

STEL Holdings Limited

(CIN: L65993KL1990PLC005811)

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**DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS SET OUT IN
THE NOTICE OF THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON 28TH SEPTEMBER, 2015.**

The 25th Annual General Meeting of the Company was convened on Monday, the 28th Day of September, 2015 at 2.30 P.M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin – 682 016, Kerala to seek the approval of the members on the resolutions as set out in the notice dated 11th August 2015.

Further, pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the listing agreement, the Company had provided the members the facility to vote electronically and also by poll on the below mentioned resolutions and had appointed Shri. Asish Mohan (FCS. 7146 and CP. 8241), Partner, ABP & Associates, Company Secretaries, Kochi as scrutinizer to conduct the voting in a fair and transparent manner.

The scrutinizer has submitted his report on e-voting and poll which has been attached hereto.

Accordingly, based on the report of the scrutinizer dated 30th September, 2015, Resolutions No. 1 to 4 as set out in the notice dated 11th August 2015 as detailed below have been passed by the shareholders with requisite majority.



Item No.1 - Ordinary Resolution

Adoption of the Audited Financial Statements including Balance Sheet as at 31st 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.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	83	92,76,787	NA
(b) Less: Invalid Ballot Forms	2	35	NA
(c) Net Valid Ballot Forms / E-Votes	81	92,76,752	100.00%
- Assent	80	92,76,702	99.99%
- Dissent	1	50	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.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	83	92,76,787	NA
(b) Less: Invalid Ballot Forms	2	35	NA
(c) Net Valid Ballot Forms / E-Votes	81	92,76,752	100.00%
- Assent	80	92,76,702	99.99%
- Dissent	1	50	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.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	83	92,76,787	NA
(b) Less: Invalid Ballot Forms	2	35	NA
(c) Net Valid Ballot Forms / E-Votes	81	92,76,752	100.00%
- Assent	80	92,76,702	99.99%
- Dissent	1	50	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.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	82	92,76,537	NA
(b) Less: Invalid Ballot Forms	2	35	NA
(c) Net Valid Ballot Forms / E-Votes	80	92,76,502	100.00%
- Assent	79	92,76,452	99.99%
- Dissent	1	50	0.01%

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

The Combined Scrutinizer's Report for the remote e-voting and poll conducted at the venue of the 25th Annual General Meeting is attached herewith.

Thanking You,

Yours faithfully

For **STEL Holdings Limited**

Abraham Ittyipe
Manager (under Companies Act, 2013)

