

STEL Holdings Limited

24/1624, Bristow Road, Willingdon Island, Cochin - 682003
Ph: 0484 6624335, 6624362 Fax: 0484 2668021
Email:secretarial@stelholdings.com, Website: www.stelholdings.com

NOTICE OF POSTAL BALLOT TO THE MEMBERS

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given to the members of the Company that consent of the members is sought by way of Special Resolution for shifting of Registered Office of the Company from 24/1624, Bristow Road, Willingdon Island, Cochin - 682003, in the State of Kerala to RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai - 400030 in the State of Maharashtra in terms of the provisions of Sections 16, 17 and other applicable provisions of the Companies Act, 1956.

In accordance with Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the consent of the members is sought by way of Postal Ballot. Accordingly, the draft resolution for the aforesaid purpose and the Explanatory Statement are enclosed along with a Postal Ballot Form for your consideration and doing the needful. Mr. Jayan K. LLB, ACS, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, First Floor, Padmam Apartments, Ravipuram, Kochi - 682016 has been appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other form or photocopy of form is permitted) duly completed, indicating your assent (FOR) or dissent (AGAINST) the resolution in the attached Business Reply Envelope so as to reach the scrutinizer **on or before Thursday, the 11th July, 2013**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid for by the Company.

E-Voting Option

We are pleased to offer e-voting facility as an alternate for our members which would enable you to cast your votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-Voting printed overleaf.

The Scrutinizer will submit his report to Mr. Sunil Bhandari, Director or in his absence to Mr. Mithun B. Shenoy, Company Secretary after completion of the scrutiny of the Postal Ballots in a fair and transparent manner and the results thereof will be announced by either the Manager or by the Company Secretary **on Tuesday, the 16th July, 2013** at the Registered Office of the Company at 24/1624, Bristow Road, Willingdon Island, Cochin - 682003. Additionally, the results of the postal ballot will be put up on the Company's website www.stelholdings.com, besides being communicated to stock exchanges, on which the shares of the Company are listed. The date of the declaration of the postal ballot results will be taken as the date of passing of the resolution.

Members may please note that a resolution will be deemed to be passed as a special resolution if the vote cast in favour is three times more than the votes cast against and would be deemed to have been passed at General Meeting.

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions of the Companies Act, 1956, and subject to the confirmation of Regional Director or other authorities as may be required, the Registered Office of the

Company be shifted from 24/1624, Bristow Road, Willingdon Island, Cochin - 682003, in the State of Kerala to RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai - 400030 in the State of Maharashtra."

"RESOLVED FURTHER THAT pursuant to Section 16, 17 and other applicable provisions of the Companies Act, 1956, the Memorandum of Association be and is hereby altered by substituting existing Clause II with the following:

"II. The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai".

"RESOLVED FURTHER THAT on obtaining the confirmation of the Regional Director, the Registered Office be transferred from 24/1624, Bristow Road, Willingdon Island, Cochin - 682003, in the State of Kerala to RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai - 400030 in the State of Maharashtra within the jurisdiction of the Registrar of Companies, Mumbai."

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized, on behalf of the Company, to execute all the documents and to do all acts and things as may be necessary for giving effect to this resolution."

By order of the Board of Directors


Kochi
24th May, 2013

Sd/-
Mithun B. Shenoy
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is annexed hereto and forms part of this Notice.
2. Mr. Jayan K., LLB, ACS, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, First Floor, Padmam Apartments, Ravipuram, Kochi - 682016 has been appointed as Scrutinizer to receive and scrutinize the completed Postal Ballot Forms from the members. The Postal Ballot Form and the business reply envelope are enclosed for use by the members.
3. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to **11th July, 2013**.
4. The aforesaid Resolution requires consent of members through postal ballot.
5. The Notice is being sent to all the members, whose names appear in the Register of Members/ Record of Depositories as on **24th May, 2013**. The Notice will be sent through electronic mode to those members who have registered their E-mail ID with the Company and for others it will be sent by post.
6. Please see the instructions for voting by Postal Ballot (including E-Voting) which have been printed herein.

For STEL Holdings Limited


Mithun B. Shenoy
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) READ WITH SECTION 192A OF THE COMPANIES ACT, 1956

The Board of Directors of the Company through circular resolution dated 24th May, 2013, have decided to shift the Registered Office of the Company from 24/1624, Bristow Road, Willingdon Island, Cochin - 682003, in the State of Kerala to RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai – 400030 in the State of Maharashtra within the jurisdiction of the Registrar of Companies, Mumbai. As all the directors of the Company are stationed either at Kolkata or Mumbai, the directors are of the opinion that shifting of the Registered Office of the Company to either Mumbai or Kolkata would enable them to devote more time on the business activities of the Company and manage the affairs more efficiently. This, they feel would also help them in the future expansion of the business activities of the Company.

The Board is of the opinion that the shifting of the Registered Office to Mumbai would be in the better interest of the Company, its members and the general public.

Section 17 of the Companies Act, 1956 requires consent of members of the Company by means of Special Resolution to alter the Memorandum of Association with regard to shifting of Registered Office from one State to another. Hence the aforesaid resolution is placed before the members for consideration.

None of the Directors are interested or concerned with the matter contained in this resolution except as members of the Company.

Your Directors recommend the resolution for approval.

By order of the Board of Directors

Kochi
24th May, 2013

Sd/-
Mithun B. Shenoy
Company Secretary

Procedure and Instructions for E-Voting

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on "Shareholders" to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - "EVSN" along with "STEL HOLDINGS LIMITED" from the drop down menu and click on "SUBMIT".
- iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via e-mail forwarded through the electronic notice.
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

* Members who have not updated their PAN with the Company / Depository Participant are requested to use default number "DEFAULT NUMBER" in the PAN Field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and that needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box, will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Corporate members (i.e. other than individual, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at svjassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or secretarial@stelholdings.com
- xvii. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

STEL Holdings Limited

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

Ph: 0484 2668023, 6624335 Fax: 0484 2668021

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

POSTAL BALLOT FORM

1. Postal Ballot No.
2. Name(s) and Registered Address of the Shareholder(s) (BLOCK LETTERS)
 - First name Member(s)
3. i) Registered Folio No.
 - ii) * DP ID / Client No.
 - * (Applicable to beneficiaries holding shares in Dematerialised form)
4. No. of Shares held
5. If/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated **24th May, 2013** by conveying my/ our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of shares	If/ We assent to the resolution (FOR)	If/ We dissent to the resolution (AGAINST)
1	Special Resolution under Section 16, 17 of the Companies Act, 1956 for shifting of Registered Office from the State of Kerala to the State of Maharashtra			

Place:

Date:

Signature of Member

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password	Default/ PAN Card No.

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. Member(s) desiring to exercise his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if deposited in person or sent by courier at the expense of the shareholder, will also be accepted.
2. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
3. This form should be completed and signed by the shareholder (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s).
4. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by a certified true copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority.
5. Unsigned Postal Ballot Form will be rejected.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
7. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.
8. Duly completed Postal Ballot forms should reach the scrutinizer not later than the close of working hours **(5:00 P.M.) on 11th July, 2013**. Postal Ballot forms received after this date will be strictly treated as if the reply from the member has not been received.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder(s) as on the cut off date i.e., **24th May, 2013**.
10. The exercise of Vote by the postal ballot through Proxy is not permitted.
11. Scrutinizer's decision on the validity of the Postal Ballot form will be final.