

# RAINBOW INVESTMENTS LIMITED

Registered Office : DUNCAN HOUSE, 31, Netaji Subhas Road, Kolkata 700 001

PHONE : (033) 6625-1461 / 1464, (033) 2230-8515 / 9281 TELEFAX : (033) 2230-6844 / 2248-0140

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CIN : U65993WB1988PLC171011

4<sup>th</sup> April 2018

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai – 400 051

Dear Sir,

Sub: Disclosure under regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

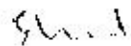
This has reference to the above mentioned regulations.

We would like to inform you that we are holding 4471438 Equity Shares of M/s STEL Holdings Limited as a Promoter of that Company as on 31<sup>st</sup> March 2018.

The necessary disclosure as per the Regulations is enclosed.

Thanking you,

Yours faithfully,  
RAINBOW INVESTMENTS LIMITED

  
Director/Authorised Signatory

Encl: as above.

cc:

The Secretary  
Bombay Stock Exchange Limited  
P.J. Towers, Dalal Street  
Mumbai – 400 023

The Secretary  
Cochin Stock Exchange  
36/1565-A 17, 4<sup>th</sup> Floor  
MES Building, Judges Avenue, Kaloor  
Kochi – 682 017

The Company Secretary  
STEL Holdings Limited  
24/1624 Bristow road, Willingdon Island  
Kochi – 682 003

**Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Part A – Details of Shareholding**

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                     |                                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                              | STEL HOLDINGS LIMITED                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                     |                                 |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                       | Bombay Stock Exchange, National Stock Exchange & Cochin Stock Exchange                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                     |                                 |
| 3. Particulars of the shareholder(s):                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                     |                                 |
| a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                     |                                 |
| or                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                     |                                 |
| b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.                                                                                                                                                                                                           | Rainbow Investments Limited<br>Rama Prasad Goenka<br>Sanjiv Goenka<br>Harsh Vardhan Goenka<br>Swallow Associates LLP<br>Instant Holdings Limited<br>Carnival Investments Limited<br>Pradip Kumar Khaitan, Trustee of HML Trust No.I<br>Pradip Kumar Khaitan, Trustee of HML Trust No.II<br>Pradip Kumar Khaitan, Trustee of HML Trust No.III<br>Pradip Kumar Khaitan, Trustee of HML Trust No.IV<br>Pradip Kumar Khaitan, Trustee of HML Trust No.V<br>Pradip Kumar Khaitan, Trustee of HML Trust No.VI<br>Saregama India Limited<br>Summit Securities Limited<br>Harsh Vardha Goenka, Trustee of Crystal India Tech Trust<br>Harsh Vardhan Goenka, Trustee of Nucleus Life Trust<br>Harsh Vardhan Goenka, Trustee of Prism Estate Trust<br>Harsh Vardhan Goenka, Trustee of Monitor Portfolio Trust<br>Harsh Vardhan Goenka, Trustee of Secura india Trust<br>Harsh Vardhan Goenka, Trustee of Stellar Energy Trust |                                     |                                 |
| 4. Particulars of the Shareholding of persons mentioned at (3) above                                                                                                                                                                                                                                            | Number of Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | % w.r.t total share /voting capital | % of total diluted share/voting |

|                                                                                    |                | wherever<br>applicable | capital of TC<br>(*) |
|------------------------------------------------------------------------------------|----------------|------------------------|----------------------|
| As of March 31 <sup>st</sup> of the year, holding of:                              |                |                        |                      |
| a) Shares                                                                          |                |                        |                      |
| • Rainbow Investments Limited                                                      | 4471438        | 24.23                  | 24.23                |
| • Rama Prasad Goenka                                                               | 10000          | 0.05                   | 0.05                 |
| • Sanjiv Goenka                                                                    | 35000          | 0.19                   | 0.19                 |
| • Harsh Vardhan Goenka                                                             | 45000          | 0.24                   | 0.24                 |
| • Swallow Associates LLP                                                           | 613197         | 3.32                   | 3.32                 |
| • Instant Holdings Limited                                                         | 1605200        | 8.70                   | 8.70                 |
| • Carniwal Investments Limited                                                     | 1363580        | 7.38                   | 7.38                 |
| • Pradip Kumar Khaitan, Trustee of HML Trust No.I                                  | 43680          | 0.24                   | 0.24                 |
| • Pradip Kumar Khaitan, Trustee of HML Trust No.II                                 | 43680          | 0.24                   | 0.24                 |
| • Pradip Kumar Khaitan, Trustee of HML Trust No.III                                | 43680          | 0.24                   | 0.24                 |
| • Pradip Kumar Khaitan, Trustee of HML Trust No.IV                                 | 43680          | 0.24                   | 0.24                 |
| • Pradip Kumar Khaitan, Trustee of HML Trust No.V                                  | 43680          | 0.24                   | 0.24                 |
| • Pradip Kumar Khaitan, Trustee of HML Trust No.VI                                 | 100            | 0.00                   | 0.00                 |
| • Saregama India Limited                                                           | 878501         | 4.76                   | 4.76                 |
| • Summit Securities Limited                                                        | 10             | 0.01                   | 0.01                 |
| • Harsh Vardhan Goenka, Trustee of Crystal India Tech Trust                        |                |                        |                      |
| • Harsh Vardhan Goenka, Trustee of Nucleus Life Trust                              | 10             | 0.00                   | 0.00                 |
| • Harsh Vardhan Goenka, Trustee of Prism Estate Trust                              | 10             | 0.00                   | 0.00                 |
| • Harsh Vardhan Goenka, Trustee of Monitor Portfolio Trust                         | 10             | 0.00                   | 0.00                 |
| • Harsh Vardhan Goenka, Trustee of Secura India Trust                              | 10             | 0.00                   | 0.00                 |
| • Harsh Vardhan Goenka, Trustee of Stellar Energy Trust                            | 10             | 0.00                   | 0.00                 |
| b) Voting Rights (otherwise than by shares)                                        |                |                        |                      |
| c) Warrants,                                                                       |                |                        |                      |
| d) Convertible Securities                                                          |                |                        |                      |
| e) Any other instrument that would entitle the holder to receive shares in the TC, |                |                        |                      |
| <b>Total</b>                                                                       | <b>9284156</b> | <b>50.30</b>           | <b>50.30</b>         |

#### Note

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*) Part – B shall be disclosed to the Stock Exchanges but shall not be disseminated.