

28th September, 2017

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

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

Dear Sir / Madam,

Subject: Proceedings of the 13th Annual General Meeting of Nitesh Estates Limited held on 28th September, 2017.

We are pleased to submit the proceedings of the 13th Annual General Meeting (AGM) of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At the Annual General Meeting held today i.e. Thursday, the 28th September, 2017, at IST 14.30 Hrs. at "Dr. B. R. Ambedkar Memorial Trust" (Ambedkar Bhavana), Miller's Road, Vasanthnagar, Bengaluru, 120 members were present in person.

The Directors present during the meeting were:

Mr. Nitesh Shetty	Chairman and Managing Director
Mr. G. N. Bajpai	Independent Director and Chairman of Nomination and Remuneration Committee
Mr. Jagdish Capoor	Independent Director and Chairman of Audit Committee and Stakeholder Relationship Committee.
Mr. Ashwini Kumar	Executive Director and Chief Operating Officer

Also Present:

Mr. D. Srinivasan	Company Secretary & Chief Compliance Officer
Mr. M. A. Venkateshan	Chief Financial Officer
Mr. P.C. Ashok	Finance Controller – Hospitality & Retail
Mr. Sudhindra K.S	Scrutinizer
Practicing Company Secretary	
M/s Ray and Ray	
Chartered Accountants	Statutory Auditors of the Company



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.niteshestates.com



Mr. Nitesh Shetty, Chairman & Managing Director of the Company presided over and conducted the proceedings of the meeting, after ascertaining the requisite quorum was present. The Chairman delivered his key note address explaining the industry scenario and spoke about the financial performance of the Company, current economic situations and its impact.

The Chairman declared that the Annual Report together with the Notice has been posted or emailed as the case may be; to all the Members. He announced that the documents for inspection along with statutory registers and the Secretarial Auditors' report were available for inspection.

The Shareholders were further informed that pursuant to the Companies Act 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), 2015, the E-voting facility had been provided to all the members to vote electronically and that there will be no show of hands at the meeting. The Chairman informed the members that the facility of voting through poll was made available at the venue of the meeting for all members who have not voted through the E Voting facility.

The Chairman afforded the reply and provided clarifications to the queries raised by the members

The following items of Business, as per the Notice of the AGM were transacted:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017.
2. To appoint a Director in place of Mr. Mahesh Bhupathi (DIN:01603093), who retires by rotation and being eligible, offers himself for re-appointment
3. To ratify the appointment of M/s. Ray & Ray, Chartered Accountants (FRN. 301072E), as the Statutory Auditors of the Company.

The aforesaid items, as per the Notice, were put to vote by poll by the Chairman and requested those who have not exercised the remote e-voting facility to exercise their vote.



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The Chairman informed the meeting that the poll scrutinizer will submit his consolidated results of poll and the same will be published in the website of the Company and to the Stock Exchanges.

The Chairman thanked the members for their active participation and concluded the meeting at IST 15.00 hrs.

Request you to take the above on record. The detailed proceedings along with the Results, scrutinizers report will be submitted shortly.

Thanking you,

For **Nitesh Estates Limited**

A handwritten signature in black ink, appearing to read "D Srinivasan", is written over a horizontal line.

D Srinivasan



Company Secretary & Chief Compliance Officer

Nitesh Estates Limited

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September 29, 2017

The B S E Limited,
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The National Stock Exchange of India Ltd.,
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Exchange Plaza
Plot No. C/1, G Block
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Bandra (E)
Mumbai - 400 051

Dear Sir / Madam,

Sub: Voting Results of the 13th Annual General Meeting of Nitesh Estates Limited

In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the voting results and the Scrutinizers reports in the prescribed format of the 13th Annual General Meeting held on September 28, 2017 for your information and records.

Thanking you

For NITESH ESTATES LIMITED

A handwritten signature in black ink, appearing to read "D. Srinivasan", is written over a horizontal line.

D. Srinivasan
Company Secretary & Chief Compliance Officer.



Encl: (a/a)

Nitesh Estates Limited

CIN : L07010KA2004PLC033412

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General information about company	
Scrip code	NITESHEST
Name of the company	Nitesh Estates Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	28-09-2017
Start time of the meeting	02:30 PM
End time of the meeting	03:00 PM

Voting results	
Record date	22-09-2017
Total number of shareholders on record date	18539
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	118
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	3

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68437402	0	0.0000	0	0	0	0
	Poll		68406102	99.9543	68406102	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	68437402	68406102	99.9543	68406102	0	100.0000	0.0000
Public-Institutions	E-Voting	21880814	10423667	47.6384	10423667	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21880814	10423667	47.6384	10423667	0	100.0000	0.0000
Public- Non Institutions	E-Voting	55513884	154859	0.2790	154808	51	99.9671	0.0329
	Poll		253110	0.4559	253070	40	99.9842	0.0158
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55513884	407969	0.7349	407878	91	99.9777	0.0223
Total		145832100	79237738	54.3349	79237647	91	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Mahesh Bhupathi (DIN:01603093), who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68437402	0	0.0000	0	0	0	0
	Poll		68406102	99.9543	68406102	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	68437402	68406102	99.9543	68406102	0	100.0000	0.0000
Public- Institutions	E-Voting	21880814	10423667	47.6384	10423667	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21880814	10423667	47.6384	10423667	0	100.0000	0.0000
Public- Non Institutions	E-Voting	55513884	154859	0.2790	154333	526	99.6603	0.3397
	Poll		253110	0.4559	252970	140	99.9447	0.0553
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55513884	407969	0.7349	407303	666	99.8368	0.1632
Total		145832100	79237738	54.3349	79237072	666	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of M/s. Ray & Ray, Chartered Accountants, as the Statutory Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68437402	0	0.0000	0	0	0	0
	Poll		68406102	99.9543	68406102	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	68437402	68406102	99.9543	68406102	0	100.0000	0.0000
Public- Institutions	E-Voting	21880814	10423667	47.6384	10423667	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21880814	10423667	47.6384	10423667	0	100.0000	0.0000
Public- Non Institutions	E-Voting	55513884	154854	0.2789	150786	4068	97.3730	2.6270
	Poll		253110	0.4559	253070	40	99.9842	0.0158
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55513884	407964	0.7349	403856	4108	98.9930	1.0070
Total		145832100	79237733	54.3349	79233625	4108	99.9948	0.0052
Whether resolution is Pass or Not.							Yes	



SUDHINDRA K.S

B.Com.,FCS,LLB
Company Secretary

To ,

The Managing Director / Company Secretary
Nitesh Estates Limited
Nitesh Timesquare, 7th Floor,
No.8, M.G. Road, Bangalore-560001

Dear Sir,

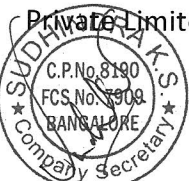
Sub: Combined Scrutinizer Report on e-voting and poll at the 13th Annual General Meeting of Shareholders of the Company held on 28th September 2017 at "Dr. B. R. Ambedkar Memorial Trust" (Ambedkar Bhavana), Miller's Road, Vasanthnagar, Bengaluru-560052.

I Sudhindra K S, a Company Secretary in Practice having office at No. 85, 004 OjusApts, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bengaluru 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 13th Annual General Meeting of Members of Nitesh Estates Limited held on Thursday, the 28th September 2017 at 2.30 PM "Dr. B. R. Ambedkar Memorial Trust" (Ambedkar Bhavana), 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 13th Annual General Meeting of the Members of the Company.

My responsibility as a scrutinizer for e voting and the poll is restricted to ascertain the votes cast "In favour" or "Against" or "invalid" on the ballot/poll conducted at the Venue of the 13th Annual General Meeting of the Company and also based on the reports downloaded from the e voting platform provided Karvy Computershare Private Limited through its website <http://evoting.karvy.com> to the members for casting e-voting.

The Company had appointed Karvy Computershare Private Limited ("Karvy") as a service provider, for providing electronic voting to the shareholders of the Company from 23rd September, 2017 9.00 AM till 27th September, 2017 5.00PM. The Karvy Computershare Private Limited is the Registrar and Share Transfer Agent of the Company.



The Electronic Statement of Votes cast were unlocked on 28th September 2017 around 15.37 Hours in the presence of two witnesses, namely Ms. Sowmya R and Ms. Vanitha R who are not in the employment of the Company. They have signed below in confirmation of votes being unlocked in their presence. A statement to the effect that the aforesaid persons were witness to the unlocking is also attached in **Annexure-1**.

For further details kindly refer Scrutinizer Report dated 28th September 2017 attached herewith.

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 28th September 2017.

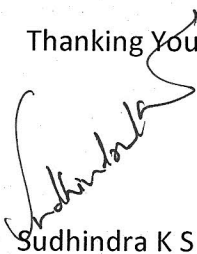
The Poll papers were considered invalid due to following reasons and same has been kept separately.

- (a) Neither assent nor dissent vote cast on polling paper
- (b) Vote cast for both assent and dissent.

Consolidate results on e-voting and vote on poll is herewith attached.

The Register, all other papers and relevant records relating to electronic voting and poll papers and the same will 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: 28th September 2017

Place: Bengaluru

Consolidated Results of E voting & Poll.

Consolidated Results of Item No: 1-Ordinary Resolution: Adoption of Annual Financial Statement for the year ended 31st March 2017

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll,		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	10578475	29	68659172	49	79237647	99.999
Dissent	2	51	1	40	3	91	0.0001
Invalid	0	0	6	2620	6	2620	NA
Abstain	0	0	0	0	0	0	NA
Total	22	10578526	36	68661832	58	79240358	100.00%

Accordingly, out of total 79237738 valid votes cast via e-voting and poll 79237647 votes 99.999% of the votes cast assenting to the Ordinary Resolution and 91 votes constituting 0.001% of the votes cast dissenting to the Ordinary Resolution.

Thus the Ordinary Resolution contained in item no. 1 of the notice dated 14th August 2017 is passed with requisite majority.

Consolidated Results of Item No: 2-Ordinary Resolution: Re-appointment of Mr. Mahesh Bhupathi (DIN-01603093) as Director.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	10578000	28	68659072	46	79237072	99.9992%
Dissent	4	526	2	140	6	666	0.0008%
Invalid	0	0	6	2620	6	2620	NA
Abstain	0	0	0	0	0	0	NA
Total	22	10578526	36	68661832	58	79240358	100.00%

Accordingly, out of total 79237738 valid votes cast via e-voting and poll 79237072- votes constituting 99.9992% votes were cast assenting to the Ordinary Resolution and 666 votes constituting 0.0008% votes were cast dissenting to the Ordinary Resolution.

Thus the Ordinary Resolution contained in item no. 2 of the notice dated 14th August 2017 is passed with requisite majority.



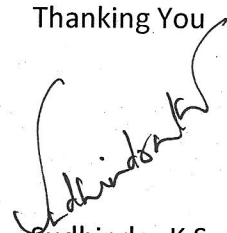
Consolidated Results of Item No: 3.-Ordinary Resolution: Ratification of the Appointment of M/s Ray & Ray, Statutory Auditors and fix their Remuneration.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	10574453	29	68659172	47	79233625	99.9948%
Dissent	5	4068	1	40	6	4108	0.0052%
Invalid	0	0	6	2620	6	2620	NA
Abstain	0	5	0	0	0	5	NA
Total	23	10578526	36	68661832	59	79240358	100.00%

Accordingly, out of total 79237733 valid votes cast via e-voting and poll 79233625 votes constituting 99.9948% votes were cast assenting to the Ordinary Resolution and 4108 votes constituting 0.0052% votes were cast dissenting to the Ordinary Resolution.

Thus the Ordinary Resolution contained in item no. 3 of the notice dated 14th August 2017 is passed with requisite majority

Thanking You



Sudhindra K S

Scrutinizer

Company Secretary

FCS No 7909, CP No 8190



Date: 28th September 2017

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, Sowmya.R, residing at # 58, 1st Floor, 3rd Cross, S.P. Extension, Malleswaram, Bengaluru-560003 hereby state that I witnessed the downloading of the votes on the website <https://evoting.karvy.com>, when Mr. Sudhindra K S, Scrutinizer appointed by Nitesh Estates Limited unblocked the same, I further state that I am not an employee of Nitesh Estates Limited.

Signature:



Date: 28/09/2017

Witness 2:

I, Vanitha.R, residing at #17, 5th Cross, 3rd Main, Chowdeshwari Nagar, Laggere, Bengaluru-560058 hereby state that I witnessed the downloading of the votes on the website <https://evoting.karvy.com>, when Mr. Sudhindra K S, Scrutinizer appointed by Nitesh Estates Limited unblocked the same, I further state that I am not an employee of Nitesh Estates Limited.

Signature:



Date: 28/09/2017