

STEL HOLDINGS LIMITED

(Formerly known as "Sentinel Tea and Exports Limited")

24/1624, Bristow Road, Willingdon Island, Cochin, Kerala, India - 682003

Phone: 0484 - 6624335, 2668023, Fax: 0484 - 2668024

Email: secretarial@stelholdings.com, enquiry@stelholdings.com

Website: www.stelholdings.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 16.07.2013

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM KERALA TO MAHARASHTRA

"**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."

// Certified True Copy//

For **STEL Holdings Limited**




Mithun B. Shenoy
Company Secretary

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RESULTS OF VOTING CONDUCTED THROUGH POSTAL BALLOT

Agenda: Shifting of Registered Office of the Company from the State of Kerala to the State of Maharashtra

Resolution required: Special Resolution

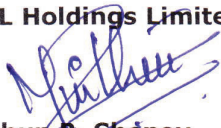
Mode of Voting: Postal Ballot & e-voting

| Particulars | No. of ballots | No. of Votes |
|--|----------------|--------------|
| Total Postal/Electronic Ballots received | 637 | 9483948 |
| Total valid votes | 605 | 9466223 |
| Votes in favour of the Resolution | 554 | 9449508 |
| Votes against the Resolution | 51 | 16715 |
| Total invalid votes | 32 | 17725 |
| % of Votes in favour of the Resolution | 99.82% | |

// Certified True Copy//



For **STEL Holdings Limited**


Mithun B. Shenoy
Company Secretary