

# 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](mailto:secretarial@stelholdings.com) **Website:** [www.stelholdings.com](http://www.stelholdings.com)

August 5, 2017

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 <sup>st</sup> 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:** Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 27<sup>th</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August 2017

This is to inform that the 27<sup>th</sup> Annual General Meeting of the Company was duly held on Thursday the 3<sup>rd</sup> day of August, 2017 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 May 30, 2017 have been duly passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the required format, in respect of the Remote E-voting and Poll conducted at the venue of AGM on the resolutions of Item Nos.1 to 4 as per the Notice dated May 30, 2017 of the 27<sup>th</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August 2017. A copy of the combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 27<sup>th</sup> Annual General Meeting is also attached herewith.

The afore mentioned information is available on the web site of the Company at [www.stelholdings.com](http://www.stelholdings.com) and on the web site of CDSL India Ltd. at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take this intimation on record.

For **STEL Holdings Limited**

  
**Lakshmi P.S**  
Company Secretary

Encl: As above





### Format for Voting Results

<b>Date of the AGM/EGM</b>	03-08-2017
<b>Total number of shareholders on record date</b>	23873
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	12
Public:	40
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	N.A
Public	

**Item No.1: Adoption of the Audited Financial Statements of the Company (Including Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon.**

Resolution required : (Ordinary/Special)						<b>Ordinary Resolution</b>		
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	9274156	9274156	100	9274156	0	100.00%	0
	Poll		0	0.00	0.00	0	0.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>9274156</b>	<b>9274156</b>	<b>100</b>	<b>9274156</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	0	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	1338	139	10.3886	89	50	64.0288%	35.9712%
	Poll		1199	89.6114	1093	0	91.1593%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>1338</b>	<b>1338</b>	<b>100</b>	<b>1182</b>	<b>50</b>	<b>88.3408%</b>
<b>Total</b>		<b>9275494</b>	<b>9275494</b>	<b>100</b>	<b>9275338</b>	<b>50</b>	<b>99.9983%</b>	<b>0.0005</b>

\* Includes 106 invalid votes

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

<b>Item No.2: Re-appointment of Mr.Kaushik Roy (DIN:06513489) as a Director on retirement by rotation.</b>						<b>Ordinary Resolution</b>		
Resolution required : (Ordinary/Special)						No		
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	9274156	9274156	100	9274156	0	100.00%	0
	Poll		0	0.00	0.00	0	0.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>9274156</b>	<b>9274156</b>	<b>100</b>	<b>9274156</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	0	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	1338	139	10.3886	64	75	46.0432%	53.9568%
	Poll		1199	89.6114	1093	0	91.1593%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>1338</b>	<b>1338</b>	<b>100</b>	<b>1157</b>	<b>75</b>	<b>86.4723%</b>
<b>Total</b>		<b>9275494</b>	<b>9275494</b>	<b>100</b>	<b>9275313</b>	<b>75</b>	<b>99.998%</b>	<b>0.0008</b>

\* Includes 106 invalid votes





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

Item No.3 : Appointment of M/s. J KRISHNAN & ASSOCIATES Chartered Accountants, Kochi as Statutory Auditors of the Company in place of retiring Auditors, M/s. G JOSEPH & ASSOCIATES, Chartered Accountants, for a period of Five years.								
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	9274156	9274156	100	9274156	0	100.00%	0
	Poll		0	0.00	0.00	0	0.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>9274156</b>	<b>9274156</b>	<b>100</b>	<b>9274156</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	0	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	1338	139	10.3886	89	50	64.0288%	35.9712%
	Poll		1199	89.6114	1093	0	91.1593%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>1338</b>	<b>1338</b>	<b>100</b>	<b>1182</b>	<b>50</b>	<b>88.3408%</b>
<b>Total</b>		<b>9275494</b>	<b>9275494</b>	<b>100</b>	<b>9275338</b>	<b>50</b>	<b>99.9983%</b>	<b>0.0005</b>

\* Includes 106 invalid votes

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

Item No.4: Re-appointment of Mr. ABRAHAM ITTYIPE AS MANAGER OF THE COMPANY FOR A PERIOD OF 5 YEARS FROM MAY 30,2017 TO MAY 29,2022								
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	9274156	9274156	100	9274156	0	100.00%	0
	Poll		0	0.00	0.00	0	0.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>9274156</b>	<b>9274156</b>	<b>100</b>	<b>9274156</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	0	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	1338	139	10.3886	64	75	46.0432	53.9568%
	Poll		1199	89.6114	1093	0	91.1593	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>1338</b>	<b>1338</b>	<b>100</b>	<b>1157</b>	<b>75</b>	<b>86.4723</b>
<b>Total</b>		<b>18455405</b>	<b>9277395</b>	<b>100</b>	<b>9275313</b>	<b>75</b>	<b>99.99%</b>	<b>0.0008</b>

\* Includes 106 invalid votes

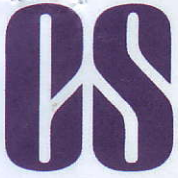
The above resolution was declared to have been passed with requisite majority as a Ordinary Resolution.

For **STEL Holdings Limited**

**Lakshmi R.S**  
Company Secretary







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

To  
The chairman  
STEL Holdings Limited  
24/1624, Bristow Road,  
Willingdon Island,  
Ernakulam - 682003

Ref: 27<sup>th</sup> Annual General Meeting of Equity Shareholders of STEL Holdings Limited held on Thursday, August 03, 2017 at 2.00 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 STEL Holdings Limited vide resolution dated May 30, 2017 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 July 31, 2017 at 09.00 AM to August 02, 2017 at 05.00 PM.
- The chairman of the 27<sup>th</sup> 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 27<sup>th</sup> AGM of the members of the company, held on Thursday, August 03, 2017 at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Kochi – 682016.

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 (CDSL) for the E-voting process, we now submit combined report (E- Voting and Poll) as under:





**Item No: 1 - Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended March 31, 2017 and the report of the Directors and Auditors thereon (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
25	9274245	17	1093	9275338	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	3	106	106

There were no vote casted by the same shareholder in both E- Voting and Poll at the AGM.

**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.**





**Item No: 2 - Reappointment of Director Mr. Kaushik Roy (DIN: 06513489) 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
24	9274220	17	1093	9275313	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
2	75	0	0	75	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	3	106	106

There were no vote casted by the same shareholder in both E- Voting and Poll at the AGM.

**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.**





**Item No: 3 - Appointment of M/s. J Krishnan & Associates as Statutory Auditor of the Company for a period of 5 (five) years in place of the retiring Statutory Auditor, M/s. G. Joseph & Associates, and to fix their remuneration (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
25	9274245	17	1093	9275338	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	3	106	106

There were no vote casted by the same shareholder in both E- Voting and Poll at the AGM.

**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.**





**Item No: 4 - Re-appointment of Mr. Abraham Ittyipe as Manager of the Company for a period of 5 (five) years from May 30, 2017 to May 29, 2022 (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
24	9274220	17	1093	9275313	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
2	75	0	0	75	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	3	106	106

There were no vote casted by the same shareholder in both E- Voting and Poll at the AGM.

**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 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.**





The Register, all other papers and relevant records relating to voting by poll in the venue of AGM and voting by electronic means, shall be under the safe custody of us till the chairman considers, approves and signs the minutes and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For ABP & ASSOCIATES

*Pradeep* 04/08/2017  
PRADEEP P.C.  
Company Secretary  
FCS 5170  
CP No: 3905



For STEL Holdings Limited

*Lakshmi*  
Lakshmi P. S.  
Company Secretary