

STELLAR CAPITAL SERVICES LIMITED

Regd. Office: Plot No.A1 and A2, Road No. 43,Mangolpuri Industrial Area, Community Center,
Pitampura, Phase II, North Delhi - 110 034

CIN:L74899DL1994PLC062247, **Ph. No.:**011-26812222

E-mail id:stellar@lahag.com, stellarcapital@yahoo.in

Website:www.stellarcapitalservices.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), including any statutory modification(s) or re-enactment thereof, for the time being in force and read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Agreement**”), and other applicable laws and regulations as may be applicable, that the resolution annexed below is proposed to be passed by the members as a Special Resolution by way of postal ballot/electronic voting(e-voting).

Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below along with a postal ballot form for your consideration and to enable the members for sending their assent or dissent in writing by Postal Ballot means or through e-voting.

The Board of Directors of the Company has appointed Mr. Dimple Bhatia, Practicing Company Secretary (Membership No. ACS 17826 and C.P No. 12122), as Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner.

Voting through postal ballot/ e-voting shall commence from **Wednesday, February 14, 2018 at (09.00 A.M.) and end on Thursday, March 15, 2018 at (05.00 P.M.)** The scrutinizer’s decision on the validity of votes shall be final. If a member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

Shareholders desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of postal ballot form.
- Send duly filled form to the Scrutinizer not later than 5:00 P.M. on 15th March, 2018.

Shareholders desiring to exercise their vote by e-voting:

- Read carefully instructions for e-voting given on the back side of postal ballot form.
- Voting shall be closed by CDSL on 15th March, 2018 at 5:00 P.M.

The scrutinizer after completing the scrutiny of postal ballot forms (including e-voting) will submit his report to the Chairman on or before 17th March, 2018 and results will be announced by the Chairman on or before 17th March, 2018 at 5:00 P.M.

The results together with the scrutinizer’s report will be posted on the Company’s website viz. www.stellarcapitalservices.com and also on the website of CDSL viz. www.cdslindia.com besides being communicated to the BSE where the Company’s shares are listed.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Thursday, March 15, 2018**, i.e. the last date specified for receipt of duly complied postal ballot forms and e-votings.

SPECIAL BUSINESS

ITEM No.1

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

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM NCT OF DELHI TO THE STATE OF HARYANA:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to the approval of Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from the “NCT of Delhi” to the “State of Haryana”.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

“II. The Registered Office of the Company will be situated in the STATE OF HARYANA.”

RESOLVED FURTHER THAT subject to the approval of central government, the Registered Office of the Company be shifted to such place in the State of Haryana as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any of the authorities, statutory bodies or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may be deemed necessary and proper in this matter.”

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

**Sd/-
Pranay Aneja
Managing Director**

**Date: 06-02-2018
Place: New Delhi**

Notes

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
2. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the ballot form by post. The company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
3. Resolutions passed by the shareholders with requisite majority, through postal ballot and e-voting shall be deemed to have been passed at a general meeting of the shareholders of the Company on that behalf.
4. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed business reply envelope.
5. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members / list of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on 06th February, 2018 (cut-off date). The notice will be displayed on the website of the Company (www.stellarcapitalservices.com) and website of CDSL.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on end of day of Tuesday, 06th February, 2018.
7. Mr. Dimple Bhatia, Practicing Company Secretary (Membership No. ACS 17826 and CP No. 12122), has been appointed as the Scrutinizer to conduct the postal ballot and remote e-voting process in fair and transparent manner.
8. Postal Ballot form can also be downloaded from the website of the Company i.e. www.stellarcapitalservices.com or seek duplicate postal ballot from the Company.
9. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 5:00 p.m. on Thursday, 15th March, 2018. Any postal Ballot form received after the said date and time period shall be treated invalid.
10. Incomplete, unsigned, improperly and incorrectly marked postal ballot forms will be rejected. There will be 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint members.

11. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company and / or furnished to CDSL/NSDL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by certified copy of the board resolution / authorization giving the requisite authority to the person voting on the postal ballot form.
12. A member cannot exercise his/her vote by proxy on postal ballot.
13. Members having any queries relevant to voting via postal ballot /e-voting may mail to Company Secretary at stellar@lahag.com or call at 08587000091.
14. Members who have not registered their email address so far are requested to register their e-mail addresses with:
 - Our Registrar "Skyline Financial Services Private Ltd." or mail at atadmin@skylinerta.com (if having shares in Physical Form)
 - Their respective depository participant (If having shares in Demat Form) for receiving all future communications including Annual Report, Notices, Circulars, etc. from the Company in electronic mode.

15. The procedure and instructions for remote e-voting are as under:

A.

- (i) The voting period begins on Wednesday, February 14, 2018 at 9:00 A.M. and end on Thursday, March 15, 2018 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 06th February, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholder –Login.
- (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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 (iv).

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

(ix) 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.

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

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

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else

to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App store or windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to tohelpdesk.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.
- (XX) 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.

B. For members who receive the notice of postal ballot in physical form:

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes. Please refer instructions below for more details.
- (ii) Members may opt for e-voting. Please follow all steps from Sl. No. A (i) To Sl. No. A (xx) above, to cast vote.

In the event, a member casts his votes through both the processes i.e. e- voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In respect of Resolutions set out at Item No.1

The members are informed that:

Presently, the Company's Registered Office is located at National Capital Territory (NCT) of Delhi. The Board of Directors of the Company at their meeting held on 06th February, 2018 has proposed to shift the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" due to the following reasons:-

- I. To carry on the business of the Company more economically, efficiently and with better operational convenience.
- II. Further, Haryana is a Hub of Various Big Corporate Houses which in turn will help the Company to expand its business.

The Board of Directors analyzes that number of business opportunities are available in the State of Haryana. So, it would be convenient to carry on the business activities & administration of the Company more efficiently and smoothly from the State of Haryana, therefore the shifting of the Registered Office will help, in expansion and growth of the business of the Company.

In this connection Board of Directors has decided that the Registered Office of the Company be shifted from the National Capital Territory of Delhi to the State of Haryana as per the provisions of section 12, and section 13 of the Companies Act, 2013 and other applicable provisions, if any. Such shifting of Registered Office require to alter the Clause II of the Memorandum of Association of the Company and also required to obtain necessary approval of Shareholders and Regional Director, Northern Region, New Delhi and other authorities if required, under the applicable laws.

Therefore the Board of Directors recommends to pass the above said resolutions as **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise in the above resolution except to the extent of their shareholding in the Company, if any.

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

**Sd/-
Pranay Aneja
Managing Director**

**Date: 06-02-2018
Place: New Delhi**

STELLAR CAPITAL SERVICES LIMITED

Regd. Office: Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area,
Community Center, Pitampura, Phase –II, North Delhi-110 034

CIN: L74899DL1994PLC062247, **Ph. No.:** 011-26812222

E-mail id: stellar@lahag.com, stellarcapital@yahoo.in

Website: www.stellarcapitalservices.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by Board of Directors of the Company)
Please read the instructions printed overleaf carefully before completing this form

Sr. No

1	Name and Registered Address of the Sole/First named Shareholder (in block letters)	:	
2.	Name(s) of the Joint Holders, if any (in block letters)	:	
3.	Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)	:	
4.	No. of Equity Shares held	:	

5. I/We hereby exercise my/our vote in respect of Resolution to be passed through postal ballot for the business stated in the notice of postal ballot of the Company, by sending my/our assent/dissent to the said Resolution by placing the tick mark (v) in the appropriate column below:

Item No.	Description of the Resolution	No. of the shares for which vote cast	I/We assent (agree) to the resolution	I/We dissent (disagree) to the resolution
1.	Special Resolution Shifting of Registered office from the NCT of Delhi to the State of Haryana and Alteration of clause II of the Memorandum of Association of the Company			

Place:

Date:

Signature of the shareholder

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at link <https://www.evotingindia.com> the electronic voting particulars are set out as follows:

EVSN (E-voting sequence Number)	USER ID	Sequence No

***Applicable for those who have not registered their PAN**

Notes:

- i) **If the voting rights are exercised electronically, there is no need to use this form.**
- ii) **Please read carefully the instructions printed overleaf before exercising your vote.**

This postal ballot form duly filled and signed should reach the scrutinizer not later than 5:00 P.M (IST) on Thursday, March 15, 2018.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot form and send it to the scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this postal ballot form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
4. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of number of joint holders.
5. The votes should be cast either in favour or against by putting the tick (v) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns of the same shares shall render the Postal Ballot Form invalid.

6. The votes of a member will be considered invalid on any of the following grounds:
 - a) Unsigned Postal Ballot Forms will be rejected;
 - b) If the member's signature does not tally;
 - c) If the Postal Ballot Form is incomplete or incorrectly filled;
 - d) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.

7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M (IST) on Thursday, March 15, 2018. Postal Ballot forms received after this date will be treated as if the reply from the shareholders has not been received and the same will not be considered for the purpose of postal ballot.

8. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on February 06, 2018.

9. Postal Ballot forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of Board of Directors of the corporate shareholder being represented. If the same is/are registered with the Company, please quote the registration no. beneath the signature.

10. Shareholders are requested not to send any other paper along with Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.

11. The result of the postal ballot will be declared in the newspapers for the information of the shareholders, uploaded on the Company's website www.stellarcapitalservices.com and communicated to the BSE Limited (Stock Exchange).

12. The scrutinizer's decision on the validity of a postal ballot will be final.