

STEL Holdings Limited

(CIN: L65993KL1990PLC005811)

Regd. Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682003, Kerala

Ph: 0484 6624335 **Fax:** 0484 - 2668024

Email: secretarial@stelholdings.com **Website:** www.stelholdings.com

January 5, 2015

To,

The Secretary Bombay Stock Exchange Limited Corporate Relationship Department, 1 st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai, Maharashtra - 400 001	The Secretary National Stock Exchange of India Limited 'Exchange Plaza', Bandra - Kurla Complex Bandra (E), Mumbai, Maharashtra - 400051.
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Dear Sir/ Ma'am,

Sub: - Quarterly Compliance Report on Corporate governance for the quarter ended December 31, 2014

Pursuant to Clause 49 of the Listing Agreement with your Stock Exchanges, please find enclosed Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2014

Please take the above on record and acknowledge receipt of the same.

Thanking you,

For **STEL Holdings Limited**

Mithun B Shenoy
Company Secretary

Enclosure: as above

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: **STEL Holdings Limited**

Quarter ending on: **December 31, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II E)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	There were no material Related Party Transactions in this quarter
IV. Disclosures	49 (VII)		
(A) Related Party Transactions	49 (VIII A)	Yes	There were no material

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			Related Party Transactions in this quarter
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	-	NA
V. CEO/CFO Certification	49 (IX)	Yes	Will be disclosed in the Annual Report 2014-15
VI. Report on Corporate Governance	49 (X)	Yes	
VII. Compliance	49 (XI)	Yes	

For **STEL Holdings Limited**

Mithun B Shenoy
Company Secretary