

# STEL Holdings Limited

(CIN: L65993KL1990PLC005811)

Regd. Office: 24/1624 Bristow Road, Willingdon Island, Cochin 682 023

Tel No.0484 26680230, 6624335 Fax: 0484 2668024

Email: [secretarial@stelholdings.com](mailto:secretarial@stelholdings.com), Website: [www.stelholdings.com](http://www.stelholdings.com)

July 10, 2017

The Secretary BSE Ltd. Corporate Relationship Dept. 1st Floor, New Trading Ring Rotunda Building, PJ Towers Dalal Street, Fort Mumbai - 400 001, Maharashtra	The Secretary National Stock Exchange of India Ltd. "Exchange Plaza", Bandra - Kurla Complex Bandra (E) Mumbai - 400 051 Maharashtra
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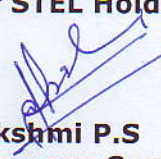
Dear Sir,

## **NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING**

Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 27<sup>th</sup> Annual General Meeting of the Company to be held on Thursday August 03, 2017 at 2.00 P.M.

Kindly take this on record.

Yours faithfully,  
For **STEL Holdings Limited**

  
**Lakshmi P.S**  
**Company Secretary**



### NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Thursday, August 03, 2017 at 2.00 P.M. at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682016 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2017 and Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Kaushik Roy (DIN: 06513489) who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. J Krishnan & Associates, Chartered Accountants, (Registration No.: 001523S) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. G. Joseph & Associates, Chartered Accountants, Kochi (Registration No.: 006310S), the retiring Statutory Auditor, to hold office for a period of 5 years(five) from the conclusion of this Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held thereafter, at such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors of the Company."

#### SPECIAL BUSINESS

#### 4. RE-APPOINTMENT OF MR.ABRAHAM ITTYIPE AS MANAGER OF THE COMPANY

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, the company hereby approves and confirms the reappointment of Mr. Abraham Ittyipe, as Manager of the Company for a period of five years from May 30, 2017 to May 29, 2022 and be paid remuneration by way of salary, perquisites and allowances based on the recommendations of the Nomination and Remuneration Committee and decided by the Board of Directors of the Company as set out in the explanatory statement.

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Abraham Ittyipe in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution."

By Order of the Board of Directors  
For **STEL Holdings Ltd**

Kolkata  
May 30, 2017

**Lakshmi P.S**  
Company Secretary

## Notes:

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.**

Proxies in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A person shall act as a proxy only for 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the items of special business under Item No. 4 of the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from July 28, 2017 to August 03, 2017 (both days inclusive).
4. All documents referred to in the Notice and the Explanatory Statement will be available for inspection in physical or in electronic form by the members at the Registered Office of the Company between 11.00 AM and 1.00 P.M. on all working days (except Saturdays) up to the date of the Annual General Meeting .
5. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be restricted by the Attendance Slip. Members are requested to write their Client ID and DP ID numbers/ Folio Number (as applicable) on the Attendance slip, affix their signature and hand it over at the entrance hall. Route Map and the prominent landmark of the AGM venue are printed at the last page of the Annual Report.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
8. Members holding shares in electronic form are advised to send their request for the change of address, Bank particulars, Residential status or request for transmission of shares etc to their Depository Participant. The Company or its Registrar and Share Transfer Agent cannot act on any such requests received directly from the members holding shares in electronic form. Members holding shares in physical form are advised to send such request to Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028. Phone: 0422-2314792. Email id: coimbatore@linkintime.co.in
9. Notice of the AGM along with Annual Report 2016-17 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.
10. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) with respect to Directors seeking re-appointment/appointment at the Meeting is attached hereto.
11. Voting through electronic means:  
In Compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to offer ‘remote

e-voting' (e-voting from a place other than venue of the AGM) facility to exercise their right to vote at the 27th Annual General Meeting (AGM). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting.

The facility of voting through polling paper shall also be made available at the venue of the Twenty Seventh AGM. The shareholders attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The shareholders who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The process and instructions for remote e-voting are as under:

- (i) The voting period begins on Monday, July 31, 2017 (9.00 A.M.) and ends on Wednesday, August 2, 2017 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 27, 2017, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website ([www.evotingindia.com](http://www.evotingindia.com)).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the EVSN selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <STEL HOLDINGS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. The scanned copy of the said Board Resolution and the Power of Attorney shall also be emailed to the Scrutinizer to his email id, namely, [pradeep@artismc.com](mailto:pradeep@artismc.com)

(xx) In case you have any queries or issues or grievances regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, 16th Floor, P J Towers, Dalal Street, Fort, Mumbai - 400 001, Contact No. 1800 200 5533.

10. The Company has appointed Mr. Pradeep P C (FCS. 5170 and CP. 3905), Partner, ABP & Associates, Company Secretaries, Kochi, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
11. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 (two) days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman and/or Manager or a person authorized by him in writing who shall counter sign the same.
12. The results shall be declared forthwith upon receipt of the Scrutinizer’s Report. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.stelholdings.com](http://www.stelholdings.com) and on the website of CDSL immediately after their declaration within two (2) days of passing of resolutions at the Annual General Meeting. The Results shall also be communicated to the stock exchanges where shares of the Company are listed.

**PARTICULARS OF DIRECTORS WHO ARE PROPOSED TO BE RE-APPOINTED/ APPOINTED AT THE MEETING ARE GIVEN BELOW.**

**A. Mr. Kaushik Roy**

Date of Birth	52 Years, 28/03/1965
Qualification	M. Tech (Mechanical) from IIT- Kharagpur, and an alumnus of IMD-Switzerland. Degree in Business Administration from University of Tokyo.
Date of first Appointment on the Board	February 16, 2015
Expertise in Specific Functional Areas	Mr. Kaushik Roy aged 52 years was appointed as the Non-Executive Director of the company on February 16, 2015. Mr. Kaushik Roy has a vast multi-functional business experience, spanning over two decades across different sectors like, Tyre and Cement. Mr. Kaushik Roy is the Managing Director of PCBL. Mr. Kaushik Roy took on the responsibility of providing leadership to PCBL from January 2013. He is widely acclaimed for bringing in a new era of leadership at PCBL. Prior to PCBL, he has been associated with Apollo Tyres Limited in various leadership roles and has also been a Management Board Member of the Company. He is a regular visiting faculty for various Management Institutions and also a speaker in various Conferences held across the globe. Mr. Kaushik Roy is a member of the Managing Committee of the Bengal Chamber of Commerce and Industry (BCC&I).
Directorship held in other Companies	HARRISONS MALAYALAM LTD ● PHILLIPS CARBON BLACK LTD ● SPENCER INTERNATIONAL HOTELS LIMITED ● THE BENGAL CHAMBER OF COMMERCE AND INDUSTRY
Committee Membership in other Companies	Nil
Shareholding in the Company held either by him or on a beneficial basis for any other persons	Nil
Relationship with other Directors and Key Managerial Personnel	Nil

**THE STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE.**

**ITEM NO.4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 30, 2017 re-appointed Mr. Abraham Itty Ipe, an Engineer by profession, as Manager of the Company for a period of 5 years from May 30, 2017 to May 29, 2022 on a consolidated remuneration of Rs.10,000/- per month.

The appointment is within the meaning of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the shareholders in the general meeting.

Mr.Abraham Ittyipe is not related to any directors or Key managerial personnel of the company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Abraham Ittyipe and his relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the shareholders.

By Order of the Board of Directors  
For **STEL Holdings Ltd**

Kolkata  
May 30, 2017

**Lakshmi P.S**  
Company Secretary

## STEL Holdings Limited

CIN: L65993KL1990PLC005811

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

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

Phone: 0484 6624335 Fax: 0484 - 2668024

### ATTENDANCE SLIP

#### 27<sup>TH</sup> ANNUAL GENERAL MEETING

Folio No. / DP ID and Client ID : \_\_\_\_\_

Name and address of the Shareholder (s) \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

I/We hereby record my /our presence at the 27th Annual General Meeting of the Company being held on Thursday, the 3rd August, 2017 at 2.00 p.m. at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016

\_\_\_\_\_  
Member's Folio/DPID-Client ID No.

\_\_\_\_\_  
Member's /Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

Note : Members/ Proxies are requested to bring the attendance slip with them.

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### Electronic Voting Particulars

If desirous of E-voting, please read the instructions given in the AGM Notice before exercising

EVSN (Electronic Voting Sequence Number)	*Default PAN/Sequence No.
<b>170704012</b>	

\*Those who have not registered their PAN may use Default PAN

**STEL Holdings Limited**

CIN: L65993KL1990PLC005811

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

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

Phone: 0484 6624335 Fax: 0484 - 2668024

**(Form No. MGT – 11)**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

E-mail ID :

Folio No./DP ID and Client ID :

Name and Address of the Shareholder(s) :

I/We, being the member(s) holding ..... shares of the above named company, hereby appoint

(1) Name ..... Address.....

Email-id..... Signature..... or failing him/her

(2) Name ..... Address.....

Email-id..... Signature..... or failing him/her

(3) Name ..... Address.....

Email-id..... Signature..... or failing him/her

As my / our Proxy to attend and vote (on a Poll) for me / us on my /our behalf at the 27th Annual General Meeting of the Company to be held on Thursday, the 3rd August, 2017 at 2.00 p.m. at Kerala Fine Arts hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
<b>Ordinary Business</b>	
1	Adoption of audited financial statements including Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of the Directors and Auditors thereon.
2	Appointment of a Director in place of Mr. Kaushik Roy (DIN 06513489) who retires by rotation and being eligible offers himself for re-appointment
3	Appointment of Auditors and fix their remuneration.
<b>Special Business</b>	
4	Re-appointment of Mr.Abraham Ittyype as Manager of the company.

Signed this ..... day of ..... 2017

Signature of Shareholder(s).....

Signature of Proxy holder(s).....



Notes:

1. This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory statement and Notes, please refer to the Notice of the 27th Annual General Meeting.



# Route Map

