

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Stel Holdings Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr .	Prem Kapil	0692216011	AFMPK0391P	ID		01-Oct-2014		60	3	2	0	AC	
Mr .	Kaushik Roy	06513489	ACDP R6594F	NED		03-Aug-2017			3	0	0		
Mr	Umang Kanoria	0	AG	ID		01-		6	4	3	3	AC,SC	

.		0 0 8 1 1 0 8	EP K6 971 A			Oct- 2014		0				,NRC	
Mr	Anant Vardhan Goenka	0 2 0 8 9 8 5 0	AE NP G5 875 N	NED		30- Sep- 2016			3	0	0		
Mr	Sunil Bhandari	0 0 0 5 2 1 6 1	AA DP B2 665 H	C & NED		26- Sep- 2018			1	1	1	AC,SC ,NRC	
Mr	H. C. Dalal	0 0 2 0 6 2 3 2	AA AP D2 633 G	ID		01- Oct- 2014		6 0	3	3	1	AC,N RC	
Ms	Kusum Dadoo	0 6 9 6 7 8 2 7	AH IP D8 775 G	ID		08- Feb- 2019		6 0	6	5	0	AC	

Company Remarks	
Whether Permanent chairperson appointed	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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1	Kusum Dadoo	ID	Member	08-Feb-2019	
2	Sunil Bhandari	C & NED	Member	30-May-2013	
3	Prem Kapil	ID	Member	30-May-2013	
4	H. C. Dalal	ID	Member	30-May-2013	
5	Umang Kanoria	ID	Chairperson	30-May-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Umang Kanoria	ID	Member	30-May-2013	
2	Sunil Bhandari	C & NED	Chairperson	30-May-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sunil Bhandari	C & NED	Member	30-May-2014	
2	H. C. Dalal	ID	Member	30-May-2014	
3	Umang Kanoria	ID	Chairperson	30-May-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
31-Oct-2018	08-Feb-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	99

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	31-Oct-2018	08-Feb-2019	4	Yes
Nomination & Remuneration Committee		08-Feb-2019	3	Yes
Stakeholders Relationship Committee		08-Feb-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Lakshmi P S**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format 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 Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.stelholdings.com
Terms and conditions of appointment of	Yes		www.stelholdings.com
Composition of various committees of	Yes		www.stelholdings.com
Code of conduct of board of directors and	Yes		www.stelholdings.com
Details of establishment of vigil mechanism/	Yes		www.stelholdings.com
Criteria of making payments to non-	Yes		www.stelholdings.com
Policy on dealing with related party	Yes		www.stelholdings.com
Policy for determining 'material' subsidiaries	Yes		www.stelholdings.com
Details of familiarization programs imparted	Yes		www.stelholdings.com
Contact information of the designated officials of the listed	Yes		www.stelholdings.com
email address for grievance redressal and	Yes		www.stelholdings.com
Financial results	Yes		www.stelholdings.com
Shareholding pattern	Yes		www.stelholdings.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Yes		www.stelholdings.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **LAKSHMI P S**
Designation : **Company Secretary & Compliance Officer**