STEL Holdings Limited

(CIN: L65993KL1990PLC005811)
Regd. Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682003, Kerala
Ph: 0484 6624335, 6624362 Fax: 0484 - 2668024
Email: enquiry@stelholdings.com Website: www.stelholdings.com

August 10, 2017

The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai- 400051, Maharashtra Symbol: STEL	The Secretary Bombay Stock Exchange Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda building P.J. Towers, Dalal Street, Fort, Mumbai Maharashtra- 400001 Scrip Code: 533316

Dear Sirs,

We hereby submit the Annual Report of the Company for the Financial Year 2016-17.

For **STEL Holdings Limited**

Lakshmi P.S
Company Secretary

STEL HOLDINGS LIMITED COCHIN 682 003

STEL Holdings Limited

ANNUAL REPORT 2016-2017

Board of Directors
Shri. Anant Vardhan Goenka
Shri. Umang Kanoria
Shri. Sunil Bhandari
Shri. H. C. Dalal
Shri. Prem Kapil
Smt. Surbhi Singhi
Shri. Kaushik Roy

Manager
Shri. Abraham Itty Ipe

Company Secretary
Smt. Lakshmi P. S

Chief Financial Officer
Shri. Sivaram Neelakantan Krishnan

Registered Office
24/1624, Bristow Road,
Willingdon Island,
Cochin - 682003
Ph: 0484 2668023, 6624335
Email: secretarial@stelholdings.com

Statutory Auditors
G. Joseph & Associates,
Chartered Accountants
37/2038, Muttathil Lane,
Kadavanthra
cochin - 682020, Kerala

Secretarial Auditors
SVJS & Associates, Company Secretaries
Padmam Apartments
Manikkath Road, Ravipuram
Kochi - 682 016

Bankers
ICICI Bank
HDFC Bank
Kotak Mahindra Bank

Registrar and Share Transfer Agent
Link Intime India Private Limited
Surya, 35, Mayflower Avenue
Behind Senthil Nagar, Sowripalayam Road
Coimbatore - 641 028, Tamil Nadu
Ph: 0422-2314792, 2315792
Email: coimbatore@linkintime.co.in

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Thursday, August 03, 2017 at 2.00 P.M. at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682016 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2017 and Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Kaushik Roy (DIN: 06513489) who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. J Krishnan & Associates, Chartered Accountants, (Registration No.: 001523S) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. G. Joseph & Associates, Chartered Accountants, Kochi (Registration No.: 006310S), the retiring Statutory Auditor, to hold office for a period of 5 years(five) from the conclusion of this Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held thereafter, at such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. **RE-APPOINTMENT OF MR.ABRAHAM ITTYIPE AS MANAGER OF THE COMPANY**

   To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, the company hereby approves and confirms the reappointment of Mr. Abraham Ittyipe, as Manager of the Company for a period of five years from May 30, 2017 to May 29, 2022 and be paid remuneration by way of salary, perquisites and allowances based on the recommendations of the Nomination and Remuneration Committee and decided by the Board of Directors of the Company as set out in the explanatory statement.

   RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

   RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Abraham Ittyipe in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

   RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution."

By Order of the Board of Directors
For **STEL Holdings Ltd**

Kolkata
May 30, 2017

Lakshmi P.S
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.**

   Proxies in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

   A person shall act as a proxy only for 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

   Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the items of special business under Item No. 4 of the Notice is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from July 28, 2017 to August 03, 2017 (both days inclusive).

4. All documents referred to in the Notice and the Explanatory Statement will be available for inspection in physical or in electronic form by the members at the Registered Office of the Company between 11.00 AM and 1.00 P.M. on all working days (except Saturdays) up to the date of the Annual General Meeting .

5. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be restricted by the Attendance Slip. Members are requested to write their Client ID and DP ID numbers/ Folio Number (as applicable) on the Attendance slip, affix their signature and hand it over at the entrance hall. Route Map and the prominent landmark of the AGM venue are printed at the last page of the Annual Report.

6. In case of joint holders attending the meeting, 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.

7. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.

8. Members holding shares in electronic form are advised to send their request for the change of address, Bank particulars, Residential status or request for transmission of shares etc to their Depository Participant. The Company or its Registrar and Share Transfer Agent cannot act on any such requests received directly from the members holding shares in electronic form. Members holding shares in physical form are advised to send such request to Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028. Phone: 0422-2314792. Email id: coimbatore@linkintime.co.in

9. Notice of the AGM along with Annual Report 2016-17 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.

10. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) with respect to Directors seeking re-appointment/appointment at the Meeting is attached hereto.

11. Voting through electronic means:

    In Compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to offer ‘remote

e-voting' (e-voting from a place other than venue of the AGM) facility to exercise their right to vote at the 27th Annual General Meeting (AGM). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting.

The facility of voting through polling paper shall also be made available at the venue of the Twenty Seventh AGM. The shareholders attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The shareholders who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The process and instructions for remote e-voting are as under:

(i) The voting period begins on Monday, July 31, 2017 (9.00 A.M.) and ends on Wednesday, August 2, 2017 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 27, 2017, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website (www.evotingindia.com).

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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.
	• 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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Shareholders holding shares in physical form will then directly reach the EVSN 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.

(x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <STEL HOLDINGS LIMITED> on which you choose to vote.

(xii) 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.

(xiii)Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv)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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi)You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii)If 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.

(xviii)Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix)**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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. The scanned copy of the said Board Resolution and the Power of Attorney shall also be emailed to the Scrutinizer to his email id, namely, pradeep@artismc.com

(xx) In case you have any queries or issues or grievances regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, 16th Floor, P J Towers, Dalal Street, Fort, Mumbai - 400 001, Contact No. 1800 200 5533.

10. The Company has appointed Mr. Pradeep P C (FCS. 5170 and CP. 3905), Partner, ABP & Associates, Company Secretaries, Kochi, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

11. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 (two) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Manager or a person authorized by him in writing who shall counter sign the same.

12. The results shall be declared forthwith upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.stelholdings.com and on the website of CDSL immediately after their declaration within two (2) days of passing of resolutions at the Annual General Meeting. The Results shall also be communicated to the stock exchanges where shares of the Company are listed.

PARTICULARS OF DIRECTORS WHO ARE PROPOSED TO BE RE-APPOINTED/ APPOINTED AT THE MEETING ARE GIVEN BELOW.

A. Mr. Kaushik Roy

Date of Birth	52 Years, 28/03/1965
Qualification	M. Tech (Mechanical) from IIT- Kharagpur, and an alumnus of IMD-Switzerland. Degree in Business Administration from University of Tokyo.
Date of first Appointment on the Board	February 16, 2015
Expertise in Specific Functional Areas	Mr. Kaushik Roy aged 52 years was appointed as the Non-Executive Director of the company on February 16, 2015. Mr. Kaushik Roy has a vast multi-functional business experience, spanning over two decades across different sectors like, Tyre and Cement. Mr. Kaushik Roy is the Managing Director of PCBL. Mr. Kaushik Roy took on the responsibility of providing leadership to PCBL from January 2013. He is widely acclaimed for bringing in a new era of leadership at PCBL. Prior to PCBL, he has been associated with Apollo Tyres Limited in various leadership roles and has also been a Management Board Member of the Company.
	He is a regular visiting faculty for various Management Institutions and also a speaker in various Conferences held across the globe.
	Mr. Kaushik Roy is a member of the Managing Committee of the Bengal Chamber of Commerce and Industry (BCC&I).
Directorship held in other Companies	HARRISONS MALAYALAM LTD
	● PHILLIPS CARBON BLACK LTD
	● SPENCER INTERNATIONAL HOTELS LIMITED
	● THE BENGAL CHAMBER OF COMMERCE AND INDUSTRY
Committee Membership in other Companies	Nil
Shareholding in the Company held either by him or on a beneficial basis for any other persons	Nil
Relationship with other Directors and Key Managerial Personnel	Nil

THE STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

ITEM NO.4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 30, 2017 re-appointed Mr. Abraham Itty Ipe, an Engineer by profession, as Manager of the Company for a period of 5 years from May 30, 2017 to May 29, 2022 on a consolidated remuneration of Rs.10,000/- per month.

The appointment is within the meaning of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the shareholders in the general meeting.

Mr.Abraham Ittyipe is not related to any directors or Key managerial personnel of the company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Abraham Ittyipe and his relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the shareholders.

By Order of the Board of Directors
For **STEL Holdings Ltd**

Kolkata
May 30, 2017

Lakshmi P.S
Company Secretary

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twenty Seventh Annual Report of the Company together with the Audited Statement of Accounts for the financial year ended March 31, 2017.

1. Financial Highlights

The income of the Company mainly consisted of dividend income. The net profit after tax was Rs. 477.55 lakhs.

(In lakhs)

Particulars	Standalone		Consolidated	
	For the year ended 31.03.2017	**For the year ended 31.03.2016**	**For the year ended 31.03.2017**	**For the year ended 31.03.2016**
Total Income	731.14	956.87	731.14	956.87
Profit / Loss before Tax	617.22	(379.78)	616.56	(381.27)
Provision for Taxation	139.67	22.40	139.67	22.40
Profit/Loss after Tax	477.55	(402.18)	476.89	(403.67)
Surplus brought forward from the previous year	932.32	1334.5	928.30	1331.97
Surplus carried to the Balance Sheet	1409.88	932.32	1405.19	928.30

2. Operations of the Company

Investments are made in various companies and dividend constitutes the major source of income for the Company. Apart from dividend the company have interest income from fixed deposits maintained with banks. During the year total income of the company was Rs. 731.14 lakhs as against Rs.956.87 lakhs in the previous year. The Company recorded the Net profit (after tax) of Rs. 477.55 lakhs as against Loss after tax of Rs.402.18 lakhs in the previous year. During the year the consolidated profit after tax was Rs.476.89 lakhs compared to loss of Rs.403.67 lakhs in the previous year.

3. Material Changes and Commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

No material changes and commitments affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate on the date of this report.

However the company continues to hold 6,76,81,206 number of equity shares in CFL Capital Financial Services Ltd (CFL CFSL) amounting to an investment cost of Rs.12,73,44,645/-.The Hon'ble High Court of Calcutta has passed an order on October 06, 2015, for liquidation of CFL CFSL based on an application filed by a creditor of the company. The office of the official liquidator, Calcutta had took over possession of the Registered office of CFL CFSL on November 19, 2015 along with books, records and assets.

4. Change in the Nature of Business

During the year under review, there was no change in the nature of the business.

5. Dividend

Your Directors have not declared any dividend on equity shares for the year ended March 31, 2017, in order to conserve the resources for the future years. There are no amounts to be transferred to Investor Education and Protection Fund.

6. Amount transferred to the Reserves:

Your Directors has not proposed transfer of any amount to the reserves.

7. Extract of Annual Return

The Extract of Annual Return in form MGT-9 pursuant to the provisions of Section 92 read with rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in "Annexure A" and is attached to this report.

8. Listing

The Equity Shares of the Company continue to remain listed on BSE Limited and National Stock Exchange of India Limited.

9. Fixed Deposit

The Company has not accepted any deposit within the meaning of Chapter V of the Companies Act, 2013 and the Rules framed there under. There were no outstanding amount as on date.

10. Particulars of Loans, Guarantees or Investments

In terms of the provisions of Section 186(11) of the Companies Act, 2013 the provisions of Section 186(4) requiring disclosure in the financial statements of the full particulars of loans given, investments made or guarantees given or securities provided and purpose thereof, is not applicable to the Company.

11. Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo

The Additional information required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Report is reproduced herewith:

(a) Conservation of energy and technology absorption:

As the Company holds investments in the other Companies, there are no particulars regarding conservation of energy and technology absorption, as required under provisions of the Act and rules made thereunder.

(b) Foreign Exchange earnings and outgo:

Total foreign exchange inflow : Nil
Total foreign exchange outflow : Nil

12. Subsidiary & Associate Company

As on March 31, 2017, the Company has a subsidiary, Doon Dooars Plantations Limited, accounts of which shall be made available to the shareholders of the Company seeking such information at any point of time. The Consolidated Financial Statements of the Company along with its subsidiary prepared for the year 2016-17 in accordance with relevant Accounting Standard issued by Institute of Chartered Accountants of India forms part of the Annual Report. None of the companies has become or ceased to be a subsidiary or associate of the Company.

The Company holds 48.81% in the share capital of CFL Capital Financial Services Limited. As the Company does not have any significant influence over the affairs of the CFL Capital Financial Services Limited, it is not considered as an Associate Company for the purpose of Consolidation under the Companies Act, 2013. A Report on the performance and financial position of the Subsidiary and Associate Company pursuant to Rule 5 of Companies (Accounts) Rules, 2014 is annexed as Annexure - B and forms part of this Report.

The Company has framed a policy for determining material subsidiaries and has uploaded the same on website and link for the same is as below:

http://stelholdings.com/docs/POLICY_ON_MATERIAL_SUBSIDIARIES.pdf

13. Corporate Governance Report and Management Discussion and Analysis Report

Your company has taken adequate steps to adhere to all the stipulations laid down in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance. A separate report on the Corporate Governance (Annexure-D), The Management Discussion and Analysis (Annexure-C) and the practicing Company Secretary's Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report.

14. Directors and Key Managerial Personnel

Mr. Kaushik Roy retires in the forthcoming Annual General Meeting and being eligible offers himself for reappointment. Brief particulars of Mr. Kaushik Roy, his expertise in various functional areas is given in the Notice convening the Annual General Meeting. Mr. Kaushik Roy does not hold any share in his own name or on beneficial basis for any other person in the Company. In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, brief resume of the Director proposed to be re-appointed is attached along with the Notice to the ensuing Annual General Meeting.

The composition of the Board is as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015. The Board of your company consists of 7 directors. All the Directors are having vast knowledge and experience in their relevant fields and the Company had benefitted immensely by their presence in the Board.

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 (1) (a) of the SEBI (LODR) Regulations, 2015, the Company shall have at least one Woman Director on the Board. Your Company has Ms. Surbhi Singhi as woman Director on the Board.

During the year under review, Mr. Abraham Ittyipe, Manager, Mr. Sivarama Krishnan, Chief Financial Officer and Ms. Sripriya M. Shenoy, Company Secretary were designated as Key Managerial Personnel within the meaning of Section 203 of the Companies Act, 2013.

Mr. Abraham Ittyipe was re-appointed as Manager of the Company at the meeting of board of directors held on May 30, 2017 subject to approval of shareholders at the ensuring Annual General Meeting.

Ms. Lakshmi P.S was appointed as the Company Secretary and Compliance Officer of the Company with effect from February 14, 2017 consequent to the resignation of Ms. Sripriya M Shenoy from the office with effect from August 31, 2016. Ms. Sripriya M Shenoy was appointed on April 07, 2016 consequent to the resignation of Mr. Jose George on April 07, 2016.

During the year under review, 5 (Five) meetings of the Board of Directors were held, details including attendance of which are set out in the Corporate Governance Report which forms a part of this Report.

14.1. Declaration by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 1(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Independent Directors of the Company viz. Mr. Umang Kanoria, Mr. H. C. Dalal, Mr. Prem Kapil and Ms. Surbhi Singhi, have given declaration to the Company that they qualify the criteria of independence as required under the Act.

14.2. Board Evaluation

The Board has carried out an annual evaluation of its own performance, the directors and also committees of the Board based on the guideline formulated by the Nomination & Remuneration Committee. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process.

Further, the Independent Directors of the Company met once during the year on March 24, 2017 to review the performance of the Non-executive directors, Chairman of the Company and performance of the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

14.3. Policy on Remuneration to Directors, KMP, Senior Management Personnel and other employees.

The Board based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel, Senior Management and Other employees. The Nomination and Remuneration Policy is annexed as Annexure – E to this report.

15. Board Committees

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, and Stakeholder's Relationship Committee, the number of meetings held during the year under review and other related details including attendance are set out in the Corporate Governance Report which forms a part of this Report.

There have been no occassions where the Board has not accepted any recommendation of the Audit Committee.

16. Directors' Responsibility Statement as required under Section 134 of the Companies Act, 2013

The Directors confirm that –

a) in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards had been followed and there were no material departures;

b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as at March 31, 2017 and of the profit of the company for the period ending March 31, 2017.

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) the directors had prepared the annual accounts on a going concern basis;

e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. Auditors:

17.1.Statutory Auditors

Messrs G. Joseph & Associates, Chartered Accountants, Statutory Auditors of the Company retires at the conclusion of the Twenty Seventh Annual General Meeting (AGM) to be held in 2017. In view of completion of the prescribed term of Messrs G. Joseph and Associate with reference to Section 139 of Companies Act 2013, the Notice convening the Twenty Seventh AGM includes a resolution seeking approval of members for Appointment of M/s. J Krishnan & Associates, Chartered Accountants (FRN: 001523S), as Statutory Auditors of the company in place of retiring auditors Messrs G. Joseph & Associates, Chartered Accountants to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held thereafter.

The Company has received consent and certificate from the Statutory Auditors to the effect that their appointment, if made at the forthcoming Annual General Meeting, would be in accordance with the criteria prescribed under Section 141 of the Companies Act 2013. There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditors in the Auditors' Report.

17.2.Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of the Directors of the Company had appointed M/s. SVJS & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the year ended March 31, 2017. The Secretarial Audit Report is annexed as Annexure - F.

Further, there is no qualification, disclaimer, reservation or adverse remark made by the Company Secretary in practice in Secretarial Audit Report.

17.3.Internal Auditor

The Board had appointed Mr. Nikhil George Pinto, Partner, M/s. CaesarPintoJohn Associates as Internal Auditor for the financial year 2016-17 and for the financial year 2017-18.

18. Corporate Social Responsibility

The Company does not come under the purview of Section 135 of the Companies Act 2013. Hence it is not required to constitute Corporate Social Responsibility Committee.

19. Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has a mechanism for reporting unethical behavior, actual or suspected frauds or violation of the Company's Code of Conduct or ethics policy. Pursuant to Section 177 (9) & 177 (10) of the Companies Act, 2013 and as per Regulation 4 (2) (d) (iv) & 34 (3) read with Para 10 of Part C of Schedule V of the SEBI (LODR) Regulations, 2015, the Company has a Whistle Blower Policy or Vigil Mechanism in place. The mechanism provide for adequate safeguards against victimization of Director(s)/Employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any Integrity issue.

The said policy is available on the website of the Company which can be accessed by following the below link.

http://stelholdings.com/docs/Whistleblowerpolicy.pdf

20. Related Party Transactions

There was no materially significant transaction with the related parties that could have had a potential conflict with the interests of the Company. Hence Form AOC-2 is not applicable for the company. This policy as approved by the Board is uploaded on the Company's website on the below link:

http://stelholdings.com/docs/Relatedpartytrans.pdf

21. Risk Management

The Company is exposed to inherent uncertainties owing to the sector in which it invests and operates. A detailed report on Risk Management is included in Management Discussion and Analysis which forms part of this Report. The report clearly states development and implementation of a risk management policy for the company including identification therein of elements of risks along with risk mitigation plan.

22. Particulars of Employees

During the year under review, none of the employees, throughout the year or part of the year were in receipt of remuneration in excess of the sums as prescribed under Section 197 read with rule 5 of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014.

The information required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure – G and forms part of this report.

23. Internal Financial Control

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms part of this Report. During the year under review, there were no reportable material weaknesses in the systems or operation.

24. Significant and Material Orders Passed by the Regulators or Courts

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

25. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace and the Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There were no complaints received or disposed by the company during the period.

26. Acknowledgements

Your Directors wish to place on record, their appreciation for the contribution made and support provided to the Company by the bankers, employees and shareholders.

For and on behalf of the board of directors

Mr.Anant Vardhan Goenka	**Mr.Sunil Bhandari**
(DIN : 02089850)	(DIN: 00052161)
Director	Director

May 30, 2017
Kolkata

ANNEXURE - A TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L65993KL1990PLC005811
ii)	Registration date	21.09.1990
iii)	Name of the Company	STEL Holdings Limited
iv)	Category/Sub category of the Company	Company Limited by Shares. Indian Non-Government Company
v)	Address of the Registered office and contact details	24/1624, Bristow Road, Willingdon Island, Cochin - 682003, Kerala
		Tel. No.: 0484 6624335
		Fax No.: 0484 2668024
		Email: secretarial@stelholdings.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	**Link Intime India Pvt. Ltd.** Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu Phone: +91 422 2314792, 2315792, Fax: +91 422 2314792

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code* of the Product/ service	% to total turnover of the company
1	Activities of holding Companies	642	100

** as per NIC -2008*

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Doon Dooars Plantation Limited	U01132MH1994PLC273639	Subsidiary Company	100%	2(87)(ii)
2	CFL Capital Financial Services Limited	L67120WB1983PLC036805	Associate Company	48.81%	2(6)

IV) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding as of March 31, 2017

Category of Shareholders	No. of shares at the beginning of the year				No of shares at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	90,000	-	90,000	0.49	90,000	-	90,000	0.49	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s).	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	8,932,116	-	8,932,116	48.40	8,932,016	-	8,932,016	48.40	-0.0006
e) Banks/ FI	-	-	-		-	-	-	-	-
f) Any Other									
Trusts	262,080	-	262,080	1.42	262,140	-	262,140	1.42	0.0003
Sub-total (A) (1) :-	**9,284,196**	-	**9,284,196**	50.31	**9,284,156**	-	**9,284,156**	50.31	-0.0002
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Others - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-				-		-	-	-
d) Banks/ FI	-				-	-	-	-	-
e) Any Other	-				-	-	-	-	-
Sub- total (A) (2):-					**-**	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	**9,284,196**	**-**	**9,284,196**	**50.31**	**9,284,156**	**-**	**9,284,156**	**50.31**	-0.0002

Category of Shareholders	No. of shares at the beginning of the year				No of shares at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	6,500	530	7,030	0.04	6,500	530	7,030	0.04	-
b) Banks/ FI	1,903	420	2,323	0.01	1,903	420	2,323	0.01	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	33,570	-	33,570	0.18	33,570	-	33,570	0.18	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub -total (B) (1) ;-	**41,973**	**950**	**42,923**	**0.23**	**41,973**	**950**	**42,923**	**0.23**	**-**
2. Non-Institutions									
a) Bodies Corp.								-	-
i) Indian	1204832	10250	1215082	6.5839	1109833	10400	1120233	6.0699	-0.5140

Category of Shareholders	No. of shares at the beginning of the year				No of shares at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share Capital upto Rs. 1 lakh	3696673	987637	4684310	25.3818	3745897	966330	4712227	25.5330	0.1512
ii) Individual shareholders holding nominal share Capital in excess of Rs 1 lakh	2617138	0	2617138	14.1809	2627504	0	2627504	14.2370	0.0561
c) Others (specify)									
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Clearing Member	16961	0	16961	0.0919	122822	0	122822	0.6655	0.5736
Market Maker	7436	0	7436	0.0403	915	0	915	0.0050	-0.0353
Unclaimed Shares	185120	0	185120	1.0031	185000	0	185000	1.0024	-0.0007
Office Bearers	-	-	-	-	-	-	-	-	-
Non Resident Indian (Repatriate)	95901	4080	99981	0.5417	46754	4080	50834	0.2754	-0.2663
Non Resident Indian (Non-Repatriate)	26038	0	26038	0.1411	21459	0	21459	0.1163	-0.0248
HUF	274130	0	274130	1.4854	285242	0	285242	1.5456	0.0602
TRUSTS	2090	0	2090	0.0113	2090	0	2090	0.0113	0
Sub -total (B) (2):-	**8,126,319**	**1,001,967**	**9,128,286**	**49.4613**	**8,147,516**	**980,810**	**9,128,326**	**49.4615**	0.0002
Total Public Shareholding (B) = (B)(1) + (B)(2)	**8,168,292**	**1,002,917**	**9,171,209**	**49.69**	**8,189,489**	**981,760**	**9,171,249**	**49.69**	0.0002
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**17,452,488**	**1,002,917**	**18,455,405**	**100.00**	**17,473,645**	**981,760**	**18,455,405**	**100.00**	-0.00

ii) Shareholding of Promoters:

Sr. N0.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in the shareholding during the year
		No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	RAINBOW INVESTMENTS LIMITED	4471438	24.2283	0.0000	4471438	24.2283	0.0000	0.0000
2	INSTANT HOLDINGS LIMITED	1605200	8.6977	0.0000	1605200	8.6977	0.0000	0.0000
3	CARNIWAL INVESTMENTS LTD	1363580	7.3885	0.0000	1363580	7.3885	0.0000	0.0000
4	SUMMIT SECURITIES LIMITED	878501	4.7601	0.0000	878501	4.7601	0.0000	0.0000
5	SWALLOW ASSOCIATES LLP	613197	3.3226	0.0000	613197	3.3226	0.0000	0.0000
6	HARSH VARDHAN GOENKA	45000	0.2438	0.0000	45000	0.2438	0.0000	0.0000
7	PRADIP KUMAR KHAITAN (HML Trust No. I)	43680	0.2367	0.0000	43680	0.2367	0.0000	0.0000

Sr. N0.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in the shareholding during the year
		No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
8	PRADIP KUMAR KHAITAN (HML Trust No. II)	43680	0.2367	0.0000	43680	0.2367	0.0000	0.0000
9	PRADIP KUMAR KHAITAN (HML Trust No. III)	43680	0.2367	0.0000	43680	0.2367	0.0000	0.0000
10	PRADIP KUMAR KHAITAN (HML Trust No. IV)	43680	0.2367	0.0000	43680	0.2367	0.0000	0.0000
11	PRADIP KUMAR KHAITAN (HML Trust No. V)	43680	0.2367	0.0000	43680	0.2367	0.0000	0.0000
12	PRADIP KUMAR KHAITAN (HML Trust No. VI)	43680	0.2367	0.0000	43680	0.2367	0.0000	0.0000
13	SANJIV GOENKA	35000	0.1896	0.0000	35000	0.1896	0.0000	0.0000
14	RAMA PRASAD GOENKA	10000	0.0542	0.0000	10000	0.0542	0.0000	0.0000
15	SAREGAMA INDIA LIMITED	100	0.0005	0.0000	100	0.0005	0.0000	0.0000
16	ZENSAR TECHNOLOGIES LIMITED	100	0.0005	0.0000	0	0.0000	0.0000	-0.0005
17	HARSH VARDHAN GOENKA (CRYSTAL INDIA TECH TRUST)	0	0.0000	0.0000	10	0.0001	0.0000	0.0001
18	HARSH VARDHAN GOENKA (NUCLEUS LIFE TRUST)	0	0.0000	0.0000	10	0.0001	0.0000	0.0001
19	HARSH VARDHAN GOENKA (MONITOR PORTFOLIO TRUST)	0	0.0000	0.0000	10	0.0001	0.0000	0.0001
20	HARSH VARDHAN GOENKA (SECURA INDIA TRUST)	0	0.0000	0.0000	10	0.0001	0.0000	0.0001
21	HARSH VARDHAN GOENKA (STELLAR ENERGY TRUST)	0	0.0000	0.0000	10	0.0001	0.0000	0.0001
22	HARSH VARDHAN GOENKA (PRISM ESTATES TRUST)	0	0.0000	0.0000	10	0.0001	0.0000	0.0001
	Total	**9284196**	**50.3061**	**0.0000**	**9284156**	**50.3059**	**0.0000**	**-0.0002**

iii) Change in promoters' shareholding :

Sr. No.	Name & Type Of Transaction	Shareholding At The Beginning Of The Year - 2016		Transactions During The Year			Cumulative Shareholding At The End Of The Year - 2017	
		No.of Shares Held	% Of Total Shares Of The Company	Date Of Transaction	Increase/ Decrease In The Shareholding	Reason	No Of Shares Held	% Of Total Shares Of The Company
1	RAINBOW INVESTMENTS LIMITED	4471438	24.2283				4471438	24.2283
	AT THE END OF THE YEAR						4471438	24.2283
2	INSTANT HOLDINGS LIMITED	1605200	8.6977				1605200	8.6977
	AT THE END OF THE YEAR						1605200	8.6977
3	CARNIWAL INVESTMENTS LTD	1363580	7.3885				1363580	7.3885
	AT THE END OF THE YEAR						1363580	7.3885
4	SUMMIT SECURITIES LIMITED	878501	4.7601				878501	4.7601
	AT THE END OF THE YEAR						878501	4.7601
5	SWALLOW ASSOCIATES LLP	613197	3.3226				613197	3.3226
	AT THE END OF THE YEAR						613197	3.3226
6	HARSH VARDHAN GOENKA	45000	0.2438				45000	0.2438
	AT THE END OF THE YEAR						45000	0.2438

Sr. No.	Name & Type Of Transaction	Shareholding At The Beginning Of The Year - 2016		Transactions During The Year			Cumulative Shareholding At The End Of The Year - 2017	
		No.of Shares Held	% Of Total Shares Of The Company	Date Of Transaction	Increase/ Decrease In The Shareholding	Reason	No Of Shares Held	% Of Total Shares Of The Company
7	PRADIP KUMAR KHAITAN	43680	0.2367				43680	0.2367
	AT THE END OF THE YEAR						43680	0.2367
8	PRADIP KUMAR KHAITAN	43680	0.2367				43680	0.2367
	AT THE END OF THE YEAR						43680	0.2367
9	PRADIP KUMAR KHAITAN	43680	0.2367				43680	0.2367
	AT THE END OF THE YEAR						43680	0.2367
10	PRADIP KUMAR KHAITAN	43680	0.2367				43680	0.2367
	AT THE END OF THE YEAR						43680	0.2367
11	PRADIP KUMAR KHAITAN	43680	0.2367				43680	0.2367
	AT THE END OF THE YEAR						43680	0.2367
12	PRADIP KUMAR KHAITAN	43680	0.2367				43680	0.2367
	AT THE END OF THE YEAR						43680	0.2367
13	SANJIV GOENKA	35000	0.1896				35000	0.1896
	AT THE END OF THE YEAR						35000	0.1896
14	RAMA PRASAD GOENKA	10000	0.0542				10000	0.0542
	AT THE END OF THE YEAR						10000	0.0542
15	SAREGAMA INDIA LIMITED	100	0.0005				100	0.0005
	AT THE END OF THE YEAR						100	0.0005
16	HARSH VARDHAN GOENKA	0	0.0000				0	0.0000
	Transfer			06 Jan 2017	10		10	0.0001
	AT THE END OF THE YEAR						10	0.0001
17	HARSH VARDHAN GOENKA	0	0.0000				0	0.0000
	Transfer			06 Jan 2017	10		10	0.0001
	AT THE END OF THE YEAR						10	0.0001
18	HARSH VARDHAN GOENKA	0	0.0000				0	0.0000
	Transfer			31 Mar 2017	10		10	0.0001
	AT THE END OF THE YEAR						10	0.0001
19	HARSH VARDHAN GOENKA	0	0.0000				0	0.0000
	Transfer			06 Jan 2017	10		10	0.0001
	AT THE END OF THE YEAR						10	0.0001
20	HARSH VARDHAN GOENKA	0	0.0000				0	0.0000
	Transfer			06 Jan 2017	10		10	0.0001
	AT THE END OF THE YEAR						10	0.0001
21	HARSH VARDHAN GOENKA	0	0.0000				0	0.0000
	Transfer			06 Jan 2017	10		10	0.0001
	AT THE END OF THE YEAR						10	0.0001
22	ZENSAR TECHNOLOGIES LIMITED	100	0.0005				100	0.0005
	Transfer			07 Oct 2016	(100)		0	0.0000
	AT THE END OF THE YEAR						0	0.0000

iv) Share holding pattern of top ten shareholders (other than directors, Promoters & Holders of GDRs & ADRs)

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	% OF TOTAL SHARES OF THE COMPANY
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	
1	HITESH RAMJI JAVERI	759601	4.1159			759601	4.1159
	AT THE END OF THE YEAR					759601	4.1159
2	VLS FINANCE LTD	428775	2.3233			428775	2.3233
	Transfer			26 Aug 2016	(41816)	386959	2.0967
	Transfer			02 Sep 2016	(77188)	309771	1.6785
	Transfer			09 Sep 2016	(8000)	301771	1.6351
	Transfer			16 Sep 2016	(11512)	290259	1.5728
	AT THE END OF THE YEAR					290259	1.5728
3	M B CHINAPPA	270394	1.4651			270394	1.4651
	Transfer			04 Nov 2016	500	270894	1.4678
	Transfer			09 Dec 2016	5153	276047	1.4958
	AT THE END OF THE YEAR					276047	1.4958
4	R N RUBESH	250904	1.3595			250904	1.3595
	Transfer			27 Jan 2017	(5000)	245904	1.3324
	Transfer			03 Feb 2017	(1120)	244784	1.3264
	Transfer			10 Feb 2017	(43130)	201654	1.0927
	Transfer			17 Feb 2017	(7005)	194649	1.0547
	AT THE END OF THE YEAR					194649	1.0547
	AT THE END OF THE YEAR					185000	1.0024
5	HARSHA HITESH JAVERI	160000	0.8670			160000	0.8670
	AT THE END OF THE YEAR					160000	0.8670
6	VINEET NAHATA	0	0.0000			0	0.0000
	Transfer			16 Sep 2016	11240	11240	0.0609
	Transfer			23 Sep 2016	2445	13685	0.0742
	Transfer			30 Sep 2016	5081	18766	0.1017
	Transfer			07 Oct 2016	(4500)	14266	0.0773
	Transfer			14 Oct 2016	(3700)	10566	0.0573
	Transfer			21 Oct 2016	(2676)	7890	0.0428
	Transfer			04 Nov 2016	2000	9890	0.0536
	Transfer			11 Nov 2016	5184	15074	0.0817
	Transfer			18 Nov 2016	1600	16674	0.0903
	Transfer			02 Dec 2016	(2730)	13944	0.0756
	Transfer			06 Jan 2017	14277	28221	0.1529
	Transfer			13 Jan 2017	559	28780	0.1559
	Transfer			20 Jan 2017	(9601)	19179	0.1039
	Transfer			27 Jan 2017	27009	46188	0.2503
	Transfer			03 Feb 2017	36983	83171	0.4507
	Transfer			10 Feb 2017	18874	102045	0.5529
	Transfer			17 Feb 2017	8773	110818	0.6005
	Transfer			24 Feb 2017	29102	139920	0.7582
	Transfer			03 Mar 2017	5040	144960	0.7855
	Transfer			10 Mar 2017	3109	148069	0.8023
	Transfer			17 Mar 2017	5303	153372	0.8310
	Transfer			31 Mar 2017	1000	154372	0.8365
	AT THE END OF THE YEAR					154372	0.8365

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	% OF TOTAL SHARES OF THE COMPANY
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	
7	JAISUKH VINIMOY PVT. LTD.	250879	1.3594			250879	1.3594
	Transfer			07 Oct 2016	(18000)	232879	1.2618
	Transfer			14 Oct 2016	(9000)	223879	1.2131
	Transfer			21 Oct 2016	(77202)	146677	0.7948
	Transfer			04 Nov 2016	(4020)	142657	0.7730
	Transfer			18 Nov 2016	(2017)	140640	0.7621
	Transfer			25 Nov 2016	(3922)	136718	0.7408
	Transfer			02 Dec 2016	(16221)	120497	0.6529
	Transfer			17 Feb 2017	(61)	120436	0.6526
	Transfer			24 Feb 2017	(9000)	111436	0.6038
	AT THE END OF THE YEAR					111436	0.6038
8	MAHENDRA GIRDHARILAL	108874	0.5899			108874	0.5899
	AT THE END OF THE YEAR					108874	0.5899
9	STANLEY VYAPAAR PVT LTD.	98000	0.5310			98000	0.5310
	AT THE END OF THE YEAR					98000	0.5310
10	N LALITHA	86220	0.4672			86220	0.4672
	Transfer			03 Feb 2017	(966)	85254	0.4619
	Transfer			24 Mar 2017	(1)	85253	0.4619
	AT THE END OF THE YEAR					85253	0.4619

Notes:

1) In case of joint holding, the name of first holder has been considered.
2) The Changes in shareholding (increase / decrease) are given based on weekly beneficiary position as datewise increase / decrease in shareholding is not ascertainable.
3) The shareholding details are given on the legal ownership and not beneficial ownership.

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding		Date	Increase/ decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares at beginning 1.4.16 /end of the year 31.3.17	% of total shares of the Company				No. of shares	% of total shares of the Company
	Shareholding of Director:							
1	Mr. Sanjiv Goenka *	35,000	0.19	01.04.2016			35,000	0.19
		35,000	0.19	31.03.2017				
	Shareholding of Key Managerial Personnel:							
1	Mr. Abraham Ittyipe, Manager	101	-	01.04.2016	-	-	101	-
		101	-	31.03.2017				
2	Mr. Shivrama Krishnan, Chief Financial Officer	8	-	01.04.2016	-	-	8	-
		8	-	31.03.2017				
3	Ms. Sripriya M Shenoy Company Secretary**	-	-	01.04.2016	-	-	-	-
		-	-	31.03.2017				
4	Ms. Lakshmi P.S Company Secretary***	-	-	01.04.2016	-	-	-	-
		-	-	31.03.2017				

** Resigned on 24.02.2015*
** Resigned on August 31,2016
*** Joined on February 14,2017

Note: Apart from above no other Director and Key Managerial Personnel holds any shares at the beginning and end of the Financial year 2016-17 in the Company. Further apart from above there was no increase / decrease in shareholding of any other Director and Key Managerial Personnel.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs.)

Indebtedness at the beginning of the financial year - 1.4.16	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year 31.3.17				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of the Manager	Total Amount (Rs.)
		Mr. Abraham Ittyipe	
1	**Gross salary**	(Amount in Rs.)	
	a. Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	120,000	120,000
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961*	-	-
	c. Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	-	-
2	**Stock Option**	-	-
3	**Sweat Equity**	-	-
4	**Commission:**	-	-
	- As a % of Profit	-	-
	- Others, specify	-	-
5	**Others, please specify**		
	Contribution to PF	-	-
	Contribution to Gratuity	-	-
	Contribution to Superannuation Fund	-	-
	Consolidated Allowances	-	-
	Car Perquisite	-	-
	Total (A)	**120,000**	**120,000**
	Ceiling as per the Act - (being 5% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)	2,400,668	2,400,668

Note :

*Excludes the value of employee stock options exercised and provision for compensated absences/Gratuity in respect of separate actuarial valuation reports for key managerial personnel

B. Remuneration to other directors:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Mr. Anant Goenka	Mr. Sunil Bhandari	Mr. Umang Kanoria	Mr. H.C. Dalal	Mr. Prem Kapil	Mr. Kaushik Roy	Ms Surbhi Singhi	Total
1	**Independent Directors**								
	- Fees for attending Board/ Committee Meetings	-	-	27,000	27,000	27,000	-	15,000.00	96,000
	- Commission	-	-	-	-	-	-	-	-
	- Others	-	-	-	-	-	-	-	-
	Total (1)	**-**	**-**	**27,000**	**27,000**	**27,000**	**-**	**15,000**	**96,000**
2	**Other Non- Executive Directors**								
	- Fees for attending Board/ Committee Meetings	9,000	21,000	-	-	-	12,000	-	-
	- Commission	-	-	-	-	-	-	-	-
	- Others	-	-	-	-	-	-	-	-
	Total (2)	**9,000**	**21,000**	**-**	**-**	**-**	**12,000**	**-**	**42,000**
	Total (B) = (1+2)	**9,000**	**21,000**	**27,000**	**27,000**	**27,000**	**12,000**	**15,000**	**138,000**
	Total Managerial Remuneration #								**120,000**
	Overall Ceiling as per the Act @	**1,00,000**	**1,00,000**	**1,00,000**	**1,00,000**	**1,00,000**	**1,00,000**	**1,00,000**	

Notes:

#Total remuneration to Managing Director, Whole-Time Directors and other Directors (being the total of A and B).

@ Sitting fees paid have not been considered as a component for reckoning overall ceiling as per Companies Act, 2013

Overall ceiling as per the Act Rs.100000/-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Siva Rama Krishnan, Chief Financial Officer	Ms. Sripriya M Shenoy, Company Secretary*	Ms. Lakshmi P.S Company Secretary**	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	240,000	124,300	76,726	441,026
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961*	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	Nil	Nil	Nil	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- As % of profit	-	-	-	-
	- Others, , specify	-	-	-	-
5	Others, , please specify	None	None	None	-
	Total	**240,000**	**124,300**	**76,726**	**441,026**

Note: * Resigned on 31.08.2016 ** Appointed on 14.02.2017

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE B TO THE DIRECTORS' REPORT

AOC-1

(Pursuant to first proviso to sub-section(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in 'actuals)

SL.NO	PARTICULARS	1
1	Name of the subsidiary	**Doon Dooars Plantations Limited** (CIN: U01132MH1994PLC273639)
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2016 to March 31,2017
3	The date since when the subsidiary was acquired	July 28,2010
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Rupees
5	Share capital	17,00,000
6	Reserves & surplus	-12,10,034
7	Total assets	7,22,944
8	Total Liabilities	7,22,944
9	Investments	-
10	Turnover	-
11	Profit/Loss before Taxation	(66,250)
12	Provision for taxation	-
13	Profit/Loss after taxation	(66,250)
14	Proposed Dividend	-
15	% of shareholding	100%
Names of subsidiaries which are yet to commence operations		Nil
Name of subsidiaries which have been liquidated or sold during the year		Nil

Part "B" : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act,2013 related to Associate Companies

Sl.no	Name of Associates/Joint Venture	CFL Capital Financial Services Ltd (CIN: L67120WB1983PLC036805)
1	Latest Audited Balance sheet Date	March 31,2O15
2	The date since when the Associate/Joint venture was associated	July 28,2010
3	Shares of Associate Company held by the Company on the year end	
	i. Number	67,681,2016
	ii. Amount of Investment in Associates/Joint Venture	127,344,645
	iii. Extend of Holding %	48.81%
4	Description of how there is significant influence	The Company has no significant influence over this Associate Co.
5	Reason why the associate/ Joint venture is not consolidated	Please refer note as given below
6	Net worth attributable to shareholding as per latest audited balance sheet	-6,881,830,569.82
7	Profit/ Loss for the year	
	i. Considered in consolidation	Nil
	ii. Not considered in consolidation	-654,237,728
Names of associates or joint ventures which are yet to commence operations.		Not applicable
Names of associates or joint ventures which are yet to commence operations.		Not applicable

Note :

In the opinion of the management, the investment in CFL Capital Financial services Ltd. (CFL) does not fall under the definition of associate company within the meaning of Sec. 2(6) of the Companies Act, 2013 as the Company does not have significant influence over CFL such as representation on the Board of Directors of CFL, participation in policy making processes, transactions between the Company and CFL, interchange of managerial personnel, provision of essential technical information, etc. As a result, the Company is not treating CFL as an associate for the purpose of consolidating its financial statements.

For and on behalf of the Board of Directors of
STEL Holdings Limited

Sunil Bhandari	**H.C Dalal**
Director	Director
DIN : 00052161	DIN: 00206232
Lakshmi P.S.	**Sivarama Krishnan**
Company Secretary	Chief Financial Officer

Kolkata
May 30, 2017

ANNEXURE – C TO THE DIRECTOR'S REPORT
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

The Management Discussion and Analysis Report (MDA) is an integrated part of Company's annual financial statements. The purpose of the MDA is to provide a narrative explanation, through the eyes of management, of how the Company has performed in the past, its financial condition, and its future prospects. This report contains a description of the year gone by and some of the key factors that influenced the business of the Company during the year, as well as a fair and unbiased overview of the Company's past, present, and future.

STEL is an investment company. Of the total income received by the Company ('STEL'), dividend income constitutes the main earnings. The performance of the Company is directly related to the performance of the Investee Companies. During the year company has received an dividend income of Rs. 335.62 lacs. The Company has also earnings in the nature of interest from various fixed deposits maintained with banks.

Industry and Business Overview and Future Outlook

The Government of India has taken significant initiatives to strengthen the economic credentials of the country and make it one of the strongest economies in the world. India is fast becoming home to start-ups focused on high growth areas such as mobility, e-commerce and other vertical specific solutions - creating new markets and driving innovation.

Owing to higher infrastructure spending, increased fiscal devolution to states, and continued reforms in fiscal and monetary policy, the Indian economic outlook has strengthened. The Government of India is striving to move steadily to minimize structural and political bottlenecks, attract higher investment and improve economic performance. As per the Economic Survey 2016-17, India's Gross Domestic Product (GDP) should grow between 6.75 and 7.5 per cent in FY 2017-18.

According to The World Bank, the Indian economy will likely grow at 7 per cent in 2016-17 and further accelerate to 7.6 per cent in 2017-18 and 7.8 per cent in 2018-19. This is on account of India's attempt to implement reforms to unlock the country's investment potential to improve the business environment, liberalized FDI policies, quick solution to the corporate disputes, simplified tax structure, and a boost in both public and private expenditure.

Stel Holdings Limited being an investment "Company" the predominant income is derived in the form of dividend.

The Company holds investments in Equity Shares viz., CEAT Limited, Phillips Carbon Black Limited, KEC International Limited, CESC Limited, RPG Life Sciences Limited etc., besides certain investments in other Companies. The Company continues to invest for the long term while availing opportunities to realize a better gaining position considering the macro economic conditions both globally & domestically.

Opportunities & Threats

With a stable government at the centre, growth is expect to revive, and with stalled projects coming on line, easing of capital availability, in the process improving general business confidence.

The Company's investments are predominantly in Companies engaged in Power Generation and Transmission, Auto Tyres & Rubber Products, Electric Utilities, Carbon Black, Pharmaceuticals, Retail etc. Any adverse impact on these industries could possibly have direct bearing on the performance of the Company. Any slowdown in the growth of Indian economy or any volatility in global financial markets, could also affect the business. The Company is also prone to risks pertaining to change in government regulations, tax regimes, other statutes and capital market fluctuations in respect of investments held.

Risk and Concerns

Risk Management is an important aspect of the corporate governance which aims to improvise the governance practices across the Company's activities. The Company is mainly exposed to market risks in the form of reduction in value of its investments and fall in returns due to dip in the Investee Company's performance.

Board has also adopted the risk management policy and processes which will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. It will help in business growth with financial stability.

Internal Control System

Effective internal controls are necessary for building up an efficient organization. The Company has an adequate system of accounting and administrative control with adequate system of internal checks that ensures safe recording of all Company's assets and their proper and authorized utilization. Board has appointed the internal auditor to conduct a risk based audit with to review not only test adherence to laid down in policies and procedures but also to suggest improvements in process and systems. Any internal control weaknesses, non-compliance with statutes and suggestions on improvements in existing practices form part of internal audit report. Their audit program is agreed upon by the Audit Committee. Internal Audit observations and recommendations reported to the Audit Committee, which monitors the implementation of such recommendations. The Company has an Audit Committee which on a regular basis reviews the adequacy and effectiveness of internal control.

Human Resources

Every Company is dependend on the quality of workforce. The Board places on record its appreciation for the dedicated services rendered by the employees for the smooth functioning of the Company. During the year under review, the company had only 3 (Three) employees and the compnay continued with its focus on trainig and development of its employees. The Company beleives in retaining the best talent, clearly defining their roles and responsibilities.

Segment wise or product wise performance

The Company's income for the year consisted of dividend, interest and income from disposal of investments and accordingly there are no reportable segments.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's outlook, projections, estimates, expectations or predictions are "Forward Looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. As "forward looking statements" are based on certain assumptions and expectations of future events over which the Company exercise no control, the Company cannot guarantee their accuracy nor can it warrant that the same will be realized by the Company. Important developments that could affect the Company's operations include a downtrend in the Investee Company performance, significant changes in political and economic environment in India and tax laws.

For and on behalf of the board of directors

Mr.Anant Vardhan Goenka	**Mr.Sunil Bhandari**
(DIN : 02089850)	(DIN: 00052161)
Director	Director

May 30, 2017
Kolkata

ANNEXURE D TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

The Company's Corporate Governance Philosophy

The Securities and Exchange Board of India (SEBI) has prescribed a set of standards on corporate governance for the listed companies. Corporate Governance is an ethically driven business process that is committed to values and conduct, aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good Corporate Governance practices stem from the culture and mind-set of the organization and we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business. Corporate Governance ensures that the affairs of the Company are being conducted and managed in a way which ensures accountability, transparency and adherence to ethical standards and fairness.

The Company has adopted the policy of transparency in all its transactions. Accordingly, the standards of disclosures to the shareholders, employees, government and customers are of the highest standard.

The Board of Directors of the Company are pleased to present the Corporate Governance Report for the year ended 31st March, 2017 :

1. Board of Directors:

1.1. Size and Composition of Board:

On March 31, 2017, the STEL's Board of Directors consists of Seven Directors, of which four are Independent Directors. There are three non-executive non-independent directors. The composition of the Board satisfies the requirements of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Ms. Surbhi Singhi is the Women Director in the Board.

1.2. Board Meetings:

In 2016-17, the Board of the Company met Five times, on 07.04.2016, 30.05.2016, 01.08.2016, 14.11.2016, and 14.02.2017. The maximum gap between any two Board meetings was not more than one hundred and twenty days.

1.3. Directors' Attendance Record and Directorships

Details of the Composition and the attendance record of the Board of Directors are given below. None of the Directors is a member of more than 10 Board level Committees of public companies in which they are Directors, nor is chairman of more than five such Committees.

Name of Director	Category of Director	No of Directorship and Committee membership/ Chairmanships in other Indian Public Companies			No of shares held	Attendance Particulars		
		Director	Member	Chairman		No. of Board Meetings held	No. of Board meetings attended	Attendance at last AGM
Mr. Anant Goenka	Non Executive/ Non-Independent / Promoter	**4**	**-**	**-**	**-**	**5**	**3**	**No**
Mr. Sunil Bhandari	Non - Executive / Non - Independent / Non - Promoter	**11**	**1**	**1**	**-**	**5**	**4**	**No**
Mr. Umang Kanoria	Non Executive/ Independent /Non-Promoter	**5**	**4**	**2**	**-**	**5**	**4**	**No**
Mr.H.C.Dalal	Non Executive/ Independent /Non-Promoter	**3**	**3**	**1**	**-**	**5**	**5**	**Yes**

Name of Director	Category of Director	No of Directorship and Committee membership/ Chairmanships in other Indian Public Companies			No of shares held	Attendance Particulars		
		Director	Member	Chairman		No. of Board Meetings held	No. of Board meetings attended	Attendance at last AGM
Mr. Prem Kapil	Non Executive/ Independent /Non-Promoter	**3**	**1**	**0**	**-**	**5**	**5**	**No**
Mr. Kaushik Roy	Non - Executive / Non - Independent / Non - Promoter	**3**	**-**	**-**	**-**	**5**	**4**	**No**
Ms. Surbhi Singhi	Non Executive/ Independent /Non-Promoter	**5**	**4**	**4**	**-**	**5**	**3**	**No**

(1) The Directorship held by Directors do not include alternate directorships and directorships of Foreign Companies, Section 8 Company, One Person Companies and Private Limited Companies.

(2) Only Audit Committee, Stakeholders' Relationship Committee is reckoned for this purpose.

(3) None of the directors are related to each other.

1.4. Code of Conduct

The Board has laid down a Code of Conduct for all Board members and Senior Management Personnel which is posted on the website of the Company. All Board members and Senior Management Personnel have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Manager of the Company, forms part of this Annual report.

1.5. Independent Director

During 2016-17, the Independent Directors met on 24.03.2017 in order to, inter alia, review the performance of non independent directors and the board of directors including that of the Chairman taking into account the views of the executive and non executive directors; assess the quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties and other related matters. All the independent directors attended the said meeting.

The details of the familiarization programme are disclosed on the Company's website at http://stelholdings.com/docs/familiarizingpgm.pdf.

2. Committees of the Board

2.1. Audit Committee:

The Audit Committee comprises of five Directors viz., Mr. Umang Kanoria, Mr. Sunil Bhandari and Mr. H. C. Dalal, Mr. Prem Kapil and Ms. Surbhi Singhi. Mr. Umang Kanoria, Independent Director, is the Chairman of the Committee. All members of the Audit Committee have accounting and financial management expertise. The Composition of Audit Committee are as follows:

Name of the Member	Position	No. of Meetings	
		Held	Attended
Mr.Umang Kanoria	Chairman	4	4
Mr.Sunil Bhandari	Member	4	3
Mr.H.C Dalal	Member	4	4
Mr.Prem Kapil	Member	4	4
Ms.Surbhi Singhi	Member	4	2

Audit Committee Meetings were held on May 30, 2016, August 01, 2016, November 14, 2016 and February 14, 2017. The Company Secretary acts as the Secretary to the Audit Committee.

The functions of the Audit Committee of the Company include the following:

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
- Matters required to be included in the Directors Responsibility Statement to be included in the Board Report in terms of Section 134 of the Act.
- Changes, if any, in accounting policies and practices and reason for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Scrutiny of inter-corporate loans and investments;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter
- Valuation of undertakings or assets of the company, wherever it is necessary

The Audit Committee is empowered, pursuant to its terms of reference, to:

a) Investigate any activity within its terms of reference and to seek any information it required from any employee.
b) Obtain professional advice from external sources to carry on any investigation and have full access to information contained in the records of the Company.
c) Discuss any related issues with the internal and statutory auditors and the management of the Company.
d) Review and monitor the auditors' independence and performance and effectiveness of audit process.
e) Approve subsequent modification of transactions of the Company with related parties.
f) Scrutinize the inter-corporate loans and investments and evaluate internal financial controls and risk management systems.
g) Oversee the vigil mechanism/whistle blower policy of the Company.
h) Examination of auditors report.

2.2. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee oversees the redressal of Investors' complaints relating to share transfers/ transmission, non-receipt of Annual reports etc. As on March 31, 2017 the Stakeholders Relationship Committee of the Company, under Section 178 (5) of the Companies Act, 2013, and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consists of three members. Mr. Sunil Bhandari, Mr. Umang Kanoria and Mr. Abraham Ittyipe. Mr. Sunil Bhandari is the Chairman of the Committee.

The Company Secretary Ms. Lakshmi P.S is the Compliance Officer of the Stakeholders Relationship Committee.

During the year, the Committee met once on February 14, 2017. The composition of the Stakeholders Relationship Committee and attendance of the Members at the Committee meetings are as follows:

Name of the Member	Position	No. of Meetings	
		Held	Attended
Mr.Sunil Bhandari	Chairman	1	1
Mr.Umang Kanoria	Member	1	1
Mr.Abraham Ittyipe	Member	1	1

Status of investor complaints received and redressed during the F.YR 2016-17 are as follows :

No. of Investor queries/ complaints received from April 01, 2016 to March 31, 2017	No. of Investor queries/ complaints remaining unresolved at the end of the financial year
14	Nil

As on March 31, 2017, there was no pending investor complaints.

2.3. Nomination and Remuneration Committee:

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act,2013 besides other terms as may be referred by the Board of Directors.

The role includes formulation of criteria for determining qualifications,positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of directors, key managerial personnel and other employees, Evaluation of the performance of Managing Director / Whole Time Director, Evaluation of Independent Directors and the Board etc.

As on 31st March, 2017, the Nomination & Remuneration Committee of the Company, under Section 178 (1) of the Companies Act, 2013, and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consists of three members, Mr. Umang Kanoria, Mr. H. C. Dalal and Mr. Sunil Bhandari.

Mr. Umang Kanoria is the Chairman of the Nomination and Remuneration Committee. Company Secretary acts as the Secretary and Compliance Officer to the Committee. The Committee met twice during the F.YR 2016-17 on April 04, 2016 and February 14, 2017. The Composition of the Nomination & Remuneration Committee and attendance of the Members at the Committee meetings are as follows:

Name of the Member	Position	No. of Meetings	
		Held	Attended
Mr.Umang Kanoria	Chairman	2	2
Mr.Sunil Bhandari	Member	2	2
Mr.H.C Dalal	Member	2	2

The Board has approved Nomination and Remuneration Policy as recommended by Nomination and Remuneration Committee which forms part of the Directors' Report.

Directors/ Manager's Remuneration:

Non-Executive Directors are paid sitting fees for attending the meetings of the Board/ Committee within the limits as prescribed under the Companies Act, 2013.

Apart from this, the Non- Executive Directors do not have any material pecuniary relationship or transactions with the Company, its Promoters, its Directors, its senior management or its subsidiaries.

Details of remuneration paid to the Directors/ Manager are given MGT-9 Annexure A of Directors Report.

The Payment of remuneration to the Manager is governed by the agreements executed by the Company with him and is governed by the Nomination and Remuneration Committee, Board and shareholder's resolution.

3. Annual General Meetings

Location, date and time of the Annual General Meetings held in the last 3 years.

Sl.No.	AGM	Year	Date	Time	Location
1	26th	2016	30.09.2016	2.30 PM	Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Kochi – 682016
2	25th	2015	28.09.2015	2.30 PM	
3	24th	2014	30.09.2014	10:30 AM	

All resolutions as set out in the respective notices were duly passed by the shareholders in the meeting.

Details of Special Resolutions passed in the immediately preceding three AGMs: Nil

4. Disclosures:

4.1. Related Party Transactions:

All Related Party Transactions are placed before the Audit Committee. The transactions with the related parties are disclosed in the Notes of the Annual Accounts in compliance with Accounting Standard 18 relating to "Related Party Disclosures" and Companies Act, 2013 read with Rules thereunder and Listing Regulations. The Board has approved a 'Policy on Related Party Transactions' web link of which forms part of Directors' Report.

There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

4.2. Statutory Compliance, Penalties and Strictures:

There were no instances of material non-compliance and no strictures or penalties were imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

4.3. Whistle Blower Policy

The Board of Directors has adopted Whistle Blower Policy. Whistle blower mechanism enable stakeholders, including individual employees and their representative bodies to freely communicate their concerns about illegal or unethical practices. No person has been denied access to the audit committee .

4.4. Disclosure of Accounting Treatment

The Company has followed the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable, in the preparation of the financial statements.

4.5. Details of compliance with mandatory requirements

The Company has complied with all mandatory requirements laid down by Regulation 34 & 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company is in compliance with all the mandatory requirements of Regulation 17 to 27 and Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

4.6. Adoption of the non-mandatory requirements.

The non-mandatory requirements may be implemented as per the discretion of the Company. Details of compliance of non-mandatory requirements are listed below:

4.6.1.Shareholders Rights – Furnishing of quarterly results

Details of the shareholders' rights in this regard are given in the section 'General Shareholder information'.

4.6.2.Audit qualifications

During the current financial year, there are no audit qualifications in the financial statements of the Company. The Company continues to adopt appropriate best practices in order to ensure unqualified financial statements.

5. Certificate from CEO/CFO

The CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on May 30, 2017 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

6. Means of Communication

The Unaudited Quarterly Results are announced within 45 days from the end of the quarter and the Annual Audited Results are announced within 60 days from the end of the financial year as per the Listing regulations. The Company provides the information to the stock exchange where shares of the Company are listed. The results are also published in one English newspaper having national circulation and one Malayalam Newspaper.

The Financial Results of the Company are normally published in the following newspapers:

A. Financial Express (English Language)
B. Deshabhimani (Malayalam Language)

The Financial Results of the Company are displayed on the Company's website www.stelholdings.com.

7. General Shareholder information:

7.1. Annual General Meeting: Date, Time and Venue:

As indicated in the notice accompany this Annual Report, the Twenty Seventh Annual General Meeting of the Company will be held on Thursday, August 03, 2017 at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682016 at 2.00 P.M.

7.2. Financial Year: the Company follows April 1 to March 31 as the financial year.

7.3. Book Closure Dates: The Company's Register of Members and Share Transfer Books will remain closed from July 28, 2017 to August 03, 2017 (both days inclusive).

7.4. Dividend payment: The Board has not recommended any dividend for the FY 2017-18.

7.5. Details of Stock Exchanges where listed Stock Exchanges Stock Code

Bombay Stock Exchange Ltd., Mumbai (BSE)	533316
National Stock Exchange of India Limited, Mumbai (NSE)	STEL

Annual listing fees for the F.Y. 2016-17, 2017-18 has been paid to BSE Ltd. & NSE Ltd. on time.

7.6. Financial calendar

For the year ended March 31, 2017, results were announced on:
First quarter: August 01, 2016,
Second quarter: November 11, 2016
Third Quarter: February 14, 2017
Fourth Quarter: May 30, 2017

For the year ending March 31, 2018, the results will be announced on:

Event	**Due Date**
quarter ending 30th June, 2018	14th August, 2018
quarter ending 30th September, 2018	15th November, 2018
quarter ending 31st December, 2018	15th February, 2019
quarter ending 31st March, 2019	30th May, 2019 (Audited)

7.7. Market Price Data

Market Price and Volume of the Company's Shares of face value of Rs. 10 each traded in the major stock exchanges where Company's shares are listed during the financial year 2016-17:

Year	BSE		NSE		Volume	
(2016-17)	(Amount in Rs.)		(Amount in Rs.)		(nos.)	
Months	High	Low	High	Low	BSE	NSE
April	30.9	24.7	30	25	262	313271
May	31.1	27	31.5	27.05	264	102145
June	31.5	25.65	29.85	25.85	242	64940
July	31.9	26	31.8	26.3	510	138371
August	34.5	28	34.45	27.7	1,033	344190
September	47.4	26.5	47.5	26.3	5,868	1297358
October	71.1	44.3	72	45.65	9,712	1684683
November	59	39.4	59.15	39.1	1,014	309680
December	53	42.8	53.25	42.1	438	126235
January	70.5	43.65	70	42.75	2,288	557092
February	80.9	62.15	80.7	62.5	3,182	755750
March	70.35	63.4	70.95	62.65	1,176	313271

7.8. A performance chart showing Share Price of the Company in comparison with BSE SENSEX during the year 2016-17 is as below:

Year 2016-17	STEL	Sensex
April	28.8	25606.62
May	27.75	26667.96
June	28.75	26999.72
July	30.8	28051.86
August	32.1	28452.17
September	44.8	27865.96
October	89.3	27930.21
November	52.45	26652.81
December	44.15	26626.46
January	65.35	27655.96
February	68.9	28743.32
March	67.85	29620.50

7.9. Share Transfer Process

Share Transfer in physical form is normally effected within a period of 15 days of receipt of documents complete in all respects. All share transfers are approved by the Share Transfer Committee which meets at least once in a week, thus ensuring smooth processing and completion of dispatch of the share certificates within 15 days from the lodgment of the share transfer documents. Request for de-materialisation of shares are processed and confirmed to the respective depositories within 15 days.

7.10. Distribution of Shareholding as on March 31, 2017

Range	No. of Shareholders	No. of Shares held	% of shareholding
1-500	22469	2618615	14.1889
501-1000	882	699002	3.7875
1001-2000	380	574422	3.1125
2001-3000	120	318167	1.7240
3001-4000	65	236913	1.2837
4001-5000	55	262078	1.4201
5001-10000	88	646847	3.5049
10001- above	91	13099361	70.9785
Total	**24150**	**18455405**	**100.00**

7.11. Dematerialisation of Shares

The Company has entered into a tripartite agreement with the National Securities Depository Limited (NSDL)and Central Depository Services Limited (CDSL) to provide trading of shares in dematerialized form. International Securities Identification Number (ISIN) allotted to the equity shares of the Company is INE577L01016. As on March 31, 2017, 17473645 shares of the company, constituting 94.68% were in dematerialized form.

7.12.Outstanding GDRs/ADRs/ Warrants or any Convertible instruments:

As of March 31, 2017, the Company does not have any outstanding convertible instruments, which are likely to have an impact on the equity of the Company.

7.13.Equity shares of STEL Holdings Ltd –Unclaimed securities suspense Account

The Securities and Exchange Board of India (SEBI) vide its circular no. CIR/CFD/DIL/10/2010 dated 16 December 2010, inserted new Clause 5A II containing uniform procedure for dealing with unclaimed shares. In compliance with the amendment to Clause 5A of the Listing Agreement issued by SEBI, the Company has opened a demat account in the name of "STEL Holdings Limited - Unclaimed Suspense Account" for the purpose of transferring the unclaimed shares. As per the said circular, the Company sent the 3 reminders to all those shareholders, whose shares remained unclaimed with the Company, requesting them to submit necessary documents and claim the shares; so as to avoid transfer of such unclaimed shares to the "Unclaimed Suspense Account".

As and when any shareholder approaches the Company or the Registrar and Transfer Agent (RTA) to claim the above said shares, after proper verification, the shares lying in the Unclaimed suspense account shall either be credited to the demat account of the shareholder or the physical certificates shall be delivered after rematerialising the same, depending on what has been opted by the Shareholder.

As on March 31, 2017, the total unclaimed equity shares were 185000. The Voting rights on the equity shares lying in the Suspense Account as on March 31, 2017 shall remain frozen till the rightful owner of such shares claim the shares.

Particulars	No. of Share holders	No. of Shares
Aggregate no.as at April 1,2016	1999	185120
No. of shareholders who approached the company for transfer of shares from Unclaimed suspense account during the year	3	120
No. of shareholders to whom shares were transferred from suspense account during the year	3	120
Aggregate no. as at March 31,2017	1996	185000

7.14. Address for correspondenc

Registered Office STEL Holdings Limited
(CIN: L65993KL1990PLC005811)
24/1624, Bristow Road, Willingdon Island, Cochin -682003
Ph: 0484 6624335, 2668023;
Fax: 0484 - 2668024
Email: secretarial@stelholdings.com
Website: www.stelholdings.com

Registrar and Share Transfer Agent
Link Intime India Private Limited
Surya, 35, Mayflower Avenue Behind Senthil Nagar, Sowripalayam Road Coimbatore – 641028
Phone No: 0422 2314792, 2315792
Fax: +91 422 2314792
Email: coimbatore@linkintime.co.in
Website: www.linkintime.co.in

For and on behalf of the board of directors

Mr.Anant Vardhan Goenka
(DIN : 02089850)
Director

Mr.Sunil Bhandari
(DIN: 00052161)
Director

May 30, 2017
Kolkata

DECLARATION – CODE OF CONDUCT

I, Abraham Ittyipe, Manager, STEL Holdings Limited declare that all the members of the Board of Directors and Senior Management Personnel have, for the year ended March 31, 2017 affirmed compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For STEL Holdings Limited

Abraham Ittyipe
Manager

May 30, 2017
Kolkata

CERTIFICATE ON CORPORATE GOVERNANCE

To the members of **STEL HOLDINGS LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by **STEL HOLDINGS LIMITED** for the year ended **31st March, 2017** as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated above. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management, we state that in accordance with Regulation 17 (1), the Board of Directors of the Company comprises of only non-executive directors. We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17(2) to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kochi
30.05.2017

For SVJS & Associates
Company Secretaries

CS. sivakumar p.
Managing Partner
CP No: 2210, FCS: 3050

ANNEXURE – E TO THE DIRECTOR'S REPORT

NOMINATION & REMUNERATION POLICY

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on May 30, 2014 constituted the Nomination and Remuneration Committee of the Board of Directors to comprise of Mr. Umang Kanoria (Chairman), Mr. H.C. Dalal and Mr. Sunil Bhandari (Members).

The Board has delegated the responsibility to the Committee to formulate the criteria for identification and selection of the suitable candidates for the various positions in senior management and also candidates who are qualified to be appointed as director on the Board of Directors of the Company. The Committee is also to recommend a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel and other employees a process by which the performance of the directors could be evaluated.

The Committee shall be guided by the broad principles as laid down below in respect of nominating persons to hold office of director, senior management including key managerial personnel and recommending the remuneration payable.

I. Criteria for selection of members on the Board of Directors and candidates for senior management.

The Committee has adopted the following criteria for selection of member on the Board of Directors of the Company and also candidates eligible to be appointed in the senior management of the Company.

A) Criteria for Selection of Directors

Before making any recommendation to the Board for appointment of any director, the Committee shall ensure that:

a) the candidate possesses positive attributes/ qualities such as Leadership, Industrialist, Business Advisor or such other attributes which in the opinion of the Committee the candidate possess, and are in the interest of the Company;

b) the candidate shall be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;

c) the candidate meet the conditions of being independent as stipulated under the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements)Regulation 2015, in case of appointment of an independent director;

d) the candidate possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, or such other areas or disciplines which are relevant for the Company's business.

B) Criteria for Selection of Senior Management Personnel

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013.

The Committee shall, before making any recommendation to the Board for appointment, should ensure that the candidate has the attributes set forth below:

a) The candidate should have a minimum experience of 10 years in any of the areas viz. banking, infrastructure, financial management, legal, sales, marketing, administration, research, corporate governance, technical operations, or such other areas or disciplines which in the opinion of the management and Committee are relevant for the Company's business;

b) The candidate should possesses qualities that demonstrate leadership skills, decision making skills, effective communication, hard work, commitment and such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company

If the Committee thought fit and in its opinion finds that the candidate meets the above criteria for appointment (as director on the Board or in senior management), the Committee shall make its recommendation to the Board.

Any amendment to the above criteria for directors and senior management shall be subject to the prior approval of the Committee and any such amendment shall be informed to the Board of Directors.

II. Remuneration policy for directors, senior management and key managerial personnel

A) Remuneration of Managing Director, Whole Time Director and Manager:

The Committee while considering the remuneration of the Managing Director, the Whole Time Director and Manager (wherein there is no Managing Director), may take into consideration the performance of the

Company, the experience of the person, his background, job-profile and suitability, his past remuneration, the comparative remuneration profile in the industry, size of the Company, responsibilities shouldered by the Managing Director / Whole Time Director etc., provided that any remuneration considered by the Committee shall be in accordance and within the limits stipulated under the Companies Act, 2013.

B) Remuneration of Non-Executive Director (NED)

a) The remuneration to the NEDs may be restricted to the sitting fees for attending meetings of the Board of Directors and meetings of Audit Committee.

b) The Independent Directors of the Company shall be entitled to remuneration restricted to the sitting fees for attending meetings of the Board of the Directors and meeting of the Audit Committees, provided that any sitting fees paid to the Independent Director shall not be less the sitting fees paid to non-executive directors. c) Independent Directors shall not be eligible for stock options of the Company, if any.

Any incidental expense incurred by the directors with relation to the participation in the meetings of the Board and the Audit Committee shall be reimbursed.

C) Remuneration of Senior Management Personnel and KMPs

The Remuneration of the Senior Management Personnel and KMPs shall be in accordance with the Policy of the Company which is applicable to the employees. The Committee may consider the remuneration of a Senior Management Personnel keeping in view of the performance of the Business/ Function under his control and also the contribution of the Business/ Function under his control towards the overall performance of the Company.

III. Evaluation of performance of directors

A) Evaluation of the performance of Managing Director / Whole Time Director

The performance of the Managing Director / Whole Time Director of the Company may be carried out taking into consideration the performance of the Company vis-à-vis the budgets as well as performance of its competitors. Emphasis on achieving top line and bottom line targets, with no adverse qualification by the auditors in the accounts, may be made.

B) Evaluation of the performance of Non-Executive Directors and Independent Directors (NEDs and IDs)

The Committee while evaluating the performance of the NEDs and IDs may take into consideration various factors as mentioned below:

a) Attendance at Meetings - attendance at Board Meetings, AGMs, Committee meetings.
b) Other Directorships held by the NED – in listed or unlisted companies
c) Other companies in which NED is a Chairperson
d) Participation at Board/Committee meetings
e) Input in strategy decisions
f) Review of Financial Statements, risks and business performance
g) Time devoted towards discussion with Management
h) Review of Minutes – Board Minutes, Committee meeting minutes and AGM Minutes

Marks may be assigned for each of the above criteria and based on the score achieved, the Committee may evaluate the performance of each non-executive director and independent director.

This policy be and is hereby adopted on this day of August 8, 2014 by the Nomination and Remuneration Committee of the Board of Directors of STEL Holdings Limited.

Further provided that, any amendment to any of the clauses in the aforesaid policy shall be subject to the prior approval of the Committee and such amendment shall be informed to the Board of Directors of the Company.

For and on behalf of the board of directors

Mr.Anant Vardhan Goenka	**Mr.Sunil Bhandari**
(DIN : 02089850)	(DIN: 00052161)
Director	Director

May 30, 2017
Kolkata

ANNEXURE-F TO THE DIRECTOR'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
STEL Holdings Limited
24/1624, Bristow Road, Willingdon Island
Ernakulam
Kerala-682003

We, SVJS & Associates, Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **STEL Holdings Limited [CIN: L65993KL1990PLC005811]** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

i) The Companies Act, 2013 (the Act) and the Rules made there under;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. However, there is no new Foreign Direct Investment during the period under review. Moreover, there are no Overseas Direct Investments and External Commercial Borrowings.

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 regarding the Companies Act and dealing with client;

   d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

   i) Secretarial Standards relating to Board (SS 1) and General Meetings (SS 2) issued by The Institute of Company Secretaries of India;

   ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except to the extent as mentioned below:

We report that:

The Board of directors of the Company is duly constituted. All the directors of the Company are Non-Executive Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were unanimous and the same was captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of:

(i) Public / Right / Preferential issue of shares / debentures / sweat equity etc.

(ii) Redemption / buy-back of securities.

(iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.

(iv) Merger / amalgamation / reconstruction, etc.

(v) Foreign technical collaborations.

This report is to be read with our letter of even date which is annexed as '**Annexure A'** and forms an integral part of this Report.

For **SVJS & Associates**
Company Secretaries

CS. sivakumar p.
Managing Partner
CP No: 2210, FCS: 3050

Kochi
30.05.2017

ANNEXURE A

To
The Members
STEL Holdings Limited
24/1624, Bristow Road, Willingdon Island
Ernakulam
Kerala-682003

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of the Secretarial records is the responsibility of the management of the Company. Our responsibility as Secretarial Auditors is to express an opinion on these records, based on our audit.
2. During the audit, we have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our report.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. We have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc., wherever required.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of management. Our examination was limited to the verification of the procedures and compliances on test basis.
6. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2017 but before issue of the Report.
7. We have considered actions carried out by the Company based on independent legal/professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

For SVJS & Associates
Company Secretaries

CS. sivakumar p.
Managing Partner
CP No: 2210, FCS: 3050

Kochi
30.05.2017

ANNEXURE G TO THE DIRECTOR'S REPORT

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Mr. Anant Goenka	0.12
		Mr. Sunil Bhandari	0.27
		Mr. Umang Kanoria	0.35
		Mr. H.C. Dalal	0.35
		Mr. Prem Kapil	0.35
		Ms. Surbhi Singhi	0.20
		Mr. Kaushik Roy	0.15
2	The percentage increase in remuneration of each director, Chief Financial Officer (CFO), Chief Executive Officer (CEO), Company Secretary (CS) or Manager, if any in the financial year:	Mr. Anant Goenka	None of the Directors have received remuneration apart from sitting fees for attending the meetings of the Board and Audit Committee, where they are members. There has been no increase in the amount of sitting fee paid per meeting for attending the meetings during the year under review as compared to the financial year 2015-16.
		Mr. Sunil Bhandari	
		Mr. Umang Kanoria	
		Mr. H.C. Dalal	
		Mr. Prem Kapil	
		Ms. Surbhi Singhi	
		Mr. Kaushik Roy	
		Mr.Abraham Ittyipe, Manager	There has been no increase in the remuneration of Manager during the year under review as compared to the financial year 2015-16
		Mr. Sivarama Krishnan, CFO	There has been no increase in the remuneration of CFO during the year under review as compared to the financial year 2015-16
		Ms.Sripriya M Shenoy, Company Secretary	Ms.Sripiya M Shenoy, Company Secretary held office from April 07,2016 to August 31, 2016. Accordingly the percentage increase in remuneration of the Company Secretary during the year under review is not comparable to that of previous year.
		Ms.Lakshmi P.S, Company Secretary	Ms.Lakshmi P.S,Company Secretary was appointed on February 14,2017. Accordingly the percentage increase in remuneration of the Company Secretary is not comparable to that of previous year.
3	The percentage Increase/ Decrease in the median remuneration of employees	79.06%	
4	The number of permanent employees on the rolls of company	3	
5	Relationship between average increase in remuneration and company performance	The Aggregate remuneration of employees decreased during the financial year 2016-17 compared to the financial year 2015-16. The reason for decline in remuneration is due to the resignation of Mr Jose George, Company Secretary on April 07,2016 and resignation of Ms.Sripriya M Shenoy, Company Secretary on August 31,2016. The net profit (after tax)of the company was Rs.477.55 lakhs compared to the net loss of Rs. 402.17 lakhs. The total employee cost of the company for the financial year ended March 31,2017 was Rs.5.81 lakhs againist Rs.8.71 lakhs for the financial year ended March 31,2016. Average increase in remuneration is guided by factors like inflation, normal salary norms and revisions, external competitiveness and talent retention.	

6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	**Particulars**		**In lakhs**
		Aggergate remunertaion of kmp		5.81
		Revenue		731.14
		Remuneration of KMPs (as % of revenue)		0.794649452
		Profit before Tax (PBT)		617.22
		Remuneration of KMPs (as % of PBT)		0.009413175
			March 31, 2017	**March 31, 2016**
7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer	Market Capitalisation (Rs. in lacs	12,475.85	4,706.13
		PE ratio	26.10	-11.70
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Not applicable as there are no employees other than Key Managerial Personnel		
9	The key parameters for any variable component of remuneration availed by the directors	Not applicable		
10	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	0.11		
11	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2017 is as per the Remuneration policy of the Company		

For and on behalf of the board of directors

Mr.Anant Vardhan Goenka
(DIN : 02089850)
Director

Mr.Sunil Bhandari
(DIN: 00052161)
Director

May 30, 2017
Kolkata

ANNEXURE H TO THE DIRECTOR'S REPORT

Information under Section 134, Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014

Name	Age	Designation	Gross remuneration for the F.YR 2016-17	Date of Employment	Last employment
Mr.Abraham Ittyipe	52	Manager	1,20,000	30.05.2014	-
Mr. Sivaramakrishnan	69	Chief Financial Officer	2,40,000	11.08.2014	-
Mr.Jose George	32	Company Secretary	20,632	From 04.12.2015 to 07.04.2016	Accentia Technologies Ltd
Ms. Sripriya M Shenoy	26	Company Secretary	1,24,300	From 07.04.2016 to 31.08.2016	Gopi Mohan Satheesan & Associates
Ms. Lakshmi P.S	24	Company Secretary	76,726	14.02.2017	Indel Corporation Pvt Ltd

Note:

1. The remuneration includes salary, allowances and value of perquisites
2. Mr. Jose George, Sripriya M Shenoy or Lakshmi P.S does not hold any shares in the Company.
3. None of the above mentioned personnel are related to any director of the Company

For and on behalf of the board of directors

Mr.Anant Vardhan Goenka
(DIN : 02089850)
Director

Mr.Sunil Bhandari
(DIN: 00052161)
Director

May 30, 2017
Kolkata

INDEPENDENT AUDITORS' REPORT

To the Members of

STEL Holdings Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of STEL Holdings Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true

and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1 As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer our separate report in Annexure B.

   g. With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. The Company did not have any holdings or dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and the Company has provided requisite disclosures in the financial statements

For **G. Joseph & Associates**
Chartered Accountants
Firm Reg. No. 006310S

Reuben Joseph
Partner
M. No. 216884
Kolkata, May 30, 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF STEL HOLDINGS LIMITED

i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b. As explained to us, the fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

c. As per the information and explanations provided to us, title deeds of immovable properties are held in the name of the company.

ii. The Company does not have any inventory. Therefore, the provisions of Clauses 3(ii)(a), 3(ii)(b) and 3(ii)(c) of the said Order are not applicable to the Company.

iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under section 189 of the Act. Consequently, the provisions of clauses 3(iii)(a) to 3(iii)(c) of the Order are not applicable to the Company.

iv. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has complied with the provisions of section 185 and 186 of the Act with respect to the loans, investments, guarantees and securities provided.

iv. The Company has not accepted any deposit from public within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.

vi. The provisions regarding maintenance of cost records under sub-section (1) of section 148 of the Act are not applicable to the Company.

vii. a. According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no statutory dues on the last day of the financial year outstanding for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, there are no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

viii. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks or debenture holders.

ix. Based on our audit procedures and on the information given by the management, we report that the Company has not raised any moneys by way of initial or further public offer or any term loans during the year.

x. According to the information and explanations given to us, during the year, no fraud on or by the Company has been noticed or reported during the year.

xi. The managerial remuneration paid is in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of Act.

xii. The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order is not applicable to the Company.

xiii. All transactions with related parties are in compliance with Sections 177 and 188 of the Act and the details have been suitably disclosed in the Financial Statements as required by the accounting standards.

xiv. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv. Based on the audit procedures performed and the information and explanation given to us, we report that the Company has not entered into non-cash transactions with directors of the Company or persons connected with him.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **G. Joseph & Associates**
Chartered Accountants
Firm Reg. No. 006310S

Reuben Joseph
Partner
M. No. 216884
Kolkata, May 30, 2017

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF STEL HOLDINGS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of STEL Holdings Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G. Joseph & Associates**
Chartered Accountants
Firm Reg. No. 006310S

Reuben Joseph
Partner
M. No. 216884
Kolkata, May 30, 2017

BALANCE SHEET AS AT MARCH 31, 2017

(All amounts are in Indian Rupees unless otherwise stated)

		Particulars	Note	As at March 31, 2017	As at March 31, 2016
I.		**Equity & liabilities**			
	1	**Shareholders' funds**			
		a. Share capital	3	**184,554,050**	184,554,050
		b. Reserves & surplus	4	**1,033,168,038**	985,412,688
	2	**Current liabilities**			
		a. Trade payables	5	**374,778**	110,117
		b. Other current liabilities	6	**13,587,425**	394,860
				1,231,684,291	1,170,471,715
II.		**Assets**			
	1	**Non-current assets**			
		a. Fixed assets - tangible assets	8	**10,259,600**	10,877,498
		b. Non-current investments	9	**1,014,352,826**	980,186,076
	2	**Current assets**			
		a. Cash & bank balances	11	**95,040,142**	92,348,132
		b. Short-term loans & advances	10	**65,308,291**	40,889,477
		c. Other current assets	12	**46,723,432**	46,170,532
				1,231,684,291	1,170,471,715
	Summary of significant accounting policies		2		
	The accompanying notes form an integral part of the financial statements				

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

For and on behalf of the Board of Directors of
STEL Holdings Limited

Reuben Joseph
Partner
Membership No. 216884

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

Kolkata
May 30, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(All amounts are in Indian Rupees unless otherwise stated)

	Particulars	Note	For year ended March 31, 2017	For year ended March 31, 2016
I.	**Income**			
1	Revenue from operations		**-**	-
2	Other income	13	**73,114,510**	95,687,347
			73,114,510	**95,687,347**
II.	**Expenses**			
1	Employee benefits expense	14	**581,658**	845,026
2	Depreciation	8	**617,898**	626,742
3	Provisions & contingencies	15	**5,610,756**	127,344,645
4	Other expenses	16	**4,581,403**	4,848,565
			11,391,715	**133,664,978**
III.	**Profit before tax and exceptional items**		**61,722,795**	(37,977,631)
IV.	Tax expense	17	**13,967,445**	2,239,901
V.	**Profit for the year**		**47,755,350**	**(40,217,532)**
VI.	**Earnings per equity share**	18		
	[Equity shares of par value of Rs. 10/- each (2016 - Rs. 10/-)]			
1	Basic		**2.59**	(2.18)
2	Diluted		**2.59**	(2.18)
	Number of shares used in computing earnings per share			
1	Basic		**18,455,405**	18,455,405
2	Diluted		**18,455,405**	18,455,405
	Summary of significant accounting policies	2		
	The accompanying notes form an integral part of the financial statements			

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

Reuben Joseph
Partner
Membership No. 216884

Kolkata
May 30, 2017

For and on behalf of the Board of Directors of
STEL Holdings Limited

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(All amounts are in Indian Rupees unless otherwise stated)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Cash flow from operating activities		
Net profit before tax	**61,722,795**	**(37,977,631)**
Adjustments for:		
Depreciation	**617,898**	626,742
Provision for diminution in value of investments	**-**	127,344,645
Profit on redemption of preference shares	**(34,166,750)**	-
Dividend income from investments	**(33,562,132)**	(91,625,375)
Interest on fixed deposits	**(5,385,628)**	(4,060,972)
Operating profit before working capital changes	**(10,773,817)**	**(5,692,591)**
Movement in working capital:		
(Increase) / decrease in trade and other receivables	**(30,679,879)**	(35,303,372)
Increase / (decrease) in trade payables	**13,457,226**	185,454
Cash generated from operations	**(27,996,470)**	**(40,810,509)**
Income tax paid	**(206,380)**	(1,855,638)
Net cash from operating activities	**(28,202,850)**	**(42,666,147)**
Cash flow from investing activities		
Interest received	**4,832,728**	4,371,938
Dividend received	**33,562,132**	91,625,375
Fixed asset purchase	**-**	(70,300)
Investments acquired	**(47,500,000)**	(6,250)
Proceeds of redemption of investments	**47,500,000**	-
Net cash from investing activities	**38,394,860**	**95,920,763**
Cash flow from financing activities		
Intercorporate deposit given	**(7,500,000)**	-
Net cash from financing activities	**(7,500,000)**	**-**
Net increase / (decrease) in cash & cash equivalents	**2,692,010**	**53,254,616**
Cash & cash equivalents at the beginning of the year	**92,348,132**	39,093,516
Cash & cash equivalents at the close of the year	**95,040,142**	**92,348,132**
Components of cash & cash equivalents as at	**March 31, 2017**	**March 31, 2016**
Balance with banks: as per Note No. 11		
- in current accounts	**27,496,950**	21,464,777
- in deposit accounts	**67,543,192**	70,883,355
	95,040,142	**92,348,132**

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

For and on behalf of the Board of Directors of
STEL Holdings Limited

Reuben Joseph
Partner
Membership No. 216884

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

Kolkata
May 30, 2017

Notes to financial statements for the period ended March 31, 2017

1 Corporate information

STEL Holdings Limited (the "Company") is a company registered under the Indian Companies Act, 2013 and is listed on the Bombay Stock Exchange and National Stock Exchange. The Company is in the business of investments. The Company is in the process of applying to the Reserve Bank of India for registration as a Core Investment Company.

Summary of significant accounting policies

2.1 Basis of preparation

The financial statements have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been applied by the Company, are consistent with those used in the previous period.

2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.3 Tangible fixed assets

Fixed assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use.

2.4 Depreciation on tangible fixed assets

Depreciation on tangible asset is provided on the written down value method over the useful lives of the asset as prescribed under Part C of Schedule II of The Companies Act, 2013.

2.5 Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.6 Investments

Long Term investments are stated at cost and provision for diminution is made, if the decline in value is other than temporary in nature as required under AS 13. Pre-acquisition dividends received are reduced from the cost of investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

2.7 Revenue recognition

Dividends from companies are accounted as income in the year in which they are declared. Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

2.8 Foreign currency transactions

Foreign currency transactions are accounted at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the contracted / year end exchange rates. The exchange differences arising on payments / realizations and from the year end

restatement referred to above are recognized as income or expense in the profit and loss account. In respect of forward contracts, the difference between the forward rate and exchange rate at the inception of the foreign exchange contract is recognized as income or expense over the period of the contract.

2.9 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

2.10 Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.11 Taxes on income

Provision for current tax is made based on the liabilities computed in accordance with the relevant tax rates and tax laws. Provision for deferred tax is made for the timing differences arising between the taxable income and accounting income computed at the rates enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only if there is a reasonable / virtual certainty that they will be realized in the foreseeable future and are reviewed for appropriateness of their respective carrying values at each balance sheet date.

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Notes to financial statements for the year ended March 31, 2017

3 Share capital

Particulars	As at March 31, 2017	As at March 31, 2016
Authorised capital		
18,500,000 (2016 - 18,500,000) equity shares of Rs 10/- each	**185,000,000**	**185,000,000**
Issued, subscribed and paid up		
18,455,405 (2016 - 18,455,405) equity shares of Rs. 10/- Each	**184,554,050**	**184,554,050**

Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Particulars	March 31, 2017		March 31, 2016	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the period	18,455,405	184,554,050	18,455,405	184,554,050
Issued during the year	Nil	Nil	Nil	Nil
Outstanding at the end of the period	18,455,405	184,554,050	18,455,405	184,554,050

Terms and rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board of Directors do not propose any dividend during the currrent year. No dividend was declared in the preceding year.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

List of shareholders holding more than 5% shares in the Company

Names	March 31, 2017		As at March 31, 2016	
	No. of shares	% of holding	No. of shares	% of holding
Rainbow Investments Ltd	4,471,438	24.23%	4,471,438	24.23%
Instant Holdings Limited	1,605,200	8.70%	1,605,200	8.70%
Carniwal Investments Ltd	1,363,580	7.39%	1,363,580	7.39%

4 Reserves & surplus

Particulars	As at March 31, 2017	As at March 31, 2016
Capital reserve		
At the beginning of the accounting period	500,000	500,000
Additions during the year	-	-
At the end of the accounting period	500,000	500,000
Securities premium		
At the beginning of the accounting period	887,379,926	887,379,926
Additions during the year	-	-
At the end of the accounting period	887,379,926	887,379,926
General reserve		
At the beginning of the accounting period	4,300,000	4,300,000
Additions during the year	-	-
At the end of the accounting period	4,300,000	4,300,000

Surplus in the statement of profit & loss		
At the beginning of the accounting period	93,232,762	133,450,294
Profit for the year	47,755,350	(40,217,532)
Balance carried forward	140,988,112	93,232,762
Total Reserves & Surplus	**1,033,168,038**	**985,412,688**

5 Trade payables

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Trade payables (Refer Note No. 22 for details of dues to micro, small and medium enterprises)	374,778	110,117
	374,778	**110,117**

6 Other current liabilities

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Accrued expenses	157,500	156,750
Statutory dues	13,559	42,224
Provision for tax (net of prepaid taxes, refer note below)	13,416,366	195,886
	13,587,425	**394,860**

Note:

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Provision for income tax	13,960,766	1,294,224
Less: Tax deducted at source	544,400	398,338
Less: Income tax advance paid	-	700,000
	13,416,366	**195,886**

7 Deferred tax

Deferred tax asset on account of unabsorbed tax losses is not recognized during the year since there is no virtual certainty of taxable profits in the foreseeable future which would offset the asset as the Company has mainly one source of income being dividend which is exempt under Income Tax Act.

8. Fixed assets & depreciation

Particulars	**Gross carrying amount**				**Accumulated depreciation**			**Net carrying amount**	
	As at April 1, 2016	**Additions**	**Deletions**	**As at March 31, 2017**	**As at April 1, 2016**	**For the period**	**As at March 31, 2017**	**As at March 31, 2017**	**As at March 31, 2016**
A. Tangible Assets									
Buildings	14,872,669	-	-	14,872,669	4223067	532,480	4,755,547	10,117,122	10,649,602
Furniture	228,560	-	-	228,560	81,922	41,059	122,981	105,579	146,638
Plant & equipment	403,390	-	-	403,390	383,221	-	383,221	20,169	20,169
Computer & accessories	70,300	-	-	70,300	9,211	44,359	53,570	16,730	61,089
Total	**15,574,919**	**-**	**-**	**15,574,919**	**4,697,421**	**617,898**	**5,315,319**	**10,259,600**	**10,877,498**
Previous Year	15,504,619	70,300	-	15,574,919	4,070,679	626,742	4,697,421	10,877,498	11,433,940

9. Non current investments

Description	Face Value (Rs/-)	As at March 31, 2017		As at March 31, 2016	
		Holdings (Nos)	Amount	Holdings (Nos)	Amount
Long term investments					
Quoted equity shares, fully paid-up					
Ceat Ltd.	10	1,372,835	51,004,610	1,372,835	51,004,610
Phillips Carbon Black Ltd.	10	90,383	3,253,788	90,383	3,253,788
KEC International Ltd.	2	4,685,880	147,340,257	4,685,880	147,340,257
CESC Ltd.	10	2,493,470	543,332,561	2,493,470	543,332,561
CFL Capital Financial Services Limited	10	67,681,206	127,344,645	67,681,206	127,344,645
RPG Life Sciences Ltd.	8	502,550	12,287,348	502,550	12,287,348
Summit Securities Ltd.	10	69,815	6,393,315	69,815	6,393,315
SAREGAMA (India) Ltd.	10	160	8,184	160	8,184
Sub-total : Quoted investments			**890,964,708**		**890,964,708**
Unquoted equity shares, fully paid-up in subsidiaries					
Doon Dooars Plantations Ltd.	10	170,000	863,000	170,000	863,000
			863,000		**863,000**
Unquoted equity shares, fully paid-up					
Spencer & Company Ltd.	9	1,057,135	45,561,478	1,057,135	45,561,478
Cochin International Airport Limited	10	625	8,750	625	8,750
Rainbow Investments Ltd.	10	271	6,300,000	271	6,300,000
Noida Power Company Ltd	10	3,000,000	30,000,000	3,000,000	30,000,000
Subhrashi Vinimay Private Ltd.	10	9,008,000	90,305,200	9,008,000	90,305,200
			172,175,428		**172,175,428**
1% Redeemable cumulative preference shares, fully paid-up					
Easy Fincorp Ltd.	100	475,000	47,500,000	475,000	13,333,250
			47,500,000		**13,333,250**
Zero percent interest fully convertible debentures, fully paid-up					
Kutub Properties Private Ltd.	100	293,500	29,423,375	293,500	29,423,375
			29,423,375		**29,423,375**
Equity shares in Srilankan companies, fully paid-up (face value - LKR)					
Creasy Plantations Management Ltd.	10	60,000	385,480	60,000	385,480
Lankem Plantations Services Ltd.	10	60,000	385,480	60,000	385,480
			770,960		**770,960**
Total of investments			**1,141,697,471**		**1,107,530,721**
Less: Provision in diminution in value of shares					
- CFL Capital Financial Services Limited			(127,344,645)		(127,344,645)
Net non-current investments			**1,014,352,826**		**980,186,076**
Notes:					
1.Market value of quoted investments			3,384,085,150		3,182,839,821
2.Book value of quoted investments			763,620,063		763,620,063
3.Book value of unquoted investments			250,732,763		216,566,013

10 Loans & advances

Particulars	Long term		Short term	
	As at March 31, 2017	As at March 31, 2016	As at March 31, 2017	As at March 31, 2016
Unsecured, considered doubtful				
Loans and advances	-	-	5,610,756	-
Less: Provision for doubtful advances	-	-	(5,610,756)	-
	-	-	-	-
Unsecured, considered good				
Advances recoverable in cash or kind	-	-	4,773,966	4,744,396
Intercorporate deposits to Fairluck Commercial Company Ltd.	-	-	7,500,000	-
Other loans and advances	-	-	52,717,051	35,827,807
Income tax refund receivable relating to previous years	-	-	317,274	317,274
	-	-	65,308,291	40,889,477
	-	**-**	**65,308,291**	**40,889,477**

11 Cash & bank balances

Particulars	As at March 31, 2017	As at March 31, 2016
Balances with banks:		
- In current accounts	27,496,950	21,464,777
- In deposit accounts	67,543,192	70,883,355
	95,040,142	**92,348,132**

The Company has not entered into any cash transactions and did not hold cash balance at any point of time during the year. Consequently, disclosures on Specified Bank Notes or other denomination notes as defined in the MCA Notification GSR 308(E) dated March 31, 2017 are not given.

12 Other current assets *(Unsecured, considered good)*

Particulars	As at March 31, 2017	As at March 31, 2016
Receivable against sale of shares	8,281,533	8,281,533
Receivable against redemption of debtentures	37,445,000	37,445,000
Interest accrued on fixed deposits	996,899	443,999
	46,723,432	**46,170,532**

13 Other income

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Dividend income on long term investments	33,562,132	91,625,375
Gain on redemption of investments	34,166,750	-
Interest on bank deposits	5,385,628	4,060,972
Miscellanous income	-	1,000
	73,114,510	**95,687,347**

14 Employee benefits expenses

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Salaries & allowances	581,658	845,026
	581,658	**845,026**

15 Provisions & contingencies

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Provision for diminution in value of investments	-	127,344,645
Provision for doubtful advances	5,610,756	-
	5,610,756	**127,344,645**

16 Other expenses

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Legal & professional charges	1,545,431	1,619,572
Auditors' remuneration (Refer note below)	224,250	265,966
Directors' sitting fee	153,975	135,570
Travelling & conveyance	155,503	219,795
Communication expenses	390,796	661,555
Repairs & maintenance for building	1,699,373	996,789
Printing & stationery	206,917	299,591
Rates & taxes	16,808	179,093
Advertisement expenses	111,532	354,913
Miscellaneous expenses	76,818	115,721
	4,581,403	**4,848,565**

Notes:

i.	Payments to the auditors comprises:		
a.	As auditors		
	Statutory audit fee	150,000	150,000
	Limited review	30,000	30,000
	Tax audit fee	10,000	15,000
b.	In other capacity		
	Taxation services	5,000	40,000
	Other services (including service tax)	29,250	30,966
		224,250	**265,966**

17 Taxes on income

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Current tax		
Current tax expense for current year	13,967,445	1,294,224
Tax expense relating to prior years	-	945,677
	13,967,445	**2,239,901**

18 Earnings per equity share

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Basic earnings per share		
Net profit / (loss) for the year	47,755,350	(40,217,532)
Weighted average number of equity shares	18,455,405	18,455,405
Par value per share	10	10
Earnings per share - basic	2.59	(2.18)
Diluted earnings per share		
Net profit / (loss) for the year	47,755,350	(40,217,532)
Weighted average number of equity shares for basic EPS	18,455,405	18,455,405
Add: Effect of dilutive instruments	-	-
Weighted average number of equity shares - for diluted EPS	18,455,405	18,455,405
Par value per share	10	10
Earnings per share - diluted	2.59	(2.18)

19 **Segment information**

The Company's income for the year consisted of dividend, interest and income from disposal of investments and accordingly there are no reportable segments.

20 **Related party transactions**

1 **Details of related parties:**

Description of relationship	Names of related parties
Enterprise under common control	Harrisons Malayalam Ltd. ('HML')
Subsidiary	Doon Dooars Plantations Ltd. ('DDPL')
Key managerial personnel	Abraham Itty Ipe, Manager
	Sivarama Neelakantan Krishnan, CFO
	Mithun B Shenoy, Company Secretary (till October 9, 2015)
	Jose George, Company Secretary (from December 4, 2015 to April 7, 2016)
	Sripriya Shenoy, Company Secretary (from April 7, 2016 to August 31, 2016)
	Lakshmi P S, Company Secretary (from February 14, 2017)

2 Details of related party transactions during the year ended March 31, 2017 and balances outstanding as at March 31, 2017, :

Transactions	March 31, 2017	March 31, 2016
Transactions during the year		
Remuneration to key managerial personnel		
- Abraham Itty Ipe	120,000	120,000
- Sivarama Neelakantan Krishnan, Chief Financial Officer	240,000	240,000
- Mithun B. Shenoy, Company Secretary	-	291,251
- Jose George, Company Secretary	20,632	220,709
- Lakshmi P S, Company Secretary	76,726	-
- Sripriya Shenoy, Company Secretary	124,300	-
Sitting fees of Directors		
- Anant Goenka	9,000	6,435
- Umang Kanoria	27,000	23,175
- Sunil Bhandari	21,000	25,305
- H. C. Dalal	27,000	32,175
- Prem Kapil	27,000	26,175
- Sucharita Basu	-	13,305
- Kaushik Roy	12,000	9,000
- Surbhi Singhi	15,000	
Balance Due from / (to) as at the year end		
- HML	(120,989)	-
- DDPL	221,477	196,501

21 **Loans and advances given to subsidiaries and associates and firms/companies in which directors are interested.**

Advance to Rainbow Investments Ltd. for purchase of shares	52,717,051	35,827,807
Amount receivable on redemption of debentures from Rainbow Investments Ltd.	37,445,000	37,445,000
Maximum amount outstanding during the year	90,162,051	73,272,807

22 **Details of dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act have not been made.

Other disclosures

	Particulars	As at March 31, 2017	As at March 31, 2016
23	Contingent liabilities	Nil	Nil
24	Derivative instruments and unhedged foreign currency exposure	Nil	Nil
25	Loans and advances in the nature of loans given to subsidiaries and associates and firms/companies in which directors are interested.	Nil	Nil
26	Value of imports calculated on CIF basis	Nil	Nil
27	Expenditure in foreign currency (accrual basis)	Nil	Nil
28	Net dividend remitted in foreign exchange	Nil	Nil
29	Earnings in foreign currency (accrual basis)	Nil	Nil

30 Previous year figures have been regrouped / reclassified wherever necessary to suit current year layout.

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

Reuben Joseph
Partner
Membership No. 216884

Kolkata
May 30, 2017

For and on behalf of the Board of Directors of
STEL Holdings Limited

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of

STEL Holdings Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of STEL Holdings Limited ('the Holding Company') and its subsidiary, Doon Dooars Plantations Ltd (the Holding Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2017, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Emphasis of matter

We draw attention to Note No. 2.3 on 'Principles of consolidation' and Note No. 23 to the consolidated financial statements, in which the Holding Company, in accordance with accounting standard (AS) 23, 'Accounting for Investment in Associate in Consolidated Financial Statements', consolidates those entities in which Group has significant influence, but not control. Accordingly, the Holding Company has not considered CFL Capital Financial Services Ltd. ('CFL') as an associate as it believes that it does not have significant influence over CFL, notwithstanding that it holds 48.81% of the share capital of CFL. Further, the Honourable High Court of Calcutta has ordered the winding up of CFL and all the assets and liabilities of CFL have been taken over by the Official Liquidator.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
   f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer our separate report in Annexure A.
   g. With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Group does not have any pending litigations which would impact its financial position; The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
      ii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
      iii. The Group did not have any holdings or dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and the Group has provided requisite disclosures in the financial statements

For **G. Joseph & Associates**
Chartered Accountants
Firm Reg. No. 006310S

Reuben Joseph
Partner
M. No. 216884
Kolkata, May 30, 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of STEL Holdings Limited ("the Holding Company") and its subsidiary, Doon Dooars Plantations Ltd (the Holding Company and its subsidiary together referred to as 'the Group') as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Group's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G. Joseph & Associates**
Chartered Accountants
Firm Reg. No. 006310S

Reuben Joseph
Partner
M. No. 216884
Kolkata, May 30, 2017

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017

(All amounts are in Indian Rupees unless otherwise stated)

		Particulars	Note	As at March 31, 2017	As at March 31, 2016
I.		**Equity & liabilities**			
	1	**Shareholders' funds**			
		a. Share capital	3	**184,554,050**	184,554,050
		b. Reserves & surplus	4	**1,032,795,006**	985,105,906
	2	**Current liabilities**			
		a. Trade payables	5	**374,777**	110,117
		b. Other current liabilities	6	**13,598,925**	400,585
				1,231,322,758	1,170,170,658
II.		**Assets**			
	1	**Non-current assets**			
		a. Fixed assets - tangible assets	8	**10,934,076**	11,587,474
		b. Non-current investments	9	**1,013,489,826**	979,323,076
	2	**Current assets**			
		a. Cash & bank balances	11	**95,088,610**	92,396,600
		b. Short-term loans & advances	10	**65,086,814**	40,692,976
		c. Other current assets	12	**46,723,432**	46,170,532
				1,231,322,758	1,170,170,658
		Summary of significant accounting policies	2		
		The accompanying notes form an integral part of the financial statements			

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

Reuben Joseph
Partner
Membership No. 216884

Kolkata
May 30, 2017

For and on behalf of the Board of Directors of
STEL Holdings Limited

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(All amounts are in Indian Rupees unless otherwise stated)

	Particulars	Note	For year ended March 31, 2017	For year ended March 31, 2016
I.	**Income**			
1	Revenue from operations		**-**	-
2	Other income	13	**73,114,510**	95,687,347
			73,114,510	**95,687,347**
II.	**Expenses**			
1	Employee benefits expense	14	**581,658**	845,026
2	Depreciation	8	**653,397**	664,110
3	Provisions & contingencies	15	**5,610,756**	127,344,645
4	Other expenses	16	**4,612,154**	4,960,482
			11,457,965	**133,814,263**
III.	**Profit before tax and exceptional items**		**61,656,545**	(38,126,916)
IV.	Tax expense	17	**13,967,445**	2,239,901
V.	**Profit for the year**		**47,689,100**	**(40,366,817)**
VI.	**Earnings per equity share**	18		
	[Equity shares of par value of Rs. 10/- each (2016 - Rs. 10/-)]			
1	Basic		**2.58**	(2.19)
2	Diluted		**2.58**	(2.19)
	Number of shares used in computing earnings per share			
1	Basic		**18,455,405**	18,455,405
2	Diluted		**18,455,405**	18,455,405
	Summary of significant accounting policies	2		
	The accompanying notes form an integral part of the financial statements			

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

Reuben Joseph
Partner
Membership No. 216884

Kolkata
May 30, 2017

For and on behalf of the Board of Directors of
STEL Holdings Limited

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(All amounts are in Indian Rupees unless otherwise stated)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Cash flow from operating activities		
Net profit before tax	**61,656,545**	(38,126,916)
Adjustments for:		
Depreciation	**653,397**	664,110
Provision for diminution in value of investments	**-**	127,344,645
Profit on redemption of preference shares	**(34,166,750)**	-
Dividend income from investments	**(33,562,132)**	(91,625,375)
Interest on fixed deposits	**(5,385,628)**	(4,060,972)
Operating profit before working capital changes	**(10,804,568)**	**(5,804,508)**
Movement in working capital:		
(Increase) / decrease in trade and other receivables	**(30,654,903)**	(35,589,897)
Increase / (decrease) in trade payables	**13,463,000**	185,558
Cash generated from operations	**(27,996,471)**	**(41,208,847)**
Income tax paid	**(206,380)**	(1,457,300)
Net cash from operating activities	**(28,202,851)**	**(42,666,147)**
Cash flow from investing activities		
Interest received	**4,832,729**	4,371,937
Dividend received	**33,562,132**	91,625,375
Fixed asset purchase	**-**	(70,300)
Investments acquired	**(47,500,000)**	(6,250)
Proceeds of redemption of investments	**47,500,000**	-
Net cash from investing activities	**38,394,861**	**95,920,762**
Cash flow from financing activities		
Intercorporate deposit given	**(7,500,000)**	-
Net cash from financing activities	**(7,500,000)**	-
Net increase / (decrease) in cash & cash equivalents	**2,692,010**	53,254,615
Cash & cash equivalents at the beginning of the year	**92,396,600**	39,141,985
Cash & cash equivalents at the close of the year	**95,088,610**	92,396,600
Components of cash & cash equivalents as at	**March 31, 2017**	**March 31, 2016**
Balance with banks: as per Note No. 11		
- in current accounts	**27,545,418**	21,513,245
- in deposit accounts	**67,543,192**	70,883,355
	95,088,610	**92,396,600**

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

For and on behalf of the Board of Directors of
STEL Holdings Limited

Reuben Joseph
Partner
Membership No. 216884

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

Kolkata
May 30, 2017

Notes to consolidated financial statements for the period ended March 31, 2017

1 Corporate information

STEL Holdings Limited (the "Company") is a company registered under the Indian Companies Act, 1956 and is listed on the Bombay Stock Exchange and National Stock Exchange. The Company is in the business of investments. The Company is in the process of applying to the Reserve Bank of India for registration as a Core Investment Company.

Summary of significant accounting policies

2.1 Basis of preparation

The financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP) under the historical convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.3 Principles of consolidation

The financial statements are prepared in accordance with the pricniples and procedures required for the preparation and presentation of consolidated financial statements of as laid down under the accounting standared (AS21), "Consolidated Financial Statements". Consolidated financial statment of STEL Holdings Limited and its subsidiary company are prepared based on line by line consolidation by adding together the book values of the like items of assets, liabilities, income, and expenditure as per audited financial statements of the subsidiary.

Inter-company receivables and payables, income and expenses are eliminated. The financial statements have been considered for consolidation along with its interest in other Subsidiaries / Associates.

Associates are entities over which the group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting as laid down under accounting standard (AS) 23, Accounting for Investment is Associate in Consolidated Financial Statements". The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The group's investment in associates includes capital reserve identified on acquisition.

Name of the subsidiary / Associate	Country of incorporation	Shareholding	
		2016 - 17	2015 - 16
Doon Dooars Plantations Ltd.	India	100%	100%
CFL Capital Financial Services Ltd.	India	49%	49%

The difference between the costs of investments in subsidiary over the book value of the subsidiary's net assets on the date of acquisition is recognized in the consolidated financial statements as goodwill where there is positive difference and as capital reserve where there the difference is negative.

2.4 Tangible fixed assets

Fixed assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use.

2.5 Depreciation on tangible fixed assets

Depreciation on tangible asset is provided on the written down value method over the useful lives of the asset as prescribed under Part C of Schedule II of The Companies Act, 2013.

2.6 Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.7 Investments

Long Term investments are stated at cost and provision for diminution is made, if the decline in value is other than temporary in nature as required under AS 13. Pre-acquisition dividends received are reduced from the cost of investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

2.8 Revenue recognition

Dividends from companies are accounted as income in the year in which they are declared. Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

2.9 Foreign currency transactions

Foreign currency transactions are accounted at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the contracted / year end exchange rates. The exchange differences arising on payments / realizations and from the year end restatement referred to above are recognized as income or expense in the profit and loss account. In respect of forward contracts, the difference between the forward rate and exchange rate at the inception of the foreign exchange contract is recognized as income or expense over the period of the contract.

2.10 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

2.11 Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.12 Taxes on income

Provision for current tax is made based on the liabilities computed in accordance with the relevant tax rates and tax laws. Provision for deferred tax is made for the timing differences arising between the taxable income and accounting income computed at the rates enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only if there is a reasonable / virtual certainty that they will be realized in the foreseeable future and are reviewed for appropriateness of their respective carrying values at each balance sheet date.

2.13 Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Notes to consolidated financial statements for the year ended March 31, 2017

3 Share capital

Particulars	As at March 31, 2017	As at March 31, 2016
Authorised capital		
18,500,000 (2016 - 18,500,000) equity shares of Rs 10/- each	**185,000,000**	**185,000,000**
Issued, subscribed and paid up		
18,455,405 (2016 - 18,455,405) equity shares of ₹ 10/- Each	**184,554,050**	**184,554,050**

Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Particulars	March 31, 2017		March 31, 2016	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the period	18,455,405	184,554,050	18,455,405	184,554,050
Issued during the year	Nil	Nil	Nil	Nil
Outstanding at the end of the period	18,455,405	184,554,050	18,455,405	184,554,050

Terms and rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board of Directors do not propose any dividend during the currrent year. No dividend was declared in the preceding year.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

List of shareholders holding more than 5% shares in the Company

Names	March 31, 2017		As at March 31, 2016	
	No. of shares	% of holding	No. of shares	% of holding
Rainbow Investments Ltd	4,471,438	24.23%	4,471,438	24.23%
Instant Holdings Limited	1,605,200	8.70%	1,605,200	8.70%
Carniwal Investments Ltd	1,363,580	7.39%	1,363,580	7.39%

4 Reserves & surplus

Particulars	As at March 31, 2017	As at March 31, 2016
Capital reserve		
At the beginning of the accounting period	500,000	500,000
Additions during the year	-	-
At the end of the accounting period	500,000	500,000
Securities premium		
At the beginning of the accounting period	887,379,926	887,379,926
Additions during the year	-	-
At the end of the accounting period	887,379,926	887,379,926
Capital reserve on consolidation		
At the beginning of the accounting period	95,235	95,235
Additions during the year	-	-
At the end of the accounting period	95,235	95,235
General reserve		
At the beginning of the accounting period	4,300,000	4,300,000
Additions during the year	-	-
At the end of the accounting period	4,300,000	4,300,000
Surplus in the statement of profit & loss		
At the beginning of the accounting period	92,830,745	133,197,562
Profit for the year	47,689,100	(40,366,817)
Balance carried forward	140,519,845	92,830,745
Total Reserves & Surplus	**1,032,795,006**	**985,105,906**

5 Trade payables

Particulars	As at March 31, 2017	As at March 31, 2016
Trade payables (Refer Note No. 22 for details of dues to micro, small and medium enterprises)	374,777	110,117
	374,777	**110,117**

6 Other current liabilities

Particulars	As at March 31, 2017	As at March 31, 2016
Accrued expenses	169,000	162,475
Statutory dues	13,559	42,224
Provision for tax (net of prepaid taxes, refer note below)	13,416,366	195,886
	13,598,925	**400,585**

Note:

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for income tax	13,960,766	1,294,224
Less: Tax deducted at source	544,400	398,338
Less: Income tax advance paid	-	700,000
	13,416,366	**195,886**

7 **Deferred tax**

Deferred tax asset on account of unabsorbed tax losses is not recognized during the year since there is no virtual certainty of taxable profits in the foreseeable future which would offset the asset as the Company has mainly one source of income being dividend which is exempt under Income Tax Act.

8. Fixed assets & depreciation

Particulars	Gross carrying amount				Accumulated depreciation			Net carrying amount	
	As at April 1, 2016	Additions	Deletions	As at March 31, 2017	As at April 1, 2016	For the period	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
A. Tangible Assets									
Buildings	16,444,423	-	-	16,444,423	5,084,846	567,979	5,652,825	10,791,598	11,359,578
Furniture	228,560	-	-	228,560	81,922	41,059	122,981	105,579	146,638
Plant & equipment	403,390	-	-	403,390	383,221	-	383,221	20,169	20,169
Computer & accessories	70,300	-	-	70,300	9,211	44,359	53,570	16,730	61,089
Total	**17,146,673**	**-**	**-**	**17,146,673**	**5,559,200**	**653,397**	**6,212,597**	**10,934,076**	**11,587,474**
Previous Year	17,076,373	70,300	-	17,146,673	4,895,090	664,110	5,559,200	11,587,473	12,181,283

9. Non current investments

Description	Face Value (Rs/-)	As at March 31, 2017		As at March 31, 2016	
		Holdings (Nos)	Amount	Holdings (Nos)	Amount
Long term investments					
Quoted equity shares, fully paid-up					
Ceat Ltd.	10	1,372,835	51,004,610	1,372,835	51,004,610
Phillips Carbon Black Ltd.	10	90,383	3,253,788	90,383	3,253,788
KEC International Ltd.	2	4,685,880	147,340,257	4,685,880	147,340,257
CESC Ltd.	10	2,493,470	543,332,561	2,493,470	543,332,561
CFL Capital Financial Services Limited	10	67,681,206	127,344,645	67,681,206	127,344,645
RPG Life Sciences Ltd.	8	502,550	12,287,348	502,550	12,287,348
Summit Securities Ltd.	10	69,815	6,393,315	69,815	6,393,315
SAREGAMA (India) Ltd.	10	160	8,184	160	8,184
Sub-total : Quoted investments			**890,964,708**		**890,964,708**
Unquoted equity shares, fully paid-up					
Spencer & Company Ltd.	9	1,057,135	45,561,478	1,057,135	45,561,478
Cochin International Airport Limited	10	625	8,750	625	8,750
Rainbow Investmnets Ltd.	10	271	6,300,000	271	6,300,000
Noida Power Company Ltd	10	3,000,000	30,000,000	3,000,000	30,000,000
Subhrashi Vinimay Private Ltd.	10	9,008,000	90,305,200	9,008,000	90,305,200
			172,175,428		**172,175,428**
1% Redeemable cumulative preference shares, fully paid-up					
Easy Fincorp Ltd.	100	475,000	47,500,000	475,000	13,333,250
			47,500,000		**13,333,250**
Zero percent interest fully convertible debentures, fully paid-up					
Kutub Properties Private Ltd.	100	293,500	29,423,375	293,500	29,423,375
			29,423,375		**29,423,375**

Equity shares in Srilankan companies, fully paid-up (face value - LKR)					
Creasy Plantations Management Ltd.	10	60,000	385,480	60,000	385,480
Lankem Plantations Services Ltd.	10	60,000	385,480	60,000	385,480
			770,960		**770,960**
Total of investments			**1,140,834,471**		**1,106,667,721**
Less: Provision in diminution in value of shares					
- CFL Capital Financial Services Limited			(127,344,645)		(127,344,645)
Net non-current investments			**1,013,489,826**		**979,323,076**
Notes:					
1.Market value of quoted investments			3,384,085,150		3,182,839,821
2.Book value of quoted investments			763,620,063		763,620,063
3.Book value of unquoted investments			249,869,763		215,703,013

10 Loans & advances

Particulars	Long term		Short term	
	As at March 31, 2017	As at March 31, 2016	As at March 31, 2017	As at March 31, 2016
Unsecured, considered doubtful				
Loans and advances	-	-	5,610,756	-
Less: Provision for doubtful advances	-	-	(5,610,756)	-
	-	-	-	-
Unsecured, considered good				
Advances recoverable in cash or kind	-	-	4,552,489	4,547,895
Intercorporate deposits to Fairluck Commercial Company Ltd.	-	-	7,500,000	-
Other loans and advances	-	-	52,717,051	35,827,807
Income tax refund receivable relating to previous years	-	-	317,274	317,274
	-	-	**65,086,814**	40,692,976

11 Cash & bank balances

Particulars	As at March 31, 2017	As at March 31, 2016
Balances with banks:		
- In current accounts	27,545,418	21,513,245
- In deposit accounts	67,543,192	70,883,355
	95,088,610	**92,396,600**

The Group has not entered into any cash transactions and did not hold cash balance at any point of time during the year. Consequently, disclosures on Specified Bank Notes or other denomination notes as defined in the MCA Notification GSR 308(E) dated March 31, 2017 are not given.

12 Other current assets *(Unsecured, considered good)*

Particulars	As at March 31, 2017	As at March 31, 2016
Receivable against sale of shares	8,281,533	8,281,533
Receivable against redemption of debtentures	37,445,000	37,445,000
Interest accrued on fixed deposits	996,899	443,999
	46,723,432	**46,170,532**

13 Other income

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Dividend income on long term investments	33,562,132	91,625,375
Gain on redemption of investments	34,166,750	-
Interest on bank deposits	5,385,628	4,060,972
Miscellanous income	-	1,000
	73,114,510	**95,687,347**

14 Employee benefits expenses

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Salaries & allowances	581,658	845,026
	581,658	**845,026**

15 Provisions & contingencies

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Provision for diminution in value of investments	-	127,344,645
Provision for doubtful advances	5,610,756	-
	5,610,756	**127,344,645**

16 Other expenses

Particulars	For the year ended	
	March 31, 2017	March 31, 2016
Legal & professional charges	1,555,457	1,712,609
Auditors' remuneration (Refer note below)	244,975	282,048
Directors' sitting fee	153,975	135,570
Travelling & conveyance	155,503	219,795
Communication expenses	390,796	661,555
Repairs & maintenance for building	1,699,373	996,789
Printing & stationery	206,917	299,591
Rates & taxes	16,808	179,693
Advertisement expenses	111,532	357,113
Miscellaneous expenses	76,818	115,719
	4,612,154	**4,960,482**

Notes:

i.	Payments to the auditors comprises:		
a.	As auditors		
	Statutory audit fee	160,000	155,000
	Limited review	30,000	30,000
	Tax audit fee	10,000	15,000
b.	In other capacity		
	Taxation services	8,000	49,000
	Other services (including service tax)	36,975	33,048
		244,975	**282,048**

17 **Taxes on income**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Current tax		
Current tax expense for current year	13,967,445	1,294,224
Tax expense relating to prior years	-	945,677
	13,967,445	**2,239,901**

18 **Earnings per equity share**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Basic earnings per share		
Net profit / (loss) for the year	47,689,100	(40,366,817)
Weighted average number of equity shares	18,455,405	18,455,405
Par value per share	10	10
Earnings per share - basic	2.58	(2.19)
Diluted earnings per share		
Net profit / (loss) for the year	47,689,100	(40,366,817)
Weighted average number of equity shares for basic EPS	18,455,405	18,455,405
Add: Effect of dilutive instruments	-	-
Weighted average number of equity shares - for diluted EPS	18,455,405	18,455,405
Par value per share	10	10
Earnings per share - diluted	2.58	(2.19)

19 **Segement information**

The Company's income for the year consisted of dividend, interest and income from disposal of investments and accordingly there are no reportable segments.

20 **Related party transactions**

1 **Details of related parties:**

Description of relationship	Names of related parties
Enterprise under common control	Harrisons Malayalam Ltd. ('HML')
Key managerial personnel	Abraham Itty Ipe, Manager
	Sivarama Neelakantan Krishnan, CFO
	Mithun B Shenoy, Company Secretary (till October 9, 2015)
	Jose George, Company Secretary (from December 4, 2015 to April 7, 2016)
	Sripriya Shenoy, Company Secretary (from April 7, 2016 to August 31, 2016)
	Lakshmi P S, Company Secretary (from February 14, 2017)

2 Details of related party transactions during the year ended March 31, 2017 and balances outstanding as at March 31, 2017, :

Transactions	March 31, 2017	March 31, 2016
Transactions during the year		
Remuneration to key managerial personnel		
- Abraham Itty Ipe	120,000	120,000
- Sivarama Neelakantan Krishnan, Chief Financial Officer	240,000	240,000
- Mithun B. Shenoy, Company Secretary	-	291,251
- Jose George, Company Secretary	20,632	220,709
- Lakshmi P S, Company Secretary	76,726	-
- Sripriya Shenoy, Company Secretary	124,300	-
Sitting fees of Directors		
- Anant Goenka	9,000	6,435
- Umang Kanoria	27,000	23,175
- Sunil Bhandari	21,000	25,305
- H. C. Dalal	27,000	32,175

Transactions	March 31, 2017	March 31, 2016
- Prem Kapil	27,000	26,175
- Sucharita Basu	-	13,305
- Kaushik Roy	12,000	9,000
- Surbhi Singhi	15,000	
Balance Due from / (to) as at the year end		
- HML	(120,989)	-

21 **Loans and advances given to subsidiaries and associates and firms/companies in which directors are interested.**

Advance to Rainbow Investments Ltd. for purchase of shares	52,717,051	35,827,807
Amount receivable on redemption of debentures from Rainbow Investments Ltd.	37,445,000	37,445,000
Maximum amount outstanding during the year	90,162,051	73,272,807

22 **Details of dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act have not been made.

23. In the opinion of the management, the investment in CFL Capital Financial Services Ltd. does not fall under the definition of associate company within the meaning of Sec. 2(6) of the Companies Act, 2013 as the Company does not have significant influence over CFL such as representation on the Board of Directors of CFL, participation in policy making processes, transactions between the Company and CFL, interchange of managerial personnel, provision of essential technical information, etc. As a result, the Company is not treating CFL as an associate for the purpose of consolidating its financial statements.

Other disclosures

	Particulars	As at March 31, 2017	As at March 31, 2016
24	Contingent liabilities	Nil	Nil
25	Derivative instruments and unhedged foreign currency exposure	Nil	Nil
26	Loans and advances in the nature of loans given to subsidiaries and associates and firms/companies in which directors are interested.	Nil	Nil
27	Value of imports calculated on CIF basis	Nil	Nil
28	Expenditure in foreign currency (accrual basis)	Nil	Nil
29	Net dividend remitted in foreign exchange	Nil	Nil
30	Earnings in foreign currency (accrual basis)	Nil	Nil

31 Previous year figures have been regrouped / reclassified wherever necessary to suit current year layout.

As per our report of even date attached
For G. Joseph & Associates
Chartered Accountants
(Firm Regn. No. 006310S)

Reuben Joseph
Partner
Membership No. 216884

Kolkata
May 30, 2017

For and on behalf of the Board of Directors of
STEL Holdings Limited

Sunil Bhandari
Director
DIN : 00052161

H.C Dalal
Director
DIN: 00206232

Lakshmi P.S.
Company Secretary

Sivarama Krishnan
Chief Financial Officer

STEL Holdings Limited

CIN: L65993KL1990PLC005811
Regd Office: 24/1624, Bristow Road, Willingdon Island, Cochin – 682003
Email: secretarial@stelholdings.com Website: www.stelholdings.com
Phone: 0484 6624335 Fax: 0484 - 2668024

(Form No. MGT – 11)

PROXY FORM

[Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

E-mail ID :
Folio No./DP ID and Client ID :
Name and Address of the Shareholder(s) :

I/We, being the member(s) holding ..... shares of the above named company, hereby appoint

(1) Name ..... Address.....
.....
Email-id..... Signature..... or failing him/her

(2) Name ..... Address.....
.....
Email-id..... Signature..... or failing him/her

(3) Name ..... Address.....
.....
Email-id..... Signature..... or failing him/her

As my / our Proxy to attend and vote (on a Poll) for me / us on my /our behalf at the 27th Annual General Meeting of the Company to be held on Thursday, the 3rd August, 2017 at 2.00 p.m. at Kerala Fine Arts hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
Ordinary Business	
1	Adoption of audited financial statements including Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of the Directors and Auditors thereon.
2	Appointment of a Director in place of Mr. Kaushik Roy (DIN 06513489) who retires by rotation and being eligible offers himself for re-appointment
3	Appointment of Auditors and fix their remuneration.
Special Business	
4	Re-appointment of Mr.Abraham Ittyipe as Manager of the company.

Signed this ..... day of 2017

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory statement and Notes, please refer to the Notice of the 27th Annual General Meeting.

Route Map


Kerala Fine Arts Society
Kendriya Vidyalaya Ernakulam
Rajiv Gandhi Indoor Stadium
RSC Swimming Pool
GCDA Shopping Complex
Ernakulam South Railway...
Ernakulam Junction South
Government Higher Secondary...
Beaumonde The Fern Ecotel
Sree Ramavarma Government High School
Bhima Jewels
Medical Trust Hospital Kochi
Maharaja's College, Ernakulam
Durbar Hall Art Gallery
Ernakulathappan Shiva Temple Kochi
Kaloor - Kadavanthara Rd
Temple Road
Muttathil Ln
KP Vallon Rd
Giri Nagar Rd
Giri Nagar Community Hall Rd
Giri Nagar Canal Rd
Elders Forum Rd
MIG Rd
Panampilly Nagar Ave
Manorama Junction
GCDA Junction
Karithala Rd
Sahodaran Ayyappan Rd
Thoundayil Rd
Parambithara Rd
Karshaka Rd
KSN Menon Rd
Alappat Cross Rd
Manikkath Rd
Ravipuram
Ravipuram Junction
Kalathiparambu Rd
Chittoor Rd
Ravipuram Rd
Mahatma Gandhi Rd
South Junction
Jos Junction
TD Junction
Warriam Rd
Club Rd
K T Koshi Ave
T D Rd
Hospital Rd
Durbar Hall Rd
Palli Ln
Foreshore Rd
Market Rd
Maveli Rd
Warehouse Rd
Subhash Chandra Bo
Kollam-Kottapuram Waterway
Google
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