see portfolios serviced by KFinTech, check dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM".

11. Pursuant to the provisions of the Listing Regulations, the Company is maintaining an E-mail ID, investor@satchmoholdings.in exclusively for prompt redressal of members/ investors grievances. No investor grievances has been pending as on this date.
12. **Attending e-AGM:** Members will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by clicking on "Video Conference" and access the shareholders'/ members' login by using the remote e-voting credentials which shall be provided as per Note No. 22 below. Kindly refer Note no. 22 below for detailed instruction for participating in e-AGM through Video Conferencing.
13. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
14. As per the MCA Circular up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
15. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
16. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent. Kindly refer Note no. 22 below for detailed instruction for remote e-voting.
17. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-AGM through the e-voting system provided by KFin in the Video Conferencing platform during the e-AGM. Kindly refer Note No. 22 below for instruction for e-voting during the AGM.
18. The Company has fixed Friday, June 21, 2024 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.
19. The Register of Members and Transfer Book of the Company will be closed from June 21, 2024 (Friday) to June 28, 2024 (Friday) (both days inclusive).

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20. In compliance with the aforesaid MCA Circulars and the SEBI Circular dated October 06, 2023, Notice of the e-AGM along with the Annual Report for the financial year ended on 31st March, 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, May 31, 2024. The Notice calling the AGM and the Annual Report has 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 at www.bseindia.com. The same is also available on the website of KFin website address <https://evoting.kfintech.com/>.

21. Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in DEMAT form) or with RTA (in case the shareholders holding shares in physical form):

- I. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in DEMAT form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin by sending an e-mail request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
- II. Those members who have not registered their email addresses with the Company / Depository Participants, as the case may be, are requested to contact the Compliance Officer of the Company at cs@satchmoholdings.in to register their email id with the Company.

In case of any queries, shareholder may write to einward.ris@kfintech.com.

- III. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.
- IV. In terms of the Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 issued by SEBI and as amended, the Members are requested to update their PAN and bank account details with KFin (in case of physical holding) and with the DP (in case of dematerialised holding).
- V. In accordance with the SBI Circular - SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 and all other earlier circulars issued in this regard, it is mandatory for all holders of physical securities of the company to furnish their PAN, KYV Details and Nomination by submitting the required documents/details (details of requirement are mentioned in Annexure-A of the Circular) to the RTA - KFin Technologies Limited, (KFin) having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500032, Toll Free No.: 1800-309-4001, E-mail: einward.ris@kfintech.com, Website: <https://www.kfintech.com> or <https://ris.kfintech.com/> (email einward.ris@kfintech.com):

- a) PAN (linked with Aadhaar)
- b) Nomination (for all eligible folios)
- c) Complete Postal address with PIN, Mobile number, E-mail address
- d) Bank account details (bank name and branch, bank account number, IFS code)
- e) Specimen signature

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The folios wherein any one of these cited document / details were not available on or after December 31, 2023, has been frozen by the RTA.

Further the RTA shall revert the frozen folios to normal status upon:

- a) receipt of all the aforesaid documents / details at paragraph 4 above or
- b) dematerialization of all the securities in such folios

vi. In accordance with the SBI Circular - SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated December 27, 2023 and all other earlier circulars issued in this regard, It is mandatory for all demat holders to submit the "choice of nomination" by end of Jun 30, 2024.

22. Instructions for E-voting and joining AGM through VC / QAVM:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, the Company is pleased to provide the e-voting facility to its Members to cast their vote electronically through the e-voting services provided by KFinTech on all resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 a.m. on Tuesday, June 25, 2024 and will end at 5.00 p.m. on Thursday, June 27, 2024. The Company has appointed Mr. Sudhindra K. S., Practicing Company Secretary (FCS 7909, CP No. 8190) to act as the Scrutinizer, to scrutinize the entire e-voting process at the AGM and remote e-voting in a fair and transparent manner.

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Tuesday, June 25, 2024.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date which shall be Friday, June 21, 2024.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfinotech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

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vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-Individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" 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.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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 requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login_or or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user Id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p>

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	<p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

LogIn type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- I. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - III. After entering these details appropriately, click on "LOGIN".
 - IV. You will now reach 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - V. You need to login again with the new credentials.



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- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'SATCHMO HOLDINGS LIMITED - AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sudhindraksfcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting Instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to elinward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id elinward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting Instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting Instructions mentioned above.

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- ii. Facility for joining AGM through VC / OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable WI-FI or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor@satchmoholdings.in. Questions /queries received by the Company till June 27, 2024 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened during the e-voting period i.e from 9.00 A.M. on Tuesday, June 25, 2024 till 5.00 P.M. on Thursday, June 27, 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 9.00 A.M. on Tuesday, June 25, 2024 till 5.00 P.M. on Thursday, June 27, 2024. Questions /queries received by the Company till June 27, 2024, 5.00 P.M. shall only be considered and responded during the AGM.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms. Krishna Priya M, Manager - Corporate Registry, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-3454-001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, June 21, 2024, 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 cut-

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off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

By order of the Board of Directors of
Satchmo Holdings Limited



Prasant Kumar

Prasant Kumar
Company Secretary &
Chief Compliance Officer

Place: Bengaluru
Date: May 10, 2024

CS PRASANT KUMAR
COMPANY SECRETARY
ACS-18603

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2: To appoint the Statutory Auditors of the Company and to fix their remuneration:

M/s. Ray & Ray (Firm Registration No.301072E), Chartered Accountants, have been the Statutory Auditors of the Company since last 10 years. Pursuant to the provisions of Section 139 (2) of the Companies Act 2013 (the "Act"), read with applicable Rules framed thereunder, the term of the present Statutory Auditors expires at the conclusion of this AGM. The Board of Directors place on record their appreciation for the services rendered by M/s. Ray & Ray, Chartered Accountants.

Accordingly, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May 10, 2024, proposed the appointment of M/s KAMG Associates, Chartered Accountants, Bengaluru having Firm Registration No. 311027E as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 25th AGM to be held in the year 2029.

M/s KAMG Associates, Chartered Accountants, Kolkata (Firm Registration No. 311027E) have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Sections 139, 141 and other relevant provisions the Act and the Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

The fee proposed to be paid to M/s KAMG Associates, Chartered Accountants towards statutory audit for financial year 2024-25 shall not exceed Rs. 13.32 Lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors.

The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.

The Audit Committee and the Board of Directors, while recommending the appointment of M/s KAMG Associates, Chartered Accountants as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

M/s KAMG Associates, Chartered Accountants ("the Firm") is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 311027E. The Firm was established in October, 1977 with head-office in Kolkata as a partnership firm, followed by a branch office at Delhi in 1984. The firm has also offices in Chennai and Mumbai. The Firm has a valid Peer Review certificate.

The Firm are primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients.

They audit several large listed and private companies across diverse market segments including Construction, Infrastructure, Coal & Mining, Oil and Petroleum, Banks & Financial Services, Technology, Telecommunications and other Professional Services.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No.2 of the Notice.

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Item No. 3: To appoint Mr. Ramesh Karur Raghavendran (DIN: 03572425), as Whole-time Executive Director and Chief Financial Officer, designated as Executive Director – Finance and CFO of the Company

Pursuant to the provisions of Sections 161 of the Companies Act, 2013 (the Act) and the Articles of the Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee passed on April 16, 2024 have appointed Mr. Ramesh Karur Raghavendran (DIN: 03572425), as the Additional Whole-time Executive Director Finance of the Company. Pursuant to Section 161 of the Companies Act, 2013 (“the Act”) he would hold office up to the date of this Annual General Meeting.

The profile and other details of Mr. Ramesh Karur Raghavendran are set out in the Annexure to the Notice. The Board of Directors also considers that based on his varied experience in the field of Finance, his association as Whole-time Director Finance would be of immense benefit to the Company. He shall be liable to retire by rotation.

The Company has received from Mr. Ramesh Karur Raghavendran (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act. The Company has also ensured that he is not debarred from holding the office of a director by virtue of any SEBI order or any such other authority.

Further, pursuant to the provisions of Sections 152 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations, 2015, as Mr. Ramesh Karur Raghavendran is not drawing any remuneration as Whole-time Executive Director of the Company and in line with recent changes in SEBI (LODR), 2015, it is proposed to appoint Mr. Ramesh Karur Raghavendran’s as a Whole-time Executive Director Finance of the Company to hold office for a period of 5 (Five) consecutive years effective from April 16, 2024. Accordingly, the resolution set in Item No. 3 is submitted before the Shareholders for the appointment of Mr. Ramesh Karur Raghavendran as Whole-time Executive Director Finance for a term of 5 years.

The terms and conditions of his appointment of Mr. Ramesh Karur Raghavendran had been approved and recommended by the Nomination & Remuneration Committee of the Company. His appointment and remuneration was fixed in accordance with Sections 196, 197 and Schedule V to the Companies Act, 2013 (“the Act”).

It is further informed that Mr. Ramesh Karur Raghavendran, shall neither draw nor entitled for any remuneration as Whole-time Executive Director Finance of the Company during his tenure. However, being also appointed as Chief Financial Officer of the Company, Mr. Ramesh Karur Raghavendran shall be eligible to draw his remuneration as Chief Finance Officer of the Company as per his terms of employment as agreed at the time of joining.

Mr. Ramesh Karur Raghavendran does not hold any shares in the Company.

Except Mr. Ramesh Karur Raghavendran, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

A statement as per Section II (iv) of Part II of Schedule V to the Companies Act, 2013 and for appointment of Mr. Ramesh Karur Raghavendran as Executive Director is set out below:

I. General Information

Nature of Industry	An Investments and Holding company in the sectors of Facilities Management, Catering, Restaurants, Food, and Equity Trading.
Date or expected date of commencement of commercial production	2004 (Date of Incorporation : 20th February 2004)

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In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable				
Financial performance based on given indicators	Details (Rs. In Lakhs)	2020-21	2021-22	2022-23	
	Paid Up Capital	14,583	14,583	14,583	
	Reserves & Surplus	(104,387)	(105,494)	(111,187)	
	Turnover	7615	20,325	17,023	
	Profit/(Loss) Before Tax	(7465)	(988)	(5,693)	
	Profit/(Loss) After Tax	(8127)	(1,045)	(5,693)	
Export performance and net foreign exchange collaborations	No foreign exchange earnings on account of Export				
Foreign investment or Collaboration	NIL				

II. Information about the appointee:

(1) Background details	<p>Mr. Ramesh Karur Raghavendran has nearly 32 years of post-qualification experience in various fields and has worked as Chief Financial Officer and Executive Director for 11 years in a multi-national manufacturing construction Company and 3 years at a Service Industry Company.</p> <p>He has also worked for Ernst & Young including 11 years in audit assignments in their Middle East and Bangalore Offices. During his tenure he has handled a wide range of clients of manufacturing, trading, Banking and Insurance sectors.</p>
(2) Past 3 (Three) Financial years remuneration	<p>For FY 2020-21 – NA For FY 2021-22 – NA For FY 2022-23 – NA</p>
(3) Recognition or awards	NA
(4) Job profile and his suitability	<p>Mr. Ramesh Karur Raghavendran has been appointed by the Board as Additional Whole-time Director and Chief Financial Officer of the Company. He is responsible for developing new business avenues, financial and bank related matters of the Company.</p> <p>As a qualified Chartered Accountant Mr. Ramesh Karur Raghavendran is adept in financial dealings and is capable of evaluating the potential opportunities and assessing the risk in the business. His 30+ years of previous experience as Chartered Accountant and 11 years in audit assignments is an asset to the Company.</p>
(5) Remuneration proposed (Subject to 'No Objections' from the Secured Creditors)	<p>Mr. Ramesh Karur Raghavendran, shall neither draw nor entitled for any remuneration as Whole-time Executive Director Finance of the Company during his tenure. However, being also appointed as Chief Financial Officer of the Company, Mr. Ramesh Karur Raghavendran shall be eligible to draw his remuneration as Chief Finance Officer of the Company as per his terms of employment as agreed at the time of joining</p>

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(6) Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (In case of expatriates the relevant details would be w.r.t. the country of his origin)	NA as Mr. Ramesh Karur Raghavendran Is not drawing any remuneration as Whole-time Executive Director of the Company
(7) Pecuniary relationship directly or Indirectly with the Company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship direct or Indirect with the Company and Mr. Ramesh Karur Raghavendran is also not related to any of the Directors of the Company.

III. Other Information:

(1) Reasons of loss or inadequate profits	The Company has achieved a lower Turnovers since past few Years as the Company has shifted its business from real estate sector to other business including Catering, Facilities Management, Trading, Data Centers, Proptech and other and yet to commence its full-fledged business activities into these new ventures.
(2) Steps taken or proposed to be taken for improvement:	<p>The Company's Ongoing projects (on a consolidated basis)</p> <p>The Company has already planned to exit from its residential real estate business and enter into Commercial real estate business including facility management and warehousing businesses.</p> <p>The Company is currently planning to diversify its business and scouting for a partner for raising funds through its subsidiary as Special Purpose Vehicle.</p> <p>The Company is selectively looking at opportunities into new geographies and businesses for a sustainable growth</p> <p>Significant and Material Orders Passed – The Company is currently under one time settlement with its lead Bankers regarding default on outstanding loans from Banks and Financial Institutions.</p>
(3) Expected Increase in productivity and profits in measurable terms	NA
(4) Date of first Appointment as Director	April 16, 2024 (Additional Whole-time Director)
(5) Name of listed entities in which the person also holds the directorship	NIL
(6) Membership of Committees in Listed Companies	NIL
(7) No. of shares held in the Company as on the date of the notice	NIL



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Brief particulars of the Director being appointed pursuant to the applicable provisions of Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting

Name of Directors	Mr. Ramesh Karur Raghavendran
Age	56
Qualification(s)	Mr. Ramesh Karur Raghavendran holds a Bachelor degree In Commerce and is a Fellow member of Institute of Chartered Accountants of India and a Fellow Member of Institute of Cost and Works Accountants of India, presently ICMAI.
Date of first Appointment	16.04.2024
Expertise in specific Functional areas	Mr. Ramesh Karur Raghavendran has nearly 32 years of post-qualification experience In various fields and has worked as Chief Financial Officer and Executive Director for 11 years in a multi-national manufacturing construction Company and 3 years at a Service Industry Company. He has also worked for Ernst & Young Including 11 years In audit assignments In their Middle East and Bangalore Offices. During his tenure he has handled a wide range of clients of manufacturing, trading, Banking and Insurance sectors.
Name of listed entities in which the person also holds the directorship	NIL
Membership of Committees in Listed Companies	NIL
No. of shares held in the Company as on the date of the notice	NIL

In pursuance to Schedule V, Part II, Section II Part (B), proviso (iv), a Statement containing following information is reproduced: General Information:

(1) Nature of the Industry:

Satchmo Holdings Limited (SHL) is an Investments and Holding company having cluster of businesses In the sectors of Facilities Management, Catering, Restaurants, Food, and Equity Trading and having its business in the state of Karnataka, India.

(2) Incorporation Details:

The Company was Initially Incorporated on February 20, 2004 bearing Registration No.: 33412 as a Private Limited Company under the provisions of the Companies Act, 1956 and was subsequently listed on May 13, 2010. The new name of the Company is Satchmo Holdings (bearing Registration No.: 33412 and CIN: L93000KA2004PLC033412).

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable



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(4) Financial Performance: The financial performance (standalone) of the company for the past 3 years is given below: (Rs. in lakhs)

Particulars	2023-24	2022-23	2021-22
Turnover	1,929	7,606	2,260
Profit/(Loss) Before Tax	246	(5,693)	(988)
Profit/(Loss) After Tax	356	(5,693)	(1,045)
EPS	0.24	-3.90	-0.72
Dividend (%)	Nil	Nil	Nil

(5) Foreign Investment or collaborations, if any: Not Applicable

By order of the Board of Directors of
Satchmo Holdings Limited



A handwritten signature in blue ink that reads "Prasant Kumar".

Prasant Kumar
Company Secretary &
Chief Compliance Officer

Place: Bengaluru
Date: May 10, 2024

CS PRASANT KUMAR
COMPANY SECRETARY
ACS-18603