

NOTICE

Notice is hereby given that the 31st Annual General Meeting (AGM) of the members of STEL Holdings Limited ("the Company") will be held on **Tuesday, September 28, 2021 at 12:00 Noon (IST)** through Video Conferencing ("VC"/ Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue 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, 2021 together with the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Sunil Bhandari (DIN: 00052161) who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **Appointment of Mrs. Suhana Murshed (DIN : 08572394) as an Independent 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and with Article 11 of the Articles of Association of the Company, Mrs. Suhana Murshed (DIN: 08572394), who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from 29th April, 2021 and who holds office only up to the date of this Annual General Meeting and who is eligible for re-appointment and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Non- Executive Independent Women Director of the Company for the first term, not liable to retire by rotation, for a period of five years with effect from April 29, 2021 to April 28, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

4. **Appointment of Mr. Mahesh Narayanaswamy (DIN : 01449684) as a Director of the Company.**

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

"RESOLVED THAT Mr. Mahesh Narayanaswamy (DIN: 01449684), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 08, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 11 of the Articles of Association of the Company but who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and he shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To consider the following Ordinary Resolution in respect of a shareholder's notice dated August 23, 2021 under Section 160 of the Companies Act, 2013.**

"RESOLVED THAT Mr. Krishnam Parasramka (DIN: 07632711) be and is hereby appointed as a Director of the Company."

By Order of the Board of Directors
For STEL Holdings Limited

Lakshmi P. S
Company Secretary
(Membership No. A43545)

Place : Kochi
Date : August 30, 2021

STEL Holdings Limited

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

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’) is annexed hereto.
2. **The Board has decided not to recommend/support the Ordinary Resolution under Item No. 5 of the AGM Notice relating to a Notice received in terms of Section 160 of the Act.**
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and all other relevant circulars issued from time to time and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 as amended by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (“SEBI Circulars”) issued by the Securities and Exchange Board of India (‘SEBI’), by virtue of which relaxations have been given to the companies, whose AGMs were due to be held in the year 2020 or would become due in the year 2021, to conduct their AGMs on or before 31st December, 2021, through VC/OAVM, the 31st AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company situated at 24/1624, Bristow Road, Willingdon Island, Cochin-682003. 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. Attendance of Members through VC/OAVM shall be counted for quorum under Section 103 of the Act.
6. In terms of Section 152 of the Act, Mr. Sunil Bhandari 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 Thirty First AGM.
8. Details of the Director seeking appointment/re-appointment of Directorship at this AGM is appended to this Notice.
9. 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. Members are requested to note that trading of Company’s shares through Stock Exchanges is permitted only in electronic/demat form. Those Members who have not yet converted their holdings into the electronic form may please consider opening an account with an authorised Depository Participant and arrange for dematerialisation.
10. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2021 to September 28, 2021 (both days inclusive).
11. 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.
12. The Board of Directors had appointed Mr. M. D. Selvaraj, Practicing Company Secretary (CP. 411), Partner, MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
13. 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.

14. Since the Company has not declared any dividend in the past, the question of transfer of the dividend amount which remains unclaimed for a period beyond 7 years along with the corresponding equity shares to the Investor Education and Protection Fund / demat account of the IEPF Authority pursuant to Section 124 of the Companies Act, 2013 does not arise.
15. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for electronic inspection by the members during the AGM. Members seeking to inspect such documents can send an e-mail to secretarial@stelholdings.com.
16. a) Members are requested to notify immediately any change of address:
 - a. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
 - b. to the company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
 - b) In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
17. Non-Resident Indian ("NRI") Members are requested to inform the company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement; (or)
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
18. As per the provisions of Section 72 of the Act, the facility for making nominations is now available to individuals holding shares in the company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the company or can download the form from the company's website (www.stelholdings.com). Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.
20. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the company to serve documents in electronic mode.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote at the AGM.
22. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCEDURE FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND FUTURE CORRESPONDENCE:**

Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing pandemic situation, owing to the difficulties involved in dispatching of the physical copies of the Notice of the 31st AGM and the Annual Report of the Company for the financial year ended 31st March, 2021 including therein the Audited Financial Statements for the year 2020-21, 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 2020-21 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 CDSL i.e. www.evotingindia.com. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive

all communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-

23. 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 coimbatore@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 Please update your email id & mobile no. with your respective Depository Participant (DP) as per the process followed and advised by the DP which is mandatory while e-Voting & joining virtual meetings through Depository.

iii) FOR INDIVIDUAL DEMAT SHAREHOLDERS – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

24. 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 corporates 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.

VOTING THROUGH ELECTRONIC MEANS :

- (i) The remote e-voting period begins on **Saturday, September 25, 2021 (9.00 a.m IST) and ends on Monday, September 27, 2021 (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 **Tuesday, September 21, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. All the business as set out in the notice of the 31st AGM may be transacted through e-voting.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The voting rights of Members shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on the cut-off date.
- (iv) The Board of Directors had appointed Mr. M. D. Selvaraj, Practicing Company Secretary (CP. 411), Partner, MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- (v) A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on Tuesday, September 21, 2021, being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purpose only.
- (vi) Any person, who acquires shares of the company and becomes Member of the company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Tuesday 21st September, 2021, may refer to the Notice of the 31st Annual General Meeting for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- I. In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings for individual shareholders holding securities in Demat mode, CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- II. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. 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.
 4. .Next enter the Image Verification as displayed and Click on Login.
 5. 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.
 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- III. After entering these details appropriately, click on "SUBMIT" tab.
- IV. 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.
- V. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- VI. Click on the EVSN for the relevant <STEL Holdings Limited> on which you choose to vote.
- VII. 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.
- VIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- IX. 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.
- X. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XI. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XII. 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.
- XIII. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 at the 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.

FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@stelholdings.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@stelholdings.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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
(Membership No. A43545)

Place : Kochi
Date : August 30,2021

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

As per the provisions of Section 149(1) of the Companies Act, 2013 ('the Act') and Regulation 17 of the SEBI Listing Regulations, the Company should have at least one Woman Director on its Board. Accordingly, pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and read with Article 11 of the Articles of Association of the Company, Mrs. Suhana Murshed aged 38 years was appointed by the Board of Directors of the Company ('the Board') as an Additional Director of the Company with effect from 29th April, 2021. Mrs. Suhana Murshed holds office as an Additional Director of the Company upto the date of this Annual General Meeting in terms of the provisions of Section 161 of the Act. The Company has received a notice in writing from a member proposing the candidature of Mrs. Suhana Murshed, for the office of Director of the Company, under the provisions of Section 160 of the Act, for an initial term of five consecutive years with effect from 29th April, 2021.

The Company has received from Mrs. Suhana Murshed, requisite consent, intimation and a declaration in connection with her appointment as an Independent Director.

Mrs. Suhana is a Partner at Khaitan & Co and is based in Kolkata, West Bengal. Suhana is affiliated with the Bar Council of Maharashtra and Goa. She obtained her LL.M degree from King's College London in 2008. She completed her B.L.S. LL.B degree from the Government Law College, Mumbai. She has been an academic rank holder in the University of Mumbai during her LL.B program and an academic rank holder in the State of Maharashtra.

Suhana has extensive work experience as a transactional lawyer. Her core expertise includes private equity investments, mergers and acquisitions, business transfers, joint ventures and foreign investments. She advises several multinational clients on their India entry strategies, inbound investments and foreign exchange laws. She also regularly advises on matters related to Corporate Governance, corporate laws and other allied commercial laws.

In the opinion of the Board, Mrs. Suhana Murshed is a person of integrity and possesses relevant qualifications, experience and expertise and fulfills the conditions specified in the Act and the rules made thereunder for her appointment as a Woman director and also as an Independent Director of the Company and she is independent of the management. Mrs. Suhana also holds directorship in Saregama India Ltd, Kanoria Chemicals & Industries Limited, Xpro India Limited and Sallum Private Ltd.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Suhana Murshed as an Independent Woman Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Suhana Murshed as an Independent Woman Director, for the approval by the shareholders of the Company. During her tenure of office as Independent Woman Director, Mrs. Suhana Murshed shall not be liable to retire by rotation.

Mrs. Suhana does not hold by herself or for any other person on a beneficial basis, any shares in the Company. Mrs. Suhana is not related to any other director of the Company.

Except Mrs. Suhana Murshed, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

This Statement may also be regarded as a disclosure under Regulation 17 of the SEBI Listing Regulations.

Item No.4

As per the provisions of Section 161 of the Companies Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 11 of the Articles of Association of the Company, Mr. Mahesh Narayanaswamy aged 53 years was appointed by the Board of Directors of the Company ('the Board') as an Additional Director of the Company with effect from February 08, 2021. Mr. Mahesh Narayanaswamy holds office as an Additional Director of the Company upto the date of this Annual General Meeting in terms of the provisions of Section 161 of the Act. The Company has received a notice in writing from a member proposing the candidature of Mr. Mahesh Narayanaswamy, for the office of Director of the Company, under the provisions of Section 160 of the Act.

Mr. Mahesh Narayanaswamy is a Commerce Graduate and a Member of Institute of Cost Accountants of India with more than 30 years of experience in the field of corporate finance in pharmaceutical industry. Mr. Narayanaswamy is presently working with RPG Enterprises, as Vice President, Finance.

The Board considers that his vast knowledge and association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mahesh Narayanaswamy as a Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mahesh Narayanaswamy as a Director, for the approval by the shareholders of the Company.

Mr. Mahesh Narayanaswamy does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Mahesh Narayanaswamy is not related to any other director of the Company.

Except Mr. Mahesh Narayanaswamy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item no. 5

The Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 ('the Act') from a member M/s. Siemens Syntex Pvt Ltd holding 98198 Equity Shares of Rs. 10/- each of the Company proposing the candidature of Mr. Krishnam Parasramka [DIN: 07632711] as a Director of the Company along with his consent in writing to act as a Director. Mr. Krishnam Parasramka has intimated that he is not disqualified to become a director under the Companies Act, 2013.

The Company has not received any other particulars in respect of the said notice.

The aforesaid notice under section 160 of the Act as received, is available for inspection at the website of the company at www.stelholdings.com

No Director or key managerial personnel or their relatives are concerned or interested, financially or otherwise in the subject resolution.

The Board of Directors of the Company does not recommend/support the Ordinary Resolution under item no.5.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS 2 (SS-2) BY ICSI:

Item No . 2

Mr. Sunil Bhandari aged 61 years is the Non- Executive, Non Independent Director of the Company, since January 18, 2011. Mr. Bhandari is an Chartered Accountant by profession and has vast experience in Corporate Accounting and Finance. He has wide exposure in corporate mergers, take overs and restructure accounting systems. He has also produced two feature films, looked after a radio station and a TV channel, edited group magazines, and he is also a renowned poet.

Mr. Sunil Bhandari does not hold by himself or for any other person in any manner, any shares in the Company. Mr. Bhandari is not related to any other director. Accordingly, the Board of Directors of the Company ('the Board') recommends the Resolution in relation to the appointment of Mr. Sunil Bhandari as a Director, for the approval of the shareholders of the Company by way of an Ordinary Resolution.

Except Mr. Sunil Bhandari, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

ANNEXURE 1 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. Sunil Bhandari	Mrs. Suhana Murshed	Mr. Mahesh Narayanaswamy
DIN	00052161	08572394	01449684
Age	61	38	53
Date of Birth	22.08.1960	05.11.1982	30.01.1968
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	18.01.2011	29.04.2021	08.02.2021

STEL HOLDINGS LIMITED

Name of the Director	Mr. Sunil Bhandari	Mrs. Suhana Murshed	Mr. Mahesh Narayanaswamy
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any director and Key Managerial Personnel of the Company	She 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
Qualification	B. Com, ACA	BLS, LL.B,LL.M	B.Com, CMA
Expertise in specific functional areas	Finance Management	Corporate laws and allied commercial laws.	Corporate Finance
Number of shares held in the Company & % of holding	Nil	Nil	Nil
List of Directorships held in other Public Limited Companies	<ul style="list-style-type: none"> • Stylefile Events Limited • Spencer International Hotels Limited • Grand Royale Enterprises Limited • Duncan Brothers & Company Limited • Rainbow Investments Limited • Crescent Power Limited 	<ul style="list-style-type: none"> • Saregama India Ltd • Kanoria Chemicals and Industries Limited • Xpro India Limited 	<ul style="list-style-type: none"> • RPG Ventures Limited • Grand Royale Enterprises Limited
Chairmanships / Memberships of Committees in other Public Limited Companies (Includes Audit Committee [AC] and Stakeholders Relationship)	Nil	Nil	Nil
Number of Board meetings attended during the FY 2020-21	Held during tenure -4 Attended- 4	Held during tenure : 0 Attended : 0	Held during tenure : 1 Attended- 1

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

By Order of the Board of Directors

For STEL Holdings Limited

Lakshmi P.S
Company Secretary
(Membership No. A43545)

Place : Kochi
Date : August 30,2021

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