

Integrated Filing-Governance

| General information about company | |
|---|--|
| Script Code | 533316 |
| NSE Symbol | STEL |
| MSEI Symbol | NOTLISTED |
| ISIN | INE57L01016 |
| Name of the entity | STEL Holdings Ltd |
| Date of start of financial year | 01-Apr-2024 |
| Date of end of financial year | 31-Mar-2025 |
| Reporting Quarter | Yearly |
| Date of Quarter Ending | 31-Mar-2025 |
| Type of company | Equity |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No |
| Reason For Part C Of Annexure I Disclosure Of Acquisition Of Shares Or Voting Rights In Unlisted Companies Not Applicable To The Entity | There was no acquisition in Unlisted Companies during the quarter ended March 31, 2025. |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | No |
| Reason For Part D Of Annexure I Disclosure Of Imposition Of Fine Or Penalty Is Not Applicable To The Entity | No fine or penalty levied during the quarter ended March 31, 2025. |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | No |
| Reason For Part E Of Annexure I Disclosure Of Updates To Ongoing Tax Litigations Or Disputes Is Not Applicable To The Entity | No updates during the quarter ended March 31, 2025. |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | No |
| Reason For Part F Of Annexure I Disclosure Of Loans Or Guarantees Or Comfort Letters Or Securities Etc Is Not Applicable To The Entity | No loans / guarantees / comfort letters / securities were provided during the quarter ended March 31, 2025 and there is no outstanding as on March 31, 2025. |
| Risk management committee | No |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |
| Is SCORE ID Available ? | Yes |
| SCORE Registration ID | s01697 |
| Is the A to S SCORE ID | |
| Type of Submission | Original |
| Remarks (website dissemination) | |
| Remarks for Exchange (not for Website Dissemination) | |

Annexure I

I. Composition of Board of Directors

The Company has no regular Chairperson. Since the last Board meeting held on 22-01-2025 was chaired Mr. Alok Kalani DIN 03082801 Non-Executive Non-Independent Director ii. Company Secretary iii. Chief Financial Officer In compliance with the aforesaid provision, our company has appointed Mr. Abraham Ittyype having DIN 02717344 as of SEBI Listing Obligations and Disclosure Requirements Regulations 2015.

| Sr. No. | Name of the Director | DIN | Category | Chairperson | Date of Appointment | Date of Cessation |
|---------|-------------------------|------------|--|-------------|---------------------|-------------------|
| Mr. | KAUSHIK ROY | ACDPR6594F | Non-Executive - Non Independent Director | Chairperson | 25-Aug-2023 | |
| Mr. | MAHESH NARAYANASWAMY | ADAPN2351A | Non-Executive - Non Independent Director | Member | 12-Aug-2022 | |
| Mr. | ABRAHAM ITTYYPE | AADFP9350E | Executive Director | Member | 02717344 | |
| Mr. | ALOK KALANI | AEQPK2113L | Non-Executive - Non Independent Director | Member | 03082801 | |
| Mr. | IRAM HASSAN | AFFPH8520L | Non-Executive - Non Independent Director | Member | 10183873 | |
| Mr. | ROHIN FERROZE BOMANJI | AAAPB6308A | Non-Executive - Non Independent Director | Member | 06971089 | |
| Mr. | SAMARTH PAREKH | AKFP96542B | Non-Executive - Non Independent Director | Member | 00199598 | |
| Mr. | SUNIL KAMALAKAR TAMHANE | AAFFT7617K | Non-Executive - Non Independent Director | Member | 03179129 | |

II. Composition of Committees

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson Yes

| Sr. No. | Name of the Member | DIN | Category | Chairperson | Date of Appointment | Date of Cessation |
|----------|-------------------------|-----|--|-------------|---------------------|-------------------|
| 10183873 | IRAM HASSAN | | Non-Executive - Independent Director | Chairperson | 25-Aug-2023 | |
| 03082801 | ALOK KALANI | | Non-Executive - Non Independent Director | Member | 12-Aug-2022 | |
| 06971089 | ROHIN FERROZE BOMANJI | | Non-Executive - Independent Director | Member | 01-Aug-2024 | |
| 00199598 | SAMARTH PAREKH | | Non-Executive - Independent Director | Member | 01-Aug-2024 | |
| 03179129 | SUNIL KAMALAKAR TAMHANE | | Non-Executive - Independent Director | Member | 26-Oct-2024 | |

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson Yes

| Sr. No. | Name of the Member | DIN | Category | Chairperson | Date of Appointment | Date of Cessation |
|----------|-----------------------|-----|--|-------------|---------------------|-------------------|
| 00199598 | SAMARTH PAREKH | | Non-Executive - Independent Director | Chairperson | 01-Aug-2024 | |
| 03082801 | ALOK KALANI | | Non-Executive - Non Independent Director | Member | 12-Aug-2022 | |
| 06971089 | ROHIN FERROZE BOMANJI | | Non-Executive - Independent Director | Member | 01-Aug-2024 | |

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes

| Sr. No. | 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-Aug-2022 | | |
| 2 | 10183873 | IRAM HASSAN | Non-Executive - Independent Director | Member | 25-Aug-2023 | | |
| 3 | 02717344 | ABRAHAM ITTYYPE | Executive Director | Member | 24-Jun-2021 | | |
| 4 | 00199598 | SAMARTH PAREKH | Non-Executive - Independent Director | Member | 01-Aug-2024 | | |

| | | | | | | |
|---|-------------|----|-----|---|---|---|
| 1 | 25-Oct-2024 | | Yes | 8 | 8 | 4 |
| 2 | 22-Jan-2025 | 88 | Yes | 8 | 6 | 4 |

| | | | | | | | | | |
|---|-------------------------------------|-------------|----|--|-----|---|---|---|---|
| 1 | Audit Committee | 25-Oct-2024 | | | Yes | 4 | 4 | 3 | 0 |
| 2 | Audit Committee | 22-Jan-2025 | 88 | | Yes | 5 | 5 | 4 | 0 |
| 3 | Stakeholders Relationship Committee | 27-Mar-2025 | 63 | | Yes | 4 | 4 | 2 | 0 |

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 |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | |

Annexure I

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

Details of Cyber security incidence

| | | |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No | |
| Other details of cyber security incidence or breaches or loss of data event occurred | | |
| 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 |

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

| Sr | Item | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. | Web address |
|------|--|-------------------------------|--|---|
| 1.1 | Details of business | Yes | | https://stelholdings.com/about-us/ |
| 1.2 | Memorandum of Association and Articles of Association | Yes | | https://stelholdings.com/other/ |
| 1.3 | Brief profile of board of directors including directorship and full time positions in body corporates | Yes | | https://stelholdings.com/leadership/ |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://stelholdings.com/code-policies/ |
| 3 | Composition of various committees of board of directors | Yes | | https://stelholdings.com/composition-of-committees-of-the-board/ |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://stelholdings.com/download/708/ |
| 5 | Details of establishment of vigil mechanism or whistle blower policy | Yes | | https://stelholdings.com/download/702/ |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://stelholdings.com/download/707/ |
| 7 | Policy on dealing with related party transactions | Yes | | https://stelholdings.com/download/705/ |
| 8 | Policy for determining material subsidiaries | Yes | | https://stelholdings.com/download/1298/ |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://stelholdings.com/download/1089/ |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://stelholdings.com/download/1302/ |
| 11 | Email address for grievance redressal and other relevant details | Yes | | https://stelholdings.com/investor-contact/ |
| 12 | Financial results | Yes | | https://stelholdings.com/quarterly-financial-results/ |
| 13 | Shareholding pattern | Yes | | https://stelholdings.com/shareholding-patterns/ |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15.1 | Schedule of analyst or institutional investor meet and presentation prepared by listed entity for analyst or institutional investor meet | NA | | |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls | NA | | |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://stelholdings.com/initiation-to-stock-exchanges/ ; https://stelholdings.com/notices-sent-to-shareholders/ |
| 18 | Credit rating or revision in credit rating obtained | NA | | |
| 19 | Separate audited financial statements of each subsidiary of the listed entity | Yes | | https://stelholdings.com/subsidiaries-financials/ |
| 20 | Secretarial compliance report | Yes | | https://stelholdings.com/secretarial-compliance-reports/ |
| 21 | Materiality policy as per regulation 30 (4) | Yes | | https://stelholdings.com/download/704/ |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | | https://stelholdings.com/investor-contact/ |
| 23 | Disclosures under regulation 32 | Yes | | https://stelholdings.com/initiation-to-stock-exchanges/ |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | | |
| 25 | Dividend distribution policy as specified in regulation 43A (1) | NA | | |
| 26.1 | Annual return as provided under section 92 of the Companies Act 2013 | Yes | | https://stelholdings.com/annual-returns/ |
| 26.2 | Employee benefit scheme documents framed in terms of SEBI (SBI) regulations 2021 | | | |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | | https://stelholdings.com/ |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation | Yes | | https://stelholdings.com/ |
| 29 | Disclosure of notes on website in terms of Listing Regulations explanatory | | | |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. |
|----|--|---|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of independence and/or eligibility | 16(1)(b) | Yes | |
| 2 | Board Composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes | |
| 3 | Meeting Of Board Of Directors | 17(2) | Yes | |
| 4 | Quorum of board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes | |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 20 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 21 | Role of Nomination and Remuneration Committee | 19(4) | Yes | |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 23 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | Yes | |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 26 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | NA | |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | NA | |
| 29 | Vigil Mechanism | 22 | Yes | |
| 30 | Policy for related party Transaction | 23(1), (1A), (5), (6), & (8) | Yes | |
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 32 | Approval for material related party transactions | 23(4) | Yes | |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 34 | Composition of Board of Directors of unlisted material subsidiary | 24(1) | NA | |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 36 | Alternate Director to Independent Director | 25(1) | NA | |
| 37 | Maximum Tenure | 25(2) | Yes | |
| 38 | Appointment, Re-appointment or removal of an independent Director through special resolution or the alternate mechanism | 25(2A) | Yes | |
| 39 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 40 | Familiarization of independent directors | 25(7) | Yes | |
| 41 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 42 | Directors and Officers insurance | 25(10) | Yes | |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | NA | |
| 44 | Memberships in Committees | 26(1) | Yes | |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 46 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| 47 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA | |
| 48 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2), 26A(3) | NA | |

III. Affirmations

| Sr | Particulars | Compliance status (Yes/No/NA) |
|----|--|-------------------------------|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| | Any other information to be provided | Reveal Information(1) |

Text Block

| | |
|------------------------|---|
| Textual Information(1) | The Company has formulated policy for determining material subsidiaries. However, the Company has no material subsidiary for the financial year ended March 31, 2025. |
|------------------------|---|

Annexure II

| Sr | Name of signatory | Compliance status |
|----|-------------------|--|
| 1 | Designation | LAKSHMI PALLAVUR SIVASUBRAMANIAN |
| 2 | Designation | Company Secretary and Compliance Officer |

Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.

I. Disclosure of Loans/ guarantees/comfort letters / securities etc.refere note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | | |
| Promoter Group or any other entity controlled by them | | |
| Directors (including relatives) or any other entity controlled by them | | |
| KMPs or any other entity controlled by them | | |

(B) Any security provided by promoter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
|--|---------------------------------------|--|--|
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |