

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Thursday, 28th September, 2017 at 12.00 P.M. at the registered office of the Company situated 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 audited financial statement consisting of Balance Sheet for the financial year ended 31st March, 2017 and the statement of Profit and Loss, Cash Flow Statement for the year financial ended on 31st March, 2017 along with the reports of the Board of Directors and the Auditors thereon.

2. Appointment of Director retire by rotation

To appoint Mrs. Rajni Aneja, Whole Time Director (DIN: 00341959) who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment as a Director of the Company.

3. Ratify the Appointment of Statutory Auditors

To ratify the Re-appointment of Statutory 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 the rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of Audit Committee of the Board and as per the resolution passed by the Members at the 20th (Twentieth) Annual General Meeting of the Company held on 25th August, 2014, the appointment of M/s V.N. Purohit & Co., Chartered Accountants (**Firm's Registration No. 304040E**) as the Statutory Auditors of the Company, to hold office from the conclusion of this 23rd (Twenty Third) Annual General Meeting (AGM) until the conclusion of the 24th (Twenty Fourth) Annual General Meeting (AGM) of the Company, be and is hereby ratified on such a remuneration to be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee in consultation with the Auditors and that such remuneration may be paid on such basis as may be agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. Appointment of Mr. Ankit Dixit (DIN:-02923396) as an Independent Director of the Company.

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 provisions of Section 149,152, 160 and all other applicable provisions, if any, of the Companies Act,2013("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable regulations of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, if any, Mr. Ankit Dixit (DIN: 02923396), who was appointed as an Additional Director (Independent Category) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 13th July, 2017 and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company to hold the office for a period of (5) Five Consecutive Years commencing from 13th July, 2017 to 12th July 2022".

5. Appointment of Mrs. Rajni Aneja (DIN: 00341959) as Whole Time Director of the company.

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 provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof, for time being in force) and pursuant to the Articles of Association of Company, the consent of members of the company be and is hereby accorded for the appointment of Mrs. Rajni Aneja (DIN: 00341959) as **Whole Time Director** of the Company for a period of five years commencing from 13th July, 2017 till 12th July, 2022 at a consolidated remuneration of Rs. 25,000/- (Rupees Twenty Five Thousands Only) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Mrs. Rajni Aneja.

RESOLVED FURTHER THAT Mrs. Rajni Aneja is liable to retire by rotation and being a Whole Time Director of the Company reappointed as a director immediately on retirement by, rotation, shall continue to hold her office of Whole Time Director, and such reappointment as such director shall not be deemed to constitute a break in her appointment as Whole Time Director

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, Mrs. Rajni Aneja (DIN: 00341959) shall be entitled to receive the aforesaid remuneration, as revised from time to time, as minimum remuneration, subject to Compliance with the applicable provisions of Section 197 of the Act read with Schedule V of the Act, if and to the extent necessary, with the approval of Central Government."

6. Appointment of Mr. Babu Lal Gupta (DIN:-07325741) as an Independent Director of the Company.

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 provisions of Section 149,152, 160 and all other applicable provisions, if any, of the Companies Act,2013("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable regulations of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, if any, Mr. Babu Lal Gupta (DIN: 07325714), who was appointed as an Additional Director (Independent Category) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 27th July, 2017 and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company to hold the office for a period of (5) Five Consecutive Years commencing from 27th July, 2017 to 26th July 2022".

For Stellar Capital Services Limited

Date: - 28.08.2017
Place: - New Delhi

SD/-
Priya Datta Joshi
(M.No:- A45603)

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 to 6 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 authorized 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 Thursday 21st September, 2017 to Thursday 28th September, 2017 (both days inclusive).

4. CUT OFF DATE:

- (i) This Notice is being sent to all the members whose name appears as on 25th August 2017 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 21st September, 2017 (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 2016-17 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 2016-17 are being sent by the permitted mode.
- (iii) Members may also note that the Notice of the 23rd AGM and the Annual Report 2016-17 will be available on the company’s website, 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.
- (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", at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- (vii) Members/Proxy holders are requested to produce at the entrance, the attached Admission slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
- (viii) As per the Provisions of Companies Act, 2013 facility for making nominations is available to the shareholders for the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.
- (ix) The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated 27th April, 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.
- (x) 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.
- (xi) 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.
- (xi) Members seeking any information or clarification on the accounts are requested to send written queries to the Company, atleast 10 days before the date of the meeting to enable the management to keep the required information available at 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)(A).
- (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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on < 25th September, 2017 at 10.00 a.m.> and ends on < 27th September, 2017 at 05.00 p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>▪Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no. will be provided seperately. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN <170821038> for the relevant <STELLAR CAPITAL SERVICES LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(A) E-voting Period

The Remote E-voting period commences on 25th September, 2017 (10:00 am) and ends on 27th September, 2017 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. After 28th September, 2017 (5:00 p.m.) the Remote E-voting facility will be blocked.

(B) 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 21th September , 2017, may obtain their user ID and password for e-voting from the Company’s Registrar and Share Transfer Agent or CDSL.

(C) Queries in relation to E-voting:

If you have any queries regarding the e-Voting System, you may contact CDSL by sending them an email at helpdesk.evoting@cdslindia.com.

(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) Mr. Dimple Bhatia, Company Secretary in practice (Membership No. 17826) 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 favor 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. 28th September, 2017 by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.stellarcapitalservices.com in the investor’s Info section and on the website of CDSL i.e. www.evotingindia.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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

In respect of Item No: 4

Mr. Ankit Dixit (DIN 02923396) was appointed as an Additional (Independent) Director of the Company with effect from 13th July, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ankit Dixit holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Ankit Dixit has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Ankit Dixit is a Science Graduate and a qualified Industrial Accountant from ICA having rich experience in the field of Financial Planning and Fund Management. He is in the Board of Directors of various companies and has an experience of over 10 years in the relevant field.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Ankit Dixit as an Independent Director of the Company.

A statement containing his profile is given as per Annexure to the Notice.

Except Mr. Ankit Dixit, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

In respect of Item No: 5

The Board of Directors of the Company in its meeting held on 13th July, 2017 has appointed Mrs. Rajni Aneja (DIN: 00341959) as the Whole Time Director of the Company for a period of five years commencing from 13th July, 2017 till 12th July, 2022 receiving remuneration by way of salary not exceeding Rs. 25,000/- (Rupees Twenty Five Thousand Only) and other perquisites in accordance with the schedule V of the Companies Act,2013; however her appointment was made subject to the approval of the shareholders in the forthcoming General Meeting of the Company, .

Mrs. Rajni Aneja is a Graduate and have a rich and diverse experience of more than 7 Years in management and administration, hence Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on dated 13th January,2017 has approved the appointment of Mrs. Rajni Aneja, as Whole Time Director of the Company for a period of five years commencing from 13th

July, 2017 till 14th July, 2022 subject to the approval of the members at this Annual General Meeting (AGM).

Approval of the members is required by way of Ordinary Resolution for Appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mrs. Rajni Aneja and the terms and conditions of the appointment are given below:

i. Salary: Rs. 25,000/- (Rupees Twenty Five Thousand Only)

ii. Allowances: Nil

iii Commission: Nil

iv Perquisites and Benefits: Nil

Your Directors recommend the above remuneration to Mrs. Rajni Aneja and in future if any variation shall be made in above mentioned remuneration, then it shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and subject to the applicable Company's policy. Further Mrs. Rajni Aneja shall be liable to retire by rotation.

The Board of Directors recommends the resolution set forth in Item No. 5 in relation to the appointment of Whole Time Director, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Pranay Aneja, Managing Director of the company, being son of Mrs. Rajni Aneja is concerned or interested, financial or otherwise, in the resolution.

A statement containing his profile is given as per Annexure to the Notice.

In respect of Item No: 6

Mr. Babu Lal Gupta (DIN 07325714) was appointed as an Additional (Independent) Director of the Company with effect from 27th July, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ankit Dixit holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Babu Lal Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Babu Lal Gupta is a Graduate having more than 45 years of experience in the field of Accounts. He is in the Board of Directors of various companies and has an experience of over 45 years in the relevant field.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 6 of the Notice for the appointment of Mr. Babu Lal Gupta as an Independent Director of the Company.

A statement containing his profile is given as per Annexure to the Notice.

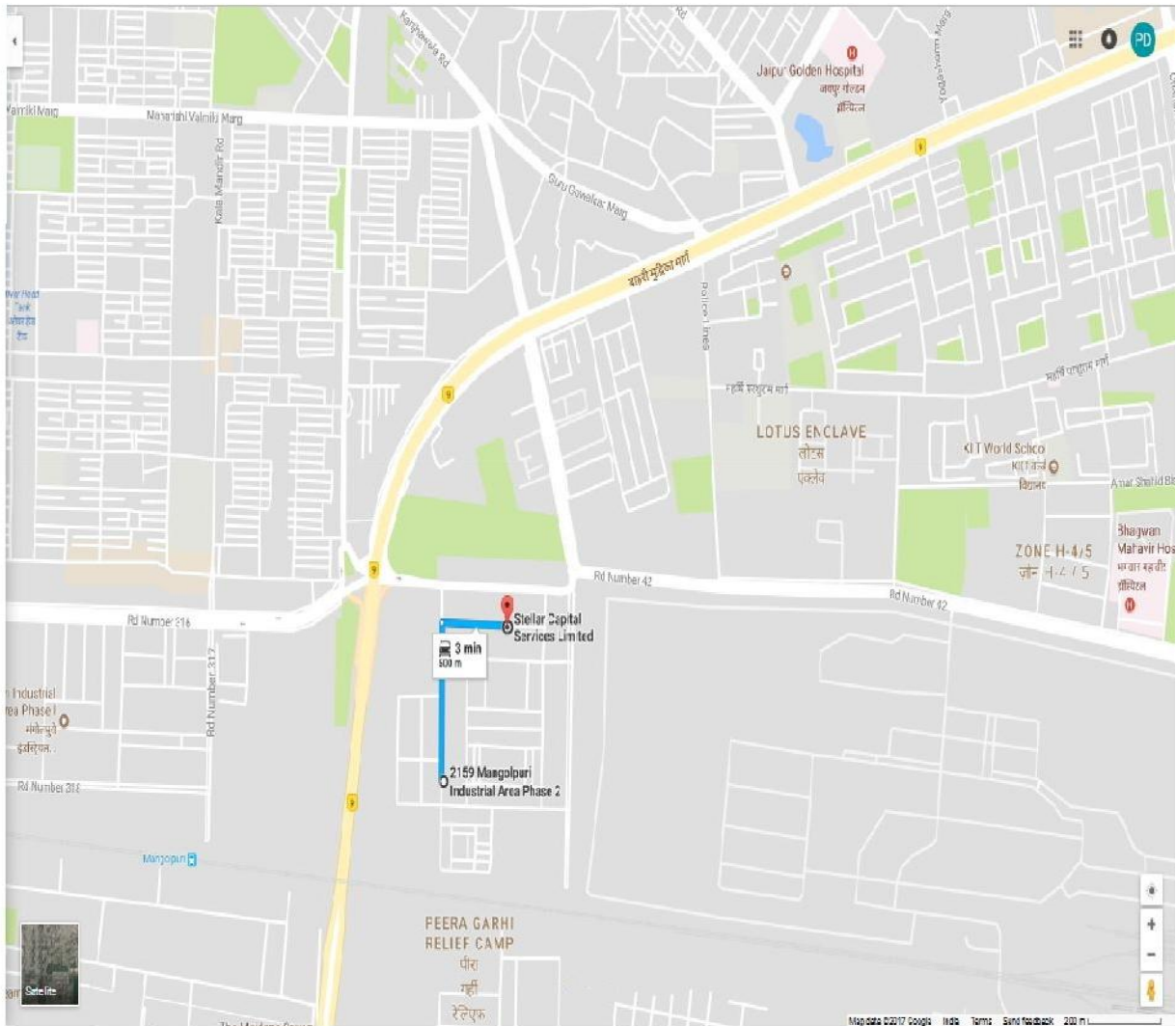
Except Mr. Babu Lal Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

ANNEXURE TO NOTICE
INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS),
REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED

Name of the Director	Ankit Dixit	Rajni Aneja	Babu Lal Gupta
Date of Birth	08/06/1985	06/06/1967	02/12/1948
DIN	02923396	00341959	07325714
Date of Appointment	13.07.2017	13.07.2017	27.07.2017
Relationship with Directors	NIL	Mother of Mr. Pranay Aneja	NIL
Expertise in specific functional area	Finance and Administration	Finance and Administration	General Administration
Qualification	Graduate	Graduate	Graduate
Board Membership of other companies as on March 31,2017	Directorship in 4 Companies	Directorship in 5 Companies	Directorship in 1Company

Chairman/ Member of the Committee of the Board of Directors as on March 31, 2017	NIL	NIL	NIL
a)Audit Committee	Member	NIL	NIL
b)Nomination and Remuneration Committee	Member	NIL	NIL
c) Stakeholder Relationship Committee	Member	NIL	NIL
d)Other Committee	NIL	NIL	NIL
Number of shares held in the Company as on March 31, 2017	186000	2421000	NIL

ROUTE MAP



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

BALLOT FORM

1. Name and Registered Address of the
Sole/ First named Shareholder:
2. Name(s) of the Joint Holder(s) (if any):-
3. Registered Folio No:-
4. Folio No. / DP ID: / Client Id:
5. Number of Shares(s) held:
6. I / We hereby exercise my/ our vote(s) in respect of the resolutions set out in the Notice of the 23rd Annual General Meeting (AGM) of the Company to be held on Thursday, 28th September, 2017 by recording my/our assent or dissent to the said Resolutions by placing tick () mark in the appropriate box below:

Resolution No.	No. of Shares held	For	Against
Ordinary Business		I/We assent to the resolution	I/We dissent to the resolution
1.	Adoption of Financial Statement for F.Y. 2016-17		
2.	Appointment of Mrs. Rajni Aneja (DIN:-003419589) Director liable to retire by rotation.		
3.	Ratification of Appointment of Statutory Auditor.		
Special Business			
4.	Appointment of Mr. Ankit Dixit (DIN:-02923396) as an Independent Director of the Company.		
5.	Appointment of Mrs. Rajni Aneja (DIN: 00341959) as Whole Time Director of the company.		
6.	Appointment of Mr. Babu Lal Gupta (DIN:-07325741) as an Independent Director of the Company.		

Place:-
Date:-

Signature:-

Note: Please read instructions given at Note of the Notice of the 23rd Annual General Meeting carefully before voting electronically.

PARTICULAR OF E-VOTING

Annual General Meeting of the Company held on Thursday, the 28th September, 2017 at 12:00 P.M. at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

FolioNo.....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

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 Thursday, 28th September, 2017 at 12:00 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	FOR	AGAINST
ORDINARY BUSINESS			
1	Adoption of Financial Statement for F.Y. 2016-17		
2	Appointment of Mrs. Rajni Aneja (DIN:- 003419589) Director liable to retire by rotation.		
3	Ratification of Appointment of Statutory Auditor.		
SPECIAL BUSINESS			
4	Appointment of Mr. Ankit Dixit (DIN:- 02923396) as an Independent Director of the Company.		
5	Appointment of Mrs. Rajni Aneja (DIN: 00341959) as Whole Time Director of the company.		
6	Appointment of Mr. Babu Lal Gupta (DIN:- 07325741) as an Independent Director of the Company.		

Signed this.....day of.....2017

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.