

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

March 27, 2021

The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai, Maharashtra - 400051 <u>Symbol: STEL</u>	The Secretary Bombay Stock Exchange Limited Corporate Relationship Department 1 st Floor, New Trading Ring, Rotunda Building P.J. Towers, Dalal Street, Fort, Mumbai Maharashtra - 400001 <u>Scrip Code: 533316</u>
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Dear Sir / Madam,

Sub: Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Extraordinary General Meeting (EGM) of the Company held on Friday, March 26, 2021 at 11.00 a.m through Video Conferencing/Other Audio Visual Means

Pursuant to Regulation 44(3) of the Listing Regulations, and section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, we are submitting herewith the details regarding the voting results of the special business transacted at the EGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the EGM.

All the resolutions at the said EGM have been passed with requisite majority.

The aforementioned information will be made available on the web site of the Company at www.stelholdings.com and on the web site of CDSL India Ltd. at www.evotingindia.com.

You are requested to kindly take the same on record and disseminate appropriately.

Thanking you

For **STEL Holdings Limited**

PALLAVUR
SIVA
SUBRAMANI
AN LAKSHMI

Digitally signed by
PALLAVUR SIVA
SUBRAMANIAN
LAKSHMI
Date: 2021.03.27
14:54:46 +05'30'

Lakshmi P.S

Company Secretary and Compliance Officer

Encl: As above

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Declaration of results of the voting on resolution set out in the Notice of the Extra-Ordinary General Meeting of the Company held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 26th March, 2021

The Extra-Ordinary General Meeting of the Company was held on Friday, 26th March, 2021, at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No.39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Circular(s) dated 12th May, 2020 and 15th January, 2021 issued by the SEBI, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 28th February, 2021.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the Extra Ordinary General Meeting held on 26th March, 2021 through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution.

The Company has appointed Mr. M D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the Extra-Ordinary General Meeting held on 26th March, 2021 in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the Extra-Ordinary General Meeting held on 26th March 2021 which has been attached hereto.

Based on the report of the Scrutinizer dated 27th March, 2021, it is hereby declared that the Resolution under Item No.1 set out in the Notice dated 28th February, 2021, as detailed herein below, have been unanimously passed by the shareholders.

Item No.1 – Ordinary Resolution

Approval for transfer of entire shareholding of the Company held in Noida Power Company Limited by way of sale to Eminent Electricity Distribution Limited, a related party.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	44	56,96,314	--
(b) Less: Invalid votes	1	100*	--
(c) Net Valid E-Votes	43	56,96,214	100.00
- Assent	43	56,96,214	100.00
- Dissent	0	0	0.00

**Votes cast by a related party has been considered as invalid*

Accordingly, the above Resolution is declared as unanimously passed as an **Ordinary Resolution**.

For **STEL Holdings Limited**

PALLAVUR
SIVA
SUBRAMANI
AN LAKSHMI



Lakshmi P.S

Company Secretary and Compliance Officer

Date : March 27, 2021

Place : Kochi



MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE EXTRA ORDINARY GENERAL MEETING
(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To
The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders of
M/s. STEL HOLDINGS LIMITED
(L65993KL1990PLC005811)
Held on Friday, 26th March, 2021, at 11:00 AM
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Passing of resolution through remote e-voting process and through e-voting
conducted at the Extra-Ordinary General Meeting of M/s. Stel Holdings
Limited held on 26th March, 2021**

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. STEL HOLDINGS LIMITED** ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the Extra-Ordinary General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting on the resolution as set out in the Notice convening the Extra-Ordinary General Meeting of the Company held on Friday, 26th March, 2021, at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No.39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").



Responsibility of the Management

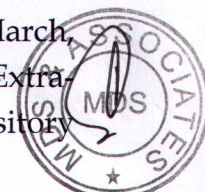
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution as set out in the Notice convening the Extra-Ordinary General Meeting dated 28th February, 2021.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the Extra-Ordinary General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution, as set out in Item No. 1 in the Notice convening Extra-Ordinary General Meeting of the Company dated 28th February 2021, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

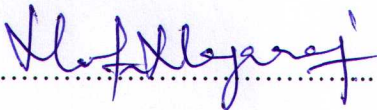
Further, in addition to the above, I submit my report as under

- a. The Notice dated 28th February, 2021 convening the Extra-Ordinary General Meeting (EGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution to be passed at the said Extra-Ordinary General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited ("LI IPL") through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars. The Company has also placed the notice of the Extra-Ordinary General Meeting on its website.
- b. The Company has availed the e-voting services offered by the Central Depository Services (India) Limited (CDSL) for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Tuesday, the 23rd day of March, 2021 at 9:00 AM (IST) and ended on Thursday, the 25th day of March, 2021 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 19th March, 2021 were entitled to vote on the resolution set out in the Notice of the Extra-Ordinary General Meeting. The remote e-voting module of Central Depository



Services (India) Limited (CDSL) was disabled on Thursday, 25th day of March, 2021 at 05:00 PM.

- d. Upon the commencement of the Extra-Ordinary General Meeting, the e-voting platform was made available to the shareholders, who were present at the Extra-Ordinary General Meeting through video conferencing / other audio-visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said Extra-Ordinary General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Extra-Ordinary General Meeting i.e. 11:38 AM
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 26th day of March, 2021 at 11:45 AM in the presence of Ms.Monika Nagaraj (the undersigned as Witness No.1) and Ms.N.Keerthivignaa (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1

Name: Ms.Monika Nagaraj

Witness No.2

Name: Ms.N.Keerthivignaa

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the Central Depository Services (India) Limited (CDSL).
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Extra-Ordinary General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of Central Depository Services (India) Limited (CDSL), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution as set out under Item No.1 in the Notice convening the Extra-Ordinary General Meeting as under:



Special Business

Resolution No: 1

Ordinary resolution

Approval for transfer of entire shareholding of the Company held in Noida Power Company Limited by way of sale to Eminent Electricity Distribution Limited, a related party.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	43	56,96,214	100.00
E-Voting at EGM	0	0	0.00
Total Voting	43	56,96,214	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at EGM	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	1	100*
E-Voting at EGM	0	0
Total Voting	1	100

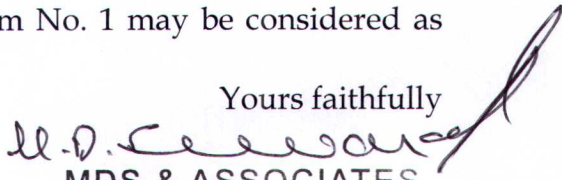
**100 votes cast by a related party have been considered as invalid*

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as unanimously passed.

Based on the Scrutinizer's Report, the Resolution No.1 has been passed unanimously.

PALLAVUR SIVA SUBRAMANIAN LAKSHMI
 Digitally signed by PALLAVUR SIVA SUBRAMANIAN LAKSHMI
 Date: 2021.03.27 14:57:54 +05'30'

Place : Coimbatore
Date : 27th March 2021

Yours faithfully

MDS & ASSOCIATES
 Prop : M.D.SELVARAJ M.Com, MBA, FCS,
 COMPANY SECRETARY IN PRACTICE
 FCS - 960, CP - 411
 "SURYA" 35, MAYFLOWER AVENUE
 SOWRIPALAYAM ROAD, COIMBATORE - 641 028
UDIN: F000960B004155077