

# **STELLAR CAPITAL SERVICES LIMITED**



## **ANNUAL REPORT 2014-2015**

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### Schedule of Annual General Meeting

<b>21<sup>st</sup> Annual General Meeting</b>	
<b>DATE</b>	<b>September 30, 2015</b>
<b>DAY</b>	<b>Wednesday</b>
<b>TIME</b>	<b>03:00 P.M</b>
<b>PLACE</b>	<b>Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034</b>
<b>BOOK CLOSURE DATE</b>	<b>23<sup>rd</sup> September 2015 to 30<sup>th</sup> September 2015 (both days inclusive)</b>

# **COMPANY INFORMATION**

## **BOARD OF DIRECTORS**

**Mr. Ashish Bansal**  
Chairman & Managing Director  
(DIN: 06607944)

**Mr. Vikram Sharma**  
Whole-Time Director  
(DIN: 00243482)

**Mr. Amar Pal Singh**  
Independent Director  
(DIN: 01312149)

**Mrs. Seema Mangal**  
Independent Director  
(DIN: 01810305)

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**Mrs. Sushma Aggarwal**  
Chief Financial Officer

## **STATUTORY AUDITORS**

**M/s V.N. Purohit & Co.**  
Chartered Accountants  
New Delhi

## **SECRETARIAL AUDITOR**

**Ms. Rachna Bhasin**  
Practicing Company Secretary  
New Delhi

## **REGISTERED OFFICE**

Plot No. A1 and A2, Road No. 43  
Mangolpuri Industrial Area,  
Community Center, Pitampura,  
Phase 2,  
New Delhi-110034  
Tel no.:+91-9582801012  
Website: [www.stellarcapitalservices.com](http://www.stellarcapitalservices.com)  
Email Id: [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in)

## **REGISTRAR AND SHARE TRANSFER AGENT**

**Skyline Financial Services Private Limited**  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase – I, New Delhi – 110 020  
Tel No.: 011-26812682, 83  
Fax: +91-11-30857562  
Email Id: admin@skylinerta.com

## **BANKERS OF THE COMPANY**

Punjab National Bank  
Pitampura

## **LISTED AT**

BSE Limited (Scrip Code: 536738)  
PJ Towers, Dalal Street, Mumbai-400001

## **CIN**

**L74899DL1994PLC062247**

## **RBI REGISTRATION CODE**

**B-14.02359**

## **COMMITTEES OF BOARD OF DIRECTORS**

### **AUDIT COMMITTEE**

Mr. Amar Pal Singh (Independent Director)	Chairman & Member
Mr. Ashish Bansal (Managing Director)	Member
Mrs. Seema Mangal (Independent Director)	Member

### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Amar Pal Singh (Independent Director)	Chairman & Member
Mr. Ashish Bansal (Managing Director)	Member
Mrs. Seema Mangal (Independent Director)	Member

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Amar Pal Singh (Independent Director)	Chairman & Member
Mr. Ashish Bansal (Managing Director)	Member
Mrs. Seema Mangal (Independent Director)	Member

### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far as requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

Date: 04.09.2015

Dear Member,

You are cordially invited to attend the 21<sup>st</sup> Annual General Meeting of the members of Stellar Capital Services Limited ('the Company') to be held on Wednesday, 30<sup>th</sup> September, 2015 at 03:00 P.M. at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

The notice of the meeting, containing the business to be transacted, is enclosed herewith. As per section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to relevant clause of the SME Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed.

Thanking You

Sd/-

Ashish Bansal

Managing Director

DIN: 06607944

## **NOTICE**

**NOTICE** is hereby given that the 21<sup>st</sup> Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Wednesday 30<sup>th</sup> September, 2015 at 03.00 p.m. at the Registered office of the company at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034 to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements**

To receive, consider and adopt the financial statement consisting of Balance Sheet for the year ended March 31, 2015 and the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2015 along with the reports of the Board of Directors and the Auditors thereon.

#### **2. Appointment of Director retire by rotation**

To appoint a Director in place of Mr. Vikram Sharma (DIN: 00243482) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment as a Director of the Company.

#### **3. Re-Appointment of Auditor**

To ratify the Re-appointment of auditors of the Company, and to fix their remuneration and to pass 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 Rules framed there under, as amended from time to time, M/s V.N. Purohit & Co., Chartered Accountants (**Firm's Registration No. 304040E**), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 25<sup>th</sup> (Twenty Fifth) AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

#### **4. Appointment of Mr. Amar Pal Singh (DIN: 01312149) as an Ordinary Director**

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

**“RESOLVED THAT** pursuant to the provision of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force) and Clause 52 of the Listing Agreement, Mr. Amar Pal Singh (**DIN: 01312149**), who was appointed as an Additional Director of the company by the Board of Directors with effect from March 30, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Amar Pal Singh as a candidate for the office of Director of the Company, be and is hereby appointed as an Ordinary (Independent) Director of the Company for a period up to March 29, 2020 not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps and actions for the purpose of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**By the order of the Board of  
For Stellar Capital Services Limited**

**Place: New Delhi  
Date: 04.09.2015**

**Sd/-  
Ashish Bansal  
Managing Director  
DIN: 06607944**

## **NOTES:**

### **1. EXPLANATORY STATEMENT**

An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to the Business stated under item no. 4 is annexed hereto.

### **2. PROXY/AUTHORIZED REPRESENTATIVE**

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 proxy for any other person or member.

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the annual general meeting ("AGM"). Proxy Form is enclosed with the Annual Report.

- (ii) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.
- (iii) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
- (iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

### **3. BOOK CLOSURE**

Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 23<sup>rd</sup> September, 2015 to Wednesday 30<sup>th</sup> September, 2015 (both days inclusive).

### **4. CUT OFF DATE:**

- (i) This Notice is being sent to all the members whose name appears as on August 28, 2015 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.



(ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 23<sup>rd</sup> September, 2015 (the “**Cut- Off Date**”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

## 5. COMMUNICATION TO MEMBERS

(i) With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the company to send communications electronically.

(ii) The Annual Report 2014-2015 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-2015 are being sent by the permitted mode.

(iii) Members may also note that the Notice of the 21<sup>st</sup> AGM and the Annual Report 2014-2015 will be available on the company’s website, [www.stellarcapitalservices.com](http://www.stellarcapitalservices.com). The Physical copies of the documents will also be available at the Company’s registered office for inspection during normal business hours on working days, Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in).

(iv) The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section-170 of the Companies Act, 2013 are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.

(v) The register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013, are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.

(vi) In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id “[stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in)”, at least 10 days before the date of AGM so as to enable the management to keep the information ready.

(vii) The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private

transactions involving transfer of shares of listed company in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/ Register and Share Transfer Agent for registration of such transfer of shares.

- (viii) For convenience of the members and proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip along with a valid identity proof such as the PAN Card, Passport, Aadhar Card, Driving License etc and hand it over at the registration counter at the venue.
- (ix) Only bonafide members of the Company whose name appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members for attending the meeting.
- (x) As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

## 6. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("**Remote E-voting**") in the manner provided below during the e-voting period as mentioned below in Para 6(I)(C).
- (ii) At the venue of AGM, voting shall be done through ballot papers ("**Ballot Paper**") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

### (I) VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19<sup>th</sup> March 2015 and pursuant to relevant clause of the SME Listing Agreement the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of

National Securities Depository Limited (NSDL) for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

**(A) Instruction for e-voting by Members whose email ID's are registered with the Company/Depository Participant(s)**

- (i) Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the "USER-ID" and "PASSWORD".
- (ii) Open email and open PDF file viz.; "Stellar Capital Services Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (iii) Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- (iv) Click on Shareholder – Login.
- (v) Enter the user ID and password as initial password noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (viii) Select "EVEN" (E Voting Event Number) of Stellar Capital Services Limited.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [csrachna@gmail.com](mailto:csrachna@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(B) Instruction for e-voting by Members whose email ID's are not registered with the Company/Depository Participant(s)**

- (i) For Members whose email IDs are not registered with the Company/Depository Participant(s), will be receiving notice of AGM by post. :
- (ii) Initial password is provided on the attendance slip for the AGM.
- (iii) Please follow all steps from Sr. No. iii. to Sr. No. xiii of (IA) above, to cast vote.

**Notes:** (i) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

(ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(iii) You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

(iv) Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.

### **(C) E-voting Period**

The Remote E-voting period commences on Sunday, September 27, 2015 (10:00 am) and ends on Tuesday, September 29, 2015 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. After September 29, 2015 (5:00 p.m.) the Remote E-voting facility will be blocked.

### **(D) User ID and Password for the members who became Members after dispatch of AGM notice:**

Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of September 23, 2015, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or NSDL.

### **(E) Queries in relation to E-voting:**

In case of any queries, you may refer the "**Frequently Asked Questions (FAQs) for members and e-voting user manual for members**" available at the 'downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No. +91 22 24994600/24994738,

Toll free no.1800222990

Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## (II) VOTING THROUGH BALLOT PAPER

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Papers will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (✓) against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

### 7. SCRUTINIZER

- (i) Ms. Rachna Bhasin, Company Secretary in practice (Membership No. 23539) having consented to act as a scrutinizer has been appointed as scrutinizer ("**Scrutinizer**") for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

### 8. DECLARATION OF RESULTS

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared on the date of AGM i.e. September 30, 2015 by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutiniser shall be placed on the website of the company i.e. [www.stellarcapitalservices.com](http://www.stellarcapitalservices.com) in the investor's Info section and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange.

### 9. DEMATERIALIZATION

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

## **EXPLANATORY STATEMENT IN RESPECT OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **In respect of Item No: 4**

The Board of Directors, at its meeting held on March 30, 2015, appointed Mr. Amar Pal Singh as an Additional Director of the Company with effect from March 30, 2015, pursuant to section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Amar Pal Singh will hold office up to the date of Annual General Meeting. The Company has received notice in writing under the provision of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Amar Pal Singh for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Amar Pal Singh (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Amar Pal Singh as an independent director of the Company pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Amar Pal Singh, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies act, 2013 and the rules made thereunder and he is independent of the management. A copy of the draft letter for the appointment of Mr. Amar Pal Singh as an independent director setting out the terms and conditions is available for inspection without any fees by the members at the Company's registered office during normal business hours on working days upto the date of the AGM.

No Director, Key Managerial Personnel or their relatives, except Mr. Amar Pal Singh, to whom the resolution relates, are interested or concerned in this resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

**By the order of the Board of  
For Stellar Capital Services Limited**

**Place: New Delhi  
Date: 04.09.2015**

**Sd/-  
Ashish Bansal  
Managing Director  
DIN: 06607944**

## **ANNEXURE TO NOTICE**

### **Details of Directors seeking Appointment/ Re-appointment**

<b>Name of the Director</b>	<b>Vikram Sharma</b>	<b>Amar Pal Singh</b>
<b>Date of Birth</b>	<b>20.11.1971</b>	<b>11.01.1972</b>
<b>Date of Appointment</b>	<b>08.10.2012</b>	<b>30.03.2015</b>
<b>Relationship with Directors</b>	<b>N.A</b>	<b>N.A</b>
<b>Expertise in specific functional area</b>	<b>Management</b>	<b>Civil Construction</b>
<b>Qualification</b>	<b>B.Sc &amp; MCA</b>	<b>Graduate</b>
<b>Board Membership of other companies as on March 31,2015</b>	<b>Directorship in 2 Companies</b>	<b>Directorship in 19 Companies</b>
<b>Chairman / Member of the Committee of the Board of Directors as on March 31, 2015</b>		
<b>a) Audit Committee</b>	<b>No</b>	<b>Yes</b>
<b>b) Nomination and Remuneration Committee</b>	<b>No</b>	<b>Yes</b>
<b>c) Stakeholder Remuneration Committee</b>	<b>No</b>	<b>Yes</b>
<b>d) Other Committee</b>	<b>No</b>	<b>Yes</b>
<b>Number of shares held in the Company as on March 31, 2015</b>	<b>39000 Shares</b>	<b>NIL</b>

## **BOARD'S REPORT**

To,  
The Members,

Your Directors have pleasure in presenting the 21<sup>st</sup> Annual Report together with the Audited Statement of Accounts for the Financial Year ended March 31, 2015.

### **FINANCIAL PERFORMANCE**

Particulars	Financial year ended (in Rupees)	
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
Total Income	44,427,341.64	546,646,608.72
Total expenditure	43,990,761.01	54,429,741.89
Profit/(Loss) before tax	436,580.48	216,866.83
Profit/ (Loss) after tax	345,972.49	153,901.83
Paid- up Share Capital	249, 615,000.00	165,615,000.00
Reserves and Surplus	202,292,641.89	202,190,977.73

### **DIVIDEND**

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2014-2015. The Board assures you to present a much strong financial statements in coming years.

### **SHARE CAPITAL**

The Paid up Equity Share Capital as on March 31, 2015 was Rs. 249,615,000. During the year under review the company has issued 84,00,000 equity shares by way of preferential Allotment and has not issued any debentures or any other convertible instruments.

a. **BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

b. **SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.



c. **BONUS SHARES**

No Bonus Shares were issued during the year under review.

d. **EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

e. **ISSUE OF SHARES THROUGH PREFERENTIAL ALLOTMENT**

The Company has issued 84,00,000 equity shares by way of Preferential allotment.

**FIXED DEPOSIT**

The Company has not accepted any fixed deposit during the year under review falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

**TRANSFER TO GENERAL RESERVES**

As the company has not declared any dividend, therefore, the Company has not proposes to carry any sum to the General Reserves of the Company for the period under consideration.

**CHANGE IN THE NATURE OF BUSINESS**

There were no changes in the nature of the Business during the Financial Year ended 31<sup>st</sup> March, 2015.

**MATERIAL CHANGES AND COMMITMENTS**

There is no material change which may affect the financial position of the Company between the financial year and up to the date of this report.

**DETAILS OF SUBSIDIARY, JOINT VENTURE, ASSOCIATE COMPANIES DURING THE YEAR**

The Company has no subsidiaries, joint ventures or associated companies therefore disclosures in this regards are not provided in this report.

**PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The company has no subsidiaries, joint venture companies so there is no requirement of description of performance of Subsidiaries and Joint Venture companies.

**AUDITORS**

## **A. Statutory Auditors**

At the Annual General Meeting held on August 25, 2014, M/s V.N. Purohit & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold the office till the conclusion of the Annual General Meeting to be held in the calendar year 2019.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual general Meeting. Accordingly the appointment of M/s V.N. Purohit & Co., chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

## **B. Auditor's Report**

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments under section 197(12) of the Companies Act, 2013.

## **C. Secretarial Auditor**

Ms. Rachna Bhasin, Practising Company Secretary (Membership Number 23539) was appointed to conduct the secretarial audit of the Company for the F.Y 2014-2015, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial audit Report for FY 2014-2015 forms part of the Annual Report as Annexure I.

## **D. Internal Auditor**

Mr. Gopal Bansal, Practising Chartered Accountant also performs the duties of internal auditors of the company for Financial Year 2014-2015 and his report is reviewed by the Audit Committee from time to time.

## **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators and courts or tribunals impacting the going concern status and Company's operations in future.

## **EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of annual return in the prescribed format is appended as Annexure II.

## **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use for disposition of its assets. All the transactions are probably authorised, recorded and reported to the Management. The Company is following all applicable accounting standards for properly maintaining the books of accounts and reporting financial statements. The internal Auditor of the company checks and verifies internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of business.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information required to be given pursuant to section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of Board's Report for the year ended March 31, 2015 are given as below:

### **A. Conservation of Energy**

The provision related conservation of energy does not apply to company, therefore the information as required under the Companies (Accounts) Rules, 2014 is not given. However the company is conscious about its responsibility to conserve energy, power, and other energy sources wherever possible. We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

### **B. Technology Absorption**

Your company has not imported any technology. However, we believe and use information technology extensively in all spheres of our activities to improve efficiency levels.

### **Expenditure on Research and Development**

During the period under review company has not incurred any expenditure on R & D.

<b>S.No.</b>	<b>Parameters</b>	<b>F.Y. 2014-2015</b>	<b>F.Y.2013-2014</b>
a)	Capital Expenditure	0.00	0.00
b)	Recurring	0.00	0.00

### **C. Foreign Exchange Earnings and Outgo**

Details of Foreign Exchange, earnings and outgo are given as below:-

<b>S.No.</b>	<b>Particulars</b>	<b>Year 2015</b>	<b>Year 2014</b>
1.	Foreign Exchange earning	Nil	Nil
2.	Foreign exchange outgoing	Nil	Nil

## **RISK MANAGEMENT POLICY**

The Company has implemented Risk Management Policy (annexed as Annexure III) and the Board of Directors has prepared a comprehensive framework of risk management for assessment of risks and to determine the responses to these risks so as to minimize their adverse impact on the organization. The policy as approved by the Board of Directors is uploaded on Company's website.

## **CORPORATE SOCIAL RESPONSIBILITY**

The provision of Companies Act, 2013 regarding Corporate Social Responsibility shall not be applicable to companies having net worth not exceeding Rs. 500 Cr or turnover not exceeding Rs. 1,000 Cr or net profit not exceeding Rs. 5 Cr or more during any financial year, as on the last date of previous financial year. In this connection, we wish to inform you that in respect of our company as on the last audited balance sheet as at March 31, 2015 neither the net worth exceeds Rs. 500 Cr nor turnover exceeds Rs. 1,000 Cr nor net profit exceeding Rs. 5 Cr. Hence, the provisions of Companies Act, 2013 regarding Corporate Social Responsibility would not be applicable.

## **NUMBER OF MEETINGS OF THE BOARD**

The Boards of Directors duly met 12 times during the Financial Year 2014-15, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two board meetings was within the period prescribed by the Companies Act, 2013.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The current policy is to have an appropriate mix of Executive and Independent directors to maintain the independence of the board, separate its function of Governance and Management. As on March 31, 2015, the Board consists of 4 members, two of whom are executive or whole time directors, and other two are independent Directors. The Board periodically evaluates the need for change in its composition and its size.

The policy of the company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the companies Act, 2013, adopted by the Board, is appended as Annexure IV to the Board's Report. We affirm that remuneration paid to the directors is as per the terms laid out in the remuneration policy of the company.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 52 of the SME Listing agreement.

## **BOARD EVALUATION**

Clause 52 of the listing agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the board on its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the board as a whole was conducted based on the criteria and frame work adopted by the Board. The evaluation process has been explained in this Annual report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

None of the independent directors are due for re-appointment.

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Every new independent directors of the board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors/ senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The format of the letter of appointment is available on our website.

## **INDUCTIONS**

On the recommendation of Nomination and Remuneration Committee, the Board appointed Mr. Amar Pal Singh as an Additional Director in the category of Independent Director under the Companies Act, 2013.

Mr. Amar Pal Singh, Independent Director has given declaration that he meets the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Listing Agreement.

The requisite Resolution for appointment of Mr. Amar Pal Singh as an Independent Director, is being proposed in the notice of the ensuing Annual General Meeting. We seek your support in confirming the appointment of Mr. Amar Pal Singh as a Director in the ensuing Annual general Meeting.

## **DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

No Directors are directly related to each other.

## **CHANGE IN DIRECTORS**

During the year, Mr. Narendra Kumar Gaur has resigned from the Directorship of the Company w.e.f March 30, 2015 and Mr. Amar Pal Singh appointed as Additional Director of the Company w.e.f March 30, 2015.

## **DETAILS OF KEY MANAGERIAL PERSONNEL**

The following 2 persons were formally appointed/ designated as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013.

1. Mr. Ashish Bansal – Managing Director
2. Ms. Sushma Aggarwal- Chief Financial Officer

## **COMMITTEES OF THE BOARD**

Currently, the Board has 3 Committees; the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

A detailed note on the Board and its committees is provided under the Corporate Governance report section in this annual report. The Composition of committees and compliances, as per applicable provisions of the act and rules, are as follows:

<b>Name of the Committee</b>	<b>Composition of Committee</b>	<b>Highlights of duties, responsibilities and activities</b>
Audit Committee	Mr. Amar Pal Singh (Chairperson) Mrs. Seema Mangal Mr. Ashish Bansal	<ol style="list-style-type: none"><li>1. All recommendations made by the audit committee during the year were accepted by the Board.</li><li>2. The Company has adopted the whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, violation of the Company's Code of Conduct and Ethics. The whistleblower policy is appended as annexure V to the Board's report.</li><li>3. In accordance with the requirement of the listing Agreement, the Company has formulated policies on related party transactions on material subsidiaries. The policies including the whistleblower Policy, are available on our website.</li></ol>
Nomination and Remuneration Committee	Mr. Amar Pal Singh (Chairperson) Mrs. Seema Mangal Mr. Ashish Bansal	<ol style="list-style-type: none"><li>1. The Committee oversees and administers executive compensation, operating under a written charter adopted by our Board of Directors.</li><li>2. The committee has a right to directly retain independent advisors to assist it.</li><li>3. The nomination and remuneration committee has framed the nomination and remuneration policy. A copy of the policy is appended as</li></ol>

Stakeholders  
Relationship  
Committee

Mr. Amar pal Singh  
(Chairperson)  
Mrs. Seema Mangal  
Mr. Ashish Bansal

1. The committee reviews and ensures redressal of  
Investor grievances.

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### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES**

In order to ensure that the activities of the company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior of the company has adopted a vigil mechanism policy. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of audit Committee, in appropriate and exceptional cases.

Accordingly, 'whistle Blower policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Counselor or the Chairman of the audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about irregularities within the Company.

This policy is also posted on the website of the company.

### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website [www.stellarcapitalservices.com](http://www.stellarcapitalservices.com) The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

### **PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186**

Particulars of Loans and Guarantees are provided in the financial statements (please refer the Notes to the financial Statements).

## **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on arm's length basis and also in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. The details of Related Party Transactions are disclosed and forming part of the Annual Financial Statements and also stated in Form AOC-2 annexed as Annexure-VI.

## **REPORT ON CORPORATE GOVERNANCE**

A report on corporate governance is annexed herewith. As required by Clause 52 of the Listing Agreement, the Certification on Corporate Governance is enclosed to the Board's Report.

## **PRUDENTIAL NORMS AND DIRECTIONS OF RBI FOR NBFCs**

Your company has complied with all the prudential norms prescribed by the Reserve Bank of India and has filed the required returns.

## **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company are as follows:

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- |                                  |     |
|----------------------------------|-----|
| a) Employed throughout the Year  | Nil |
| b) Employed for part of the year | Nil |

The remuneration paid to all key managerial personnel was in accordance with remuneration policy adopted by the company.

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by members at the registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Chief Financial Officer in advance.



## **SEXUAL HARASSMENT**

The Company has in place a Prevention of Sexual harassment policy in line with the requirements of the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the Year 2014-2015, no complaints were received by the Company related to sexual harassment.

## **BUSINESS RESPONSIBILITY REPORT**

Pursuant to relevant Clause of the SME listing Agreement is not applicable to our Company. Since no initiative with respect to environmental, social etc has been taken.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of the provisions of Section 133 of the Companies Act, 2013 and 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). There are no material departures from prescribed accounting standards in the adoption of these standards.

The directors confirm that:

- In preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed.
- 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 and of the profit and loss of the company for that period.
- The directors have taken proper and sufficient care towards 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.
- The directors had prepared the annual accounts on a going concern basis.
- The directors have laid down internal financial controls, which are adequate and are operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **STOCK EXCHANGE LISTING**

The Equity Shares of the Company are listed at the BSE Ltd (formerly Bombay Stock Exchange Ltd). The Company has already paid listing fees for the financial Year 2015-16 to the BSE.

## **CAUTIONARY NOTE**

The statements forming part of the Board's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

## **ACKNOWLEDGEMENT**

The Board expresses its sincere gratitude to the shareholders, bankers and clients for their continued support. The Board also wholeheartedly acknowledges with thanks the dedicated efforts of all the staff and employees of the Company.

**For on behalf of the Board  
For Stellar Capital Services Limited**

**Place: New Delhi  
Date: 30.05.2015**

**Sd/-  
Ashish Bansal  
Managing Director  
DIN: 06607944**

**Sd/-  
Vikram Sharma  
Whole- Time Director  
DIN: 00243482**

**ANNEXURE-I**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

*For the financial year ended 31.03.2015*

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
Stellar Capital Services Limited  
New Delhi

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Stellar Capital Services Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Stellar Capital Services Limited** ("the Company") for the financial year ended on 31/03/2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(Not Applicable)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (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, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable)
- (vi) Income Tax Act, 1961

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

No specific observation to be pointed out.

### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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 notice is 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.

Majority decision is carried through and the dissenting members' views were not required to be captured and therefore, not recorded as part of the minutes.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory auditor and other designated professionals.

**I 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.

**I further report that** during the audit period the company has allotted 84,00,000 equity shares on preferential basis.

Place : New Delhi  
Date : **30<sup>th</sup> May, 2015**

**Sd/-**  
Rachna Bhasin  
ACS No. 23539  
C P No.: 12952

*Note: 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.*

**'ANNEXURE A' TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**Stellar Capital Services Limited**  
Plot No. A1 and A2, Road No. 43,  
Mangolpuri Industrial Area, Community Center,  
Pitampura, Phase 2, New Delhi-110034

**My report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: New Delhi**  
**Date: 30<sup>th</sup> May, 2015**

**Sd/-**  
**Rachna Bhasin**  
**Practicing Company Secretary**  
**Membership No: 23539**

## ANNEXURE-II

### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2015

[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	L74899DL1994PLC062247
ii.	Registration Date	20/10/1994
iii.	Name of the Company	STELLAR CAPITAL SERVICES 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	Plot No.A1 and A2,Road No.43,Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, Delhi-110034 Tel No. +91 9582801012 / 011-42804171 Email: <a href="mailto:stellarcapital@yahoo.in">stellarcapital@yahoo.in</a> Website: <a href="http://www.stellarcapitalservices.com">www.stellarcapitalservices.com</a>
vi.	Whether listed company	Yes (Listed on BSE SME Platform)
vii.	Name, Address and Contact details of Registrar and Transfer Agent	Contact Officer : Mr. Virender Rana Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020. Tel No.: +91-11- 26812682 Fax No.: +91-11-26812683 Email id.: <a href="mailto:viren@skylinerta.com">viren@skylinerta.com</a> Website : <a href="http://www.skylinerta.com">www.skylinerta.com</a>

#### 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.	Sale of Securities, Shares & Bonds	-	32.52
2.	Income from Investment and Loans	-	67.48

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name AND Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	<b>NOT APPLICABLE</b>				

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

### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2014)				No. of Shares held at the end of the year (as on 31/03/2015)				% Chang during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
1) <i>Indian</i>									
a) Individual/ HUF	555000	0	555000	3.35	555000	0	555000	2.22	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	3840000	0	3840000	23.19	3840000	0	3840000	15.38	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>4395000</b>	<b>0</b>	<b>4395000</b>	<b>26.54</b>	<b>4395000</b>	<b>0</b>	<b>4395000</b>	<b>17.61</b>	<b>0</b>
2) <i>Foreign</i>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>4395000</b>	<b>0</b>	<b>4395000</b>	<b>26.54</b>	<b>4395000</b>	<b>0</b>	<b>4395000</b>	<b>17.61</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. <i>Institutions</i>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2. <i>Non Institutions</i>									
a) Bodies Corp.									
(i) Indian	1152000	4312500	5464500	33.00	10971000	4111500	15082500	60.42	0
(ii) Overseas	0	0	0	0	0	0	0	0	0



<b>b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	372000	0	372000	2.25	378000	0	378000	1.51	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	990000	3348000	4338000	26.19	990000	3498000	4488000	17.98	0
<b>c) Others</b>									
(i) Hindu Undivided Family	522000	0	522000	3.15	618000	0	618000	2.48	0
(ii) Clearing Members	1470000	0	1470000	8.88					
<b>Sub-total(B)(2)</b>	<b>4506000</b>	<b>7660500</b>	<b>12166500</b>	<b>73.46</b>	<b>12957000</b>	<b>7609500</b>	<b>20566500</b>	<b>82.39</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>4506000</b>	<b>7660500</b>	<b>12166500</b>	<b>73.46</b>	<b>12957000</b>	<b>7609500</b>	<b>20566500</b>	<b>82.39</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total(A+B+C)</b>	<b>8901000</b>	<b>7660500</b>	<b>16561500</b>	<b>100</b>	<b>17352000</b>	<b>7609500</b>	<b>24961500</b>	<b>100</b>	<b>0</b>

### ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (as on 01/04/2014)			Shareholding at the end of the year (as on 31/03/2015)			% change in share holding 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.	Vishal Sharma	495000	2.99	0	495000	1.98	0	0
2.	Vikram Sharma	39000	0.24	0	39000	0.16	0	0
3.	Ashish Bansal	21000	0.13	0	21000	0.08	0	0
4.	Technofab Constructions Private Limited	3840000	23.19	0	3840000	15.38	0	0
	<b>Total</b>	<b>4395000</b>	<b>26.54</b>	<b>0</b>	<b>4395000</b>	<b>17.61</b>	<b>0</b>	<b>0</b>

### iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no	Name	Shareholding at the beginning of the year (as on 01/04/2014)		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company

1.	Vishal Sharma	495000	2.99	01.04.2014	Nil	N.A		
				31.03.2015			495000	1.98
2.	Vikram Sharma	39000	0.24	01.04.2014	Nil	N.A		
				31.03.2015			39000	0.16
3.	Ashish Bansal	21000	0.13	01.04.2014	Nil	N.A		
				31.03.2015			21000	0.08
4.	Technofab Constructions Private Limited	3840000	23.19	01.04.2014	Nil	N.A		
				31.03.2015			3840000	15.38

**iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. no	Name of Shareholder	Shareholding at the beginning of the year (as on 01/04/2014)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-2014/ end of the year (31-03-2015))	% of total shares of the company				No. of shares	% of total shares of the company
1.	MBM BEARINGS (RAJASTHAN)PRIVATE LIMITED	0	0	01.04.2014				
				09.01.2015	2750000	Purchase	2750000	11.02
		<b>2750000</b>	<b>11.02</b>	<b>31.03.2015</b>			<b>2750000</b>	<b>11.02</b>
2.	GEET INFRACON PRIVATE LIMITED	0	0.00	01.04.2014				
				09.01.2015	2350000	Purchase	2350000	9.41
		<b>2350000</b>	<b>9.41</b>	<b>31.03.2015</b>			<b>2350000</b>	<b>9.41</b>
3.	SARTHAK SUPPLIERS PRIVATE LIMITED	0	0	01.04.2014				
				09.01.2015	2150000	Purchase	2150000	8.61
		<b>2150000</b>	<b>8.61</b>	<b>31.03.2015</b>			<b>2150000</b>	<b>8.61</b>
4.	LA MANCHA ENTERPRISES PRIVATE LIMITED	0	0	01.04.2014				
				04.04.2014	1488000	Purchase	1488000	5.96
				02.05.2014	-1488000	Sale	0	0.00

				09.05.2014	1596000	Purchase	1596000	6.39
		<b>1596000</b>	<b>6.39</b>	<b>31.03.2015</b>			<b>1596000</b>	<b>6.39</b>
5.	MYRA APPARELS PRIVATE LIMITED	1245000	4.99	01.04.2014				
					0	No Movement		
		<b>1245000</b>	<b>4.99</b>	<b>31.03.2015</b>			<b>1245000</b>	<b>4.99</b>
6.	VALUE DISTRIBUTORS PRIVATE LIMITED	0	0	01.04.2014				
				22.08.2014	51000	Purchase	51000	0.20
				09.01.2015	1150000	Purchase	1201000	4.81
		<b>1201000</b>	<b>4.81</b>	<b>31.03.2015</b>			<b>1201000</b>	<b>4.81</b>
7.	JAGTARNI TRADERS PRIVATE LIMITED	837000	3.35	01.04.2014				
					0	No Movement		
		<b>837000</b>	<b>3.35</b>	<b>31.03.2015</b>			<b>837000</b>	<b>3.35</b>
8.	NARESH KUMAR GUPTA	750000	3.00	01.04.2014				
					0	No Movement		
		<b>750000</b>	<b>3.00</b>	<b>31.03.2015</b>			<b>750000</b>	<b>3.00</b>
9.	YOGESH KUMAR	750000	3.00	01.04.2014				
					0	No Movement		
		<b>750000</b>	<b>3.00</b>	<b>31.03.2015</b>			<b>750000</b>	<b>3.00</b>
10.	DAMODAR SHARMA	750000	3.00	01.04.2014				
					0	No Movement		
		<b>750000</b>	<b>3.00</b>	<b>31.03.2015</b>			<b>750000</b>	<b>3.00</b>

**v. Shareholding of Directors and Key Managerial Personnel:**

Sr. no	Name	Shareholding at the beginning of the year (as on 01/04/2014)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
<b>A.</b>	<b>Directors</b>							
1	Vikram Sharma Executive Director	39000	0.24	01.04.2014	0	Nil		
				31.03.2015			39000	0.16
2	Seema Mangal Director	0	0	01.04.2014	0	Nil		
				31.03.2015			0	0

3	Ashish Bansal Managing Director	21000	0.13	01.04.2014	0	Nil		
				31.03.2015			21000	0.08
4	Amar Pal Singh Non-Executive Director	0	0	01.04.2014	0	Nil		
				31.03.2015			0	0
5	Narendra Kumar Gaur Non Executive Director (Ceased to be a Director on 30/03/2015)	0	0	01.04.2014	0	Nil		
				31.03.2015			0	0
<b>B.</b>	<b>Key Managerial Personnel(KMP's)</b>	<b>NIL</b>						

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2014)				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
- Addition	Nil	Nil	Nil	Nil
- Reduction				
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year (As on 31.03.2015)				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not due				
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 MD/WTD/ Manager		Total Amount
		Ashish Bansal MD	Vikram Sharma WTD	
1.	Gross salary (annually)  (a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961 (b)Value of perquisites u/s17(2)Income-tax Act,1961 (c)Profits in lieu of salary undersection17(3)Income- taxAct,1961	360000	300000	660000
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as% of profit - others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
6.	Total(A)	<b>360000</b>	<b>300000</b>	<b>660000</b>

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Seema Mangal	Amar Pal Singh	
	<u>Independent Directors</u>			
	· Fee for attending board / committee meetings	21000	Nil	Nil
	· Commission	Nil	Nil	
	· Others, please specify	Nil	Nil	
	Total(1)	21000	Nil	Nil
	<u>Other Non-Executive Directors</u>			
	• Fee for attending board / committee meetings	Nil	Nil	Nil
	• Commission	Nil	Nil	
	• Others, please specify	Nil	Nil	
	Total(2)	21000	Nil	Nil

	Total(B)=(1+2)	21000	Nil	Nil
	Total Managerial Remuneration (A)	<b>360000</b>	<b>300000</b>	<b>660000</b>
	Overall Ceiling as per the Act	50000	50000	Nil

### C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	Nil	Nil	Nil
	(b)Value of perquisites u/s 17(2)Income-taxAct,1961	Nil	Nil	Nil
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	Nil	Nil	Nil
		Nil		
		Nil		
		Nil		
2.	Stock Option	Nil	Nil	Nil
		Nil		
3.	Sweat Equity	Nil	Nil	Nil
		Nil		
4.	Commission			
	- as% of profit	Nil	Nil	Nil
	-others, specify...	Nil		

5.	Others, please specify	Nil	Nil	Nil
		Nil		
	<b>Total</b>	Nil	Nil	Nil

## **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 III**  
**RISK MANAGEMENT POLICY**

At Stellar Capital Services Limited, we believe that an effective Risk Management process is kept to sustained operations thereby protecting Shareholder Value, improving governance processes, achieving strategic objectives and being well prepared for adverse situations or unplanned circumstances, if they were to occur in the lifecycle of the business activities. The Company shall ensure implementation of effective Enterprise Risk Management by:

1. Putting in place Risk Management frameworks and processes.
2. Identifying risks and promoting a pro-active approach of treating such risks.
3. Allocating adequate resources to mitigate and manage risks and minimize their adverse impact on outcomes.
4. Optimising risk situations to manage adverse exposure on deliverables and bring them in line with acceptable Risk Appetite of the Company.
5. Striving towards strengthening the Risk Management System through continuous learning and improvement.
6. Providing clear and strong basis for informed decision making at all levels of the organization on an ongoing basis, having duly evaluated like risks and their mitigation plan being controllable and within risk appetite.
7. Delineating Business Continuity Processes and Disaster management Plans, for unforeseen exigencies and keeping the organization constituents, prepared to appropriately and adequately deal with such circumstances, under eventuality of such happenings.
8. Complying with all relevant laws and regulations across its area of operations.
9. Communicating this policy to the required stakeholders through suitable means and periodically reviewing its relevance in a continuously changing business environment.

**Sd/-**  
**Ashish Bansal**  
**Managing Director**  
**DIN: 06607944**



## **Annexure IV** **Nomination and Remuneration Policy**

### **Introduction**

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the Provisions of Companies Act, 2013 and the listing agreement to pay equitable remuneration to directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

### **Objective**

The Key Objectives of the Committee and the policy:

- a) To guide the Board in relation to appointment and removal of Directors, Key managerial Personnel and Senior Management.
- b) To recommend to the Board on remuneration payable to the directors, key managerial Personnel and Senior Management.

### **Constitution of the Nomination and Remuneration Committee**

The Board has constituted the nomination and remuneration committee of the Board. This is in line with the requirements under the Companies Act, 2013 ('the Act').

The Board has authority to reconstitute this committee from time to time.

### **Role of Committee**

The role of the committee inter alia will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a director.
- b) to recommend to the board the appointment and removal of senior management.
- c) to carry out evaluation of Director's performance and recommend to the Board appointment/removal based on his /her performance.
- d) to recommend to the Board on (i) policy relating to remuneration for directors, Key Managerial personnel and senior management and (ii) Executive Directors remuneration and incentive.
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provision of the law and their service contract.

f) to ensure that level and composition of remunerations reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

### **Remuneration Policy**

Managing Director(s), Whole time Director, non executive and Independent Directors

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the company for the Executive and Non executive Directors. This will be then approved by the Board and Shareholders. Prior approval of Shareholders will be obtained wherever applicable.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) to managing Director(s), whole time Director. Remuneration is paid within the ceiling approved by the Board and shareholders. Prior approval of Shareholders will be obtained wherever applicable.

The remuneration paid to executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits are paid according to the company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals. Independent Non-Executive directors receive sitting fees for attending the meeting of the Board and Board Committee.

### **Policy on Board diversity**

The Board of Directors shall have the optimum combination of Directors from the different areas/ fields like production, Management, Quality assurance, finance, Sales and Marketing, supply Chain, research and development, human resources, etc. or as may be considered appropriate.

The Board shall have atleast one Board Member who has accounting or related financial management expertise and atleast three members who are financially literate.

**ANNEXURE-V**  
**VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

As a part of our corporate Governance practices, the Company has adopted the whistle Blower policy that covers our directors and employees. The policy is also available on our website.

**The Purpose of Policy**

Stellar Capital Services Limited are committed to complying with all applicable laws that apply to them, satisfy the Company code of ethics, and particularly to assuring the business is conducted with integrity and that the Company's financial Information is accurate. If potential violation of company policies or applicable laws are not recognized and addressed promptly, both the company and those working for or with the Company could face Governmental investigation, prosecution, fines and other penalties. That can be costly. Consequentially, and to promote the highest ethical standards, the company will maintain a workplace that facilitates the reporting of potential violations easily and free of any fear of retaliation. That is purpose of the Policy (the 'Policy' or the 'whistleblower Policy').

**Your duty to report**

Everyone is required to report to the company any suspected violation of any law that applies to the company and any suspected violation of Company's code of conduct and ethics. It is important that you report all suspected violations, this includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-relations aspects of this policy. Consult the Company's Code of Conduct and ethics for more detailed description of potential violations and other areas of particular concern. Relation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that violation of an applicable law or the Company's code of conduct and ethics has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violation because is strictly prohibited by Company Policy. Failure to report any reasonable belief that a violation has occurred is itself a violation of this policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

### **How to Report**

You must report all suspected violations to (i) your immediate supervisor or the Chief Compliance officer or (iii) anonymously, by sending an email to: [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in)

If you have any reason to believe that your Chief Compliance Officer is involved in the suspected violation, your report may be made to audit Committee of Stellar Capital Services limited OR to the board of Directors.

Because you have several means of reporting, you need never report to someone you believe that may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

### **Investigation after your report**

All reports under this policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of report of violations. Failure to cooperate in the investigation or deliberately providing false information during an investigation, can be basis of disciplinary actions, including termination of employment. If, at the conclusion of its investigation, the company will take effective remedial action commensurate with the nature of the offence. This action may include disciplinary action against the accused party, upto and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company Policy.

### **Retaliation is not tolerated**

Document retention No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of reasonably suspected violation of any law, this policy or the Company's Code of Conduct and Ethics. The Company takes reports of such relation against any employee reporting a violation and participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against any responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

All documents related to reporting, investigation and enforcement pursuant to this policy shall be kept in accordance with Company's record for retention policy and applicable law.

### **Modification**

The Audit Committee or the Board of Stellar capital services Limited can modify the policy unilaterally at any time without notice Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and/ or accommodate organizational changes with the company.

**ANNEXURE-VI****Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis**

(a) Name(s) of the related party and nature of relationship	<b>Not Applicable</b>
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at arm's length basis**

(a) Name(s) of the related party and nature of relationship	1. Ashish Bansal- Managing Director 2. Vikram Sharma- Whole-Time Director
(b) Nature of contracts/arrangements/transactions	Director's Remuneration
(c) Duration of the contracts / arrangements/transactions	One Year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
(e) Date(s) of approval by the Board, if any:	10/07/2013
(f) Amount paid as advances, if any:	NIL

**Sd/-  
Ashish Bansal  
Managing Director  
DIN: 06607944**

**Sd/-  
Vikram Sharma  
Director  
DIN: 00243482**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

Stellar Capital Services Limited (NBFC) is engaged mainly in the business of providing Loans & Advances and investing in shares, both quoted and unquoted. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

The NBFCs sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. The recent issue in financial sector has highlighted the necessity, importance and significant role, the NBFCs play in development of nation's infrastructure.

In the financial system of India, importance of NBFCs has been much discussed. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the environment.

NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector.

The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other financial forecasts give substantial growth opportunities for the industry in the coming years.

### **ECONOMY OVERVIEW**

Indian economy is adversely affected by persistent inflation over the last few years. The rising incomes dropped the purchasing power of the population, driving consumption demand in sectors, where supply lagged particularly, in food grain and non-food-grain commodities, sharp increase in international prices of fuels also contributed to inflationary pressure. The Government has been going very slow on various reforms, expected by large investors and market. Market participants were particularly concerned about subsidies—fertilizer, food and fuel; falling rupee against dollar; unreported corruptions; widening current account and fiscal deficits. Economic situations in Euro Zone countries and other priced the Capital Market towards losses.

The NBFCs sector has undergone a significant transformation in the past few years and has come to be recognized as a systemically important element of the financial system. The recent global financial crisis has also highlighted the regulatory imperatives concerning the non-banking financial sector and the risks arising from regulatory gaps, arbitrage and systemic inter-connectedness.

In the multi-tier financial system of India, importance of NBFCs in the Indian financial system is much discussed by various committees appointed by RBI in the past and RBI has been modifying its regulatory and supervising policies from time to time to keep pace with the changes in the system. NBFCs have turned out to be engines of growth and are integral part of the Indian financial system, enhancing competition and diversification in the financial sector, spreading risks specifically at times of financial distress and have been increasingly recognized as complementary of banking system at competitive prices. Since the 90s crisis the market has seen explosive growth, as per a Fitch Report 1 the compounded annual growth rate of NBFCs was 40% in comparison to the CAGR of banks being 22% only.

### **OPPORTUNITIES AND THREATS**

Capital markets at present are going through turbulent times due to slow-down in domestic economy, slow-down in reforms, uncertain global economic environment, economic crisis faced by a few countries in Europe, fluctuations in currency rates, etc. Although the inflation has remained steady during the year but it is still under pressure due to hike in petrol prices, burden of diesel subsidies, high fiscal deficit, etc. However, we feel that the opportunities will soon arise in the markets upon the corrective policies by the government and better fiscal management which will strengthen the economy.

The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent steps by the Government of India to create Infrastructure for NBFC and to provide banking license for NBFCs is a positive signal. The above opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. Along with existing local and Multinational players leading to tough competition within the industry.

### **SEGMENT-WISE PERFORMANCE**

The Company is into single reportable segment only.



## **OUTLOOK**

Outlook for the Company is linked to Capital Market. The Board of Directors of the Company believes that Company's Investments in the equity shares of various companies would reasonably perform in the ensuing years.

The role of NBFCs has become increasingly important from both the macroeconomic perspective and the structure of the Indian financial system. Over a period of time, one has to accept; that it is only those which are big enough and serious about being in the finance business will and must grow. To survive and constantly grow, NBFCs have to focus on their core strengths while improving on weaknesses. They have to constantly search for new products and services in order to remain competitive. The coming years will be testing ground for the NBFCs and only those who will face the challenge and prove themselves will survive in the long run.

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures.

## **RISKS AND CONCERNS**

As an NBFC, the Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks.

Company's performance is closely linked to the Indian Capital Market as the company has investments in both quoted as well as unquoted shares. These investments represent a substantial portion of the company's business and are vulnerable to fluctuations in the stock market. Any decline in the price of quoted investments may affect its financial position and results of operations. The value of the company's investments may be affected by factors affecting capital markets such as price and volume volatility, interest rates, currency exchange rates, foreign investment, government policy changes, political and economic developments, crude oil prices and economic performance abroad, etc.

The Company's success largely depends upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the company's strategy. The resignation or loss of key management personnel may have an adverse impact on the Company's business, its future financial performance and the result of its operations.

As a non-deposit taking NBFC, the Company is subjected to regulations by Indian governmental Authorities, including the Reserve Bank of India. Their Laws and regulations impose numerous requirements on the Company including prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the Laws and regulations that may adversely affect the Company's performance.

Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer. Recently, the growth of industrial production has been variable. Any slowdown in Indian economy could adversely affect the Company's business.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The brief on Financial Performance of the Company is already provided in the Boards' Report of the Company.

#### **HUMAN RESOURCES**

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for skill development, compliance and improved customer experience.

### **CAUTIONARY NOTE**

Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Your Company does not undertake to update these statements.

### **ACKNOWLEDGEMENT**

Your directors take this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to the Company which has helped the Company maintain its growth. The Directors also wish to place on record their appreciation for the support extended by the Reserve Bank of India, other regulatory and government bodies, Company's auditors, customers, bankers, promoters and shareholders

**For on behalf of the Board  
For Stellar Capital Services Limited**

**Place: New Delhi  
Date: 30.05.2015**

**Sd/-  
Ashish Bansal  
Managing Director  
DIN: 06607944**

**Sd/-  
Vikram Sharma  
Whole- Time Director  
DIN: 00243482**

## **CORPORATE GOVERNANCE REPORT**

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Board of Directors are focused on the meeting their prime objective of maximization of shareholders wealth. The Listing Agreement entered into by the Company with the Stock Exchanges contemplates compliance with the Code of Corporate Governance. The Company conducts its affairs with a blend of the following aspects in their required proportions:

- Prudence
- Transparency
- Accountability
- Impartial treatment for all shareholders
- Operating under the purview of the statute.
- Ethical Practices
- Shareholder's wealth maximization

As a part of the compliances of the Clause 52 of Listing Agreement, the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

### **BOARD OF DIRECTORS**

The Board of Directors comprises FOUR members consisting of TWO Independent-Non executive directors.

<b>Composition and Category of Directors: Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of other Director-ships</b>	<b>Attendance at Board Meetings</b>	<b>Attendance at previous AGM</b>
Ashish Bansal	Managing Director	Executive	1	Yes	Yes
Vikram Sharma	Whole-Time Director	Executive	2	Yes	Yes
Seema Mangal	Director	Non-Executive	2	Yes	Yes
Amar Pal Singh	Additional Director	Non-Executive	19	Yes	No

### **Meetings of the Board of Directors**

The Board of Directors met 12 times during the financial year.

### **Information supplied to the Board**

The Board members are given agenda papers along with necessary documents and information in advance of each meeting of the Board and Committees. In addition to the regular business items, the following are regularly placed before the Board to the extent applicable.

- Quarterly and Half yearly results of the Company
- Minutes of the Audit Committee and other Committee meetings
- Details of Agreements entered into by the Company
- Particulars of Non-Compliance of any statutory or Listing requirement

### **Minutes of the Board Meeting**

The minutes of the proceedings of every Board and all committee meetings are prepared and approved/initialed by the Chairman within 30 days from the conclusion of the respective meeting.

### **Code of Ethics**

The Company has prescribed a code of ethics for its Directors and senior management personnel. A declaration by the Executive Director to the effect that all the Directors and the senior management personnel have complied with the Code of Ethics laid down for this purpose for the year 2014-2015 is given below:

### **Declaration – Code of Conduct**

This is to confirm that the Board of Directors has laid down a code of conduct for all Directors and senior management personnel of the Company. It is further confirmed that all the Directors and senior management personnel of the Company have duly complied with the Company's Code of Conduct during the financial year 2014-2015, as required under Clause 52 of the Listing Agreement with the Stock Exchanges.

**For Stellar Capital Services Limited**

**Date: 30.05.2015**  
**Place: New Delhi**

**Sd/-**  
**Ashish Bansal**  
**Managing Director**  
**DIN: 06607944**

## **BOARD COMMITTEES**

The Board of Directors has set up committees of Directors to deal with various matters of specific nature which require concentrated and more focused attention and to arrive at quick and timely decisions in these matters.

The Board of Directors has delegated its certain powers to the committees of Directors and these committees shall exercise such power and give the report of the output to the Board for approval at subsequent meetings. The Board has constituted three committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

## **AUDIT COMMITTEE**

### **Terms of Reference:**

The terms of reference of the Audit committee include the following:

1. Review of the quarterly, half yearly and annual financial results of the Company before submission to the Board.
2. Overseeing the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. Holding periodic discussions with statutory auditors and internal auditors of the Company concerning the accounts of the company, internal control systems, scope of audit and observations of auditors.
4. Making recommendations to the Board on any matter relating to the financial management of the Company, including the audit report.
5. Recommendations with respect to appointment and removal of external auditors, fixation of audit fees and also approval of fee for any other services by the auditors.
6. Investigating into any matter in relation to items specified in section 177 of the Companies Act, 2013 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice if necessary.
7. Making recommendations to the Board on any matter relating to the financial management of the Company.

During the year, Four Audit Committee meetings were held respectively on 26.05.2014, 18.08.2014, 07.11.2014, 12.02.2015.

### **Composition of Audit committee:**

During the year, due to resignation of Mr. Narendra Kumar Gaur, the Audit Committee needs to be reconstituted with the Addition of Mr. Amar pal Singh as a Chairperson of the Audit Committee.

The Audit Committee of the Company was re-constituted as follows:

Meetings of the Committee and Attendance of the Members during 2014-15	Meetings held	Meetings Attended
Mr. Amar Pal Singh	4	No
Mrs. Seema Mangal	4	4
Mr. Ashish Bansal	4	4

#### **4. NOMINATION AND REMUNERATION COMMITTEE**

##### **Terms of Reference:**

The Nomination and Remuneration Committee constituted by the Company is responsible for looking into the remuneration payable to the Whole-time Directors and other Employees of the Company. The Non-Executive Directors of the Company are not entitled for any remuneration other than fee payable for attending Board & Committee Meetings. The Committee frames the policy on specific remuneration packages for Whole-time Directors including pension rights and compensation payments. The Committee also approves the Remuneration Policy for employees other than Whole-time Directors as may be recommended to it. The Company has a regular appraisal Policy for all employees.

##### **Composition**

During the year, due to resignation of Mr. Narendra Kumar Gaur, the Nomination and Remuneration Committee needs to be reconstituted with the Addition of Mr. Amar Pal Singh as a Chairman of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee of the Company is constituted with **three** directors, viz.

Meetings of the Committee and Attendance of the Members during 2014-15	Meetings held	Meetings Attended
Mr. Amar Pal Singh	1	No
Mrs. Seema Mangal	1	1
Mr. Ashish Bansal	1	1

### Meetings of the Committee and Attendance

During the year, the meeting of Nomination and Remuneration Committee meeting was held on 18.03.2015.

### Remuneration Policy:

The remuneration of the Executive Director is fixed by the Nomination and Remuneration Committee as constituted above. The Non-Executive Directors are not paid any remuneration. The remuneration of Employees other than Whole-time Directors is approved by the Nomination and Remuneration Committee based on recommendations made to it.

Non-Executive Directors are only entitled to sitting fees for attending Board and Committee Meetings

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

### Composition as on date

During the year, due to resignation of Mr. Narendra Kumar Gaur, the Stakeholder Relationship Committee needs to be reconstituted with the Addition of Mr. Amar pal Singh as a Chairman of the Stakeholder Relationship Committee.

The Stakeholder Relationship Committee of the Company has been constituted with Three Directors viz.

Meetings of the Committee and Attendance of the Members during 2014-15	Meetings held	Meetings Attended
Mr. Amar Pal Singh	4	No
Mrs. Seema Mangal	4	4
Mr. Ashish Bansal	4	4



No investor complaints are pending as on the date of Board's Report. The Company does not have any pending share transfers as on the date of Board's Report.

## 6. **ANNUAL GENERAL MEETINGS**

Details of last three Annual General Meeting is given below:

Day	Date	Time	Venue
Saturday	29.09.2012	12:00 P.M.	325, Vardhman Grand Plaza, Manglam Place, Sector-3, Rohini, New Delhi-110085
Monday	30.09.2013	11:00 A.M.	314, R. G. Mall, Sector-9, Rohini, NewDelhi-110085
Monday	25.08.2014	12:30 P.M.	314, R. G. Mall, Sector-9, Rohini, NewDelhi-110085

**No resolution was placed for voting by Postal ballot in the previous Annual General Meeting**

## 7. **DISCLOSURES**

- No transaction of material nature has been entered into by the company with directors or management and their relatives etc that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.
- The Company is in compliance with all the mandatory requirements of Corporate Governance and has fulfilled the non- mandatory requirements as prescribed in Clause 52 of the Listing Agreement with Stock Exchanges.
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of Financial Statements.

- The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risks through means of a properly defined framework.
- The Company has adopted with the Code of Conduct applicable to all Directors, senior management and employees. The Declaration as required under Clause 52 is as below:

“All the Directors and Senior Management of the Company have affirmed compliance with the Company’s Code of Conduct for the financial year ended 31<sup>st</sup> March, 2015”

For and on behalf of the Board  
**For Stellar Capital Services Limited**

**Sd/-**  
**Ashish Bansal**  
**Managing Director**  
**DIN: 06607944**

**Date: 30.05.2015**  
**Pace: New Delhi**

- **CEO/ CFO Certification:** CFO has given a certificate as contemplated in Clause 52 of the Listing Agreement.
- The requirements of the Audit and other Committees as contemplated in Clause 52 have been complied with as per the report set above in respect of the same.

#### 8. **MEANS OF COMMUNICATION**

The Company has published financial results within time specified i.e. 48 hours as required by the Listing agreement. No targeted presentations were made during the year under review. The Management Discussion & Analysis Report forms part of the Annual Report of the Company as required under the Listing Agreement.

#### 9. **GENERAL SHAREHOLDER INFORMATION**

- 1) Annual General Meeting Schedule: Wednesday the 30<sup>th</sup> September, 2015 at 03.00 PM at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

- 2) Financial Calendar (2015-2016) (Tentative) :  
The Financial year of the Company is 1<sup>st</sup> April to 31<sup>st</sup> March.

Financial Year reporting for	Proposed date
Un-audited Financial Results for half year ended 30.09.2015	Last week of October, 2015
Un-audited/Audited Financial Results for half year/year ended 31.03.2016	Last week of April, 2016
Annual General Meeting	August, 2016

- 3) Dates of Book Closure : 23<sup>rd</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive)
- 4) Dividend Payment Date : Not Applicable
- 5) Listing at Stock Exchanges : Bombay Stock Exchange Ltd
- 6) Listing Fees : The Listing fees for the year 2014-2015 paid to BSE
- 7) Scrip Code : 536738
- 8) ISIN No. : INE325P01011
- 9) CIN No. : L74899DL1994PLC062247

## 10) Market Price & Data

Company :Stellar Capital Services Ltd 536738

Period: 01-Apr-2014 to 31-Mar-2015

All Prices in ₹

Date	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	* Spread	
								H-L	C-O
7/04/14	7.65	7.65	7.65	7.65	6,000	2	45,900	0.00	0.00
30/04/14	7.27	7.27	7.27	7.27	6,000	2	43,620	0.00	0.00
6/05/14	6.93	6.93	6.91	6.91	12,000	4	83,040	0.02	-0.02
14/05/14	6.65	6.80	6.65	6.70	18,000	6	1,20,900	0.15	0.05
5/11/14	7.03	7.03	7.03	7.03	6,000	2	42,180	0.00	0.00

\* Spread

H-L : High-Low

C-O : Close-Open

11) Registrar & Share Transfer Agents : Skyline Financial Services Pvt Ltd  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase - I, New Delhi - 110 020  
Tel No. 011-26812682

12) Share Transfer process : No Physical share transfer request is pending on the date of this report.

13) Shareholding pattern as on : 31<sup>st</sup> March, 2015.

Category	Number of Equity Shares held	% of Shareholding
Promoters	4395000	17.61
Corporate Bodies	15082500	60.42
Overseas Corporate Bodies	-----	-----
Public	5484000	21.97
<b>Total</b>	<b>24961500</b>	<b>100.00</b>

14) Dematerialization of shares: The Company has entered into an Agreement with M/s Skyline Financial Services Pvt. Limited as Registrar and Share Transfer Agents.

15) Outstanding Bonds/ Convertible Instruments : NIL

16. Address for Communication and Registered Office : Plot No. A1 and A2, Road No. 43,  
Mangolpuri industrial Area,  
Community Center, Pitampura,  
Phase 2, New Delhi-110034  
Tel: +91-9582801012  
E-Mail: [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in)

## **CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

**To  
The Members  
Stellar Capital Services Limited  
New Delhi**

I have examined the compliance of conditions of the Corporate Governance by Stellar Capital Services Limited, for the year ended March 31, 2015 as stipulated under Clause 52 of the listing agreement with the Stock Exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuring the Compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to explanation given to us, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

I further state that such compliance is neither an assurance as to the future validity of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 30/05/2015  
Place: New Delhi

**Sd/-**  
Rachna Bhasin  
Practising Company Secretary  
Membership No: 23539

## **CEO/CFO CERTIFICATION UNDER CLAUSE 52 OF THE LISTING AGREEMENT**

To,  
The Board of Directors  
Stellar Capital Services Limited  
New Delhi

1. I have reviewed financial statements and the cash flow statement of Stellar Capital Services Limited for the year ended 31<sup>st</sup> March, 2015 and to the best of my Knowledge and belief:

(i) the statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of my knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. I accept responsibility for establishing and maintaining internal control systems pertaining to financial reporting. I have not come across any reportable deficiencies in the design of operation of such internal controls.

4. I have indicated the auditors and the Audit Committee:

(i) that there are no significant changes in internal control over financial reporting during the year;

(ii) that there are no significant changes in accounting policies during the year; and

(iii) that there are no instances of significant fraud of which I have become aware.

**For Stellar Capital Services Limited**

**Sd/-  
Sushma Aggarwal  
(Chief Financial Officer)**

**Place: New Delhi  
Date: 30-05-2015**

**DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT**

**To  
The Member of  
Stellar Capital Services Limited  
New Delhi**

Pursuant to Clause 52 of the Listing Agreement entered into with the Stock Exchanges, I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management as approved by the Board for the financial year ended March 31<sup>st</sup>, 2015.

*For* **Stellar Capital Services Limited**

**Date: 30-05-2015  
Place: New Delhi**

**Sd/-  
Ashish Bansal  
Managing Director  
(DIN- 06607944)**



## Independent Auditor's Report

To,  
The Members of  
**M/s. Stellar Capital Services Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Stellar Capital Services Limited** ("the company") which comprises the Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit and Loss, 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 there under.

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 the 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 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 Company has in place the adequate internal financial control system over financial reporting 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 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 the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March 2015 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, We give in the Annexure statement on the matters specified in paragraph 3 & 4 of the order.
2. The Company is a Non- Banking Financial Company not accepting public deposit and the Certificate of Registration No. B-14.02359 dated 23<sup>rd</sup> March 2001 from Reserve Bank of India has been issued to the Company: -
  - a) The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.
  - b) The company has not accepted any public deposits during the relevant year.
  - c) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
3. 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 appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid 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 written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's 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 derivatives contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For V.N. PUROHIT & CO.**

Chartered Accountants  
Firm Regn. No. 304040E

Sd/-

**O.P. Pareek**

Partner

Membership No. 014238

Place: New Delhi

Date: 30<sup>th</sup> May, 2015

**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Stellar Capital Services Limited on the accounts of the company for the year ended 31<sup>st</sup> March, 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) In respect of fixed assets: -
  - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (ii) In respect of inventories: -
  - (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business.
  - (b) In our opinion and according to the information and explanations given to us, the physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of the business.
  - (c) The Company has maintained proper records of inventory. As explained to us, there was no material discrepancies noticed on physical verification of stocks, as compared to book records.
- (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 or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii(a) and iii(b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and for the sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- (v) In our opinion, and according to the information and explanation given to us, the company has not accepted any deposits; hence, clause (v) is not applicable to the company. Accordingly, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable.
- (vi) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Act.
- (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, Duty of

Custom, Duty of Excise, Value added tax, 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 outstanding statutory dues as on 31<sup>st</sup> of March, 2015 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 is no amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise or value added tax or cess which have not been deposited on account of any disputes.

(c) Company does not have any amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

- (viii) The Company does not have any accumulated loss at the end of the financial year and has not incurred cash losses in the financial year and in the financial year immediately preceding such financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management, we are of the opinion that the term loans taken were applied for the purpose they are obtained.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

**For V.N. PUROHIT & CO.**

Chartered Accountants

FRN : 304040E

Sd/-

**O.P.Pareek**

Partner

M. No. : 014238

**Place :** New Delhi

**Date :** 30<sup>th</sup> May, 2015

## BALANCE SHEET AS AT 31ST MARCH, 2015

[Amount in Rupees]

Particulars	Notes	As at 31st March 2015	As at 31st March 2014
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	3	249,615,000.00	165,615,000.00
Reserves and Surplus	4	202,292,641.89	202,190,977.73
<b>Share Application Money Pending Allotment</b>	-	-	-
<b>Non-Current Liabilities</b>			
Long-term Borrowings	-	-	-
Long-term Provisions	5	681,866.00	507,643.00
Deferred Tax Liability (net)	6	-	29,071.00
<b>Current liabilities</b>			
Short-term Borrowings	7	-	28,075,829.00
Trade Payables	8	2,092,956.00	300,544.00
Other Current Liabilities	-	-	-
Short-Term Provisions	9	134,903.00	67,013.00
<b>Total</b>		<b>454,817,366.89</b>	<b>396,786,077.73</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Fixed Assets	10		
(i) Tangible Assets		605,888.67	867,233.00
(ii) Intangible Assets		-	-
Capital Work-in-Progress	-	-	-
Non-Current Investments	-	-	-
Long-term loan and advances	-	-	-
Capital & amortised expenses not w/off	11	-	738,387.00
Deferred Tax Assets (net)	6	15,224.00	-
<b>Current Assets</b>			
Current Investments	-	-	-
Inventories	12	15,635,986.67	17,863,306.24
Cash and Cash Equivalents	13	14,609,812.28	64,240,424.89
Trade Receivables	14	289,176.06	31,688.00
Short-term loan and advances	15	421,394,979.00	309,068,820.00
Other current assets	16	2,266,300.20	3,976,218.60
<b>Total</b>		<b>454,817,366.89</b>	<b>396,786,077.73</b>

Summary of significant accounting policies 2

See accompanying notes are an integral part of the financial statements.

**IN TERMS OF OUR REPORT ATTACHED****FOR V.N. PUROHIT & CO.****Firm Regn. No. 304040E****Chartered Accountants**

Sd/-

**O.P.Pareek****Partner****Membership No. 014238****For and on behalf of the Board of Directors of  
STELLAR CAPITAL SERVICES LIMITED**

Sd/-

**Ashish Bansal  
Managing Director****DIN -06607944**

Sd/-

**Sushma Aggarwal  
CFO**

Sd/-

**Vikram Sharma  
Director****DIN -00243482**

New Delhi, the 30th day of May 2015

## STATEMENT OF TRADING &amp; PROFIT AND LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2015

**[Amount in Rupees]**

Particulars	Notes	From 1st April 2014 to 31st March 2015	From 1st April 2013 to 31st March 2014
<b>A. CONTINUING OPERATIONS</b>			
<b>INCOME:</b>			
Revenue from operations	17	44,291,518.38	54,619,129.40
Other Income	18	135,823.26	27,479.32
<b>Total Revenue</b>		<b>44,427,341.64</b>	<b>54,646,608.72</b>
<b>EXPENDITURE:</b>			
Purchases of stock in trade	19	19,134,799.59	62,152,747.14
Changes in inventories	20	2,227,319.57	(15,225,625.80)
Employee Benefit expenses	21	5,836,265.00	3,349,294.00
Financial Cost	22	7,958.84	102,048.61
Depreciation & Amortise expenses	23	1,039,735.85	386,703.00
Other Administrative expenses	24	15,744,682.16	3,664,574.94
<b>Total Expenses</b>		<b>43,990,761.01</b>	<b>54,429,741.89</b>
<b>Profit/(loss) before tax provision</b>		436,580.48	216,866.83
<b>Tax expenses</b>			
Current Tax		134,903.00	67,013.00
Deferred tax		(44,295)	(4,048.00)
<b>Total Tax Expenses</b>		<b>90,608.00</b>	<b>62,965.00</b>
<b>Profit/ (loss) for the year after tax (PAT)</b>		345,972.49	153,901.83
Less: Income Tax Adjustment for earlier years		5,090.00	
Less: Contingent provision against standard assets		174,223.00	24,094.00
Less: Special reserve u/s 45-IC of the RBI Act,1934		87,316.00	30,780.00
<b>Net profit transfer to appropriation</b>		<b>79,343.49</b>	<b>99,027.83</b>
<b>Earning per share (EPS)</b>			
[nominal value of share Rs. 10/-]			
Basic		0.0170	0.0093
Diluted		0.0170	0.0093
Summary of significant accounting policies	2		

See accompanying notes are an integral part of the financial statements.

**IN TERMS OF OUR REPORT ATTACHED****FOR V.N. PUROHIT & CO.****Firm Regn. No. 304040E****Chartered Accountants**

Sd/-

**O.P.Pareek****Partner****Membership No. 014238**

New Delhi, the 30th day of May 2015

**For and on behalf of the Board of Directors of  
STELLAR CAPITAL SERVICES LIMITED**

Sd/-

**Ashish Bansal**  
**Managing Director****DIN -06607944**

Sd/-

**Vikram Sharma**  
**Director****DIN -00243482**

Sd/-

**Sushma Aggarwal**  
**CFO**

## CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015

[Amount in Rupees]

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax and after extra-ordinary items as per	436,580	216,867
<b>Adjustments for items not included:</b>		
Net prior year adjustments	-	-
Depreciation and Amortisation Expense	1,039,736	386,703
(Profit)/Loss on sale/discard of assets (net)	-	-
Operating Profit before working capital changes	1,476,316	603,570
<b>Adjustment for Working capital:</b>		
(Increase)/ decrease in current loans and advances	(112,326,159)	(238,980)
(Increase)/ decrease in Trade receivables	(257,488)	4,793,585
(Increase)/ decrease in inventories	2,227,320	(15,225,626)
(Increase)/ decrease in other current assets	1,709,918	(3,976,219)
Increase/ (decrease) in short term borrowings	(28,075,829)	28,075,829
Increase/ (decrease) in current liabilities	1,792,412	(43,018,892)
<b>Cash generated from operations</b>	<b>(133,453,510)</b>	<b>(28,986,732)</b>
Direct Taxes Paid	(72,103)	(447,975)
<b>Net cash flow from operating activities (A)</b>	<b>(133,525,613)</b>	<b>(29,434,707)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Sale/(Purchase) of fixed assets	(105,000)	(829,953)
Sale/(Purchase) of investments	-	-
Expenses amortised or capitalised	-	(910,384)
<b>Net cash flow from investing activities (B)</b>	<b>(105,000)</b>	<b>(1,740,337)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from issue of Share Capital	84,000,000	90,120,000
Share Application Money	-	-
Increase/ (decrease) in long-term borrowings	-	-
<b>Net cash flow from financing activities (C)</b>	<b>84,000,000</b>	<b>90,120,000</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>(49,630,613)</b>	<b>58,944,956</b>
Add: Opening cash and cash equivalents	64,240,425	5,295,469
<b>Closing cash and cash equivalents</b>	<b>14,609,812</b>	<b>64,240,425</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	1,989,144	1,757,053
Deposit with banks in current accounts	12,620,668	62,483,372
<b>Toal cash and cash equivalents</b>	<b>14,609,812</b>	<b>64,240,425</b>

IN TERMS OF OUR REPORT ATTACHED  
FOR V.N. PUROHIT & CO.

Firm Regn. No. 304040E

Chartered Accountants

Sd/-

O.P.Pareek

Partner

Membership No. 014238

For and on behalf of the Board of Directors of  
STELLAR CAPITAL SERVICES LIMITED

Sd/-

Ashish Bansal  
Managing Director

DIN -06607944

Sd/-

Vikram Sharma  
Director

DIN -00243482

Sd/-

Sushma Aggarwal  
CFO

New Delhi, the 30th day of May 2015



**NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD  
FROM 1<sup>ST</sup> APRIL 2014 TO 31<sup>ST</sup> MARCH 2015**

**1. Basis of preparation of Financial Statement**

The Financial Statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these Financial Statements to comply in all material respect with the accounting standards notified under the Companies (Accounting standards) Rule, 2006, ( as amended) and the relevant provision of the companies Act, 2013.

The Financial Statements have been prepared on the accrual basis and under the historical cost convention.

**2. Summary of significant accounting policies :**

**a. Use of estimates**

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current event and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

**b. Tangible fixed assets**

Fixed assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

**c. Depreciation on tangible fixed assets**

Depreciation on fixed asset is provided on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

**d. Revenue recognition**

Having regards to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

**e. Inventories**

Inventories include investments in shares of other companies. The company classified such investments as inventory and valuation of them has been made at cost.

**f. Income taxes**

Tax expense comprises current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the income tax Act, 1961 enacted in India and tax law prevailing in the respective tax jurisdictions where the company operates. The tax

rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred income taxes reflect the impact of timing difference between taxable income and accounting income originating during the current year and reversal of timing difference for the earlier year. Deferred tax is measured using the tax rate and tax laws enacted at the reporting date. During the year DTA has been created on timing difference between depreciation.

Deferred tax liabilities are recognized for all taxable timing difference. Deferred tax assets are recognized for deductible timing difference only to the extent that is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

#### **g. Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resource embodying economic benefits will be require to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are review at the end of each reporting date and adjusted to reflect the current best estimates.

#### **h. Earning Per Share**

Basic earnings per share has been 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. Diluted earning per share has been computed by dividing the net profit after tax by the weighted average no. of equity shares considered for deriving basic earning per share and also the weighted average no. of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

#### **i. Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, cash at bank and short term investments with the original maturity of three months or less.

#### **j. Previous year figures**

The company has reclassified previous year figures to conform to current year's classification.

NOTES TO THE FINANCIAL STATEMENTS

3. Share capital

	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
<b>Authorised shares</b>		
25000000 Equity Shares of Rs.10/- each (Previous year 17000000)	250,000,000.00	170,000,000.00
<b>Issued, subscribed and fully paid- up shares</b>		
24961500 Equity Shares of Rs.10/- each fully paidup (Previous year 16561500)	249,615,000.00	165,615,000.00
<b>Total issued, subscribed and fully paid- up share capital</b>	<b>249,615,000.00</b>	<b>165,615,000.00</b>

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2015		As at 31st March 2014	
	No.	(Rupees)	No.	(Rupees)
Share Capital at the beginning of the period	16,561,500	165,615,000.00	12,055,500	120,555,000.00
Issue during the period: -				
Equity share capital - Preferential Allotement	8,400,000	84,000,000.00	-	-
Equity share capital - IPO	-	-	4,506,000	45,060,000.00
<b>Outstanding at the end of the period</b>	<b>24,961,500</b>	<b>249,615,000.00</b>	<b>16,561,500</b>	<b>165,615,000.00</b>

b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

8400000 Equity Shares of Rs.10/- each were allotted in the current year pursuant to the scheme of Preferential allotment.

c. Details of shareholders holding more than 5% shares in the company

	As at 31st March 2015		As at 31st March 2014	
	Nos.	% holding	Nos.	% holding
Technofab Constructions P Ltd	3,840,000	15.38%	3,840,000	23.19%
Vishal Sharma	-	-	495,000	2.99%
Vikram Sharma	-	-	39,000	24.00%
Ashish Bansal	-	-	21,000	13.00%
Geet Infracon Private Limited	2,350,000	9.41%	-	-
La Mancha Enterprises Private Limited	1,596,000	6.39%	-	-
Sarthak Suppliers Private Limited	2,150,000	8.61%	-	-
MBM Bearings (Rajasthan) Private Limited	2,750,000	11.02%	-	-
<b>Total</b>	<b>12,686,000</b>	<b>50.81%</b>	<b>4,395,000</b>	<b>63.18%</b>

4. Reserves and surplus

	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
<u>Securities premium account</u>		
Opening balance	201,405,000.00	156,345,000.00
Add: Premium on share capital	-	45,060,000.00
Less: Utilized/transfer during the period	-	-
Closing balance	201,405,000.00	201,405,000.00
<u>Special reserves u/s 45-IC of the RBI Act,1934</u>		
Opening balance	265,491.00	234,711.00
Add: transfer from P&L a/c during the year	87,316.00	30,780.00
Less: Utilized/transfer during the period	-	-
Closing balance	352,807.00	265,491.00
<u>Surplus/ (deficit) in statement of profit &amp; loss</u>		
Balance as per last financial statements	520,486.73	421,458.90
Add: Profit/ (loss) for the year	79,343.48	99,027.83
Less: Adjustment in Fixed Asset	(64,995.32)	-
Net (deficit) in statement of profit and loss	534,834.89	520,486.73
	<b>202,292,641.89</b>	<b>202,190,977.73</b>

\* Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II related to Depreciation on fixed assets. Accordingly the unamortised carrying value is being depreciated over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit & Loss Account amounting to Rs. 64995.

5. Long-term provisions	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
<b>Contingent provision against standard assets*</b>		
Opening Balance	507,643.00	483,549.00
Add: Addition(written off) during the year	174,223.00	24,094.00
	<b>681,866.00</b>	<b>507,643.00</b>
*A contingent provision against standard assets has been created at 0.25% of the outstanding standard assets in terms of the RBI circular Ref. No. DNBS(PD) CC No. 225/03.02.001/2011-12 dated July 1, 2011.		
<b>6. Deferred tax liabilities (net)</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
<u>Disallowances under the Income Tax Act,1961</u>	<u>(Rupees)</u>	<u>(Rupees)</u>
Opening Balance	29,071.00	33,119.00
Add: Addition(written off) during the year	(44,295)	(4,048.00)
	<b>(15,224.00)</b>	<b>29,071.00</b>
<b>7. Short-term Borrowings</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Unsecured loans	-	28,075,829.00
	<b>-</b>	<b>28,075,829.00</b>
<b>8. Trade Payables</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Audit fee payable	22,472.00	5,618.00
Salary payable	492,737.00	271,727.00
TDS payable	2,642.00	23,199.00
India Finsec Limited	1,575,105.00	
	<b>2,092,956.00</b>	<b>300,544.00</b>
<b>9. Short-term provisions</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Provision for Income Tax	134,903.00	67,013.00
	<b>134,903.00</b>	<b>67,013.00</b>
<b>11. Capital &amp; amortised expenses not w/off</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
<b>Deferred revenue expenses</b>		
Opening Balance	738,387.00	13,440.00
Add: addition during the year	-	910,384.00
Less: written off during the year	738,387.00	185,437.00
	<b>-</b>	<b>738,387.00</b>
<b>12. Inventories</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
<u>Equity Shares :-</u>		
4,60,000 (31.03.2014: Nil) Equity Shares of Rs. 10 each fully paid up in Aryaman Capital Markets Limited	5,520,000.00	-
7,50,000 (31.03.2014: 7,50,000) Equity Shares of Rs. 10 each fully paid up in India Finsec Limited	8,484,517.17	8,484,517.17
849 (31.03.2014: Nil) Equity Shares of Rs. 1 each fully paid up in Quasar India Limited	246,551.18	-
10,420 (31.03.2014: 10,420) Equity Shares of Rs. 1 each fully paid up in Yamini Investment Limited	1,384,918.32	1,384,918.32
Nil (31.03.2014: 3,18,000) Equity Shares of Rs. 10 each fully paid up in Suyog Telematics Limited	-	7,993,870.75
	<b>15,635,986.67</b>	<b>17,863,306.24</b>

<b>13. Cash and cash equivalents</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Cash in hand	1,989,144.00	1,757,053.00
Balances with banks	12,620,668.28	62,483,371.89
	<b>14,609,812.28</b>	<b>64,240,424.89</b>
<b>14. Trade Receivables</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
(Unsecured and considered good)	<b>(Rupees)</b>	<b>(Rupees)</b>
Outstanding for a period exceeding six months	-	-
Others	289,176.06	31,688.00
	<b>289,176.06</b>	<b>31,688.00</b>
<b>15. Short-term loan and advances</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Loans portfolio*	272,690,405.00	203,057,396.00
(recoverable in cash or kind, unsecured, considered good)		
	<b>(A) 272,690,405.00</b>	<b>203,057,396.00</b>
Advances against investment & others	144,440,261.00	103,040,000.00
(recoverable in cash or kind, unsecured, considered good)		
	<b>(B) 144,440,261.00</b>	<b>103,040,000.00</b>
<b>Balance with government authorities</b>		
Tax deposited / TDS	4,264,313.00	2,971,424.00
	<b>(C) 4,264,313.00</b>	<b>2,971,424.00</b>
<b>Total (A + B + C)</b>	<b>421,394,979.00</b>	<b>309,068,820.00</b>
*Standard Assets - as per The classification of loans under the RBI guidelines.		
<b>16. Other current assets</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Deposit with BSE against IPO	-	900,000.00
Advances for expenses	-	54,485.00
Prepaid expenses	2,266,300.20	3,021,733.60
	<b>2,266,300.20</b>	<b>3,976,218.60</b>

<b>17. Revenue from operations</b>	<b>For the year ended 31st March 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
<u>Sale of Products</u>		
Shares, Securities and Bonds	14,403,399.10	37,693,849.24
<u>Income from Investments &amp; Loans</u>		
Interest on unsecured loans	25,928,657.60	14,868,116.00
Profit from Mutual Funds	3,959,461.68	2,057,164.16
	<b>44,291,518.38</b>	<b>54,619,129.40</b>
<b>18. Other Income</b>	<b>For the year ended 31st March 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
Interest on IT Refund	77,711.00	-
Divident from mutual funds	58,112.26	27,479.32
	<b>135,823.26</b>	<b>27,479.32</b>
<b>19. Purchase of trade goods</b>	<b>For the year ended 31st March 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
Shares, Securities and Bonds	19,134,799.59	62,152,747.14
	<b>19,134,799.59</b>	<b>62,152,747.14</b>
<b>20. Changes in inventories</b>	<b>For the year ended 31st March 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
Inventories at the beginning of the year - Stock in trade	17,863,306.24	2,637,680.44
Less : Inventories at the end of the year -Stock in trade	15,635,986.67	17,863,306.24
	<b>2,227,319.57</b>	<b>(15,225,625.80)</b>

<b>21. Employee benefit expenses</b>	<b>For the year ended 31st March 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
Director remuneration	660,000.00	483,300.00
Salaries and wages	4,805,175.00	2,767,730.00
Staff welfare expenses	371,090.00	98,264.00
	<b>5,836,265.00</b>	<b>3,349,294.00</b>
<b>22. Finance costs</b>	<b>For the period ended 31st Dec 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
Bank Charges	6,816.84	10,720.97
Interest on loan	-	88,787.64
Interest on tax deposit	1,142.00	2,540.00
	<b>7,958.84</b>	<b>102,048.61</b>
<b>23. Depreciation &amp; amortise expenses</b>	<b>For the year ended 31st March 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
Depreciation charged	301,348.85	201,266.00
Deferred revenue expenditure w/off	738,387.00	185,437.00
	<b>1,039,735.85</b>	<b>386,703.00</b>
<b>24. Other administrative expenses</b>	<b>For the year ended 31st March 2015 (Rupees)</b>	<b>For the year ended 31st March 2014 (Rupees)</b>
Auditors remuneration	22472	11,236.00
Advertisement & Publication charges	41980.8	31,034.80
Business Promotion	1636342	1,339,990.00
Car Insurance	-	22,253.00
Computer Repair & Maintenance	16660	3,300.00
Conveyance expenses	405915	129,820.00
Diwali expenses	155400	38,225.00
Dmat A/c charges	1751.8	1,367.99
Electricity & Water Expenses	63376	22,326.00
Filing fee & Subscriptions	951394	262,741.00
Listing Fee	28090	-
Loss on future & option contracts	2001402.55	-
Loss From Currency Trading	8366972.59	-
News Paper, Books & Periodicals	24203	8,016.00
Postage, Stamps & Couriers	69434	9,484.00
Printing and Stationery	341877.6	116,407.60
Professional charges	926891	1,333,043.00
Repairs & Maintenance	131077	37,697.00
Short & Excess	-6.18	9.55
Telephone & Mobile expenses	104253	40,973.00
Tours & Travelling	238106	210,981.00
Vehicle Running & Maintenance	213820	45,670.00
Website Expenses	3270	-
	<b>15,744,682.16</b>	<b>3,664,574.94</b>

NOTES TO THE FINANCIAL STATEMENTS

Note - 10 (Fixed Assets)

[Amount in Rupees]

Tangible assets	Rate	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	WDV	Balance as at 1 April, 2014	Additions / Deletion	Balance as at 31 March, 2015	Balance as at 1 April, 2014	Depreciation during the year	Retained Earning	Balance as at 31 March, 2015	W.D.V. as on 31.03.15	W.D.V. as on 31.03.2014
<b>(i) Tangible Assets</b>										
(a) Computers	40.00%	376,005	22,400	398,405	270,417	39,337	(64,995)	374,749	23,655.68	105,588
(b) Fridge	13.91%	9,150	-	9,150	1,927	4,932	-	6,859	2,291.00	7,223
(c) Furniture & Fixtures	18.10%	68,427	-	68,427	17,581	15,387	-	32,968	35,459.00	50,846
(d) Mobile Phone	13.91%	8,600	66,200	74,800	1,786	20,119	-	21,905	52,895.00	6,814
(e) RO Systems	13.91%	7,500	-	7,500	1,572	4,041	-	5,613	1,887.00	5,928
(f) Scooter	13.91%	48,500	-	48,500	9,801	11,985	-	21,786	26,714.00	38,699
(g) Air Condition	13.91%	27,500	-	27,500	3,584	14,503	-	18,087	9,413.00	23,916
(h) Motor Car	25.89%	717,353	-	717,353	111,942	173,007	-	284,949	432,404.00	605,411
(i) Invertor	13.91%	25,500	16,400	41,900	2,692	18,038	-	20,730	21,170.00	22,808
<b>Total</b>		1,288,535	105,000	1,393,535	421,302	301,349	(64,995)	787,646	605,889	867,233
<b>Previous year</b>		316,405	142,177	458,582	135,866	84,170	-	220,036	867,233	180,539

IN TERMS OF OUR REPORT ATTACHED

FOR V.N. PUROHIT & CO.

Firm Regn. No. 304040E

Chartered Accountants

Sd/-

O.P.Pareek

Partner

Membership No. 014238

New Delhi, the 30th day of May 2015

For and on behalf of the Board of Directors of

STELLAR CAPITAL SERVICES LIMITED

Sd/-

Ashish Bansal

Managing Director

DIN -06607944

Sd/-

Vikram Sharma

Director

DIN -00243482

Sd/-  
Sushma Aggarwal  
CFO



25. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

26. Provisions of Accounting Standard (AS) – 17 issued by the ICAI on ‘Segment Reporting’ are not been applicable to the Company.
27. In the opinion of the management, the current assets, loans and advances have a realisable value in the ordinary course of business is not less than the amount at which they are stated in the Balance Sheet.

28. **Related party disclosures/ transactions**

There is transaction entered with the related party covered by the Accounting Standard (AS) – 18 on ‘Related Party Disclosure’ during the period covered by these financial statements.

(a) Related Parties Covered:-

(i)	Key Management Personnel	Sh. Ashish Bansal- Managing Director Sh. Vikram Sharma- Whole- time Director Sh. Seema Mangal- Director Ms. Amar Pal Singh- Director
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(b) Transaction with related parties:-

Nature of Transaction	Name	Amount(Rs.)
Director Remuneration	Ashish Bansal	360000
Director Remuneration	Vikram Sharma	300000

29. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.

Particulars	Current Period	Previous Year
	(Rs.)	(Rs.)
Earnings/ Remittances and/ or Expenditure in Foreign Currency	NIL	Nil

31. Quantitative Information in respect of Opening Stock, Purchases, Sales and Closing Stock pursuant to Schedule III of the Companies Act, 2013 are as per list attached.

32. Particulars	Current Period	Previous Year
	(Rs.)	(Rs.)
Contingent Liability not provided for	Nil	Nil
33. Figures have been rounded off to the nearest rupees.		
34. Figures in brackets indicate negative (-) figures.		

Signed for the purpose of Identification

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
**Firm Regn. 304040E**

**For and on behalf of Board of Directors of**  
**STELLAR CAPITAL SERVICES LIMITED**

**Sd/-**  
**O.P.Pareek**  
**Partner**  
**Membership No. 014238**  
**New Delhi, the 30<sup>th</sup> day of May 2015**

**Sd/-**  
**Ashish bansal**  
**Managing Director**  
**DIN:06607944**

**Sd/-**  
**Vikram Sharma**  
**Director**  
**DIN :00243482**

**Sd/-**  
**Sushma Aggarwal**  
**CFO**

**Schedule to the Balance Sheet of a  
Non-Banking Financial Company**  
[As required in terms of Paragraph 9BB of Non-Banking Financial Companies  
Prudential Norms (Reserve Bank) Directions, 1998]

**STELLAR CAPITAL SERVICES LIMITED**  
Plot No.A1 and A2,Road No.43,Mangolpuri Industrial  
Area, Community Center, Pitampura, Phase 2,Delhi-110034  
**RBI No. B-14-02359 Dt.23.03.2001**

(Rs.in lakhs)

Particulars		31.03.2015	
<b>Liabilities side :</b>			
1	<b>Loans and advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :</b>	Amount Outstanding	Amount overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits*	NIL	NIL
	(g) Other Loans (specify nature)	NIL	NIL
	*Please see Note I below		
2	<b>Break-up of (1)(f) above (Outstanding public deposits Inclusive of Interest accrued thereon but not paid) :</b>		
	(a) In the form of Unsecured debentures	NIL	NIL
	(b) In the form of partly secured debentures i.e debentures where there is a shortfall in the value of security	NIL	NIL
	(c) Other public deposits	NIL	NIL
<b>Assets side :</b>		<b>Amount Outstanding</b>	
3	<b>Break-up of Loans and Advances including bills receivables[other than those Included in (4) below] :</b>		
	(a) Secured		Nil
	(b) Unsecured		4213.95
4	<b>Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP Activities</b>		NIL
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial Lease		NIL
	(b) Operating Lease		NIL
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		NIL
	(b) Repossessed Assets		NIL
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		NIL
	(b) Loans other than (a) above		NIL
5	<b>Break-up of Investments :</b>		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governments Securities		NIL
	(v) Others (please specify)		NIL
	2. Unquoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governemts Securities		NIL
	(ii) Others (Please specify)		NIL
	Long Term Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governments Securities		NIL
	(v) Others (please specify)		NIL
	2. Unquoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governemts Securities		NIL
	(iii) Others (Please specify)		NIL

6	<b>Borrower group-wise classification of all leased stock-on-hire and loans and advances :</b>			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties "	NIL	NIL	NIL
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than related parties	NIL	4213.95	4213.95
<b>Total</b>	NIL	4213.95	4213.95	
7	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b>			
	Category	Market Value / Break-up or Fair value or NAV		Book Value (Net of Provisions)
		1. Related Parties "	NIL	NIL
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than related parties	NIL	NIL	NIL
	<b>Total</b>	NIL	NIL	NIL

**8 Other Information**

	Particulars	Amount	
	(i) Gross Non-Performing Assets	NIL	
	(a) Related parties	NIL	
	(b) Other than related parties	NIL	
	(ii) Net Non-Performing Assets	NIL	
	(a) Related parties	NIL	
	(b) Other than related parties	NIL	
	(iii) Assets acquired in satisfaction of debt	NIL	

**Notes :**

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break-up/fair value/ Nav in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

**FOR V.N. PUROHIT & CO.**  
**Firm Regn. No. 304040E**  
**Chartered Accountants**  
Sd/-  
**O.P.Pareek**  
**Partner**  
**Membership No. 014238**

**For and on behalf of the Board of Directors of**  
**STELLAR CAPITAL SERVICES LIMITED**

Sd/- Sd/-  
**Ashish Bansal** **Vikram Sharma**  
**Managing Director** **Director**  
**DIN -06607944** **DIN -00243482**  
Sd/-  
**Sushma Aggarwal**  
**CFO**

New Delhi, the 30th day of May 2015

**STELLAR CAPITAL SERVICES LIMITED**

**CIN: L74899DL1994PLC062247**

**Regd. Off.: Plot No A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center,  
Pitampura, Phase 2, New Delhi-110034**

**E mail- [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in) Website: [www.stellarcapitalservices.com](http://www.stellarcapitalservices.com)**

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**ATTENDANCE SLIP**

(To be presented at the entrance)

**Annual General Meeting of the Company held on Wednesday, the 30<sup>th</sup> September, 2015 at 03:00 P.M.** at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

Folio No. ....DPID No.....Client ID No.....  
Name of the Member..... Signature.....  
Name of the Proxy Holder..... Signature.....  
Number of shares held.....

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report to reference at the meeting.

.....TEAR HERE.....

**ELECTRONIC VOTING PARTICULARS**

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

**STELLAR CAPITAL SERVICES LIMITED**

**CIN: L74899DL1994PLC062247**

**Regd. Off: Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center,  
Pitampura, Phase 2, New Delhi-110034**

**E mail- [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in) Website: [www.stellarcapitalservices.com](http://www.stellarcapitalservices.com)**

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**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]*

Name of the Member(s): .....  
Registered Address: .....  
E-mail id: .....  
Folio No./ Client ID NO: ..... DP ID NO:.....

I/We, being the member(s) holding.....Shares of Stellar Capital Services Limited, hereby appoint

1. Name: ..... E mail ID:.....  
Address: .....  
.....Signature: .....  
or failing him

2. Name: ..... E mail ID:.....  
Address: .....  
.....Signature: .....  
or failing him

3. Name: ..... E mail ID:.....  
Address: .....  
.....Signature: .....  
or failing him

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 03:00 P.M at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

Resolution No.	Resolution
ORDINARY BUSINESS	
1	Adoption of Financial Statement for F.Y. 2014-15
2	Appointment of Director liable to retire by rotation.
3	Re-Appointment of Statutory Auditor.
SPECIAL BUSINESS	
4	Regularisation of Mr. Amar Pal Singh as Director of the Company.

Signed this.....day of.....2015

Affix Revenue Stamp
---------------------------

Signature of Shareholder.....Signature of Proxy Holder.....

**NOTES:**

- 1.This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at plot no. A1 and A2, Road No.43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034 not less than 48 hours before the Commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.