

General information about company	
Script code	533316
NSE Symbol	STEL
MFSEI Symbol	NOTLISTED
ISIN	INE577L01016
Name of the entity	STEL Holdings Ltd
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson								
Whether Chairperson is related to MD or CEO								
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	KAUSHIK ROY	ACDPR6594F	06513489	Non-Executive - Non Independent Director	Chairperson		28-03-1965
2	Mr	MAHESH NARAYANASWAMY	ADAPN2351A	01449684	Non-Executive - Non Independent Director	Not Applicable		30-01-1968
3	Mr	ABRAHAM ITTYIPE	AADP9350E	02717344	Executive Director	Not Applicable		18-02-1965
4	Mr	ALOK KALANI	AEQPK2113L	03082801	Non-Executive - Non Independent Director	Not Applicable		23-02-1969
5	Ms	IRAM HASSAN	AFFPH8520L	10183873	Non-Executive - Independent Director	Not Applicable		18-07-1986
6	Mr	ROHIN FEROZE BOMANJI	AAAPB6308A	06971089	Non-Executive - Independent Director	Not Applicable		11-01-1961
7	Mr	SAMARTH PAREKH	AKFPP6542B	00199598	Non-Executive - Independent Director	Not Applicable		22-03-1981
8	Mr	PREM KAPIL	AFMPK0391P	06921601	Non-Executive - Independent Director	Not Applicable		08-02-1947
9	Mr	HEMENDRA CHIMANLAL DALAL	AAAPD2633G	00206232	Non-Executive - Independent Director	Not Applicable		11-04-1946
10	Mr	UMANG KANORIA	AGEPK6971A	00081108	Non-Executive - Independent Director	Not Applicable		02-11-1959

I. Composition of Board of Directors							
Disqualification of Directors under section 164 of the Companies Act, 2013							
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status		
1	No				Active		
2	No				Active		
3	No				Active		
4	No				Active		
5	No				Active		
6	No				Active		
7	No				Active		
8	No				Active		
9	No				Active		
10	No				Active		

I. Composition of Board of Directors													
Sr	Whether special resolution passed? (Refer Reg (17A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (with reference to provision 17A(1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		16-02-2015	27-09-2024		3	0	1	0				
2	NA		08-02-2021	28-09-2023		1	0	0	0				
3	NA		13-08-2020	29-09-2022		1	0	2	0				
4	NA		12-08-2022	29-09-2022		13.07	2	0	4	2			
5	NA		25-08-2023	25-08-2023			2	2	4	1			
6	NA		01-08-2024	01-08-2024		2	3	3	5	1			
7	NA		01-08-2024	01-08-2024		2	1	1	2	0			
8	Yes	06-09-2019	01-10-2019	01-10-2019	30-09-2024	120	2	2	2	0	Tenure Completion		
9	Yes	06-09-2019	01-10-2019	01-10-2019	30-09-2024	120	2	2	3	1	Tenure Completion		
10	NA		01-10-2019	01-10-2019	30-09-2024	120	4	2	7	2	Tenure Completion		

Text Block

Mr. Kaushik Roy having DIN 06513489 Non Executive Non Independent Director has been appointed as Chairman for the period from April 01 2024 to October 01 2024.

Section 203 of the Companies Act 2013 stipulates that certain classes of companies as may be prescribed shall have the following wholetime key managerial personnel

i. Managing Director or Chief Executive Officer or Manager and in their absence a Whole time Director

ii. Company Secretary

iii. Chief Financial Officer

In compliance with the aforesaid provision, our company has appointed Mr. Abraham Ittyipe having DIN 02717344 as a Whole time Director. Further to this in the corporate governance report for the quarter ended September 30 2024 we have selected against his name the category of director as Executive as he is in the whole time employment of the company.

The appointment of Mr. Rohin Feroze Bomani DIN 06971089 and Mr. Samarth Parekh DIN 00199598 as Independent Directors of the Company for a first term of five consecutive years effective from August 01 2024 has been approved by the members by means of special resolution passed at the Thirty Fourth Annual General Meeting held on 27 September 2024.

Mr Prem Kapil, Mr Hemendra Chimanlal Dalal and Mr Umang Kanoria has retired on 30-09-2024 upon completion of their second tenure

The composition of Board is in accordance with Regulation 17 of SEBI Listing Obligations and Disclosure Requirements Regulations 2015

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00081108	UMANG KANORIA	Non-Executive - Independent Director	Chairperson	30-05-2013	30-09-2024	Textual Information(1)
2	03082801	ALOK KALANI	Non-Executive - Non Independent Director	Member	12-08-2022		
3	00206232	HEMENDRA CHIMANLAL DALAL	Non-Executive - Independent Director	Member	30-05-2013	30-09-2024	Textual Information(2)
4	06921601	PREM KAPIL	Non-Executive - Independent Director	Member	30-05-2013	30-09-2024	Textual Information(3)
5	02717344	ABRAHAM ITTYIPE	Executive Director	Member	24-06-2021	01-08-2024	Textual Information(4)
6	10183873	IRAM HASSAN	Non-Executive - Independent Director	Chairperson	25-08-2023		Textual Information(5)
7	06971089	ROHIN FEROZE BOMANJI	Non-Executive - Independent Director	Member	01-08-2024		
8	00199598	SAMARTH PAREKH	Non-Executive - Independent Director	Member	01-08-2024		

Sr Text Block

Textual Information(1) Ceased due to retirement as Independent Director on completion of second tenure

Textual Information(2) Ceased due to retirement as Independent Director on completion of second tenure

Textual Information(3) Ceased due to retirement as Independent Director on completion of second tenure

Textual Information(4) Ceased as a member of Audit Committee due to re constitution

Textual Information(5) Ms. Iram Hassan has been re categorized as Chairperson of Audit Committee effective from 01-08-2024

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00081108	UMANG KANORIA	Non-Executive - Independent Director	Chairperson	30-05-2013	30-09-2024	Textual Information(1)
2	03082801	ALOK KALANI	Non-Executive - Non Independent Director	Member	12-08-2022		
3	00206232	HEMENDRA CHIMANLAL DALAL	Non-Executive - Independent Director	Member	30-05-2013	30-09-2024	Textual Information(2)
4	00199598	SAMARTH PAREKH	Non-Executive - Independent Director	Chairperson	01-08-2024		Textual Information(3)
5	06971089	ROHIN FEROZE BOMANJI	Non-Executive - Independent Director	Member	01-08-2024		

Sr Text Block

Textual Information(1) Ceased due to retirement as Independent Director on completion of second tenure

Textual Information(2) Ceased due to retirement as Independent Director on completion of second tenure

Textual Information(3) Appointed as Chairperson of the Nomination and Remuneration Committee due to re constitution effective from 01-08-2024

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03082801	ALOK KALANI	Non-Executive - Non Independent Director	Chairperson	12-08-2022		
2	00081108	UMANG KANORIA	Non-Executive - Independent Director	Member	30-05-2013	30-09-2024	Textual Information(1)
3	02717344	ABRAHAM ITTYIPE	Executive Director	Member	24-06-2021		
4	10183873	IRAM HASSAN	Non-Executive - Independent Director	Member	25-08-2023		
5	00199598	SAMARTH PAREKH	Non-Executive - Independent Director	Member	01-08-2024		

Sr Text Block

Textual Information(1) Ceased due to retirement as Independent Director on completion of second tenure

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

Annexure I

Annexure I

III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-05-2024				Yes	8	7	4
2		30-07-2024	80		Yes	8	7	4

IV. Meeting of Committees									
Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Last date of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting* (other than Board of Directors)
1	Audit Committee	10-05-2024				Yes	6	6	4
2	Audit Committee	30-07-2024	80			Yes	6	6	4
3	Nomination and remuneration committee	30-07-2024				Yes	3	3	2

V. Related Party Transactions							
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.				
1	Whether prior approval of audit committee obtained	Yes					
2	Whether shareholder approval obtained for material RPT	Yes					
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes					
Disclosure of notes of material transaction with related party							Textual Information(1)

Text Block

Textual Information(1) The Company has obtained approval of the shareholders by means of an ordinary resolution passed at EGM held on 25.04.2024 to enter into a material related party transactions with PCB Ltd, a related party of the company, relating to subscriptions for 120000 warrants, each exercisable into, or exchangeable for, 1 fully paid up equity share of the Company of face value of Re.1/- each at a price of Rs. 200/- each payable in cash for an amount aggregating up to Rs.33,60,00,000/- during the financial years 2024-25 and 2025-26

Annexure I							
VI. Affirmations							
Sr	Subject	Compliance status (Yes/No)					
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes					
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes					
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes					
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes					
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA					
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes					
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes					
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes					

Annexure I							
Sr	Subject	Compliance status					
1	Name of signatory	LAKSHMI PALLAVUR SIVASUBRAMANIAN					
2	Designation	Company Secretary and Compliance Officer					

Annexure III							
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.			
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes				
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes				
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes				
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes				
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes				
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes				
7	Whether Corporate Governance Report disclosed in Annual Report	34(3) read with para C of Schedule V	Yes				
6							

Annexure III							
Sr	Name of signatory	LAKSHMI PALLAVUR SIVASUBRAMANIAN					
2	Designation	Company Secretary and Compliance Officer					

Additional Half yearly Disclosure							
Applicability of disclosure					Reason for Non Applicability		
Not Applicable					Textual Information(1)		

Text Block

Textual Information(1) The company has no such transactions during the reporting period

Details of Cyber security incidence							
Whether as per Regulation 27(2)(b) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter							No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter							
Sr.	Date of the event						Brief details of the event

Signatory Details							
Name of signatory	LAKSHMI PALLAVUR SIVASUBRAMANIAN						
Designation of person	Company Secretary and Compliance Officer						
Place	COCHIN						
Date	19-10-2024						