

Partners:

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**Secretarial Compliance Report of**  
**M/S. STEL Holdings Limited for the Financial Year ended 31.03.2021**

**To,**  
**The Board of Directors**  
**STEL Holdings Limited**  
24/1624 Bristow Road Willingdon Island  
Ernakulam Kerala-682003

We **SEP & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by *M/s. STEL Holdings Limited (CIN: L65993KL1990PLC005811)* ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2021** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
 (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018  
 and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company
NIL		

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (e) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ....(the years to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	All the directors of the Company are Non-Executive Directors	31.03.2020 31.03.2019	<i>The listed entity has appointed an executive director, Mr. Abraham Ittyipe (DIN: 02717344) as Whole-Time Director w.e.f. 13.08.2020.</i>	The listed entity has complied with Regulation 17 (1) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

**For SEP & Associates**  
Company Secretaries  
(ICSI Unique Code: P2019KE075600)

UDIN: F003050C000384081

**CS Puzhankara Sivakumar**  
Managing Partner  
COP: 2210 FCS: 3050

Date: 28.05.2021  
Place: Kochi