

**SCRUTINIZER'S REPORT**

**To**

**The Chairman**

**Stellar Capital Services Limited**

**New Delhi**

**Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock exchanges and submission of Scrutinizer's Report**

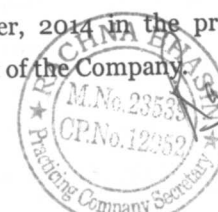
I, Rachna Bhasin, a Company Secretary in practice, have been appointed by the Board of Directors of Stellar Capital Services Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies act, 2013, read with Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Extra Ordinary General Meeting (EOGM) of the members of the Company, to be held on Saturday, 6<sup>th</sup> September, 2014 at 314, R.G. Mall, Sector-9, Rohini, New Delhi- 110085

The EGM Report containing the notice dated 7th August, 2014 convening the Extra Ordinary General Meeting of the company along with statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the companies Act, 2013 was sent to shareholders on time.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules. My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Monday, 1<sup>st</sup> September 2014 (9.00 am) to Tuesday, 2<sup>nd</sup> September, 2014 (5.00 pm).
2. The members of the Company as on cut-off date i.e. Friday, 29<sup>th</sup> August, 2014 were entitled to vote on the resolutions in the notice of the Extra Ordinary General meeting.
3. The votes cast were unblocked on Wednesday, 3<sup>rd</sup> September, 2014 in the presence of two witnesses, Mr. Arvind & Mr. Gaurav who are not in the employment of the Company.



4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>)

5. Based on such e-voting records received, I hereby report as under:

**Resolution No.** 1

**Nature of Resolution** Special Resolution

**Subject Matter** Preferential Allotment of Equity Shares

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	0		0 (0.00%)	

**Resolution No.** 2

**Nature of Resolution** Special Resolution

**Subject** To Increase Authorised Capital

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	0		0 (0.00%)	

**Resolution No.** 3

**Nature of Resolution** Special Resolution

**Subject Matter** Alteration of Memorandum of Association

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	0		0 (0.00%)	

Place: New Delhi

Date: 06<sup>th</sup> September, 2014

For RACHNA BHASIN



RACHNA BHASIN

COMPANY SECRETARY

MEMBERSHIP NO :- 23539

C.P. NO. 12952