

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 07, 2019

<p>The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai, Maharashtra - 400051 <u>Symbol: STEL</u></p>	<p>The Secretary Bombay Stock Exchange Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building P.J. Towers, Dalal Street, Fort, Mumbai Maharashtra - 400001 <u>Scrip Code: 533316</u></p>
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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, for the 29th Annual General Meeting of the Company held on September 06, 2019

This is to inform that the 29th Annual General Meeting of the Company was duly held on Friday, the 06th day of September, 2019 at 2:00 P.M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India and all the resolutions in the Notice of the Annual General Meeting dated July 26, 2019 have been duly passed by the shareholders.

A copy of the Combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 29th Annual General Meeting is also attached herewith.

The afore mentioned information is 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.

Kindly take this intimation on record.

For **STEL Holdings Limited**

Lakshmi P.S
Company Secretary

Encl: As above



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Declaration of results of the voting on resolution(s) set out in the Notice of the 29th Annual General Meeting of the Company held on 06th September, 2019

The 29th Annual General Meeting of the Company was held on Friday the 06th day of September, 2019 at 02:00 PM at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 26th July, 2019.

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, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, through poll at the 29th Annual General Meeting, on the below mentioned resolution(s). Accordingly, the Company has appointed Mr. M D Selvaraj, Practicing Company Secretary of M/s. MDS & Associates, Company Secretaries, Coimbatore, Tamil Nadu as the Scrutinizer to conduct the remote e-voting and voting through poll in a fair and transparent manner and to ascertain the requisite majority.

The Scrutinizer has submitted his Combined Report on remote e-voting process and voting through poll dated 7th September, 2019, which has been attached hereto.

Accordingly, based on the report of the Scrutinizer dated 7th September, 2019, it is hereby declared that the Resolution(s) under Item No(s).1 to 6 set out in the Notice dated 26th July, 2019, as detailed herein below, have been duly passed by the shareholders.

Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended March 31, 2019 together with the Reports of the Directors and Auditors thereon.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	48	98,76,915	--
(b) Less: Invalid Ballot Forms / Abstained	2	7	--
(c) Net Valid Ballot Forms / E-Votes	46	98,76,908	100.00%
- Assent	46	98,76,908	100.00%
- Dissent	0	0	0.00%



Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.

Item No.2 – Ordinary Resolution

Appointment of a Director in place of Mr. Anant Vardhan Goenka (DIN: 02089850) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	48	98,76,915	--
(b) Less: Invalid Ballot Forms / Abstained	2	7	--
(c) Net Valid Ballot Forms / E-Votes	46	98,76,908	100.00%
- Assent	46	98,76,908	100.00%
- Dissent	0	0	0.00%

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.

Item No.3 – Ordinary Resolution

Appointment of Ms. Kusum Dadoo (DIN: 06967827) as an Independent Director of the Company for a term of 5 consecutive years w.e.f 08.02.2019.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	48	98,76,915	--
(b) Less: Invalid Ballot Forms / Abstained	2	7	--
(c) Net Valid Ballot Forms / E-Votes	46	98,76,908	100.00%
- Assent	46	98,76,908	100.00%
- Dissent	0	0	0.00%

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.



Item No.4 – Special Resolution

Re-appointment of Mr. H. C. Dalal (DIN: 00206232) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	48	98,76,915	--
(b) Less: Invalid Ballot Forms / Abstained	2	7	--
(c) Net Valid Ballot Forms / E-Votes	46	98,76,908	100.00%
- Assent	46	98,76,908	100.00%
- Dissent	0	0	0.00%

Accordingly, the above Resolution has been unanimously passed as a **Special Resolution**.

Item No.5 – Special Resolution

Re-appointment of Mr. Prem Kapil (DIN: 06921601) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	48	98,76,915	--
(b) Less: Invalid Ballot Forms / Abstained	2	7	--
(c) Net Valid Ballot Forms / E-Votes	46	98,76,908	100.00%
- Assent	46	98,76,908	100.00%
- Dissent	0	0	0.00%

Accordingly, the above Resolution has been unanimously passed as a **Special Resolution**.



Item No.6 – Special Resolution

Re-appointment of Mr. Umang Kanoria (DIN: 00081108) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	48	98,76,915	--
(b) Less: Invalid Ballot Forms / Abstained	2	7	--
(c) Net Valid Ballot Forms / E-Votes	46	98,76,908	100.00%
- Assent	46	98,76,908	100.00%
- Dissent	0	0	0.00%

Accordingly, the above Resolution has been unanimously passed as a **Special Resolution**.

For STEL Holdings Limited


Lakshmi P.S
Company Secretary

Date : 7th September, 2019
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@mdsservices.in, Web : www.mdsservices.in

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL
(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 - as amended)

To

The Chairman

29th Annual General Meeting of the Equity Shareholders of
M/s. STEL HOLDINGS LIMITED

(CIN: L65993KL1990PLC005811)

Held on Friday the 6th day of September, 2019 at 02:00 PM at
Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road,
Cochin-682 016, Kerala, India

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll conducted at the 29th Annual General Meeting of M/s. STEL Holdings Ltd held on 6th September, 2019

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, Tamil Nadu have been appointed by the Board of Directors of M/s. STEL HOLDINGS LIMITED ("the Company") as the Scrutinizer for the remote e-voting process held between Tuesday, the 3rd day of September, 2019 at 9:00 AM till Thursday the 5th day of September, 2019 at 5:00 PM and for the poll taken at the 29th Annual General Meeting of the Company held on Friday the 6th day of September, 2019 at 02:00 PM at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India, on the Resolution(s) set out under Item No.1 to Item No.6 in the Notice convening the said 29th Annual General Meeting dated 26th July, 2019.

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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 29th Annual General Meeting dated 26th July, 2019.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 29th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No(s).1 to 6 in the Notice convening the 29th Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 29th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 7th September, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 7th September, 2019 in the prescribed Form No.MGT-13 on the Poll taken at the 29th Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Ordinary BusinessResolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended March 31,2019 together with the Reports of the Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	41	98,76,876	100.00
Poll	5	32	100.00
Total Voting	46	98,76,908	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	7
Total Voting	2	7



Ordinary Business

Resolution No: 2

Ordinary resolution

Appointment of a Director in place of Mr. Anant Vardhan Goenka (DIN: 02089850) who retires by rotation and being eligible, offers himself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	41	98,76,876	100.00
Poll	5	32	100.00
Total Voting	46	98,76,908	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	7
Total Voting	2	7



Special BusinessResolution No: 3

Ordinary resolution

Appointment of Ms. Kusum Dadoo (DIN: 06967827) as an Independent Director of the Company for a term of 5 consecutive years w.e.f 08.02.2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	41	98,76,876	100.00
Poll	5	32	100.00
Total Voting	46	98,76,908	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	7
Total Voting	2	7



Special Business

Resolution No: 4

Special resolution

Re-appointment of Mr. H. C. Dalal (DIN: 00206232) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	41	98,76,876	100.00
Poll	5	32	100.00
Total Voting	46	98,76,908	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	7
Total Voting	2	7



Special Business

Resolution No: 5

Special resolution

Re-appointment of Mr. Prem Kapil (DIN: 06921601) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	41	98,76,876	100.00
Poll	5	32	100.00
Total Voting	46	98,76,908	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	7
Total Voting	2	7



Special BusinessResolution No: 6**Special resolution**

Re-appointment of Mr. Umang Kanoria (DIN: 00081108) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	41	98,76,876	100.00
Poll	5	32	100.00
Total Voting	46	98,76,908	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	7
Total Voting	2	7

Based on the Scrutinizer's Report

Based on the Scrutinizer's Report

Resolution nos 1- 6 have been passed unanimously

For STEL Holdings Limited

Lakshmi P. S.
Company Secretary

Date : 7th September, 2019

Place : Coimbatore

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

