

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL

[Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

24th Annual General Meeting of the Equity Shareholders of
STEL Holdings Limited

(CIN: L65993KL1990PLC005811)

held on Tuesday the September 30, 2014 at 10:30 A.M. at
Kerala Fine Arts Hall,

Fine Arts Avenue, Foreshore Road, Kochi - 682016

Sub: Passing of Resolution through Electronic Voting and Poll conducted at the 24th Annual General Meeting of the Equity Shareholders of M/s STEL Holdings Limited held on September 30, 2014.

I, Arun K Kamalolbhavan, ACS, akjp & Associates Company Secretaries, 36/1920F, Sebastian Road, Kaloor, Cochin - 682017 has been appointed by the Board of Directors of **M/s. STEL Holdings Limited** ("the Company") as Scrutinizer for the e-voting process held between Monday, September 22, 2014 at 10:00 A.M. to Wednesday, September 24, 2014 till 5:00 P.M. and for poll taken at the 24th Annual General Meeting of the Company held on Tuesday, 30th September, 2014 at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Kochi-682016 on the Resolution Nos. 1 to 8 as set out in the Notice dated August 11, 2014 convening the said meeting.



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and poll on the Resolution(s) as set out in the Notice convening the 24th Annual General Meeting of the Company dated August 11, 2014.

Responsibility as a Scrutiniser

My responsibility, as a Scrutiniser for the e-voting process and for the poll at the 24th Annual General Meeting, is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the Resolution(s), as set out in the Notice convening the 24th Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 24th Annual General Meeting.

In respect of one shareholder who has voted in both modes (i.e. through e-voting and poll), I have considered only e-voting and have not reckoned the voting done through poll.

I have already issued a separate Scrutinizers' Report dated September 25, 2014 on the e-voting process and also a Separate Report dated September 30, 2014 in the prescribed Form MGT-13 on the Poll taken at the 24th Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;



ORDINARY BUSINESS

ITEM NO. 1

ORDINARY RESOLUTION

Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2014 together with the Report of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	58	9275981	99.99
Poll	28	813	100
Total voting	86	9276794	99.99

VOTES CAST AGAINST OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	2	60	0.01
Poll	0	0	0.00
Total voting	2	60	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0.00
Poll	1	25	0.01
Total voting	1	25	0.01

ITEM NO. 2**ORDINARY RESOLUTION**

Appointment of a Director in place of Shri. Anant Goenka (DIN: 02089850) who retires by rotation and being eligible, offers himself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	58	9275981	99.99
Poll	28	813	100
Total voting	86	9276794	99.99

VOTES CAST AGAINST OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	2	60	0.01
Poll	0	0	0.00
Total voting	2	60	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0.00
Poll	1	25	0.01
Total voting	1	25	0.01



ITEM NO. 3**ORDINARY RESOLUTION**

Appointment of Messrs. G Joseph & Associates, Chartered accountants (Firm Reg. No. 006310S), as the Statutory Auditors of the Company for a period of three years and to authorize the Board of Directors to fix their remuneration.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	58	9275981	99.99
Poll	28	813	100
Total voting	86	9276794	99.99

VOTES CAST AGAINST OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	2	60	0.01
Poll	0	0	0.00
Total voting	2	60	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0.00
Poll	1	25	0.01
Total voting	1	25	0.01



SPECIAL BUSINESS

ITEM NO. 4

ORDINARY RESOLUTION

Appointment of Shri. Prem Kapil (DIN: 06921601) as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from October 1, 2014 to September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	58	9275981	99.99
Poll	28	813	100
Total voting	86	9276794	99.99

VOTES CAST AGAINST OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	2	60	0.01
Poll	0	0	0.00
Total voting	2	60	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0.00
Poll	1	25	0.01
Total voting	1	25	0.01

ITEM NO. 5**ORDINARY RESOLUTION**

Appointment of Smt. Sucharita Basu (DIN: 06921540) as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from October 1, 2014 to September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	57	9275917	99.99
Poll	28	813	100
Total voting	85	9276730	99.99

VOTES CAST AGAINST OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	3	124	0.01
Poll	0	0	0.00
Total voting	3	124	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0
Poll	1	25	0.01
Total voting	1	25	0.01



ITEM NO. 6**ORDINARY RESOLUTION**

Appointment of Shri. H. C. Dalal (DIN: 00206232) as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from October 1, 2014 to September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	58	9275981	99.99
Poll	28	813	100
Total voting	86	9276794	99.99

VOTES CAST AGAINST OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	2	60	0.01
Poll	0	0	0.00
Total voting	2	60	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0
Poll	1	25	0.01
Total voting	1	25	0.01



ITEM NO. 7**ORDINARY RESOLUTION**

Appointment of Shri. Umang Kanoria (DIN: 00081108) as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from October 1, 2014 to September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	58	9275981	99.99
Poll	28	813	100
Total voting	86	9276794	99.99

VOTES CAST AGAINST OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	2	60	0.01
Poll	0	0	0.00
Total voting	2	60	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0
Poll	1	25	0.01
Total voting	1	25	0.01



ITEM NO. 8**ORDINARY RESOLUTION**

Appointment of Shri. Abraham Itty Ipe as Manager of the Company w.e.f May 30, 2014 to May 29, 2017.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast in favour of Resolution	Percentage of Total Number of Votes cast
E-voting	58	9275981	99.99
Poll	28	813	100
Total voting	86	9276794	99.99

VOTES CAST AGAINST OF THE RESOLUTION

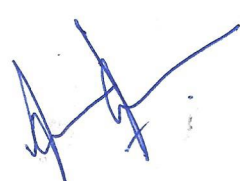
Mode of voting	Number of Members voted through electronic system and Poll	Number of votes cast against the Resolution	Percentage of Total Number of Votes cast
E-voting	2	60	0.01
Poll	0	0	0.00
Total voting	2	60	0.01

INVALID VOTES

Mode of voting	Number of Members voted through electronic system and Poll	Total Number of votes cast by them	Percentage of total number of valid votes cast
E-voting	0	0	0
Poll	1	25	0.01
Total voting	1	25	0.01

Date: September 30, 2014

Place: Cochin


Arun K. Kamalolbhavan



CS ARUN.K.KAMALOLBHAVAN
ACS, PGDM, Ctte1, B.Sc
COMPANY SECRETARY IN PRACTICE
ACS No. 31827, CP.No. 11657
AKJP & ASSOCIATES Company Secretaries
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