

# 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)

September 30, 2015

|                                                                                                                                                                                                            |                                                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Listing Department</b><br>BSE Limited<br>Corporate Relationship Dept,<br>1 <sup>st</sup> Floor, New Trading Ring,<br>Rotunda Building, PJ Towers,<br>Dalal Street, Fort Mumbai – 400001,<br>Maharashtra | <b>Listing Department</b><br>National Stock Exchange Ltd<br>Exchange Plaza, C-1 Block G<br>Bandra Kurla Complex,<br>Bandra East<br>Mumbai - 400 051<br>Maharashtra |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir,

**Sub: Submission of details regarding the voting results for the 25<sup>th</sup> Annual General Meeting of the Members of the Company held on 28<sup>th</sup> September 2015**

**Ref: Clause 35A of the Listing Agreement with BSE Limited and National Stock Exchange of India Limited**

This is to inform that 25<sup>th</sup> Annual General Meeting of the Members of the Company was held on Monday, 28<sup>th</sup> September 2015 at 2:30 P.M. at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016, Kerala, to transact the business mentioned in the notice of the Annual General Meeting dated 11<sup>th</sup> August, 2015.

As required by the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended), and Clause 35B of Listing Agreement the facility of voting through electronic means and poll at the Annual General Meeting on all proposals contained in the Annual General Meeting Notice dated 11<sup>th</sup> August 2015 was provided to the members. The remote e-voting facility was open from 25<sup>th</sup> September 2015 to 27<sup>th</sup> September 2015 to enable the members to cast their votes.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, the resolutions indicated below were declared as duly passed by requisite majority by e-voting and through poll at the Annual General Meeting.



Details of voting result in the specified format pursuant to Clause 35A of the listing agreement are given below:

|    |                                                                                                                                                                                                                                                                       |                                 |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| 1. | Date of AGM                                                                                                                                                                                                                                                           | 28 <sup>th</sup> September 2015 |
| 2. | Total number of shareholders on record date                                                                                                                                                                                                                           | 25,129                          |
| 3. | Number of shareholders present in the meeting in person or through proxy<br><br>-Promoter or Promoter Group<br>-Public<br>-Number of shareholders who participated in e-voting<br>-Number of shareholders who participated through poll at the Annual General Meeting | <br><br>14<br>71<br>57<br>26    |
| 4. | Number of shareholders attended the meeting through Video Conferencing<br><br>- Promoter or Promoter Group<br>- Public                                                                                                                                                | <br><br>Not Arranged            |

| 5. | Details of the Agenda                                                                                                                                                                                                                                  | Resolution Required | Mode of Voting                |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------|
| 1. | Adoption of the Audited Financial Statements including Balance Sheet as at 31 <sup>st</sup> March 2015, 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. | Ordinary Resolution | Remote e-voting & Poll at AGM |
| 2  | Appointment of a Director in place of Shri. Sunil Bhandari (DIN: 00052161) who retires by rotation and being eligible offers himself for re-appointment.                                                                                               | Ordinary Resolution | Remote e-voting & Poll at AGM |
| 3  | Ratification of the appointment of Auditors and fix their remuneration.                                                                                                                                                                                | Ordinary Resolution | Remote e-voting & Poll at AGM |
| 4  | Appointment of Mr Kaushik Roy as a Director of the Company.                                                                                                                                                                                            | Ordinary Resolution | Remote e-voting & Poll at AGM |

Further the following details of e-voting and Poll are given below:



**Item No.1 - Ordinary Resolution**

Adoption of the Audited Financial Statements including Balance Sheet as at 31<sup>st</sup> March 2015, 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.

| Promoter/<br>Public                            | No. of<br>Shares held<br><br>(1) | No. of<br>Votes<br>Polled<br><br>(2) | % of Votes<br>Polled on<br>outstanding<br>Shares<br><br>(3)=<br>$\{(2)/(1)\}$<br>*100 | No. of<br>Votes in<br>favour<br><br>(4) | No. of<br>Votes<br>against<br><br>(5) | % of<br>Votes in<br>favour on<br>votes<br>polled<br>(6)=<br>$\{(4)/(2)\}$<br>*100 | % of<br>Votes<br>against<br>on votes<br>polled<br>(7)=<br>$\{(5)/(2)\}$<br>*100 |
|------------------------------------------------|----------------------------------|--------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| <b>Promoter<br/>and<br/>Promoter<br/>Group</b> | 92,84,196                        | 92,73,996                            | 99.89                                                                                 | 92,73,996                               | 0.00                                  | 100.00<br>%                                                                       | 0.00%                                                                           |
| <b>Public -<br/>Institutional<br/>holders</b>  | 42,923                           | 0                                    | 0.00                                                                                  | 0                                       | 0.00                                  | 0.00                                                                              | 0.00                                                                            |
| <b>Public -<br/>Others</b>                     | 91,28,286                        | 2806                                 | 0.03                                                                                  | 2,756                                   | 50                                    | 98.22                                                                             | 1.78                                                                            |
| <b>Total</b>                                   | 1,84,55,405                      | 92,76,802                            | 50.27                                                                                 | 92,76,752                               | 50                                    | 99.99                                                                             | 0.01                                                                            |

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

**Item No.2 Ordinary Resolution**

Appointment of a Director in place of Shri. Sunil Bhandari (DIN: 00052161) who retires by rotation and being eligible offers himself for re-appointment.

| Promoter/<br>Public                            | No. of<br>Shares held<br><br>(1) | No. of<br>Votes<br>Polled<br><br>(2) | % of Votes<br>Polled on<br>outstanding<br>Shares<br><br>(3)=<br>$\{(2)/(1)\}$<br>*100 | No. of<br>Votes in<br>favour<br><br>(4) | No. of<br>Votes<br>against<br><br>(5) | % of<br>Votes in<br>favour on<br>votes<br>polled<br>(6)=<br>$\{(4)/(2)\}$<br>*100 | % of<br>Votes<br>against<br>on votes<br>polled<br>(7)=<br>$\{(5)/(2)\}$<br>*100 |
|------------------------------------------------|----------------------------------|--------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| <b>Promoter<br/>and<br/>Promoter<br/>Group</b> | 92,84,196                        | 92,73,996                            | 99.89                                                                                 | 92,73,996                               | 0.00                                  | 100.00<br>%                                                                       | 0.00%                                                                           |
| <b>Public -<br/>Institutional<br/>holders</b>  | 42,923                           | 0                                    | 0.00                                                                                  | 0                                       | 0.00                                  | 0.00                                                                              | 0.00                                                                            |
| <b>Public -<br/>Others</b>                     | 91,28,286                        | 2806                                 | 0.03                                                                                  | 2,756                                   | 50                                    | 98.22                                                                             | 1.78                                                                            |
| <b>Total</b>                                   | 1,84,55,405                      | 92,76,802                            | 50.27                                                                                 | 92,76,752                               | 50                                    | 99.99                                                                             | 0.01                                                                            |



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

### **Item No.3 Ordinary Resolution**

Ratification of the appointment of Auditors and fix their remuneration.

| Promoter/<br>Public                            | No. of<br>Shares held<br><br>(1) | No. of<br>Votes<br>Polled<br><br>(2) | % of Votes<br>Polled on<br>outstanding<br>Shares<br><br>(3)=<br>$\{(2)/(1)\}$<br>*100 | No. of<br>Votes in<br>favour<br><br>(4) | No. of<br>Votes<br>against<br><br>(5) | % of<br>Votes in<br>favour on<br>votes<br>polled<br>(6)=<br>$\{(4)/(2)\}$<br>*100 | % of<br>Votes<br>against<br>on votes<br>polled<br>(7)=<br>$\{(5)/(2)\}$<br>*100 |
|------------------------------------------------|----------------------------------|--------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| <b>Promoter<br/>and<br/>Promoter<br/>Group</b> | 92,84,196                        | 92,73,996                            | 99.89                                                                                 | 92,73,996                               | 0.00                                  | 100.00<br>%                                                                       | 0.00%                                                                           |
| <b>Public -<br/>Institutional<br/>holders</b>  | 42,923                           | 0                                    | 0.00                                                                                  | 0                                       | 0.00                                  | 0.00                                                                              | 0.00                                                                            |
| <b>Public -<br/>Others</b>                     | 91,28,286                        | 2806                                 | 0.03                                                                                  | 2,756                                   | 50                                    | 98.22                                                                             | 1.78                                                                            |
| <b>Total</b>                                   | 1,84,55,405                      | 92,76,802                            | 50.27                                                                                 | 92,76,752                               | 50                                    | 99.99                                                                             | 0.01                                                                            |

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

### **Item No.4 - Ordinary Resolution**

Appointment of Shri. Kaushik Roy (DIN 6513489) as a Director of the Company.

| Promoter/<br>Public                            | No. of<br>Shares held<br><br>(1) | No. of<br>Votes<br>Polled<br><br>(2) | % of Votes<br>Polled on<br>outstanding<br>Shares<br><br>(3)=<br>$\{(2)/(1)\}$<br>*100 | No. of<br>Votes in<br>favour<br><br>(4) | No. of<br>Votes<br>against<br><br>(5) | % of<br>Votes in<br>favour on<br>votes<br>polled<br>(6)=<br>$\{(4)/(2)\}$<br>*100 | % of<br>Votes<br>against<br>on votes<br>polled<br>(7)=<br>$\{(5)/(2)\}$<br>*100 |
|------------------------------------------------|----------------------------------|--------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| <b>Promoter<br/>and<br/>Promoter<br/>Group</b> | 92,84,196                        | 92,73,996                            | 99.89                                                                                 | 92,73,996                               | 0.00                                  | 100.00<br>%                                                                       | 0.00%                                                                           |
| <b>Public -<br/>Institutional<br/>holders</b>  | 42,923                           | 0                                    | 0.00                                                                                  | 0                                       | 0.00                                  | 0.00                                                                              | 0.00                                                                            |
| <b>Public -</b>                                | 91,28,286                        | 2556                                 | 0.03                                                                                  | 2506                                    | 50                                    | 98.04                                                                             | 1.96                                                                            |



|               |             |           |       |           |    |       |      |
|---------------|-------------|-----------|-------|-----------|----|-------|------|
| <b>Others</b> |             |           |       |           |    |       |      |
| <b>Total</b>  | 1,84,55,405 | 92,76,552 | 50.26 | 92,76,752 | 50 | 99.99 | 0.01 |

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

Thanking You,

Yours faithfully

For STEL Holdings Limited

**Mithun B. Shenoy**  
Company Secretary

