

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

September 29, 2020

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 30th Annual General Meeting of the Company held on Monday, September 28, 2020

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 business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the AGM.

All the resolutions at the said AGM 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**

Lakshmi P.S

Company Secretary and Compliance Officer

Encl: As above



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Declaration of results of the voting on resolution(s) set out in the Notice of the 30th Annual General Meeting of the Company held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 28th September, 2020.

The 30th Annual General Meeting of the Company was held on Monday, 28th September, 2020, at 02:00 PM (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 and Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Circular dated 12th May, 2020 issued by the SEBI, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 13th August, 2020.

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 30th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

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 30th Annual General Meeting 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 30th Annual General Meeting dated 29th September, 2020 which has been attached hereto.

Based on the report of the Scrutinizer dated 29th September, 2020, it is hereby declared that the Resolution(s) under Item No(s).1 to 3 set out in the Notice dated 13th August, 2020, as detailed herein below, have been duly passed by the shareholders with requisite majority.



Item No.1 – Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	63	1,01,91,473	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	63	1,01,91,473	100.00
- Assent	60	10191421	100.00
- Dissent	3	52	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.2 – Ordinary Resolution

Re-appointment of Mr. Kaushik Roy (DIN: 06513489) as a Director, who retire by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	63	1,01,91,473	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	63	1,01,91,473	100.00
- Assent	59	10191321	100.00
- Dissent	4	152	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.



Item No.3 – Ordinary Resolution

Appointment of Mr. Abraham Ittyipe (DIN: 02717344) as Director and Whole-time Director of the Company for a period of 5 years with effect from August 13, 2020, liable to retire by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	63	1,01,91,473	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	63	1,01,91,473	100.00
- Assent	60	10191421	100.00
- Dissent	3	52	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

For **STEL Holdings Limited**

Lakshmi P.S

Company Secretary and Compliance Officer

Date : 29th September, 2020

Place : Cochin





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 ANNUAL 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
30th Annual General Meeting of the Equity Shareholders of
M/s. STEL HOLDINGS LIMITED
(L65993KL1990PLC005811)
Held on Monday, 28th September, 2020, at 02:00 PM
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Passing of resolution(s) through remote e-voting process and through e-
voting conducted at the 30th Annual General Meeting of M/s. Stel Holdings
Limited held on 28th September, 2020**

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 30th Annual 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(s) as set out in the Notice convening the 30th Annual General Meeting of the Company held on Monday, 28th September, 2020, at 02:00 PM (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 and Circular No. 17/2020 dated 13th April 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(s) as set out in the Notice convening the 30th Annual General Meeting dated 13th August, 2020.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 30th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 3 in the Notice convening the 30th Annual General Meeting of the Company dated 13th August, 2020, 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 13th August, 2020 convening the 30th Annual General Meeting (AGM) 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(s) to be passed at the said 30th Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited ("LIPL") 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 30th Annual 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 Friday, the 25th day of September, 2020 at 9:00 AM (IST) and ended on Sunday, the 27th day of September, 2020 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. 21st September, 2020 were entitled to vote on the resolutions set out in the Notice of

the 30th Annual General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Sunday, 27th September, 2020 at 05:00 PM.

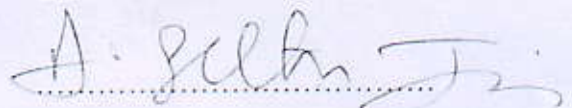
- d. Upon the commencement of the 30th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 30th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 30th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the 30th Annual General Meeting i.e. 02:47 PM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 28th day of September, 2020 at 03:49 PM in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr.A.Selten Jayaraj (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: Mr. John Manoj A

Witness No.2



Name: Mr. A. Selten Jayaraj

- 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 30th Annual 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(s) as set out under Item No.1 to Item No.3 in the Notice convening the 30th Annual General Meeting as under:



Ordinary BusinessResolution No: 1Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

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	60	1,01,91,421	100.00
E-Voting at AGM	0	0	0.00
Total Voting	60	1,01,91,421	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	3	52	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	3	52	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

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



Ordinary BusinessResolution No: 2

Ordinary resolution

Re-appointment of Mr. Kaushik Roy (DIN: 06513489) as a Director, who retire by rotation.

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	59	1,01,91,321	100.00
E-Voting at AGM	0	0	0.00
Total Voting	59	1,01,91,321	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	4	152	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	4	152	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Special BusinessResolution No: 3Ordinary resolution

Appointment of Mr. Abraham Ittyipe (DIN: 02717344) as Director and Whole-time Director of the Company for a period of 5 years with effect from August 13, 2020, liable to retire by rotation.

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	60	1,01,91,421	100.00
E-Voting at AGM	0	0	0.00
Total Voting	60	1,01,91,421	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	3	52	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	3	52	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No.3 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos.1 to 3 have been duly passed with requisite majority **For STEL Holdings Limited**

Lakshmi P. S.
Company Secretary

Place : Coimbatore

Date : 29th September, 2020



Yours faithfully
M. D. Selvaraj
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: F000960B000799989