

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

April 7, 2014

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 March 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 March 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: **March 31, 2014**

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	Will be disclosed In the Annual Report
VI. Report on Corporate Governance	49 (VI)	Y	
VII. Compliance	49 (VII)	Y	

For **STEL Holdings Limited**

Mithun B Shenoy
Company Secretary