

# STEL Holdings Limited

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

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January 8, 2014

To,

<b>The Secretary</b> Bombay Stock Exchange Limited Corporate Relationship Department, 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai, Maharashtra - 400 001	<b>The Secretary</b> 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, 2013**

Pursuant to Clause 49 of the Listing Agreement with your Stock Exchange, please find enclosed Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2013

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, 2013**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	Y	
<b>IV. Disclosures</b>	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	
<b>V. CEO/CFO Certification</b>	49 (V)	Y	Will be disclosed In the Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Y	
<b>VII. Compliance</b>	49 (VII)	Y	

For **STEL Holdings Limited**

**Mithun B Shenoy**  
Company Secretary