

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Stel Holdings Limited**
 2. Quarter ending - **30-Sep-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	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	Ini t i a l D a t e o f A p p o i n t m e n t	Dat e o f A p p o i n t m e n t	Dat e o f c e s s a t i o n	T e n u r e	Dat e o f B i r t h	No. o f D i r e c t o r s h i p i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	No o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	Rem a r k s
M r.	Prem Kapil	0 6 9 2 1 6 0 0 1	A F M P K 0 3 9 1 P	ID		01- Oct- 2014	06- Sep- 2019		6 0	28- Ma r- 196 5	3	3	2	1	AC	
M r.	Kaushik Roy	0 6 5 1 3 4	A C D P R 6	NE D		03- Aug- 2017				02- No v- 195 9	3	0	0	0		

		8 9	5 9 4 F												
M r.	Umang Kanoria	0 0 0 8 1 1 0 9 8	A G E P K 6 9 7 1 A	ID		01- Oct- 2014	06- Sep- 2019		6 0	19- Oct - 198 1	4	2	3	3	AC,S C,N RC
M r.	Anant Vardhan Goenka	0 2 0 8 9 8 5 0	A E N P G 5 8 7 5 N	NE D		30- Sep- 2016	06- Sep- 2019			22- Au g- 196 0	3	0	0	0	
M r.	Sunil Bhandari	0 0 0 5 2 1 6 1	A A D P B 2 6 6 5 H	C, NE D		26- Sep- 2020				02- Jan - 195 3	1	0	1	1	AC,S C,N RC
M r.	H. C. Dalal	0 0 2 0 6 2 3 2	A A A P D 2 2 3 3 3 G	ID		01- Oct- 2014	06- Sep- 2019		6 0	08- Feb - 194 7	3	3	4	1	AC, NRC
M rs .	Kusum Dadoo	0 6 9 6 7 8	A H I P D 8	ID		08- Feb- 2019	06- Sep- 2019		6 0	11- Apr - 194 6	6	6	6	0	AC,S C

		2	7														
		7	7														
			5														
			G														

Company Remarks	
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	H. C. Dalal	ID	Member	30-May-2013	
2	Prem Kapil	ID	Member	30-May-2013	
3	Sunil Bhandari	C,NED	Member	30-May-2013	
4	Kusum Dadoo	ID	Member	08-Feb-2019	
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	Sunil Bhandari	C,NED	Chairperson	30-May-2013	
2	Umang Kanoria	ID	Member	30-May-2013	
3	Kusum Dadoo	ID	Member	24-May-2019	

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	Umang Kanoria	ID	Chairperson	30-May-2014	
2	H. C. Dalal	ID	Member	30-May-2014	
3	Sunil Bhandari	C,NED	Member	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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
24-May-2019	26-Jul-2019	Yes	7	4
	06-Sep-2019	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	62

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	24-May-2019		Yes	5	4
Audit Committee		26-Jul-2019	Yes	5	4
Nomination & Remuneration Committee	24-May-2019		Yes	3	2
Nomination & Remuneration Committee		26-Jul-2019	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	62

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	
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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 III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual	20(3)	Yes	

general meeting			
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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