

## NOTICE

Notice is hereby given that the Extraordinary General Meeting (EGM) of Stellar Capital Services Limited will be held on Tuesday, 14<sup>th</sup> February, 2017 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 at 10.00 a.m. to transact the following Special businesses:

### ITEM NO-1

#### REGULARISATION OF ADDITIONAL DIRECTOR, MR.PRANAY ANEJA (DIN: 00809285) AS 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 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. Pranay Aneja (DIN: 00809285), who was appointed as an Additional Director by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 05<sup>th</sup> January, 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 Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### ITEM NO-2

#### REGULARISATION OF ADDITIONAL DIRECTOR, MRS. RAJNI ANEJA (DIN: 00341959) AS 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 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, Mrs. Rajni Aneja (DIN: 00341959), who was appointed as an Additional Director by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 05<sup>th</sup> January, 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 her candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO-3**

**ALTERATION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Memorandum of Association of the Company in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new Memorandum of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO-4**

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO-5**

**APPOINTMENT OF MR. PRANAY ANEJA (DIN: 00809285) AS EXECUTIVE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special 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 Mr. Pranay Aneja (DIN: 00809285) as Executive Chairman and Managing Director of the Company for a period of five years commencing from 05<sup>th</sup> January, 2017 till 04<sup>th</sup> January, 2022 at a consolidated remuneration of Rs. 30,000/- (Rupees Thirty Thousand 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 Mr. Pranay Aneja.

**RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, Mr. Pranay Aneja (DIN: 00809285) 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.

**RESOLVED FURTHER THAT** during the appointment of his tenure, Mr. Pranay Aneja, Executive Chairman and Managing Director shall not be liable to retire by rotation and shall perform all such duties as are entrusted to him from time to time by the Board of Directors and as may be required to be performed by him from time to time, subject to the supervision and control of the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO-6**

**RE-CLASSIFICATION OF PROMOTER(S) AND PROMOTER GROUP**

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

“**RESOLVED THAT** in accordance with Regulation 31A(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any and subject to necessary approvals from Stock Exchange(s) and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the following persons/entities from the Promoter & Promoter Group Category to Public Category (hereinafter individually & jointly referred to as the ‘Outgoing Promoters & Promoter Group’):

1. Mr. Vishal Sharma
2. Mr. Vikram Sharma
3. Mr. Ashish Bansal
4. M/s Technofab Constructions Private Limited, through its authorized Representative namely Mr. Ashish Bansal

**RESOLVED FURTHER THAT** pursuant to the Regulation 31A(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time (“SEBI (SAST) Regulations 2011”), the following persons shall replace the Outgoing Promoters & Promoter Group and shall be listed as the Promoters & Promoter Group in the shareholding pattern of the Company.

- 1) Mrs. Rajni Aneja
- 2) Mr. Pranay Aneja

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to submit the application for above mentioned re-classification to the Stock Exchange, wherein the securities of the Company are listed or any other regulatory body, as may be required, to settle any questions, difficulties or doubts that may arise in this regard and to make such representation and to take such steps expedient or desirable to give effect to this resolution.”

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

**Place: New Delhi**  
**Date: 17<sup>th</sup> January, 2017**

**Sd/-**  
**Manisha Rajpal**  
**(Company Secretary)**  
**(M.No.: A35568)**

**NOTES:**

- 1) **APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. PROXY FORM IS ENCLOSED WITH THE NOTICE. PROXY FORMS SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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 EGM and ending with the conclusion of the EGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

- 2) Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting.
- 3) **Corporate Members:** Pursuant to Section 113 of the Companies Act, 2013, the Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra-Ordinary General Meeting.
- 4) **Queries at the EGM:** In case you have any query relating to the enclosed agenda items or queries proposed to be raised at the Extra-ordinary General Meeting may be sent to the Company at its registered office or on email Id [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in) at least seven days prior to the date of EGM to enable the management to compile the relevant information to reply the same in the meeting.
- 5) Members are requested to notify any change in their address immediately to the Share Transfer Agent of the Company- M/s Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020. If shares are held in electronic form, intimate any change in their addresses/bank details to the concerned Depository Participant.
- 6) **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 08<sup>th</sup> February, 2017 to Tuesday, 14<sup>th</sup> February, 2017 (both days inclusive).
- 7) **CUT OFF DATE:**
- This Notice is being sent to all the members whose name appears as on 13<sup>th</sup> January, 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.
  - A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Tuesday, 07<sup>th</sup> February, 2017 (the "Cut- Off Date") only shall be entitled to vote through Remote E-voting and at the EGM. 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.

- 8) Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking re-appointment at the EGM, is provided herein below:

Name of the Director	Pranay Aneja	Rajni Aneja
DIN	00809285	00341959
Date of Birth	20-06-1988	06-06-1967
Age	29 Years	50 Years
Category of the Director	Promoter - Executive	Promoter - Executive
Educational Qualifications	MBA	Graduate
Experience	7 Years	22 Years
Expertise in specific functional areas	Management Consultancy	Finance & Administration
Date of Appointment on the Board	05/01/2017	05/01/2017
Terms and conditions of appointment	He will receive remuneration by way of salary not exceeding Rs. 30,000/-per month and other perquisites in accordance with the schedule V to the Act.	N.A
Remuneration last drawn	Nil	Nil
Remuneration proposed to be given	30,000/-	Nil
Number of shares held in the Company as on date	1980000	2421000
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	One Hindustan Spirits Limited -Director	Two 1. Sita Kiran Construction & Leasing India Limited-Director 2. Hindustan Spirits Limited- Director
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies including Stellar capital Services Limited	Nil	Nil
Relationship between Directors inter se	Mr. Pranay Aneja is the Son of Mrs. Rajni Aneja	Mrs. Rajni Aneja is the mother of Mr. Pranay Aneja
Number of meetings of the Board attended during the Financial year	N.A	N.A

- 9) 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. 1, 2, 3, 4, 5 and 6 is annexed hereto.
- 10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Skyline Financial Services (P) Ltd.

- 11) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company's Registrar and Share Transfer Agent for consolidation into a single folio.
- 12) As per the Provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from Company's Registrar and Share Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 13) **Inspection of Documents:** Documents referred to in the Extra-Ordinary General Meeting Notice are open for inspection at the registered office of the Company at all working days except Saturdays and Sundays between 11:00 A.M. to 1:00 P.M. up to the date of Extra-Ordinary General Meeting.
- 14) **Communication to Members**
  - a. **Dispatch of Notice of EGM :** The Notice of EGM is being sent through electronic mode to the members whose email addresses are registered with the Company/Depository Participant(s), Physical copy of the aforesaid documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have still not registered their e-mail addresses are requested to register their e-mail addresses, in respect of shares held in electronic mode, with their depository participant and in respect of the shares held in physical mode, with the company/ Skyline Financial Services Private Limited., the Registrar and Share Transfer Agent.
  - b. Members may also note that the Notice of the EGM will also 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)
  - c. 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 Extra-Ordinary General Meeting.
  - d. 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 Sundays, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Extra-Ordinary General Meeting.
  - e. 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 Notice of EGM. 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.
  - f. 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.

15) **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL):

A. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, 11<sup>th</sup> February, 2017 at 09:00 A.M. and ends on Monday, 13<sup>th</sup> February, 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 (record date) Tuesday, 07<sup>th</sup> February, 2017, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li><li>• 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.</li></ul>
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"><li>• 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).</li></ul>

- (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 Capital Services 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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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.
- (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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- B. The e-voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 07<sup>th</sup> February, 2017 .
- C. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- D. The Company has appointed Mr. Dimple Bhatia, Practising Company Secretary, Proprietor of M/s Dimple Bhatia & Associates, Company Secretaries, New Delhi (Membership Number:-17826, COP Number: 12122) to act as the Scrutinizer, to scrutinize the entire e-voting / ballot voting process in a fair and transparent manner.
- E. The facility for voting through Ballot shall also be made available at the meeting to those Members who have not already cast their vote through remote e-voting.



- F. The Members who have casted their votes through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- G. The Scrutinizer shall after the conclusion of voting at the Extra-Ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- H. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Extra-Ordinary General Meeting.
- I. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.stellarcapitalservices.com](http://www.stellarcapitalservices.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

**Place: New Delhi**  
**Date: 17<sup>th</sup> January, 2017**

**Sd/-**  
**Manisha Rajpal**  
**(Company Secretary)**  
**(M.No.: A35568)**

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

#### ITEM NO. 1

Pursuant to Transfer of Control and Completion of Open Offer formalities under SEBI (SAST) Regulations, 2011, the Board of Directors of the Company in its meeting held on 05<sup>th</sup> January, 2017 has appointed Mr. Pranay Aneja (DIN: 00809285) as an Additional Director of the Company in compliance of applicable provisions of Section 161 of the Companies Act, 2013 ('the Act') and all other provisions, if any.

In terms of the provisions of section 161 of the Act, Mr. Pranay Aneja would hold the office upto the date of ensuring Annual General Meeting of the Company. However he can be regularized as the Director at any general meeting of the Company. The Company has received the request notice in writing under Section 160 of the Act along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member proposing the candidature of Mr. Pranay Aneja as the Director of the Company.

Further Mr. Pranay Aneja has consented to the proposed appointment and declared qualified and in opinion of the Board of Directors, Mr. Pranay Aneja, proposed to be appointed as the Director of the Company, fulfills the conditions specified in the Act and rules made there under.

The Board recommends the resolution set forth in item no. 1 for the approval of members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Pranay Aneja, being an appointee and Mrs. Rajni Aneja, Additional Director (Mother of Mr. Pranay Aneja) are concerned or interested, financial or otherwise, in the resolution.

#### ITEM NO. 2

Pursuant to Transfer of Control and Completion of Open Offer formalities under SEBI (SAST) Regulations, 2011, the Board of Directors of the Company in its meeting held on 05<sup>th</sup> January, 2017 has appointed Mrs. Rajni Aneja (DIN: 00341959) as an Additional Director of the Company in compliance of applicable provisions of Section 161 of the Companies Act, 2013 ('the Act') and all other provisions, if any.

In terms of the provisions of section 161 of the Act, Mrs. Rajni Aneja would hold the office upto the date of ensuring Annual General Meeting of the Company. However she can be regularized as the Director at any general meeting of the Company. The Company has received the request notice in writing under Section 160 of the Act along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member proposing the candidature of Mrs. Rajni Aneja as the Director of the Company.

Further Mrs. Rajni Aneja has consented to the proposed appointment and declared qualified and in opinion of the Board of Directors, Mrs. Rajni Aneja, proposed to be appointed as the Director of the Company, fulfills the conditions specified in the Act and rules made there under.

The Board recommends the resolution set forth in item no. 2 for the approval of members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Rajni Aneja, being an appointee and Mr. Pranay Aneja, Additional Director (Mother of Mrs. Rajni Aneja) are concerned or interested, financial or otherwise, in the resolution.

#### ITEM NO. 3

As the members are aware, Alteration of Memorandum of Association is necessary to bring in line with newly notified Companies Act, 2013 our existing Memorandum of Association.

According to the new act, the companies now have only Main business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is mandatory to alter and adopt the new Memorandum of Association as per the Companies Act, 2013.

A copy of the proposed set of altered Memorandum of Association of the Company would be available for inspection at the registered office of the Company during the business hours on any working day up to the date of the EGM.

The Board recommends the resolution set forth in item no. 3 for the approval of members.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

#### **ITEM NO. 4**

As the members are aware, the existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contained references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Act.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the models Articles of Association for a Company limited by shares.

A copy of the proposed set of new articles of Associations of the Company would be available for inspection at the registered office of the Company during the business hours on any working day up to the date of the EGM.

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

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

#### **ITEM NO. 5**

The Board of Directors of the Company in its meeting held on 05<sup>th</sup> January, 2017 has appointed Mr. Pranay Aneja (DIN: 00809285) as the Executive Chairman and Managing Director of the Company for a period of five years commencing from 05<sup>th</sup> January, 2017 till 04<sup>th</sup> January, 2022 receiving remuneration by way of salary not exceeding Rs. 30,000/- (Rupees Thirty Thousand Only) and other perquisites in accordance with the schedule V of the Companies Act, 2013; however his appointment was made subject to the approval of the shareholders in the forthcoming General Meeting of the Company.

Mr. Pranay Aneja has done Masters Program in Business Administration ('MBA') from Indian School of Business Management & Administration and has 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 05<sup>th</sup> January, 2017 has approved the appointment of Mr. Pranay Aneja, as Chairman and Managing Director of the Company for a period of five years commencing from 05<sup>th</sup> January, 2017 till 04<sup>th</sup> January, 2022 subject to the approval of the members at this EGM.

Approval of the members is required by way of Special 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 Mr. Pranay Aneja and the terms and conditions of the appointment are given below:

- i. Salary: Rs. 30,000/- (Rupees Thirty Thousand Only)
- ii. Allowances: Nil
- iii Commission: Nil
- iv Perquisites and Benefits: Nil

Your Directors recommend the above remuneration to Mr. Pranay 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 Mr. Pranay Aneja shall not 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 Executive Chairman and Managing 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, being an appointee and Mrs. Rajni Aneja, Additional Director (Mother of Mr. Pranay Aneja) are concerned or interested, financial or otherwise, in the resolution.

## ITEM NO. 6

As the members are aware that the pursuant to the open offer completion under relevant regulations of SEBI (SAST) Regulations 2011 and the resolution passed in 22<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016, the control has been transferred to Mrs. Rajni Aneja and Mr. Pranay Aneja. Therefore the Outgoing promoters of the Company seeking re-classification of their status from promoter category to public category. In this regard Company has received application dated 04<sup>th</sup> January, 2017 along with undertakings from the following persons forming part of Promoter/Promoter Group entities for Re-classifying them from Promoter Category to the Public Category.

1. Mr. Vishal Sharma
2. Mr. Vikram Sharma
3. Mr. Ashish Bansal
4. M/s Technofab Constructions Private Limited, through its authorized Representative namely Mr. Ashish Bansal

Further as on the date of receipt of application by the above persons forming part of Promoter/Promoter Group entities; none of the them hold any key managerial position or representations on the Board of Directors of the Company and have not engaged in any management or day to day affairs of the Company.

None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company.

The Board recommends the resolution set forth in item no. 6 for the approval of members

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

**Place: New Delhi**  
**Date: 17<sup>th</sup> January, 2017**

**Sd/-**  
**Manisha Rajpal**  
**(Company Secretary)**  
**(M.No.: A35568)**

**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)

Extra-Ordinary General Meeting of the Company held on Tuesday, the 14<sup>th</sup> February, 2017 at 10:00 A.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 Attendance Slip at the meeting.

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)

**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 Extra-Ordinary General Meeting of the Company to be held on Tuesday, February 14, 2017 at 10:00 A.M at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

SPECIAL BUSINESS	
Resolution No.	Item
1.	Regularisation of Additional Director, Mr. Pranay Aneja (DIN: 00809285) as Director
2.	Regularisation of Additional Director, Mrs. Rajni Aneja (DIN: 00341959) as Director
3.	Alteration of Memorandum Of Association as per Companies Act, 2013
4.	Adoption of new set of Articles of Association as per Companies Act, 2013
5.	Appointment of Mr. Pranay Aneja (DIN: 00809285) as Executive Chairman and Managing Director of the company
6.	Re-Classification of Promoter(S) Group

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, NewDelhi-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.

# ROUTE MAP



