

NEL

Holdings Limited

September 5, 2019

To

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: Intimation- 15th Annual General Meeting and Book Closure

This is to inform that the 15th Annual General Meeting (AGM) of the Company will be held on Friday, September 27, 2019 at 9.00 AM at Dr. B. R. Ambedkar Memorial Trust (Ambedkar Bhavana), Miller's Road, Vasanthnagar, Bengaluru – 560 052. A copy of the Notice of 15th AGM is enclosed herewith. The same is also available on the website of the Company at www.nelholdings.in.

Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for the purpose of AGM.

Request you to take the above on records.

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

NEL HOLDINGS LIMITED*(Formerly known as Nitesh Estates Limited)*

CIN: L07010KA2004PLC033412

Regd. Office: Level 7, Nitesh Timesquare, # 8, M. G. Road, Bengaluru-560 001,
India Ph. +91-80-4017 4000Website: www.nelholdings.in; email: investor@niteshestates.com, cs@nelholdings.in

Notice

NOTICE is hereby given that the 15th Annual General Meeting of NEL Holdings Limited will be held at “**Dr. B. R. Ambedkar Memorial Trust**” (Ambedkar Bhavana), Miller’s Road, Vasanthnagar, Bengaluru – 560052 on Friday, the 27th September, 2019 at 9.00 a.m., to transact the following business:

ORDINARY BUSINESS:

- 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**

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

“**RESOLVED THAT** the Audited Annual Financial Statements for the year ended March 31, 2019 in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2019, including the consolidated Financial Statements for the year ended as on that date, together with the report of the Director’s and Auditors’ thereon, be and are hereby approved and adopted.”

- To appoint the Statutory Auditors of the Company**

To consider and if thought fit, to adopt 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 reenactment thereof), M/s. Ray & Ray, Chartered Accountants, Bangalore having Firm Registration No. 301072E allotted by the Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as Statutory Auditors of the Company for the second term of five consecutive years, from the conclusion of this Annual General Meeting i.e Fifteenth Annual General Meeting until the conclusion of Twentieth Annual General Meeting to be held in the year 2024, on such remuneration as recommended by the Audit Committee and finalized by the Board of Directors of the Company.”

SPECIAL BUSINESS:

- To appoint Mr. Subramanian Ananthanarayanan (DIN: 07621318) as a Director (Independent Director) of the Company:**

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

“**RESOLVED THAT** pursuant to the Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or reenactment thereof), Mr. Subramanian Ananthanarayanan (DIN: 07621318), who was appointed as an Additional Director of the Company by the Board of Directors and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and provisions of Listing Regulations, Mr. Subramanian Ananthanarayanan, be and is hereby appointed as Independent Director of the Company to hold office for a period of 5 (Five) consecutive years i.e., starting from February 22, 2019 to February 21, 2024 and his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above Resolution.”

- To appoint Mr. Jagdish Capoor (DIN: 00002516) as an Independent Director of the Company for the second term.**

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

“RESOLVED THAT pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Jagdish Capoor (DIN : 00002516), who was appointed as an Independent Director of the Company for a first term of Five years up to September 25, 2019, is eligible for being re-appointed as an Independent Director for a Second Term, be and is hereby reappointed as an Independent Director of the Company, to continue to hold office upto September 25, 2024, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above Resolution.”

5. **To approve the divestment of subsidiary – Nitesh Indiranagar Retail Private Limited**

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

“RESOLVED THAT pursuant to Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 the provisions of the Companies Act, 2013 and rules made there under, the consent of the Shareholders be and is hereby accorded to sell/dispose of the entire Equity Shares held by the Company in Nitesh Indiranagar Retail Private Limited, a Wholly Owned Subsidiary, not below the value of Rs. 42 Crores, to such person(s) as may be decided by the Board of Directors, at such price as may be fixed by the Board of Directors and agreed upon by the prospective Buyer(s).

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

**By order of the Board
For NEL HOLDINGS LIMITED**

Registered Office:

Level 7, Nitesh Timesquare, # 8, M G Road,
Bengaluru – 560 001

Place: Bengaluru
Date: May 30, 2019

sd/-
**Prasant Kumar
Company Secretary &
Chief Compliance Officer**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. A Corporate Member entitled to attend the meeting shall along with their authorized representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 for the special business is annexed to the notice as **Annexure I**.
4. All documents referred to in the accompanying Notice will be open for inspection at the Registered Office of the Company between 10.00 A.M. to 12.00 Noon from Monday to Friday on all business days up to and including the date of the meeting.
5. As required under Section 91 of the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Securities Transfer Registers, Register of Members and Register of Debenture holders, shall remain closed from **Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive)**.
6. Pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the brief details of the director seeking re-appointment at the Annual General Meeting is appended to this Notice in **Annexure - II**.
7. Members are requested to advise any changes in their communication address, register their e-mail address, PAN details and Bank details such as Bank and Branch Name, IFSC Code and MICR No. etc with Karvy Fintech Private Limited, the Registrars and Share Transfer Agents of the Company at Karvy Selenium, Tower B, Plot No. 31 & 32. Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 038, Tel: +91 040 67161510.
8. For the convenience of Members / Proxy Holders and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is annexed to this Notice. The Members/ Proxy Holders are requested to bring the duly completed and signed Attendance Slip along with their copy of the Annual Report to the meeting. Additional copies will not be provided at the meeting.
9. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Share Transfer Agents by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
10. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on 8th June, 2018, the Company will not entertain the request for registration of physical transfer of shares from 1st April, 2019. Hence, Members holding shares in physical form, in their own interest, are requested to dematerialize the shares.
11. The Notice is being sent to all the Members (electronic or physical copy), whose names appeared in the Register of Members as on **Friday, August 30, 2019**. The Notice of the meeting is posted on the website of the Company www.nelholdings.in and is also available on the websites of the Stock exchanges where the shares of the Company are listed i.e. the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
12. **The businesses as set out in the Notice will be transacted through remote electronic voting system and the Company will provide a facility for voting by remote electronic means.** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of remote e-voting means, as an alternate, to all its Members to enable them to cast their votes electronically. Please note that the remote voting through electronic means is optional.
13. The remote voting through electronic means will commence on **Tuesday, September 24, 2019 at 9.00 AM to Thursday, September 26, 2019 at 5.00 P.M.** The Members will not be able to cast their vote electronically beyond the date and time mentioned here. Once the vote on a resolution is cast by a shareholder via remote e-voting, it cannot be changed subsequently or

cast the vote again. However, a member may participate in the meeting even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

14. During the period when the facility for remote e-voting is provided, the Members of the Company holding the shares either in physical or in dematerialised form as on **Friday, September 20, 2019** may opt to vote via remote electronic voting process.
15. Physical Poll/ Ballot voting will be conducted by the Company on the day of the meeting and members who have not cast their vote via remote e-voting process, shall only be entitled to exercise their right to vote by way of Poll Paper/Ballot at the meeting.
16. The Company has appointed Mr. Sudhindra K. S., Practicing Company Secretary (FCS 7909, CP No. 8190) to act as the Scrutinizer for conducting the electronic voting process and ballot voting at the meeting in a fair and transparent manner.
17. **The procedure and instructions for the voting through electronic means is, as follows:**

Open your web browser during the voting period and log on to the e-voting website <https://evoting.karvy.com>

Now, fill up the following details in the appropriate boxes:

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

- a) After entering the details appropriately, click on **LOGIN**.
- b) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- c) You need to login again with the new credentials.
- d) On successful login, the system will prompt you to select the EVENT i.e., **NEL HOLDINGS**
- e) On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner.
- f) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- g) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- h) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail: sudhindraksfcs@gmail.com
- i) Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- j) **The Portal will remain open for voting from: Tuesday, the September 24, 2019 at 9.00 AM and will end on Thursday, the September 26, 2019 at 5.00 P.M**
- k) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Rajendra Prasad, Karvy Fintech Pvt. Ltd. at 040-67161500 or at 1800-345-4001 (toll free).
- l) The results of e-voting will be announced by the Company on its website and the same shall also be informed to the stock exchanges.

- m) **Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.**

**By order of the Board
For NEL HOLDINGS LIMITED**

Registered Office:

Level 7, Nitesh Timesquare, # 8, M G Road,
Bengaluru – 560 001

Place: Bengaluru
Date: May 30, 2019

sd/-
**Prasant Kumar
Company Secretary &
Chief Compliance Officer**

Statement pursuant to Section 102 of the Companies Act, 2013**Annexure I****Item No. 2:**

Pursuant to Section 139 of the Companies Act, 2013, M/s Ray & Ray, Chartered Accountants (Firm No. 301072E), were appointed as the Statutory Auditors of the Company for a term of five years i.e up to 2018-19 (first term) at the 10th Annual General Meeting held on September 26, 2014.

Since their term will be completed at the ensuing Annual General Meeting, based on the recommendation of the Audit Committee, the Board of Directors proposes to appoint them for the second term as per the provisions of the Companies Act, 2013 and the rules made thereunder.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution other than set out in Item No. 2.

Item No. 3:

The Board of Directors of your Company vide a resolution passed on February 26, 2019 have appointed Mr. Subramanian Ananthanarayanan (DIN: 07621318), as the Additional Director (Independent) of the Company. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") he will hold office up to the date of this Annual General Meeting.

Further, pursuant to the provisions of Sections 149, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations, 2015, it is proposed to ratify Mr. Subramanian Ananthanarayanan's appointment as an Independent Director of the Company to hold office for 5 (five) consecutive years starting from February 26, 2019 to February 25, 2024. Accordingly, the resolution set in Item No. 3 is submitted before the Shareholders for the appointment of Mr. Subramanian Ananthanarayanan as a Director and Independent Director for a term of 5 years.

Except Mr. Subramanian Ananthanarayanan, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

The Board Mr. Jagdish Capoor was appointed as an Independent Director of the Company for an initial term of 5 years at the 10th Annual General Meeting held on 26 September, 2014 of the company and his 5 years term is coming to an end on 25th September, 2019.

Mr. Capoor brings with him a wealth of knowledge regarding the banking and financial sector as he has earlier worked as chairman of HDFC Bank as well as Deputy Governor of Reserve Bank of India. The Board, considering his rich knowledge and immense experience in the field of finance which he brings Balance to the Board in various decision making and strategic planning of the Company, the Board wishes to continue his Directorship in the Company. Further, with his ability to bring in the balance to the Board in various strategic matters which are very much required in the day-to-day functioning of the Company and decision making, the Board has decided to continue the Directorship of Mr. Jagdish Capoor for a Second Term of five years as an Independent Director.

Accordingly, the resolution set in Item No. 4 is submitted before the Shareholders for the appointment of Mr. Jagdish Capoor as an Independent Director for a Second term of 5 years.

Except Mr. Jagdish Capoor, 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.

Item No.5:

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

Hence, it is proposed to dispose/sell of the holdings in NIRPL by sale of the entire Equity shares held by the Company in NIRPL to a Buyer, at a price not less than a value of Rs. 42 Crores with adjustments to current assets and current liabilities.

As per the applicable provisions of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, listed entity shall dispose of shares in its subsidiary resulting in reduction of its shareholding to less than fifty percent or cease the exercise of control over the subsidiary only after necessary approval through special resolution in its General Meeting.

Accordingly, the resolution set in Item No. 5 is submitted before the Shareholders for the approval of divestment in the Wholly Owned Subsidiary.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

Registered Office:

Level 7, Nitesh Timesquare, # 8, M G Road,
Bengaluru – 560 001

Place: Bengaluru
Date: May 30, 2019

**By order of the Board
For NEL HOLDINGS LIMITED**

sd/-
**Prasant Kumar
Company Secretary &
Chief Compliance Officer**

Annexure II

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

Name of Directors	Mr. Jagdish Capoor	Mr. Subramanian Ananthanarayanan
Age	80	68
Date of Appointment in the current designation	September 26, 2014	February 26, 2019
Expertise in specific Functional areas	Mr. Jagdish Capoor brings with him a wealth of knowledge regarding the banking and financial sector as he has earlier worked as chairman of HDFC Bank as well as Deputy Governor of Reserve Bank of India. He has rich knowledge and immense experience in the field of finance.	Financial Advisor, Chief Accounts Officer
Other Directorships held in Listed Companies	Manappuram Finance Limited LIC Housing Finance Limited	NA
Membership of Committees in Listed Companies	Audit Committee: Manappuram Finance Limited LIC Housing Finance Limited Nomination & Remuneration Committee: Manappuram Finance Limited Executive Committee: LIC Housing Finance Limited	NA
No. of shares held in the Company as on the date of the notice	Nil	Nil

**By order of the Board
For NEL HOLDINGS LIMITED**

Registered Office:

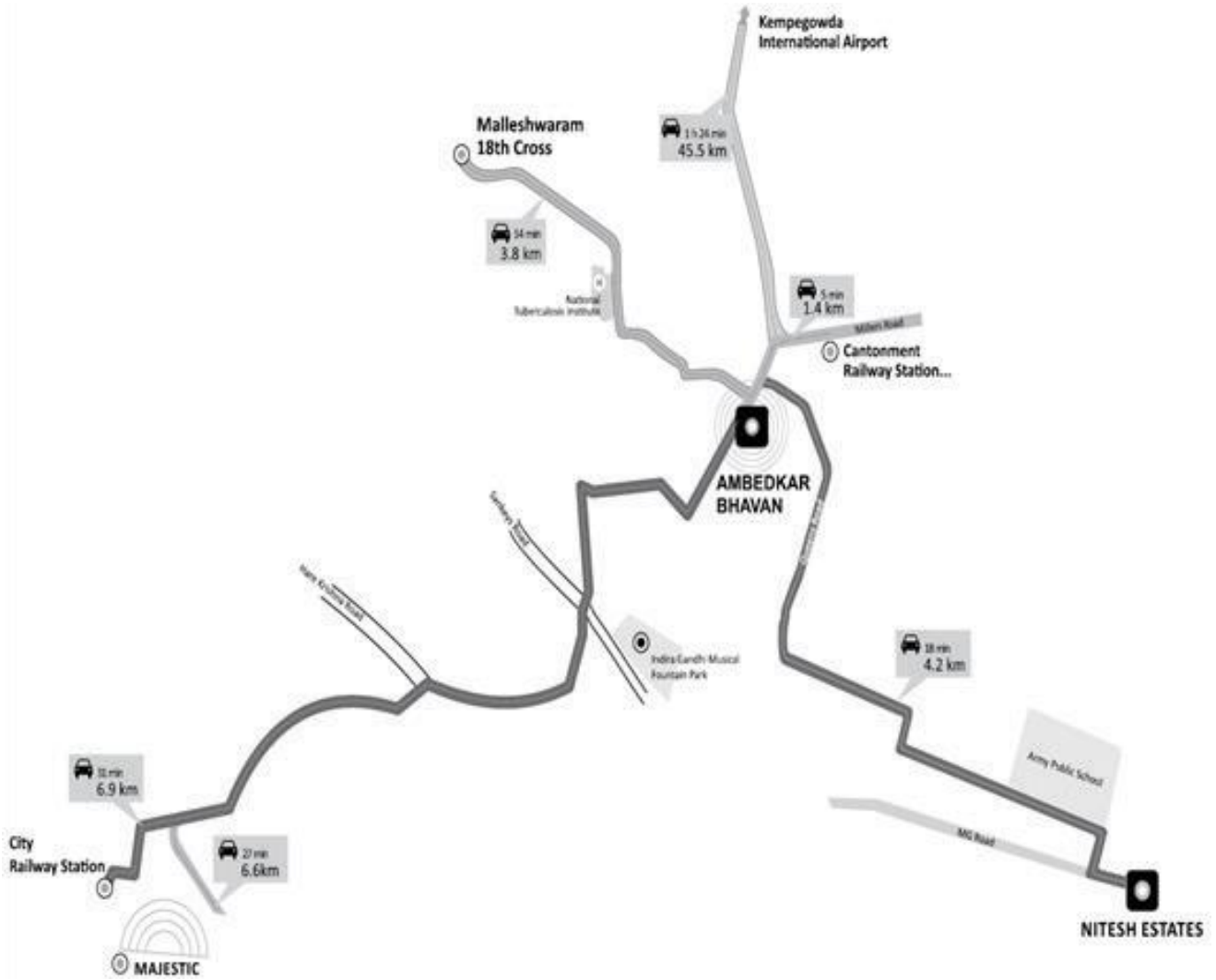
Level 7, Nitesh Timesquare, # 8, M G Road,
Bengaluru – 560 001

Place: Bengaluru
Date: May 30, 2019

sd/-

**Prasant Kumar
Company Secretary &
Chief Compliance Officer**

ROUTE MAP TO THE VENUE
FOR THE 15th ANNUAL GENERAL MEETING OF THE COMPANY



NEL HOLDINGS LIMITED*(Formerly known as Nitesh Estates Limited)*

CIN: L07010KA2004PLC033412

Regd. Office: Level 7, Nitesh Timesquare, # 8, M. G. Road, Bengaluru-560 001, India

Ph. +91-80-4017 4000

Website: www.nelholdings.in; email: investor@niteshestates.com, cs@nelholdings.in**ATTENDANCE SLIP**

(Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the **15th Annual General Meeting** of the Company held on Friday, September 27, 2019 at 9.00 A.M. at **"Dr. B. R. Ambedkar Memorial Trust" (Ambedkar Bhavana), Miller's Road, Vasanthnagar, Bengaluru – 560 052.**

<p>Full Name & Address of the Member (in BLOCK letters)----- ----- ----- ----- ----- Folio No/DP ID* & Client ID*:- ----- ----- No. of Shares held : -----</p>	<p>----- Signature of the Member</p>
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*applicable for member holding shares in electronic form

<p>Full Name of the Proxy (in BLOCK letters)----- -----</p>	<p>----- Signature of the Proxy</p>
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PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company : NEL HOLDINGS LIMITED (Formerly Nitesh Estates Limited) (CIN: L07010KA2004PLC033412)

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

Name of the Member (s) : _____

Registered address: _____

E-mailId: _____ DPID.* _____ FolioNo./ClientID.* _____

*** Applicable for member holding shares in electronic form.**

I / We, being the member(s) of _____ Equity Shares of NEL Holdings Limited hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____ Signature: _____, or failing him / her
2. Name : _____
Address : _____
E-mail Id : _____ Signature: _____, or failing him / her
3. Name : _____
Address : _____
E-mail Id : _____ Signature: _____, or failing him / her

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 15th Annual General Meeting of the Company, to be held on **Friday, September 27, 2019 at 9.00 am. at 'Dr. B. R. Ambedkar Memorial Trust' (Ambedkar Bhavana), Miller's Road, Vasanthnagar, Bengaluru – 560 052** and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting as are indicated below:

List of Resolutions:

Resolution No.	Resolution	Vote (Optional) (please refer Note No. 3)		
		For/ Assent	Against/ Descent	Abstain
ORDINARY BUSINESS				
1.	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.			
2.	To appoint the Statutory Auditors of the Company			
SPECIAL BUSINESS				
3.	To appoint Mr. Subramanian Ananthanarayanan (DIN: 07621318) a Director (Independent Director) of the Company			
4.	To appoint Mr. Jagdish Capoor (DIN: 00002516) as an Independent Director of the Company for the second term			
5.	To approve the divestment of subsidiary – Nitesh Indiranagar Retail Private Limited			

Signed this ____day of _____, 2019

Signature of Shareholder(s)

Signature of Proxyholder (s)

Affix
Revenue
Stamp

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) For detailed resolutions please refer 15th Annual General Meeting Notice.
- (3) It is optional to indicate your preference, if you leave the 'For / Assent', 'Against / Descent' or 'Abstain' column blank against any or all resolutions, your Proxy will be at the option to vote in the manner as he/she may deem appropriate.