

# STELLAR CAPITAL SERVICES LIMITED

CIN : L74899DL1994PLC062247

Registered office: Plot No.A1 and A2,Road No.43,Mangolpuri Industrial Area,  
Community Center, Pitampura, Phase 2, Delhi – 110034

Website : [www.stellarcapital.in](http://www.stellarcapital.in) E mail ID : [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in), Ph: 011-26812222

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth (24<sup>th</sup>) Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Friday, 28<sup>th</sup> September, 2018 at 03:00 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-110 034 to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

To consider and adopt the audited financial statements for the financial year ended on March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon.

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

To appoint a director in place of Mrs. Rajni Aneja, (DIN: 00341959) Whole Time Director who liable to retire by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Appointment of Mr. Rupal Singh Kohli (DIN:- 02659897) 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. Rupal Singh Kohli (DIN:- 02659897)**, who was appointed as an Additional Director (Independent Director) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 30<sup>th</sup> March, 2018 and in respect of whom the Company has received a notice in writing 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 an Independent Director of the Company to hold the office for a period of (5) Five Consecutive Years commencing from 30<sup>th</sup> March, 2018 to 29<sup>th</sup> March 2023 and the term shall not be subject to retirement by rotation”.

#### 4. Appointment of Mr. Abhishek Bathla (DIN: 07285639) as an Independent Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **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. Abhishek Bathla (DIN: 07285639)**, who was appointed as an Additional Director ( Independent Director) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 30<sup>th</sup> March, 2018 and in respect of whom the Company has received a notice in writing 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 30<sup>th</sup> March, 2018 to 29<sup>th</sup> March 2023 and the term shall not be subject to retirement by rotation”.

#### 5. To Consider revision in remuneration of Mr. Pranay Aneja, Managing Director of the Company

To consider and if thought fit, to pass the following as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197 of the Companies Act 2013 read with Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company the consent of the members of the Company be and is hereby accorded for increase of remuneration payable to Mr. Pranay Aneja (DIN: 00809285) Managing Director of the Company, from Rs. 3,60,000/- (Rupees Three Lacs Sixty Thousand) per annum to Rs. 4,20,000/- (Rupees Four Lakh Twenty Thousand) per annum with effect from 1<sup>st</sup> April , 2018.”

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee be and are hereby authorized to change/alter/increase/decrease the terms and conditions/remuneration of the Director from time to time subject to such approvals as may be required under the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby severally authorized to file requisite forms with the Ministry of Corporate Affairs and to do all acts, deeds and things in this connection.”

#### 6. To consider revision in remuneration of Mrs. Rajni Aneja, Whole time Director of the Company

To consider and if thought fit, to pass the following as **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197 of the Companies Act 2013 read with Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company the consent of the members of the Company be and is hereby accorded for increase of remuneration payable to Mrs. Rajni Aneja (DIN: 00341959) Whole Time Director of the Company, from Rs. 3,00,000/- (Rupees Three Lacs) per annum to Rs. 4,20,000/- (Rupees Four Lakh Twenty Thousand) per annum with effect from 1<sup>st</sup> April, 2018.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee of the Board be and are hereby authorised to change/alter/increase/decrease the terms and conditions/remuneration of the Director from time to time subject to such approvals as may be required under the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby severally authorized to file requisite forms with the Ministry of Corporate Affairs and to do all acts, deeds and things in this connection.”

#### **7. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of 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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 500 crore (Rupees Five Hundred crore only), notwithstanding that such loan, investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(2), of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

#### **8. Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013**

To Consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to borrow any sum or sums of money, from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only) or equivalent amount in any other foreign currency.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted/to be constituted by the Board and/or any Member of such Committee/Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

#### **9. To approve creation of charge/mortgage/Security on the assets of the Company**

To consider and, if thought fit, to give assent or dissent to the following Resolution as **Special Resolution**:

**“RESOLVED THAT** in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or reenactment thereof, for the time being in force) read with relevant Rules thereof and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”) to sell, lease, mortgage or otherwise dispose of or to create charge and / or hypothecate all the immovable and movable properties of the Company wheresoever situated, present and future and/ or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in lenders / financial institutions (Indian and Foreign) / banks and other institutions for securing borrowings up to **Rs.100 Crores (Rupees One Hundred Crores) only** lent and advanced/ agreed to be lent and advanced by such lenders / financial institutions / banks to the Company together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize and settle with the Lenders, the terms and conditions of such mortgage or charge and execute such

documents/deeds/writings/papers/agreements for creation of the aforesaid mortgage and charge as may be required do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgages/charges as aforesaid and as may be required to give effect to the above resolution."

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

Sd/-  
Payal  
Company Secretary

Date: 31.08.2018  
Place: - New Delhi

Registered Office  
Plot no. A1 & A2, Mangolpuri Industrial area,  
Pitampura, Community Centre, Phase 2  
North Delhi-110 034

#### 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 Special Business to be transacted at the meeting is annexed hereto.

#### 2. PROXY/AUTHORIZED REPRESENTATIVE

(i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL 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 this notice.

(ii) 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 on their behalf at the Meeting.

(iii) 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 Friday 21<sup>st</sup> September, 2018 to Friday 28<sup>th</sup> September, 2018 (both days inclusive).

#### 4. CUT OFF DATE:

- (i) This Notice is being sent to all the members whose name appears as on 24<sup>th</sup> August 2018 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 21<sup>st</sup> September, 2018 (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) Members may also note that the Notice of the 24<sup>th</sup> AGM and the Annual Report 2017-18 will be available on the company's website, [www.stellarcapital.in](http://www.stellarcapital.in). 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).
- (iii) Members seeking any information or clarification on the accounts are requested to send written queries to the Company at the Registered office of the Company or on email Id of the Company at "[stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in)" atleast 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
- (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 Saturday 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) 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.
- (vii) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all

risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Skyline Financial Services Private Limited for assistance in this regard.

- (viii) 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.
- (ix) 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.
- (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 Notice. 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) 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.
- (xii) In order to service the shareholders effectively and for administrative convenience, members are requested to notify multiple folios standing in their name for consolidation, if any, to the Secretarial Department at the Registered Office of the Company immediately.
- (xiii) Members who wish to make nomination for the shares held in the Company may kindly send the details in the form as prescribed under the Companies Act, 2013 and the Rules framed there under to the Registrars of the Company
- (xiv) Members holding shares in physical mode are also requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
- (xv) Route Map of Venue of the Meeting is attached.
- (xvi) In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL in respect of all resolutions set forth in this Notice. The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting.**

**The procedure and instructions for e-voting are as follows:**

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User-ID.

User – ID	For shareholders holding shares in Demat Form:-
	a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL:- 16 digits beneficiary ID
	For Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Verification Code as displayed and Click on Login.
- (vii) 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.
- (vi) 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 the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on separate letter.</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>
Date of Birth (DOB)	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details field as mentioned in above instruction ( vi ).</li> </ul>

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

- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (x) Click on the EVSN <**STELLAR CAPITAL SERVICES LIMITED**> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **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.**
- (xviii) 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 Corporates.
  - 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.

#### **E-voting Period**

- The E-voting period commences on 25th September, 2018 (10:00 am) and ends on 27th September, 2018 (5:00 pm). During the aforesaid period, Members of the company holding shares in physical form or dematerialization form, as on cut off date i.e. 21<sup>st</sup> September, 2018

may opt to cast their votes through electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- **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 21<sup>st</sup> September , 2018, may obtain their user ID and password for e-voting from the Company’s Registrar and Share Transfer Agent or CDSL.

- **Queries in relation to E-voting:**

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).

- **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 (v) 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.

#### **6. SCRUTINIZER**

- Mr. Dimple Bhatia, Company Secretary in practice (C.O.P -12122) 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.
- 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.

#### **7. DECLARATION OF RESULTS**

The Voting Results on above resolutions shall be submitted to the BSE Limited within 48 hours from the conclusion of the AGM of the Company. The Results of voting will be declared and the same along with Scrutinizer’s Report(s) will be placed on the website of the CDSL and the Company’s website [www.stellarcapital.in](http://www.stellarcapital.in) immediately after the result is declared by the Chairman.

#### **8. DEMATERIALIZATION**



As per amended regulation 40 of SEBI (LODR) Regulations, 2015 the requests for effecting transfer of securities shall not be processed after 05 December, 2018 unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your **shares** de-mat at the earliest to avoid any kind of inconvenience.

#### **9. UPDATION OF MEMBER'S DETAILS :**

As per SEBI circular dated 20-04-2018, the Company is required to obtain copy of PAN Card, Bank details, Email id and Mobile / Telephone No from all the shareholders holding shares in physical form. Accordingly you are requested to kindly furnish self-attested copy of your PAN Card and original cancelled " Name printed Cheque" falling which copy of Bank Passbook / Statement attested by the Bank.

A form for capturing the above details is appended to this Notice. As **Annexure-2**. Members are requested to submit the filled in form to the Company or its Registrars and Transfer Agents.

#### **ANNEXURE TO NOTICE EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **In respect of Item No: 3**

Mr. Rupal Singh Kohli (DIN 02659897) was appointed as an Additional (Independent) Director of the Company with effect from 30th March, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Rupal Singh Kohli 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 under Section 160 of the Act, proposing his candidature for the office of Director. Mr. Rupal Singh Kohli has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Rupal Singh Kohli is a Graduate in commerce from Mahatma Jyotiba Phule Rohilkhand University, Bareilly having more than a decade of wide and rich experience in the field of Co-ordination with various departments.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 3 of the Notice for the appointment of Mr. Rupal Singh Kohli as an Independent Director of the Company.

A statement containing his profile is given as per **Annexure 1** to the Notice.

Except Mr. Rupal Singh Kohli being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3

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

Mr. Abhishek Bathla (DIN 07285639) was appointed as an Additional (Independent) Director of the Company with effect from 30th March, 2018 by the Board of Directors. In terms of Section 161(1) of the

Companies Act, 2013, Mr. Abhishek Bathla 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 Member in writing under Section 160 of the Act, proposing his candidature for the office of Director.

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

Mr. Abhishek Bathla is a Post Graduate in Commerce from Mahatma Jyotiba Phule Rohilkhand University, Bareilly. He has an experience of Nine years in the field of real estate

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. Abhishek Bathla as an Independent Director of the Company.

A statement containing his profile is given as per **Annexure-1** to the Notice.

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

##### **In respect of Item no. 5**

The Members of the Company at their General Meeting held on 14th February, 2017 had approved the appointment of Mr. Pranay Aneja as the Managing Director of the Company for a period of five years with effect from 05th January, 2017 and also approved the remuneration payable to Mr. Pranay Aneja of Rs. 360,000 p.a. Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 31st August, 2018 recommended the revised remuneration payable to Mr. Pranay Aneja effective from 1st April, 2018 as follows:

- I. Salary : Rs. 4,20,000/- p.a.
- II. Allowance: Nil
- III. Commission : Nil
- IV. Perquisites and Benefit : Nil

All other terms & conditions of his appointment remain unchanged. In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, shall be payable. Details of Mr. Pranay Aneja as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Pranay Aneja and Mrs. Rajni Aneja Mother of Mr. Pranay Aneja are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice. The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company.

##### **In respect of Item no. 6**

The Members of the Company at their General Meeting held on 28th September, 2017 had approved the appointment of Mrs. Rajni Aneja as the Whole time Director of the Company for a period of five years with effect from 13th July, 2017 and also approved the remuneration

payable to Mrs. Rajni Aneja of Rs. 300,000 p.a. Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 31st August, 2018 recommended the revised remuneration payable to Mrs. Rajni Aneja effective from 1st April, 2018 as follows:

Salary : Rs. 420,000/- p.a.

Allowance:Nil

Commission : Nil

Perquisites and Benefit : Nil

All other terms & conditions of his appointment remain unchanged. In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole Time Director, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, shall be payable. Details of Mrs. Rajni Aneja as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice

None of the Directors or Key Managerial Personnel or their relatives, except Mrs. Rajni Aneja and Mr. Pranay Aneja son of Mrs. Rajni Aneja are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice. The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company.

#### **In respect of Item no. 7**

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

#### **In respect of Item no. 8**

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital, free reserves and Securities Premium of the Company.

However in view of the business expansion, the Company would require, from time to time, additional banking facilities to meet the funding requirements of the Company. Accordingly, it is proposed to fix the borrowing limit upto 100 Crores. Accordingly, the Resolution Nos 8 is proposed to obtain necessary consent of the Company in term of the provision of Sections 180(1) (c) of the Companies Act, 2013. In view of the above, the Board of Directors recommends passing of resolutions under Item no. 8 as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

#### **In respect of Item no. 9**

Pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except approval of the Shareholders is obtained by way of a Special Resolution.

In this connection the consent of the members of the Company is required to enable the Board of Directors of the Company ( the "Board") to sell, lease, mortgage or otherwise dispose of or to create charge and / or hypothecate all the immovable and movable properties of the Company wheresoever situated, present and future and/ or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in lenders / financial institutions (Indian and Foreign) / banks and other institutions for securing borrowings up to **Rs.100 Crores (Rupees One Hundred Crores) only** lent and advanced/ agreed to be lent and advanced by such lenders / financial institutions / banks to the Company together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings.

The Special resolution as set out in Item no. 9 of this Notice is accordingly recommended for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 9 of the Notice

#### **ANNEXURE -1 TO NOTICE**

#### **Details of Directors seeking appointment/re-appointment/revision in remuneration in the forthcoming Annual General Meeting as per SEBI (LODR) Regulation 2015 and Secretarial Standards**

Name of the Director	Rupal Singh Kohli	Abhishek Bathla	Pranay Aneja	Rajni Aneja
Date of Birth	30.10.1982	31.12.1982	20.06.1988	06.06.1967
DIN	02659897	07285639	00809285	00341959

Date of first Appointment on the Board	30.03.2018	30.03.2018	05.01.2017	05.01.2017
Relationship with Director	NIL	NIL	Son of Mrs. Rajni Aneja	Mother of Mr. Pranay Aneja
Expertise in specific functional area	Co-ordination and accounts	Real Estate	Management Consultancy	Finance and administration
Qualification	Graduate	Post Graduate	MBA	Graduate
Board Membership of other companies as on March 31, 2018	Director in 1 Company	Director in 1 Company	Director in 1 Company	Director in 1 Company
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2018	Member of committee	Member of the Committee	Member of committee	-
a) Audit Committee	Member	-	Member	-
b) NRC Committee	Member	Member	Member	-

c) Stakeholder Relationship Committee	Member	-	Member	-
d) Other Committee	-	-	-	
Number of shares held in the Company as on March 31, 2018	-	48,000	28,02,000	32,01,000

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

**Sd/-**  
**Payal**  
**Company Secretary**

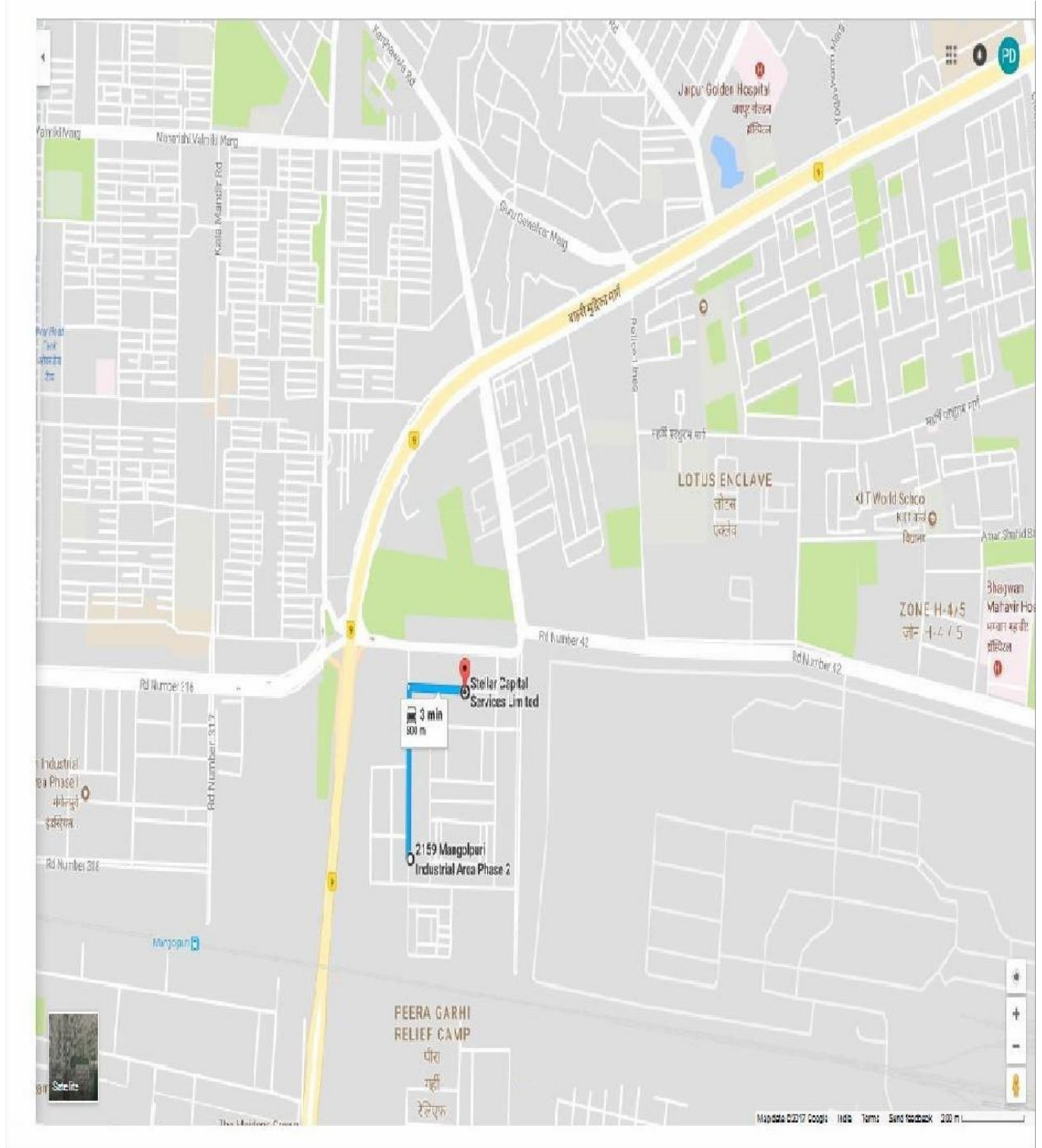
**Date: 31.08.2018**  
**Place: - New Delhi**

**Registered Office**  
Plot no. A1 & A2, Mangolpuri Industrial area,  
Pitampura, Community Centre, Phase 2  
North Delhi-110 034



**ROUTE MAP**

**Stellar Capital Services Limited**



**Registered office : Plot A1 and A2, Mangolpuri Industrial area, phase-2, Pitampura, Delhi-110034**

## STELLAR CAPITAL SERVICES LIMITED

CIN : L74899DL1994PLC062247

Registered office: Plot No.A1 and A2,Road No.43,Mangolpuri Industrial Area,  
Community Center, Pitampura, Phase 2, Delhi – 110034

Website : [www.stellarcapital.in](http://www.stellarcapital.in) E mail ID : [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in), Ph: 011-26812222

### ATTENDANCE SLIP

24th ANNUAL GENERAL MEETING – SEPTEMBER 28, 2018

Please fill the Folio/DP ID-Client ID No. and name and sign the Attendance Slip and hand it over at the Attendance verification Counter at the Entrance of the meeting hall

Members' Name and Address details : \_\_\_\_\_  
Reg. Folio No. : \_\_\_\_\_  
DP & Client No. : \_\_\_\_\_  
No. of Shares Held : \_\_\_\_\_

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 24th Annual General Meeting of the Company at its registered office at Plot no. A1 and A2, Mangolpuri Industrial Area, Pitampura Community Centre Delhi-110034 on Friday, 28th September, 2018 at 03:00 p.m.

Member's Name : \_\_\_\_\_  
Proxy's Name : \_\_\_\_\_  
Member's/Proxy's Signature : \_\_\_\_\_

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User id	Sequence Number

**Note:** Please refer to the instruction printed under the Notes to the Notice of the 24th Annual General Meeting. The E-voting period starts Tuesday 25-09-2018 at 10:00 am IST and ends on Thursday 27-09-2018 at 5:00 pm IST. The E-Voting portal shall be disabled by CDSL immediately after 5:00 pm IST on 27-09-2018.

## STELLAR CAPITAL SERVICES LIMITED

CIN : L74899DL1994PLC062247

Registered office: Plot No.A1 and A2,Road No.43,Mangolpuri Industrial Area,  
Community Center, Pitampura, Phase 2, Delhi – 110034

Website : [www.stellarcapital.in](http://www.stellarcapital.in) E mail ID : [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in), Ph: 011-26812222

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]

**24<sup>th</sup> ANNUAL GENERAL MEETING – SEPTEMBER 28, 2018 AT 03:00 P.M.**

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

I/We being the holder of \_\_\_\_\_ equity shares of Stellar Capital Services Limited \_\_\_\_\_ hereby appoint

- Name : \_\_\_\_\_  
Email : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him/her
- Name : \_\_\_\_\_  
Email : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him/her

as my/our **proxy** to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 28<sup>th</sup> September, 2018 at 03:00 p.m. at the registered office of the Company at Plot no. A1 and A2, Mangolpuri Industrial Area, Community Centre, Pitampura, Phase-2, Delhi-110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	RESOLUTIONS	Tick appropriately
	<b>ORDINARY RESOLUTION</b>	
1.	To consider and adopt the audited financial statements for the year financial ended on March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon.	For/Against

2.	To appoint a Director in place of Mrs. Rajni Aneja (DIN 00341959) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible offer herself for re-appointment	For/Against
3.	To Appoint Mr. Rupal Singh Kohli (DIN:- 02659897) as an Independent Director of the Company	For/Against
4.	To Appoint Mr. Abhishek Bathla (DIN: 07285639) as an Independent Director of the Company.	For/Against
<b>SPECIAL RESOLUTION</b>		
5.	To Consider revision in remuneration of Mr. Pranay Aneja, Managing Director of the Company	For/Against
6.	To consider revision in remuneration of Mrs. Rajni Aneja, Whole time Director of the Company	For/Against
7.	To approve Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013	For/Against
8.	To Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013	For/Against
9.	To approve creation of charge/mortgage/Security on the assets of the Company	For/Against

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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

(Signature across the stamp)

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy Holder (s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. For the Resolutions, explanatory statement and notes please refer to the Notice of the Annual General Meeting.

**Annexure –2**

To,

Name of Company

Dear Sir,

I am furnishing here details as required by you, kindly record the same and send us confirmation.

Name of Shareholders	
Folio No	
PAN (Attached Self attested copy of PAN Ist Holders)	
Bank A/c No (Kindly attach name printed cancel cheque / attested copy of passbook)	
Bank name	
Branch Address	
IFSC No	
MICR No	
MICR No	
Email Id	
Mobile / Telephone No	

Signature of Shareholders----- →

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