

STEL Holdings Limited

(CIN: L65993KL1990PLC005811)

Regd. Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682003, Kerala

Ph: 0484 6624335 **Fax:** 0484 - 2668024

Email: secretarial@stelholdings.com **Website:** www.stelholdings.com

April 04, 2019

To

The Secretary BSE Ltd. Corporate Relationship Dept. 1st Floor, New Trading Ring Rotunda Building, PJ Towers Dalal Street, Fort Mumbai - 400 001, Maharashtra SYMBOL: 533316	The Secretary National Stock Exchange of India Ltd. "Exchange Plaza", Bandra - Kurla Complex Bandra (E) Mumbai - 400 051 Maharashtra SYMBOL: STEL
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Dear Sirs,

Sub: Codes under the SEBI (Prohibition of Insider Trading Regulations), 2015, as amended

We wish to inform you that the Board of Directors of the Company have approved the following pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018:

1. Amendments to the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information', effective from "1st April, 2019; the said Code has been posted on the Company's website: www.stelholdings.com
2. Formulation of 'STEL Code of Conduct for Prevention of Insider Trading-2019' effective from 1st April, 2019, in supersession of the 'Code of Fair Disclosure, Internal Procedure and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders.

This intimation is being sent in terms of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI Circular No. CIR/ISD/01/2015 dated 11th May, 2015.

Thanking you,

Yours faithfully,
For **STEL Holdings Limited**


Lakshmi P.S
Company Secretary

Encl : As above



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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

(Amended with effect from 1" April, 2019)

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations") requires a listed company to formulate and publish on its official website a "Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")" in adherence to the principles set out in Schedule A to the said Regulations. Subsequent to amendments to the Regulations on December 31, 2018, this Code has been further amended to state as follows:

- (1) The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available' i.e. to make the information accessible to the public on a non-discriminatory basis.
- (2) The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosures.
- (3) The Company Secretary who is the Compliance Officer of the Company shall act as the Chief Investor Relations Officer for the purpose of dealing with dissemination of information and disclosure of unpublished price sensitive information.
- (4) If the Company has disclosed any UPSI selectively, inadvertently or otherwise such information shall be disseminated promptly to make it generally available.
- (5) The Company shall ensure appropriate and fair responses to queries on news reports and requests for verification of market rumors by regulatory authorities.
- (6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- (7) Best practices shall be developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website www.stelholdings.com to ensure official confirmation and documentation of disclosures made. The Company shall handle all UPSI on a need-to-know basis.
- (8) Sharing information with lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants shall be considered as "legitimate purposes" for the purposes of sharing UPSI in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions under the Regulations.



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9) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an "insider" and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Regulations. The Compliance Officer shall ensure that such third party is also bound by non-disclosure or confidentiality agreements which shall also mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of these Regulations.

(10) The Company shall enter the details of the person or entity with whom UPSI is shared in a digital database

The Code will be posted on the Company's website www.stelholdings.com

The Code is subject to review by the Board as and when deemed necessary.

