

NOTICE

Notice is hereby given that the 30th Annual General Meeting (AGM) of the members of STEL Holdings Limited (“the Company”) will be held on Monday, September 28, 2020 at 2.00 p.m Indian Standard Time (“IST”). through Video Conferencing (“VC”/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statements for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors’ thereon.
2. To appoint a Director in place of Mr. Kaushik Roy (DIN: 06513489) who retires by rotation in terms of Section 152(6) of the Companies Act,2013, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **APPOINTMENT OF MR. ABRAHAM ITTYIPE (DIN : 02717344) AS THE WHOLETIME DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, Mr. Abraham Ittyipe (DIN: 02717344), who was appointed as an Additional Director of the Company with effect from August 13,2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197,198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and / or such other approval, if any, as may be required in this regard, approval of the Members of the Company be and is hereby accorded to appoint Mr. Abraham Ittyipe (DIN: 02717344), as the Wholetime Director of the Company, liable to retire by rotation to hold office for a period of five years with effect from August 13,2020 to August 12,2025 on the terms and conditions of appointment including payment of remuneration as below :

REMUNERATION IN CASE OF ADEQUATE PROFITS:

- Basic salary: Consolidated remuneration not exceeding Rs.6 lakhs per annum.
For the purposes of calculating the ceiling on remuneration, perquisites if any, shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost.
- Commission if any, subject to the conditions that the total remuneration consisting of salary, allowances, perquisites and commission shall not exceed 5% of the net profit of the Company for any financial year computed in accordance with the provisions of the Companies Act, 2013.
- Subject to the provision of Reg 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the annual remuneration payable to Whole-time Director of the company, exceeds Rs. 5 Crores or 2.5% of the net profits of the Company as calculated under Section 198 of the Act whichever is higher and but remuneration including commission payable shall not exceed 5% of the net profit of the Company for any financial year computed in accordance with the provisions of the Companies Act, 2013.

MINIMUM REMUNERATION IN CASE OF LACK OR INADEQUACY OF PROFITS:

Where in any financial year during the currency of the tenure of the Whole time Director we have Nil profits or the profits are inadequate, the Whole time Director shall be paid remuneration as under:

- Remuneration payable not exceeding the limit prescribed under Section II Part II of Schedule V of the Companies Act, 2013 based on the effective capital of the Company and in accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time.

GENERAL:

- The perquisites if any shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules.
- Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per Company's policy.
- The Whole time Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
- The Whole time Director shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company."

"RESOLVED FURTHER THAT Mr. Abraham Ittyipe, Whole time director of the company will be entrusted with among others, the powers, authorities, functions, duties, responsibilities by Board of Directors of the Company, from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Compensation Committee in such manner as may be agreed to by the Board of Directors within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

By Order of the Board of Directors

For **STEL Holdings Limited**

Lakshmi P.S
Company Secretary

Place : Kochi

Date : August 13,2020

STEL Holdings Limited

CIN: L65993KL1990PLC005811

24/1624, Bristow Road,

Willingdon Island,

Cochin-682003

Notes:

1. Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto. Details of the Director seeking appointment/re-appointment of Directorship at this AGM is appended to this Notice.
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2020 To September 28, 2020 (both days inclusive).
3. In view of the continuing COVID-19 pandemic, and to ensure social distancing norms, the Ministry of Corporate Affairs has allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of the Members at a Common Venue. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") the Thirtieth Annual General Meeting ("AGM") of the Members is to be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and also available at the Company's website i.e., www.stelholdings.com
4. As this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Pursuant to Regulation 40 of the SEBI Listing Regulations, with effect from April 01, 2019, transfer of securities of the Company would be carried out in dematerialized form only, except in case of transmission or transposition of securities.
6. In terms of Section 152 of the Act, Mr. Kaushik Roy is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
7. The Company at its AGM held on August 03, 2017 appointed M/s. J Krishnan & Associates, Chartered Accountants, (Registration No.: 001523S) as the Statutory Auditors from the conclusion of the 27th AGM to the conclusion of the 32nd AGM to be held in the year 2022 subject to ratification of their appointment every year, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the Thirtieth AGM.
8. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to secretarial@stelholdings.com.
9. The Company has appointed Mr. M. D. Selvaraj, Practicing Company Secretary (CP. 411), Partner, MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
10. The Results will be declared within 48 hours from the conclusion of AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.stelholdings.com and on the website of CDSL e-voting i.e. www.evotingindia.com and the same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

11. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCEDURE FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND FUTURE CORRESPONDENCE:

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report FY 2019-20 will also be available on the Company's website www.stelholdings.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also available on the website of Central Depository Services (India) Ltd (CDSL).

12. REGISTRATION OF EMAIL ID:**i) FOR SHAREHOLDERS HOLDING PHYSICAL SHARES:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail / Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii) FOR DEMAT SHAREHOLDERS:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

13. PARTICIPATION AT THE AGM AND VOTING

1. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.stelholdings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on **Friday, September 25, 2020 (9.00 a.m IST) and ends on Sunday, September 27, 2020 (5.00 p.m IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, September 21, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are

eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the STEL Holdings Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **our RTA email id. coimbatore@linkintime.co.in**
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **our RTA email id. coimbatore@linkintime.co.in**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads connected through broadband for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, DP ID and Client ID/folio number, email id, mobile number and PAN at secretarial@stelholdings.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, DP ID and Client ID /folio number, email id, mobile number and PAN at secretarial@stelholdings.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer to his email address viz; mds@mdsassociates.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors

For **STEL Holdings Limited**

Lakshmi P.S
Company Secretary

Place : Kochi
Date : August 13,2020

STEL Holdings Limited
CIN: L65993KL1990PLC005811
24/1624, Bristow Road,
Willingdon Island,
Cochin-682003

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3 of the Notice:

In terms of the requirements under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 13, 2020, appointed Mr. Abraham Ittyipe (DIN: 02717344), as an Additional Director designated as the Wholetime Director of the Company for a period of five years with effect from August 13,2020 to August 12,2025 subject to the approval of the Members as may be required under applicable law.

Mr Abraham Ittyipe is a graduate in B Tech (Mechanical) from M G University, Kerala, and has over 31 years of work experience. His expertise includes Logistics, Business Strategy, Business Planning, Sourcing, Operations Management, Management, Business Development, Supply Chain Management, Market Research, Team Management, System Administration, ERP, Key Account Management, Project Planning, Strategy and Procurement. Currently he is pursuing Executive Management Development program with IIM (Kozhikode), and is active in many professional and social organisations.

In accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Abraham Ittyipe to be appointed as Director of the Company.

In accordance with the provisions of Section 152, 196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Mr. Abraham Ittyipe as Wholetime Director of the Company with effect from August 13, 2020.

The terms and conditions of the appointment and remuneration payable to Mr. Abraham Ittyipe have been provided as part of the resolution at Item No. 3.

Additional information in respect of Mr. Abraham Ittyipe, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Abraham Ittyipe is given at Annexure B to this Notice.

Except Mr. Abraham Ittyipe, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution in relation to appointment of Mr. Abraham Ittyipe as the Wholetime Director of the Company, as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

ANNEXURE A TO THE NOTICE

Details of Directors' seeking Re-appointment/Appointment at the Annual General Meeting pursuant to Regulation 26(4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Kaushik Roy	Mr. Abraham Ittyipe
DIN	06513489	02717344
Age	55 years	55 years
Date of Birth	28/03/1965	18/02/1965
Nationality	Indian	Indian
Date of first appointment on the Board	February 16, 2015	August 13,2020
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any director and Key Managerial Personnel of the Company.	He is not related to any director and Key Managerial Personnel of the Company.

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Name of the Director	Mr. Kaushik Roy	Mr. Abraham Ittyipe
Qualification	M. Tech (Mechanical) from IIT-Kharagpur, and an alumnus of IMD-Switzerland. Degree in Business Administration from University of Tokyo.	Graduate in B Tech (Mechanical) from M G University, Kerala
Expertise in specific functional areas	Mr. Kaushik Roy aged 55 years was appointed as the Non-Executive Director of the company on February 16, 2015. Mr. Kaushik Roy has a vast multi-functional business experience, spanning over two decades across different sectors like, Tyre and Cement,. Mr. Kaushik Roy is the Managing Director of PCBL. Mr. Kaushik Roy took on the responsibility of providing leadership to PCBL from January 2013. He is widely acclaimed for bringing in a new era of leadership at PCBL. Prior to PCBL, he has been associated with Apollo Tyres Limited in various leadership roles and has also been a Management Board Member of the Company. He is a regular visiting faculty for various Management Institutions and also a speaker in various Conferences held across the globe. Mr. Kaushik Roy is a member of the Managing Committee of the Bengal Chamber of Commerce and Industry (BCC&I).	Mr. Abraham Ittyipe aged 55 years was appointed as an Additional Director on the board on August 13, 2020. Mr. Abraham Ittyipe has over 31 years of work experience. His expertise includes Logistics, Business Strategy, Business Planning, Sourcing, Operations Management, Management, Business Development, Supply Chain Management, Market Research, Team Management, System Administration, ERP, Key Account Management, Project Planning, Strategy and Procurement. Currently he is pursuing Executive Management Development program with IIM (Kozhikode), and is active in many professional and social organisations.
Number of shares held in the Company & % of holding	Nil	101 shares
List of Directorships held in other Public Limited Companies	<ul style="list-style-type: none"> • HARRISONS MALAYALAM LTD • PHILLIPS CARBON BLACK LTD • SPENCER INTERNATIONAL HOTELS LIMITED 	Nil
Chairmanships /Memberships of Committees in other Public Limited Companies (Includes Audit Committee [AC] and Stakeholders Relationship Committee [SRC])	Nil	Nil
Number of Board meetings attended during the FY 2019 - 20	Held- 5 Attended- 4	Held- 5 Attended- 0

Note: For more details like remuneration drawn, etc. please refer to the Corporate Governance section of the Annual Report.

ANNEXURE B TO THE NOTICE

Brief profile of Director seeking appointment at the 30th Annual General Meeting to be held on September 28, 2020.

Item No.3

Mr Abraham Ittyipe is a graduate in B Tech (Mechanical) from M G University Kottayam, and has over 31 years of work experience. His expertise includes Logistics, Business Strategy, Business Planning, Sourcing, Operations Management, Management, Business Development, Supply Chain Management, Market Research, Team Management, System Administration, ERP, Key Account Management, Project Planning, Strategy and Procurement. Currently he is pursuing Executive Management Development program with IIM (Kozhikode), and is active in many professional and social organisations.

By Order of the Board of Directors

For STEL Holdings Limited

Lakshmi P.S
Company Secretary

Place : Kochi

Date : August 13,2020

STEL Holdings Limited

CIN: L65993KL1990PLC005811

24/1624, Bristow Road,

Willingdon Island,

Cochin-682003