

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: **STEL HOLDINGS LIMITED**

Quarter ending on: **31st March, 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (I A)	Y	
(B) Non-executive Directors' compensation & disclosures	49 (I B)	Y	
(C) Other provisions as to Board and Committees	49 (I C)	Y	
(D) Code of Conduct	49 (I D)	Y	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Y	
(B) Meeting of Audit Committee	49 (II B)	Y	
(C) Powers of Audit Committee	49 (II C)	Y	
(D) Role of Audit Committee	49 (II D)	Y	
(E) Review of Information by Audit Committee	49 (II E)	Y	
III. Subsidiary Companies	49 (III)	Y	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Y	
(B) Disclosure of Accounting Treatment	49 (IV B)	Y	
(C) Board Disclosures	49 (IV C)	Y	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	-	N.A.
(E) Remuneration of Directors	49 (IV E)	Y	
(F) Management	49 (IV F)	Y	
(G) Shareholders	49 (IV G)	Y	
V. CEO/CFO Certification	49 (V)	Y	shall form part of the Annual Report 2012-2013
VI. Report on Corporate Governance	49 (VI)	Y	
VII. Compliance	49 (VII)	Y	