

STEL Holdings Limited

(CIN: L65993KL1990PLC005811)

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

Ph: 0484 6624335, 6624362 **Fax:** 0484 - 2668024

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

October 1, 2016

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: Consolidated Voting Results along with the Scrutinizer's Report for the 26th Annual General Meeting of the Company pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 26th Annual General Meeting of the Company was held on September 30, 2016, at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin 682 016, at 2.30 P.M. and the businesses as mentioned in the Notice of AGM were transacted.

Pursuant to regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Consolidated Voting Results of the businesses transacted at the Annual General Meeting along with the Scrutinizer's Report

You are requested to kindly note and take the same into your records.

For **STEL HOLDINGS LIMITED**



AUTHORISED SIGNATORY

Encl: As above



Declaration of results of the voting on resolution(s) set out in the Notice of the 26th Annual General Meeting of the Company held on 30th September, 2016

The 26th Annual General Meeting of the Company was held on Friday the 30th day of September, 2016 at 2:30 P:M 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 1st August, 2016.

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(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, through poll at the 26th Annual General Meeting, on the below mentioned resolution(s). Accordingly, the Company has appointed Mr. Pradeep P.C., FCS, Partner of M/s. ABP & Associates, Company Secretaries, Kochi, as the Scrutinizer to conduct the voting in a fair and transparent manner.

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

Accordingly, based on the report of the Scrutinizer dated 1st October, 2016, Resolution(s) No.1 to 3 as set out in the Notice dated 1st August, 2016 as detailed below have been passed by the shareholders.

Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of 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	81	9280396	--
(b) Less: Invalid Ballot Forms / Abstained	18	434	--
(c) Net Valid Ballot Forms / E-Votes	63	9279962	100.00%
- Assent	62	9279912	100.00%
- Dissent	1	50	Negligible

Accordingly, the above Resolution has been passed with requisite majority as an **Ordinary Resolution**.

Item No.2 – Ordinary Resolution

Re-appointment of Mr. Anant Vardhan Goenka (DIN:02089850) as a Director on retirement by rotation.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
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(a) Total Ballot Forms / E- Votes Received	81	9280396	--
(b) Less: Invalid Ballot Forms / Abstained	18	434	--
(c) Net Valid Ballot Forms / E-Votes	63	9279962	100.00%
- Assent	62	9279912	100.00%
- Dissent	1	50	Negligible

Accordingly, the above Resolution has been passed with requisite majority as an **Ordinary Resolution**.

Item No.3 – Ordinary Resolution

Ratification of the re-appointment of Messers. G. Joseph & Associates, Chartered Accountants as Statutory Auditors of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	81	9280396	--
(b) Less: Invalid Ballot Forms / Abstained	18	434	--
(c) Net Valid Ballot Forms / E-Votes	63	9279962	100.00%
- Assent	62	9279912	100.00%
- Dissent	1	50	Negligible

Accordingly, the above Resolution has been passed with requisite majority as an **Ordinary Resolution**.

For STEL Holdings Limited

Sd/-
Authorised Signatory

Format for Voting Results

Date of the AGM/EGM	30-09-2016
Total number of shareholders on record date	24330
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	59
Public:	1
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A
Public	

Item No.1: Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)*100]$	$(7)=[(5)/(2)*100]$
Promoter and Promoter Group	E-Voting	9284196	5634196	60.69%	5634196	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		9274196	99.89%	9274196	0	100.00%	0
Public Institutions	E-Voting	42923	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	9128286	5246	0.06%	5196	50	0.00%	0.95%
	Poll		520	0.57%	520	0	100.00%	0.00%
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5766	0.63%	5716	50	99.13%	0.87%
Total		18455405	9279962	50.28%	9279912	50	100.00%	Negligible

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

Item No.2: Re-appointment of Mr. Anant Vardhan Goenka (DIN:02089850) as a Director on retirement by rotation.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)*100]$	$(7)=[(5)/(2)*100]$
Promoter and Promoter Group	E-Voting	9284196	5634196	60.69%	5634196	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		9274196	99.89%	9274196	0	100.00%	0
Public Institutions	E-Voting	42923	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	9128286	5246	0.06%	5196	50	0.00%	0.95%
	Poll		520	0.57%	520	0	100.00%	0.00%
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		5766	0.63%	5716	50	99.13%	0.87%
Total		18455405	9279962	50.28%	9279912	50	100.00%	Negligible

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

Item No.3 : Ratification of the re-appointment of Messers. G. Joseph & Associates, Chartered Accountants as Statutory Auditors of the Company.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	9284196	5634196	60.69%	5634196	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		9284196	9274196	99.89%	9274196	0	100.00%
Public Institutions	E-Voting	42923	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		42923	0	0	0	0	0
Public Non Institutions	E-Voting	9128286	5246	0.06%	5196	50	0.00%	0.95%
	Poll		520	0.57%	520	0	100.00%	0.00%
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		9128286	5766	0.63%	5716	50	99.13%
Total		18455405	9279962	50.28%	9279912	50	100.00%	Negligible

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

Thanking You,

Yours faithfully

For STEL Holdings Limited

Sd/-
Manager



**COMBINED SCRUTINIZER REPORT FOR REMOTE E - VOTING AND POLL FOR
M/s STEL HOLDINGS LIMITED**

To
The chairman
M/s. STEL Holdings Limited
24/1624, Bristow Road,
Willingdon Island,
Cochin - 682003

Ref: 26th Annual General Meeting of Equity Shareholders of M/s. STEL Holdings Limited held on Friday, September 30, 2016 at 2.30 p.m at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Kochi – 682 016

Dear Sir,

I, CS Pradeep P C, Practising Company Secretary holding Membership Number: FCS – 5170 and Certificate of Practise Number: 3905, Partner, ABP & Associates, Company Secretaries, ARTIS House, Behind Kuruvithadam, Surabhi Road, NH Bye pass, Edappally, Kochi – 682 024 have been appointed as the scrutinizer by:

- The Board of Directors of M/s. STEL Holdings Limited vide resolution dated August 1, 2016 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between September 27, 2016 at 09.00 AM to September 29, 2016 at 05.00 PM.
- The chairman of the 26th Annual General Meeting (AGM) on Poll under the provision of section 109 of the Companies Act, 2013 read with rule 21 of the Companies Management and Administration) Rules, 2014 on the Resolution contained in the Notice of the 26th AGM of the members of the company, held on Friday, September 30, 2016 at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Kochi – 682 016.

Based on Poll conducted using ballot paper at the AGM Venue and from the data downloaded from the Official website of the Central Depository Services (India) Limited for the E- voting process, we now submit combined report (E- Voting and Poll) as under:



For ABP & ASSOCIATES

Pradeep P.C.
PRADEEP P.C.
Company Secretary
FCS 5170
CP No: 3905

Item No: 1 - Adoption of Audited Balance Sheet as at March 31, 2016, the statement of profit and Loss for the year ended on that date and the report of the Directors and Auditors and the consolidated Audited Financial Statement for the year ended March 31, 2016 (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll	% of total number of valid votes cast
45	5639392	17	3640520	9279912	100

(ii) Voted **against** the resolution:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll	% of total number of valid votes cast
1	50	0	0	50	0

(iii) **Invalid** Votes:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll
0	0	18	434	434

Vote casted in both E- Voting and Poll at the AGM by the same shareholder are considered as invalid and only the votes casted in E-Voting are taken into account in respect of such shareholder.

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to item no 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



For ABP & ASSOCIATES

Pradeep P.C.
PRADEEP P.C.
 Company Secretary
 FCS 5170
 CP No: 3905

Item No: 2 - Reappointment of Director Shri. Anant vardhan Goenka (DIN – 02089850) who retires by rotation (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll	% of total number of valid votes cast
45	5639392	17	3640520	9279912	100

(ii) Voted **against** the resolution:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll	% of total number of valid votes cast
1	50	0	0	50	0

(iii) **Invalid** Votes:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll
0	0	18	434	434

Vote casted in both E- Voting and Poll at the AGM by the same shareholder are considered as invalid and only the votes casted in E-Voting are taken into account in respect of such shareholder.

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to item no 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



For ABP & ASSOCIATES

Pradeep P.C.
PRADEEP P.C.
 Company Secretary
 FCS 5170
 CP No: 3905

Item No: 3 -Ratification of appointment of M/s G. Joseph & Associates as Statutory Auditor and to fix their remuneration

(i) Voted in **favour** of the resolution:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll	% of total number of valid votes cast
45	5639392	17	3640520	9279912	100

(ii) Voted **against** the resolution:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll	% of total number of valid votes cast
1	50	0	0	50	0

(iii) **Invalid** Votes:

No. of members voted in E-Voting	No. of votes cast (shares) E - voting	No. of members / Proxies voted - Poll	No. of votes cast (shares)- Poll	Total No. of votes cast through E-voting & Poll
0	0	18	434	434

Vote casted in both E- Voting and Poll at the AGM by the same shareholder are considered as invalid and only the votes casted in E-Voting are taken into account in respect of such shareholder.

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to item no 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



For ABP & ASSOCIATES

Pradeep P.C.
PRADEEP P.C.
 Company Secretary
 FCS 5170
 CP No: 3905

The relevant records relating to E- Voting and Poll were sealed and handed over to the Manager for safe keeping.

Thanking you,

Yours faithfully,

For **ABP & Associates**,
Company Secretaries

For ABP & ASSOCIATES

P.C.Pradeep
CP No.3905
FCS No. 5170


PRADEEP P.C.
Company Secretary
FCS 5170
CP No:3905

