

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

February 11, 2016

Ref: STEL/SE/2015-16/Q4/6

To

The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai- 400051, Maharashtra	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
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Dear Sir

Sub: Result of Postal Ballot

This is to inform you that the members of the Company has passed the following resolution as an Ordinary Resolution through postal ballot process appointing Ms. Surbhi Singhi (DIN: 03275338) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from February 9, 2016 to February 8, 2021.

SPECIAL BUSINESS- ORDINARY RESOLUTION

"RESOLVED THAT Ms. Surbhi Singhi (DIN: 03275338), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 6, 2015 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Surbhi Singhi (DIN: 03275338), a Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for



appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from February 9, 2016 to February 8, 2021."

The scrutiniser's report is attached herewith for your reference

For **STEL Holdings Limited**


Jose George

Company Secretary



Corp. Office : 39/3519 B, 1st Floor
Padmam Apartments, Ravipuram, Kochi
Ernakulam, Kerala, India - 682 016

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POSTAL BALLOT FOR
M/S. STEL HOLDINGS LIMITED**

To

Sunil Bhandari
Director
(DIN: 00052161)
M/s. STEL Holdings Limited
24/1624 Bristow Road, Willingdon Island,
Cochin, Ernakulam-682003

Sub: Passing of Resolution through Remote e-Voting and Postal Ballot of M/s. STEL Holdings Limited

I, CS. Jayan.K., Company Secretary in Practice, holding Certificate of Practice Number: 7363, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala- 682 016 has been appointed as Scrutinizer for the Remote Electronic Voting and postal ballot voting process in respect of the below mentioned resolution of M/s. STEL Holdings Limited (CIN: L65993KL1990PLC005811).

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Monday, 11th January, 2016 (09.00 A.M.) till Tuesday, 9th February, 2016 (5.00 P.M.). M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 9th February, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 11th February, 2016 attached herewith.

The result of the E-voting together with that of the Postal Ballot is as under:

Reso- lution . No.	Subject Matter of Resolution	Particulars of Voting	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
SPECIAL BUSINESS – ORDINARY RESOLUTION						
1	Appointment of Ms. Surbhi Singhi (DIN: 03275338) as an Independent Director of the Company	E Voting	5617299	99.41	33575	0.59
		Postal Ballot	60385	95.08	3128	04.92

The Resolution stands passed under Remote e-Voting and Postal Ballot as Ordinary Resolution with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries


JAYANK.
Partner
CP No. 7363

Kochi
11.02.2016