

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 Website: www.stelholdings.com

April 25,2024

The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai, Maharashtra - 400051 Symbol: STEL	The Secretary BSE Ltd Corporate Relationship Department 1 st Floor, New Trading Ring, Rotunda Building P.J. Towers, Dalal Street, Fort, Mumbai Maharashtra - 400001 Scrip Code: 533316
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Dear Sir / Madam,

Sub: Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Extraordinary General Meeting ("EGM") of the Company held on Thursday, April 25,2024 at 11.30 A.M.

Pursuant to Regulation 44(3) of the Listing Regulations, and section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, we are submitting herewith the details regarding the voting results of the special business transacted at the EGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the EGM.

The resolutions at the said EGM have been passed with requisite majority.

The aforementioned information will be made available on the web site of the Company at www.stelholdings.com and on the web site of CDSL India Ltd. at www.evotingindia.com.

You are requested to kindly take the same on record and disseminate appropriately.

Thanking you

For **STEL Holdings Limited**

Lakshmi P.S

Company Secretary and Compliance Officer

Encl: As above

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**Declaration of results of the voting on resolution set out in the Notice of the
Serial No. 01/2024-25 Extra-Ordinary General Meeting of the Company
held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
on Thursday, 25th day of April, 2024**

The Serial No. 01/2024-25 Extra-Ordinary General Meeting ("EGM") of the Company was held on Thursday, 25th April, 2024, at 11:30 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") from time to time permitting the conduct of the said Extra-Ordinary General Meeting through VC/OAVM facility, to seek the approval of the members on the Resolution as set out in the Notice of EGM dated 29th March, 2024.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA Circulars and SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the Serial No. 01/2024-25 Extra-Ordinary General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution.

The Company had appointed Mr. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the Serial No. 01/2024-25 Extra-Ordinary General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at Serial No. 01/2024-25 Extra-Ordinary General Meeting dated 25th April, 2024 which has been attached hereto.

Based on the consolidated report of the Scrutinizer dated 25th April, 2024, it is hereby declared that the Resolution under Item No.1 set out in the Notice of the said EGM, as detailed herein below, have been unanimously passed by the shareholders.

Item No.1 – Ordinary Resolution

Approval for entering into Material Related Party Transaction(s) with PCBL Limited.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	44	30,360	--
(b) Less: Invalid votes	4	6,075	--
(c) Net Valid E-Votes	40	24,285	100.00
- Assent	40	24,285	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution is declared as unanimously passed as an **Ordinary Resolution**.

For STEL Holdings Limited

Lakshmi P.S.

Company Secretary and Compliance Officer

Date : 25th April, 2024

Place : Kochi



MDS & Associates LLP

Company Secretaries

**COMBINED SCRUTINIZER'S REPORT FOR
REMOTE E-VOTING AND E-VOTING AT THE
(SERIAL NO. 01/2024-25) EXTRA-ORDINARY GENERAL MEETING
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To

The Chairman

Serial No.01/2024-25 - Extra-Ordinary General Meeting

of the Equity Shareholders of **M/s. STEL HOLDINGS LIMITED**

(CIN: L65993KL1990PLC005811)

Held on Thursday, 25th April, 2024, at 11:30 AM (IST)

Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Scrutinizer's report on remote e-voting process and e-voting conducted at the Serial No. 01/2024-25 - Extra-Ordinary General Meeting of M/s. STEL HOLDINGS LIMITED held on 25th April, 2024

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. STEL HOLDINGS LIMITED** ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the Serial No. 01/2024-25 Extra-Ordinary General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Serial No. 01/2024-25 Extra-Ordinary General Meeting on the resolution as set out in the Notice convening the Serial No. 01/2024-25 Extra Ordinary General Meeting of the Company held on Thursday, 25th April, 2024 at 11:30 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Extra-Ordinary General Meeting through VC/OAVM facility.



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 on the resolution as set out in the Notice convening the Serial No. 01/2024-25 Extra-Ordinary General Meeting dated 29th March, 2024.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the Serial No. 01/2024-25 Extra-Ordinary General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution, as set out in Item No. 1 in the Notice convening the Serial No. 01/2024-25 Extra-Ordinary General Meeting of the Company dated 29th March, 2024, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC / OAVM facility in accordance with said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not applicable for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

Further, in addition to the above, I submit my report as under

- a. The Notice dated 29th March 2024 convening the Serial No. 01/2024-25 Extra-Ordinary General Meeting (EGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution to be passed at the said Serial No. 01/2024-25 Extra-Ordinary General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited (LIPL) through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the Notice of the Serial No. 01/2024-25 Extra-Ordinary General Meeting on its website.
- b. The Company has availed the e-voting services offered by the Central Depository Services (India) Limited (CDSL) for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



- c. The remote e-voting period commenced on Monday, the 22nd day of April, 2024 at 09:00 AM (IST) and ended on Wednesday, the 24th day of April, 2024 at 05:00 PM (IST). During the period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 18th April, 2024 were entitled to vote on the resolution set out in the Notice of the Serial No. 01/2024-25 Extra-Ordinary General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Wednesday, 24th April, 2024 at 05:00 PM (IST).
- d. Upon the commencement of the Serial No. 01/2024-25 Extra-Ordinary General Meeting, the e-voting platform was made available to the shareholders, who were present at the Serial No. 01/2024-25 Extra-Ordinary General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolution through remote e-voting, to cast their vote through e-voting facility at the said Serial No. 01/2024-25 Extra-Ordinary General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Extra-Ordinary General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 25th April, 2024 at 12:20 PM (IST) in the presence of Mr. John Manoj A (Witness No.1) and Ms. Sahitya S (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the Central Depository Services (India) Limited (CDSL).
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Extra-Ordinary General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of Central Depository Services (India) Limited (CDSL), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution as set out under Item No.1 in the Notice convening the Serial No. 01/2024-25 Extra-Ordinary General Meeting as under:



MDS & Associates LLP

Company Secretaries

Continuation Sheet...

Special Business

Resolution No: 1

Ordinary Resolution

Approval for entering into Material Related Party Transaction(s) with PCBL Limited.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	39	24,185	100.00
E-Voting at EGM	1	100	100.00
Total Voting	40	24,285	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at EGM	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	3	30
E-Voting at EGM	1	6,045
Total Voting	4	6,075

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as unanimously passed.

Yours faithfully

*Based on the Scrutinizer's Report,
The Resolution No.1 have been
unanimously passed*

Place : Coimbatore

Date : 25th April, 2024

For MDS & Associates LLP
Company Secretaries

M.D. Selvaraj

M D Selvaraj

Managing Partner

FCS No: 960 / CP No: 411

Peer Review No: 3030/2023

UDIN: F000960F000243202

