

# CASTOR INVESTMENTS LIMITED

REGISTERED OFFICE :  
31, NETAJI SUBHAS ROAD  
KOLKATA - 700 001  
CIN U65191WB2015PLC205139

PHONE : (033) 6625-1000/1500  
: (033) 2230-9281/8515  
FAX : (033) 2230-6844  
E-mail : [rpsg.secretarial@rp-sg.in](mailto:rpsg.secretarial@rp-sg.in)

February 15, 2019

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400001  
E-mail: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

The Secretary  
National Stock Exchange of India Ltd.  
Exchange Plaza, 3<sup>rd</sup> Floor  
Plot No.3-1"G" Block, I.F.B. Centre,  
Bandra-Kurla-Complex, Bandra (East)  
Mumbai – 400 051  
Email: [takeover@nse.co.in](mailto:takeover@nse.co.in)

STEL Holdings Limited  
24/1624 Bristow Road  
Willingdon Island  
Cochin - 682003  
E-mail: [lakshmi@harrisonsmalayalam.com](mailto:lakshmi@harrisonsmalayalam.com)

## BY E-MAIL AND FACSIMILE TRANSMISSION

Dear Sirs,

**Subject: Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("SAST Regulations")**

This is to inform you that Castor Investments Limited, one of the shareholders of STEL Holdings Limited ("**Target Company**"), has acquired 16,082 (sixteen thousand and eighty two) equity shares of the Target Company on the stock exchange on 14 January 2019, which coupled with previous acquisitions along with its PAC, Swallow Associates LLP, has led to a change in shareholding in excess of 2% of the total equity share capital.

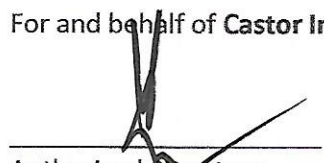
In view of the above, please find attached the requisite disclosure under Regulation 29 (2) of the SAST Regulations.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For and behalf of **Castor Investments Limited**

  
\_\_\_\_\_  
Authorised Signatory

Name: Harish Toshniwal

Encl: As above

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company ("TC")	STEL Holdings Limited		
Name(s) of the acquirer/seller and Persons Acting in Concert (PAC) with the acquirer	<p><b>Name of the acquirer</b></p> <p>Castor Investments Limited ("Acquirer")</p> <p><b>PACS with the Acquirer</b></p> <p>Swallow Associates LLP ("PAC")</p> <p>Other members of the promoter and promoter group of the TC (please refer to <u>Annexure I</u>)</p>		
Whether the acquirer belongs to Promoter/Promoter group	<p>The Acquirer is a member of the promoter group of the TC.</p> <p>The acquisition was undertaken on the floor of the stock exchange.</p>		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<p>BSE limited</p> <p>National Stock Exchange of India Limited</p>		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights			
1. Castor Investments Limited	1,06,481	0.58%	0.58%
2. Swallow Associates LLP	8,69,640	4.71%	4.71%
<b>Sub-total</b>	9,76,121	5.29%	5.29%
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	N/A	N/A	N/A
c) Voting rights (VR) otherwise than by shares	N/A	N/A	N/A

For Castor Investments Limited

Director / Authorised Signatory

d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N/A	N/A	N/A
e) Total (a+b+c+d)	9,76,121	5.29%	5.29%
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold			
1. Castor Investments Limited	16082	0.09%	0.09%
2. Swallow Associates LLP	-	-	-
<b>Sub-total</b>	16082	0.09%	0.09%
b) VRs acquired /sold otherwise than by shares	N/A	N/A	N/A
c) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	N/A	N/A	N/A
d) Shares encumbered / invoked/released by the acquirer	N/A	N/A	N/A
e) Total (a+b+c+/-d)	16082	0.09%	0.09%
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights			
1. Castor Investments Limited	1,22,563	0.66%	0.66%
2. Swallow Associates LLP	8,69,640	4.71%	4.71%
<b>Sub-total</b>	9,92,203	5.37%	5.37%
b) Shares encumbered with the acquirer	N/A	N/A	N/A
c) VRs otherwise than by shares	N/A	N/A	N/A
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	N/A	N/A	N/A

For Castor Investments Limited

Director / Authorised Signatory

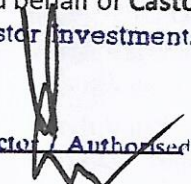
e) Total (a+b+c+d)	9,92,203	5.37%	5.37%
Mode of acquisition—/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Sale on the floor of the stock exchange		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition through multiple tranches by the Acquirer and PAC with the 2% threshold being crossed on 14 January 2019 by the Acquirer.  Please see <u>Note</u> below for details regarding previous transactions.		
Equity share capital / total voting capital of the TC before the said acquisition /-sale	1,84,55,405 equity shares of INR 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition /-sale	1,84,55,405 equity shares of INR 10 /- each		
Total diluted share/voting capital of the TC after the said acquisition	1,84,55,405 equity shares of INR 10 /- each		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note:** During the period between October 2018-December 2018, Swallow Associates LLP has acquired a total of 256443 shares equivalent to 1.39% of the share capital of the Company. Castor Investments Limited has also acquired a total of 106481 shares equivalent to 0.58% of the share capital of the Company, for the period between December 2018 and 11 January 2019. Coupled with the aforesaid acquisitions, Castor Investment Limited's acquisition of 16082 shares on 14 January 2019 has exceeded the 2% threshold.

For and behalf of **Castor Investments Limited**  
For Castor Investments Limited

  
Director / Authorised Signatory

Authorised Signatory  
Name: Harish Toshniwal  
Place: Kolkata  
Date: 15.02.2019

**ANNEXURE I**

**Details of promoter and promoter group of the TC**

SR NO	NAME OF PROMOTER	PRE-TRANSACTION HOLDING	POST-TRANSACTION HOLDING
1.	Harsh Vardhan Goenka	45,000	45,000
2.	Sanjiv Goenka	35,000	35,000
3.	Rama Prasad Goenka	10,000	10,000
4.	Anant Vardhan Goenka	10	10
5.	Mala Goenka	10	10
6.	Radha Anant Goenka	10	10
7.	Pradip Kumar Khaitan, on behalf of HML TRUST NO.I	43,680	43,680
8.	Pradip Kumar Khaitan, on behalf of HML TRUST NO.II	43,680	43,680
9.	Pradip Kumar Khaitan, on behalf of HML TRUST NO.III	43,680	43,680
10.	Pradip Kumar Khaitan, on behalf of HML TRUST NO.IV	43,680	43,680
11.	Pradip Kumar Khaitan, on behalf of HML TRUST NO.V	43,680	43,680
12.	Pradip Kumar Khaitan, on behalf of HML TRUST NO.VI	43,680	43,680
13.	Harsh Vardhan Goenka, trustee of CRYSTAL INDIA TECH TRUST	10	10
14.	Harsh Vardhan Goenka, trustee of NUCLEUS LIFE TRUST	10	10
15.	Harsh Vardhan Goenka, trustee of MONITOR PORTFOLIO TRUST	10	10
16.	Harsh Vardhan Goenka, trustee of SECURA INDIA TRUST	10	10
17.	Harsh Vardhan Goenka, trustee of STELLAR ENERGY TRUST	10	10
18.	Harsh Vardhan Goenka, trustee of PRISM ESTATES TRUST	10	10
19.	Rainbow Investments Limited	44,71,438	44,71,438
20.	Instant Holdings Limited	16,05,200	16,05,200
21.	Carniwal Investments Ltd	13,63,580	13,63,580
22.	Summit Securities Limited	8,78,501	8,78,501

**For Castor Investments Limited**

**Director / Authorised Signatory**

23.	Saregama India Limited	100	100
24.	Atlantus Dwellings And Infrastructure Llp	10	10
25.	Chattarpati Apartments Llp	10	10
26.	Ektara Enterprises Llp	10	10
27.	Malabar Coastal Holdings Llp	10	10
28.	Sofreal Mercantrade Pvt Ltd	10	10
29.	Vayu Udaan Aircraft Llp	10	10

For Castor Investments Limited

Director / Authorised Signatory

