

STELLAR CAPITAL SERVICES LIMITED



ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-18

CORPORATE INFORMATION **STELLAR CAPITAL SERVICES LIMITED** **CIN :L74899DL1994PLC062247**

BOARD OF DIRECTORS

- RAJNI ANEJA : WHOLETIME DIRECTOR
- PRANAY ANEJA : MANAGING DIRECTOR
- AMAR PAL SINGH : DIRECTOR
- ABHISHEK BATHLA : DIRECTOR
- RUPAL SINGH KOHLI :DIRECTOR

CHIEF FINANCIAL OFFICER

- ASHWANI RAMPAL

COMPANY SECRETARY & COMPLIANCE OFFICER

- PAYAL

AUDITORS

- STATUTORY AUDITORS: M/s. V.N. PUROHIT & CO. CHARTERED ACCOUNTANT
- SECRETARIAL AUDITORS :M/s. DIMPLE BHATIA & ASSOCIATES, COMPANY SECRETARIES
- INTERNAL AUDITORS :M/s. MST & COMPANY, CHARTERED ACCOUNTANT

REGISTERED OFFICE

PLOT NO. A1 AND A2, ROAD NO.43,
MANGOLPURI INDUSTRIAL AREA,
COMMUNITY CENTER, PITAMPURA,
PHASE 2, DELHI 110034

Website : www.stellarcapital.in

E mail ID : stellarcapital@yahoo.in

REGISTRAR AND SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

D-153 A, 1ST FLOOR, OKHLA INDUSTRIAL AREA,
PHASE – I, NEW DELHI – 110 020

TEL NO.: 011-26812682-83

E-mail id: admin@skylinerta.com

Website : www.skylinerta.com

LISTED AT

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

BANKERS OF THE COMPANY

Punjab National Bank : Pitampura, Delhi

State Bank of India : Okhla, New Delhi

H.D.F.C Bank : Okhla, New Delhi

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting the 24th Annual Report of your Company alongwith Audited Financial Statements and the Auditor's Report thereon for the Year ended 31st March, 2018.

FINANCIAL PERFORMANCE

Particulars	Financial year ended (in Rupees)	
	31 st March, 2018	31 st March, 2017
Total Income	58,867,226	54,829,434
Total expenditure	55,584,994	53,670,006
Profit before tax	3,282,232	1,159,428
Profit after tax	2,426,775	836,261
Paid- up Share Capital	249,615,000	249,615,000
Reserves and Surplus	205,644,606	203,340,338

HIGHLIGHTS OF PERFORMANCE

During the year under review, Income for the year is increased from Rs. 54,829,434 in 2017 to Rs. 58,867,226 in 2018. Profit before tax increased from Rs. 1,159,428 in the previous year 2017 to Rs. 3,282,232 in the current year 2018. The net profit also increased from Rs. 836,261 in the previous year 2017 to Rs. 2,426,775 in the current year 2018.

DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2017-18. The Board assures you to present a much strong financial statements in coming years.

SHARE CAPITAL

The Paid up Share Capital as on 31st March, 2018 was Rs. 249,615,000. During the year under review the company has not issued any shares, debentures or any other convertible instruments.

a. BUY BACK OF SECURITIES

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

b. SWEAT EQUITY

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

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

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

e. ISSUE OF SHARES THROUGH PREFERENTIAL ALLOTMENT

The Company has not issued any equity shares by way of preferential allotment during the year under review.

FIXED DEPOSIT

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

TRANSFER TO GENERAL RESERVES

The Company has transferred an amount of Rs. 485,355 to Special Reserve maintained under Section 45-IC of the Reserve Bank of India Act, 1934. The Company has not transferred any amount to the General Reserve for the F.Y ended March 31, 2018.

CHANGE IN THE NATURE OF BUSINESS

There was no changes in the nature of the business during the financial year.

MATERIAL CHANGES AND COMMITMENTS

As per Regulation 31A (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the BSE Limited has approved the Application for Re-classification of the Promoters of the Company via its letter dated 25th April, 2017. Thereafter, Mr. Pranay Aneja and Mrs. Rajni Aneja were categorized as promoters of the Company in the respective documents.

Except the above mentioned there were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as on 31st March 2018, in the prescribed form MGT 9 forms a part of this report as "**Annexure - I**".

DETAIL OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY DURING THE YEAR

The Company has no subsidiary, joint venture or associated company therefore disclosures in this regards are not provided in this report.

PERFORMANCE AND FINANCIAL POSITION OF EACH SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

The company has no subsidiary, joint venture or associated company so there is no requirement of description of performance in this regard.

AUDITORS

A. Statutory Auditors

At the Annual General Meeting held on 30th September, 2015 M/s V.N. Purohit & Co., Chartered Accountants, was appointed as Statutory Auditors of the Company to hold the office till the conclusion of the Annual General Meeting to be held in the year 2019 on such remuneration as may be decided by the Board of Directors of the Company.

Auditor's Report

The Auditor has emphasised regarding excess remuneration to Directors of the Company which was over and above the original remuneration sanctioned and approved by the shareholders.

The company has taken note of the same and the corrective action in this regard will be taken upto ensuing Annual General Meeting of the Company.

B. Secretarial Auditor

Dimple Bhatia & Associates, Company Secretaries was appointed as a secretarial auditor to conduct the secretarial audit of the Company for the F.Y 2017-18, as required under Section 204 of the Companies Act, 2013 and rules there under. The Secretarial audit Report for F.Y 2017-18 forms a part of this Report as **Annexure-II**

C. Internal Auditor

MST and Company, Chartered Accountant was also appointed as an internal auditor of the Company.

D. Cost Audit

Provision related to Cost Audit is not applicable to the Company.

COURT/TRIBUNAL ORDERS

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

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

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

Information required to be given pursuant to section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of Board's Report for the year ended March 31, 2018 are given as below:

A. Conservation of Energy and Technology Absorption

Since the Company does not own any manufacturing activity, the Energy Conservation and Technology Absorption particulars as mentioned in the Companies (Accounts) Rules, 2014, are not applicable.

B. Foreign Exchange Earning And Outgo :-

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

	Year 2018 (Amount)	Year 2017 (Amount)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

RBIGUIDELINES

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India, from time to time.

CORPORATE SOCIAL RESPONSIBILITY

Provisions related CSR under Section 135 of the Companies Act, 2013 are not applicable to the Company.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2017-18, 12 (twelve) Board Meetings were held on 30th May 2017, 13th July 2017, 27th July 2017, 11th August 2017, 28th August 2017, 31st October 2017, 14th November 2017, 28th December 2017, 18th January 2018, 06th February 2018, 28th February 2018 and 30th March, 2018.

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and Key Managerial Personnel ("KMP") and their remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matter as provided in section 178.

Such policy is annexed as **annexure- III** and same is available at the website of the company at www.stellarcapital.in under the link of <http://stellarcapital.in/wp-content/uploads/2018/07/NRC-POLICY.pdf>

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that, they meet the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and subsequently the same was placed at the Board Meeting.

BOARD EVALUATION

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

The structured evaluation process contained various aspects of the functioning of the Board and its committees, number of committees and their roles, frequency of meetings, level of participation, independence of judgment, performance of duties and obligations and implementation of good Corporate Governance practices.

The evaluation of all the Directors and the board as a whole was conducted based on the criteria and frame work adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

INTERNAL COMPLAINTS COMMITTEE FOR PREVENTION OF SEXUAL HARASSMENT

Pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has constituted Internal Complaints Committee (ICC) where any grievances of sexual harassment at workplace can be reported. The Company has also adopted a policy on Prevention of Sexual Harassment at workplace. The objective of the policy is to provide its women employees, a workplace, free from harassment/discrimination and every employee is treated with dignity and respect.

During the year under review, ICC of the Company has not received any complaint pertaining to sexual harassment of women at workplace.

DETAILS OF DIRECTORS OR KMP WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR.

DIRECTORS

- A. Mr. Ankit Dixit was appointed as the Additional Director (Independent Director) on the Board of Director of the Company with effect from 13.07.2017 and resigned w.e.f 18.01.2018
- B. Mr. Roopesh Gupta was appointed as the Additional Director on the Board of Director of the Company with effect from 13.07.2017 and resigned from the post of Additional Director on 10.08.2017.
- C. Ms. Seema Mangal resigned from the post of Independent Director of the Company with effect from 26.07.2017 and Mr. Babu Lal Gupta appointed as an Additional Director (Independent Director) on the Board of Directors of the Company with effect from 27.07.2017 and resigned w.e.f 18.01.2018
- D. Mr. Rupal Singh Kohli and Mr. Abhishek Bathla were appointed as an Additional Directors (Independent Directors) w.e.f 30.03.2018

KEY MANAGERIAL PERSONNEL

- A. Ms. Sushma Aggarwal resigned from the post of Chief Financial Officer (C.F.O) of the Company on

25.05.2017 and Mr. Ashwani Rampal was appointed as the Chief Financial Officer of the Company on 30.05.2017.

- B.** Mrs. Rajni Aneja was appointed as the Director of the Company with effect from 05.01.2017 and was designated as Whole-time Director of the Company with effect from 13.07.2017 and her appointment was regularized by the member of the company in the Annual General Meeting held on 28.09.2017.
- C.** Mr. Priya Datta Joshi resigned from the post of Company Secretary of the Company with effect from 31.10.2017 and the Board of Director in their meeting held on 28.12.2017 appointed Ms. Payal, member of "Institute of Company Secretaries of India", as the Company Secretary and Compliance Officer of the Company in compliance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

COMMITTEES OF THE BOARD

Currently, the Board has 3 Committees; the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Composition of committees as per applicable provisions of the act and rules, are as follows:

Audit Committee

The "Audit Committee" of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 ("the Act") and Comprises of following members:

- Mr. Amar Pal Singh
- Mr. Rupal Singh Kohli
- Mr. Pranay Aneja

Nomination and Remuneration Committee

The "Nomination Remuneration and Committee" has been constituted by the Board as per the requirements of the provisions of Section 178 (1) of the Companies Act, 2013 and comprise of following members :

- Mr. Amar Pal Singh
- Mr. Rupal Singh Kohli
- Mr. Abhishek Bathla
- Mr. Pranay Aneja

Stakeholders Relationship Committee

The "Stakeholders' Relationship Committee" is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and comprise of following members :

- Mr. Amar Pal Singh
- Mr. Rupal Singh Kohli
- Mr. Pranay Aneja

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

In order to ensure that the activities of the company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy.

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

This policy is annexed as **Annexure-IV** and is also posted on the website of the company i.e. [www.stellarcapital.in](http://www.stellarcapital.in/wp-content/uploads/2018/05/VIGIL-MECHANISM.pdf) under the link <http://stellarcapital.in/wp-content/uploads/2018/05/VIGIL-MECHANISM.pdf>

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186

Details of Loans or guarantee given or security provided in terms of provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 has been adequately disclosed in the financial statements.

RELATED PARTY TRANSACTIONS

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

COMPLIANCE OF SECRETARIAL STANDARDS

During the year Company has done all the required compliances of Secretarial Standards -1 & 2 as prescribed by the Institute of Company Secretaries of India.

RISK MANAGEMENT POLICY

Managing of Risk is an Integral part of Company's strategy. Company has already implemented Risk Management Policy and the Board of Directors has prepared a comprehensive framework of risk management, for assessment of risks and to determine the responses to these risks so as to minimize their adverse impact on the organization.

Such policy is annexed as "**Annexure- V**" and same is available at the website of the company at <http://stellarcapital.in/wp-content/uploads/2018/05/RISK-MANAGEMENT-POLICY.pdf>

MANAGEMENT DISCUSSION ANALYSIS REPORT (MDAR):

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section which forms part of the Annual Report.

PRUDENTIAL NORMS AND DIRECTIONS OF RBI FOR NBFCs

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

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

1. Ratio of remuneration of each Director to median remuneration of the employees of the company for the financial year 2017-18

S .NO	Name of Director	Ratio of remuneration of director to median remuneration of employees
1	Pranay Aneja (Managing Director)	1.44 :1
2.	Rajni Aneja (Whole –time Director)	0.86 :1

2. Percentage increase in remuneration of each Director, CFO, CEO, CS or Manager,if any,in the Financial Year 2017-18 compared to Financial Year 2016-17

S.No	Pranay Aneja (Managing Director)	Rajni Aneja (Whole Time Director)	*Payal (COMPANY SECRETARY)	**Ashwani Rampal (CFO)
1	NIL	NIL	NIL	NIL

*Ms. Payal (Company Secretary) was appointed on 28.12.2017

** Mr. Ashwani Rampal (CFO) was appointed on 30.05.2017

3. Percentage Increase in median remuneration of employees during the year was 10.56%
4. The Number of Permanent employee on the roll of the Company as on 31st March, 2018 wasThirty Five.
5. Provisions of Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 is not Applicable on the company for the Financial year 2017-18.

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

RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directive of the Securities and Exchange Board of India (SEBI), the Reconciliation of Share Capital Audit is undertaken by a firm of Practicing Company Secretaries on quarterly basis. The Audit is aimed at reconciliation of total shares held in CDSL, NSDL and in physical form with the admitted, issued and listed capital of the Company.

The Reconciliation of Share Capital Audit Reports as submitted by the Auditor on quarterly basis were filed with the BSE Limited (BSE) through BSE Listing Centre, where the original shares of the Company are listed.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2017-18 and of the profit of the company for that period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively;
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STOCK EXCHANGE LISTING

The Equity Shares of the Company are listed at the BSE Limited. The Company has already paid listing fees for the financial Year 2018-19 to the BSE.

ACKNOWLEDGEMENT

The Board of Directors gratefully acknowledge the continued co-operation, trust and support of the shareholders and would like to place on record its appreciation for the dedicated services rendered by the Employees at all levels. The Directors further express their gratitude to the Bankers, Customers and other associates for co-operation and confidence reposed by them in the Company.

For and on Behalf of Stellar Capital Services Limited

Pranay Aneja
(Managing Director)
DIN : 00809285
Add: B-34, Soami Nagar,
New Delhi-110017

Rajni Aneja
(Whole-time Director)
DIN: 00341959
Add: B-34, Soami Nagar,
New Delhi-110017

Place: New Delhi
Date: 31.08.2018

ANNEXURE- I

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Company (Management & Administration) Rules, 2014.

I.REGISTRATION & OTHER DETAILS

1.	CIN	L74899DL1994PLC062247
2.	Registration Date	20 th October, 1994
3.	Name of the Company	Stellar Capital Services Limited
4.	Category/Sub-category of the Company	Public Company limited by shares Non-Banking Financial Company
5.	Address of the Registered office & contact details	Plot No.A1 and A2,Road No.43,Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, Delhi-110034 Tel No. +91 8587000091 / 011-26812222 Email: stellarcapital@yahoo.in Website: www.stellarcapital.in
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Skyline Financial Services Private Limited, D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Tel: 011- 26812682-83, E-mail: info@skylinerta.com Website: www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Income from interest on loan	649	99

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –NIL

S.No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of shares held	Applicable Section
1	NA	NA	NA	NA	NA

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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoter(s)									
(1) Indian									
a) Individual/ HUF	-	-	-	-	6003000	-	6003000	24.05	24.05
b) Central Govt	-	-	-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	
d) BodiesCorp.	-	-	-	-	-	-	-	-	
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	
Sub Total (A)	-	-	-	-	6003000	-	6003000	24.05	24.05
(I)									
(2) Foreign									
a. Individuals (Non-residents Individuals	-	-	-	-	-	-	-	-	
b) Other – Individuals	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	
d) Banks / FI	-	-	-	-	-	-	-	-	
e) Any Other....	-	-	-	-	-	-	-	-	
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	
Total shareholding of Promoter and Promoter Group (A) = (A) (1)+ (A) (2)	-	-	-	-	6003000	-	6003000	24.05	24.05
B. Public Shareholding									

1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	13772850	1725000	15497850	62.09	3064500	2938400	6002900	24.05	(38.04)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	378000	0	378000	1.51	771100	-	771100	3.09	1.58
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6883650	1980000	8863650	35.51	11194500	768000	11962500	47.92	12.41
c) Others (specify)									
i) Clearing Members/House	114000	-	114000	0.46	6000	-	6000	0.02	(0.44)

ii)Hindu Undivided Family	108000	-	108000	0.43	216000		216000	0.87	0.44
Sub-total (B)(2):-	21256500	3705000	24961500	100	15252100	3706400	8958500	75.95	(24.05)
Total Public Shareholding (B)=(B)(1)+(B)(2)	21256500	3705000	24961500	100	15252100	3706400	18958500	75.95	(24.05)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	21256500	3705000	24961500	100	21255100	3706400	24961500	100	-

B. SHAREHOLDING OF PROMOTER

S.No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Pranay Aneja	-	-	-	2802000	11.23	-	11.23
2	Rajni Aneja	-	-	-	3201000	12.82	-	12.82
	TOTAL	-	-	-	6003000	24.05	-	24.05

C. CHANGE IN PROMOTERS' SHAREHOLDING

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	*Pranay Aneja						
	At the beginning of the year	01.04.2017		1980000	7.93	1980000	7.93

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	08.12.2017	Purchase	822000	3.30	2802000	11.23
	At the end of the year	31.03.2018				2802000	11.23
2	*Rajni Aneja						
	At the beginning of the year	01.04.2017		2421000	9.70	2421000	9.70
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	04.09.2017	Sale	-6000	0.02	2415000	9.67
		08.09.2017	Purchase	6000	0.02	2421000	9.70
		20.09.2017	Sale	-2415000	9.67	6000	0.02
		21.09.2017	Purchase	2415000	9.67	2421000	9.70
		31.10.2017	Sale	-2415000	9.67	6000	0.02
		03.11.2017	Purchase	2415000	9.67	2421000	9.70
		08.12.2017	Purchase	780000	3.12	3201000	12.82
		25.01.2018	Sale	-6000	0.02	3195000	12.80
		26.01.2018	Sale	-3189000	12.78	6000	0.02
		02.02.2018	Purchase	3195000	12.80	3201000	12.82
	At the end of the year	31.03.2018				3201000	12.82

(*Note :- Pranay Aneja and Rajni Aneja was holding 1980000 and 2421000 shares respectively, in the category of public as on 01.04.2017 and their holding was classified in the category of promoter pursuant to BSE approval on 25.04.2017 in respect of application for reclassification of shares under regulation 31A of SEBI (LODR) Regulations, 2015)

D. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS: (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No.	Name of the Share Holder	Date	Shareholding at the beginning of the year		Reason	Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Naresh Kumar Gupta						
	At the beginning of the year	01.04.2017	750000	3.00		750000	3.00
	Date wise Increase / Decrease in Shareholding during the year along with the reasons	-	-	-		-	-
	At the end of the year	31.03.2018	750000	3.00		750000	3.00
2	Myra Apparels Private Limited						
	At the beginning of the year	01.04.2017	1245000	4.99		-	-
	Date wise Increase / Decrease in Shareholding during the year along with the reasons	28.02.2018	-1245000	4.99	Sale	-	-
	At the end of the year	31.03.2018	-	-		-	-
3	India Finsec Limited						
	At the beginning of the year	01.04.2017	1770000	7.09		1770000	7.09
	Date wise Increase / Decrease in Shareholding during the year along with the reasons	04.09.2017	-120000	0.48	Sale	1650000	6.61
		08.09.2017	120000	0.48	Purchase	1770000	7.09
		20.09.2017	-1650000	6.61	Sale	120000	0.48
		21.09.2017	1650000	6.61	Purchase	1770000	7.09
		31.10.2017	-1650000	6.61	Sale	120000	0.48
		03.11.2017	1650000	6.61	Purchase	1770000	7.09

		24.11.2017	-600000	2.40	Sale	1170000	4.69
		01.12.2017	-1170000	4.69	Sale	-	-
	At the end of the year	31.03.2018	-	-	-	-	-
4	Ladi Marketing Pvt. Ltd.						
	At the beginning of the year	01.04.2017	-	-		-	-
	Date wise Increase/Decrease in Shareholding during the year along with the reasons	15.12.2017	132000	0.53	Purchase	132000	0.53
		22.12.2017	372000	1.49	Purchase	504000	2.02
		29.12.2017	276000	1.11	Purchase	780000	3.12
		30.12.2017	144000	0.58	Purchase	924000	3.70
		05.01.2018	150000	0.60	Purchase	1074000	4.30
		06.02.2018	66000	0.26	Purchase	1140000	4.57
		16.03.2018	30000	0.12	Purchase	1170000	4.69
	At the end of the year	31.03.2018	1170000	4.69		1170000	4.69
5	Shri Parasram Holdings Pvt.Ltd.						
	At the beginning of the year	01.04.2017	1377520	5.52		1377520	5.52
	Date wise Increase/Decrease in Shareholding during the year along with the reasons	07.04.2017	102000	0.40	Purchase	1479520	5.93
		14.04.2017	-6000	0.02	Sale	1473520	5.90
		05.05.2017	-3520	0.01	Sale	1470000	5.89
		28.07.2017	-6000	0.02	Sale	1464000	5.87
		01.12.2017	-822000	3.29	Sale	642000	2.57
		22.12.2017	-450000	1.80	Sale	192000	0.77
		29.12.2017	-114000	0.46	Sale	78000	0.31
		05.01.2018	-72000	0.29	Sale	6000	0.02
		12.01.2018	4400	0.01	Purchase	10400	0.04
		30.03.2018	-6000	0.02	Sale	4400	0.02
	At the end of the year	31.03.2018	4400	0.02		4400	0.02

6	Hema Surgicals Pvt. Ltd.					
	At the beginning of the year	01.04.2017	-	-		-
	Date wise Increase / Decrease in Shareholding during the year along with the reasons	28.02.2018	1245000	4.99	Purchase	1245000 4.99
	At the end of the year	31.03.2018	1245000	4.99	-	1245000 4.99
7	Jyotsana Garments Pvt. Ltd.					
	At the beginning of the year	01.04.2017	-	-		-
	Date wise Increase / Decrease in Shareholding during the year along with the reasons	28.02.2018	877500	3.52	Purchase	877500 3.52
	At the end of the year	31.03.2018	877500	3.52		877500 3.52
8	Arc Finance Limited					
	At the beginning of the year	01.04.2017	837000	3.35		837000 3.35
	Date wise Increase / Decrease in Shareholding during the year along with the reasons	05.01.2018	-834000	3.34	Sale	3000 0.01
		26.01.2018	-3000	0.01	Sale	0 0.00
	At the end of the year	31.03.2018	0	0.00	0	0.00 0
9	Tia Enterprises Pvt. Ltd.					
	At the beginning of the year	01.04.2017	2004000	8.03		2004000 8.03
	Date wise Increase/Decrease in Shareholding during the year along with the reasons	01.12.2017	-342000	1.37	Sale	1662000 6.66
		08.12.2017	-870000	3.48	Sale	792000 3.17
		15.12.2017	-792000	3.17	Sale	0 0.00
	At the end of the year	31.03.2018		-		-
10	Autolite Agencies Pvt. Ltd.					
	At the beginning of the year	01.04.2017	1236000	4.95		1236000 4.95

Date wise Increase / Decrease in Shareholding during the year along with the reasons	19.05.2017	-30000	0.12	Sale	1206000	4.83
	26.05.2017	-180000	0.72	Sale	1026000	4.11
	02.06.2017	-288000	1.15	Sale	738000	2.96
	07.07.2017	-192000	0.76	Sale	546000	2.19
	08.09.2017	-48000	0.19	Sale	498000	2.00
	29.09.2017	-312000	1.24	Sale	186000	0.75
	06.10.2017	-36000	0.14	Sale	150000	0.60
	24.11.2017	-150000	0.60	Sale	-	
At the end of the year	31.03.2018		-		-	

E. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Pranay Aneja (Managing Director)						
	At the beginning of the year	01.04.2017		1980000	7.93	1980000	7.93
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	08.12.2017	Purchase	822000	3.30	2802000	11.23
	At the end of the year	31.03.2018				2802000	11.23

2	Rajni Aneja (Whole-time Director)						
	At the beginning of the year	01.04.2017		2421000	9.70	2421000	9.70
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	04.09.2017	Sale	-6000	0.02	2415000	9.67
		08.09.2017	Purchase	6000	0.02	2421000	9.70
		20.09.2017	Sale	-2415000	9.67	6000	0.02
		21.09.2017	Purchase	2415000	9.67	2421000	9.70
		31.10.2017	Sale	-2415000	9.67	6000	0.02
		03.11.2017	Purchase	2415000	9.67	2421000	9.70
		08.12.2017	Purchase	780000	3.12	3201000	12.82
		25.01.2018	Sale	-6000	0.02	3195000	12.80
		26.01.2018	Sale	-3189000	12.78	6000	0.02
		02.02.2018	Purchase	3195000	12.80	3201000	12.82
	At the end of the year	31.03.2018				3201000	12.82
3	Abhishek Bathla (Director)						
	At the beginning of the year	01.04.2017		48000	0.19	48000	0.19
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-		-	-	-	-
	At the end of the year	31.03.2017				48000	0.19

Note: (1) Mr. Rupal Singh Kohli, Mr. Amar Pal Singh , Mr. Ashwani Rampal and Ms. Payal held no fully paid-up ordinary shares in the Company during the year.

(2) Mr. Priya Datta Joshi resigned w.e.f 31.10.2017

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(In Rs.)

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	118,812,117	-	118,812,117
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	118,812,117	-	118,812,117
Change in Indebtedness during the financial year				
Addition	1,457,434	-	-	1,457,434
Reduction	-	(67,435,593)	-	(67,435,593)
Net Change	1,457,434	(67,435,593)	-	(65,978,159)
Indebtedness at the end of the financial year				
i) Principal Amount	1,457,434	51,376,524	-	52,833,958
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,457,434	51,376,524	-	52,833,958

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTM/Manager		Total Amount
		Pranay Aneja (Managing Director)	Rajni Aneja (Whole-Time Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of	3.60	2.15	5.75

	the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify	-	-	-
	Total (A)	3.60	2.15	5.75
	Ceiling as per the Act	-	-	-

B. Remuneration to other Directors

(In Lacs.)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Rupal Singh Kohli	Mr. Abhishek Bathla	Mr. Amarpal Singh	
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)				
	Total Managerial Remuneration (A+B)	-	-	-	-
	Overall Ceiling as per the Act		-		

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
(In lacs)

Sr. No	Particulars of Remuneration	Key Managerial Personnel		
		*Ms. Payal Company Secretary	Mr. Ashwani Rampal, CFO	Total
1	Gross salary	1.44	6.09	7.53
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	Others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	1.44	6.09	7.53

*Ms. Payal was appointed as Company Secretary w.e.f. 28.12.2017

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(In Rs.)

Type	Section of the Companies Act 1956	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE-II

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2018

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

To,
The Members,
Stellar Capital Services Limited

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(NotApplicable)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBIAct'):-
 - (a)The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
 - (b)The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable)
- (vi) Other Laws applicable specifically to the Company namely :
- a) Reserve Bank of India Act, 1934

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

- (i) Secretarial Standards issued by "The Institute of Company Secretaries of India".
- (ii) The Listing agreement entered into by the Company with BSE Limited.

I report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there has been no events/ actions having major bearing on the company's affairs.

Dimple Bhatia
(Practicing Company Secretary)
ACS No. 17826
C.P No.: 12122

Place: New Delhi

Date: 31st August, 2018

Note: This report is to be read with our letter of even date which is annexed as Annexure – A and forms an integral part of this report.

‘ANNEXURE A’ TO THE SECRETARIAL AUDIT REPORT’

To,
The Members,
Stellar Capital Services Limited

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

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

Dimple Bhatia
(Practicing Company Secretary)
ACS No. 17826
C.P No.: 12122

Place: New Delhi
Date: 31st August, 2018

NOMINATION AND REMUNERATION POLICY

❖ INTRODUCTION

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the Provisions of Companies Act, 2013 and the Securities and Exchange board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 to pay equitable remuneration to directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

❖ OBJECTIVE

The Key Objectives of the Committee and the policy:

- a) To guide the Board in relation to appointment and removal of Directors, Key managerial Personnel and Senior Management.
- b) To recommend to the Board on remuneration payable to the directors, key managerial Personnel and Senior Management.
- c) To lay down criteria for identifying persons who are qualified to become directors and who may be appointed as KMP and senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal.
- d) To attract, retain and motivate the Directors, KMPs and Senior Management Personnel.

❖ CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the nomination and remuneration committee of the Board. This is in line with the requirements under the Companies Act, 2013 ('the Act') and Regulation 19 of Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

❖ ROLE OF COMMITTEE

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

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

❖ POWERS OF COMMITTEE

- a) To obtain outside legal or other professional advice.
- b) To secure attendance of outsiders with relevant expertise, if it considers necessary.
- c) To seek information from any employee.
- d) To examine any activity within its terms of reference.

❖ REMUNERATION POLICY

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

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

The remuneration paid to executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits are paid according to the company policy as applicable to all employees. Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals.

❖ POLICY ON BOARD DIVERSITY

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

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

The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. The Board of Directors of the Company shall have an optimum combination of Executive and Non-executive Directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

❖ REVIEW OF POLICY

The Nomination and Remuneration Committee will review the policy from time to time and make recommendations on any required changes to Board for consideration and approval.

❖ CHANGES IN THE GOVERNING LAWS:

Any changes in the Governing laws such as the Listing Obligations and Disclosure Requirements, Companies Act, the Securities and Exchange Board of India Regulations and the other Laws and the Rules, Notifications and Guidelines, if any, issued/ framed there under and applicable to the Company which has an effect of enlarging the scope of the role of the Nomination and Remuneration Committee shall automatically be deemed to enlarge the role of the Nomination and Remuneration Committee provided herein above.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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

- **THE PURPOSE OF POLICY**

Pursuant to Section 177(9) of Companies Act, 2013, every listed Company shall establish a vigil mechanism for directors, employees to report genuine concern or grievances. Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') provides for establishment of vigil mechanism for directors and employees.

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

The Company's Whistle Blower Policy has been reviewed and amended in the light of the requirement of the Companies Act, 2013 and Regulation 22 of the Listing Regulations to ensure highest standards of professionalism, honesty, integrity and ethical behavior through robust vigil mechanism.

- **YOUR DUTY TO REPORT**

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

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

- **HOW TO REPORT**

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

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

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

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

- **INVESTIGATION AFTER YOUR REPORT**

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

- **RETALIATION IS NOT TOLERATED**

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

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

- **MODIFICATION**

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

RISK MANAGEMENT POLICY

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

► INDUSTRY STRUCTURE AND DEVELOPMENTS

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

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

NBFCs have been actively fuelling the growth of the economy especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector. The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other financial forecasts give substantial growth & opportunities for the industry in the coming years. NBFCs continued to grow their share in the financial services industry.

► OPPORTUNITIES AND THREATS

OPPORTUNITIES

- Under-penetration of financial services / products in India offers growth opportunities.
- The penetration of NBFC credit & wealth management business in India is lower as compared to the total credit penetration and total wealth management business across the globe.
- Introduction of array of new products in MSME, Retail and SME to meet the varied requirements of customers.
- The infrastructure segment is expected to see sustained growth with a significant thrust being given by the Government to this sector.

THREATS

- Rising crude prices will adversely affect the fiscal and current account deficit as India is reliant on crude import to fulfil 80% of its consumption needs. This could lead to an increase in inflation and in turn impact consumption and investment behaviour in the economy. This would result into tightened liquidity in the banking system and would adversely impact the cost of borrowings.
- Secondly, rising NPAs and the recent unearthing of multiple banking related frauds has led to slowdown of the banking system as a whole.
- Regulatory changes.

► SEGMENT-WISE PERFORMANCE

The Company is engaged only into single reportable segment during the year under review.

► OUTLOOK

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

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

► RISKS AND CONCERNS

Your Company at present is exposed to the normal industry risk factor of volatility in interest rate, economic cycle and credit risk. It has not yet decided its future course of activities. The impact of new activity, as when decided, will be known in the future.

► INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

► DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

► HUMAN RESOURCES

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

► CAUTIONARY NOTE

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

► ACKNOWLEDGEMENT

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

For and on Behalf of Stellar Capital Services Limited

**Pranay Aneja
(Managing Director)
DIN : 00809285
Add: B-34, Soami Nagar,
New Delhi-110017**

**Rajni Aneja
(Whole-time Director)
DIN: 00341959
Add: B-34, Soami Nagar,
New Delhi-110017**

**Place: New Delhi
Date: 31.08.2018**

INDEPENDENT AUDITOR'S REPORT

To
The Shareholders of
STELLAR CAPITAL SERVICES LIMITED

Report on Financial Statements

We have audited the accompanying financial statements **STELLAR CAPITAL SERVICES LIMITED**, which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. In case of the Balance Sheet, of the **state of affairs** of the company as at 31st March 2018;
- ii. In case of Statement of Profit and Loss, of the **profit** for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the **cash flows** for the year ended on that date.

Emphasis of matter

Attention is invited to Note 26 of the financial statement, wherein it is mentioned that the company has provided excess remuneration to directors of the Company and the amount provided is over and above the original remuneration sanctioned and approved by the shareholders. As per explanations offered by the management, such amount has been asked for refund to the extent applicable and the process is expected to be completed by the upcoming Annual General Meeting. Our opinion is not modified in respect of such matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 (the Order), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure- A**, a statement on the matters specified in paragraphs 3 and 4 of the said order.
2. The Company is a Non-Banking Financial Company not accepting public deposit and holding certificate of registration no. B-14.02359 dated 23rd March, 2001 from Reserve Bank of India has been issued to the company.
 - a. The Board of Directors has passed resolution for the non-acceptance of any public deposits.
 - b. The company has not accepted any public deposits during the relevant year.
 - c. The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
3. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. The observation of financial transactions does not reveal any matter which has any adverse effect on the functioning of the Company.
 - g. With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure- B**.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of the pending litigations in its financial statements;

- ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However, company doesnot enter into any long-term contracts including derivatives during the specified period;
- iii) The Company is not required to transfer any amount to theInvestor Education and Protection Fund.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

Gaurav Joshi
Partner
Membership No. 516027

New Delhi, the 30th day of May 2018

ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **STELLAR CAPITAL SERVICES LIMITED** for the year ended on 31st March 2018.

- (i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of fixed assets.
(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.
(c) According to information and explanation given to us, the company does not hold any immovable property during the period dealt with by this report.
- (ii) As per information and explanation given to us, verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of physical verification;
- (iii) According to information and explanations given to us, the Company has not granted any loans secured or unsecured to parties covered in register maintained under section 189 of the Companies Act, 2013;
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013.
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;
(b) According to information and explanations given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute.
- (viii) According to information and explanations given to us, the company has not defaulted in repayment of loans and borrowings from any financial institution, bank, government or dues to debenture holders;
- (ix) According to information and explanations given to us, the money raised by way of term loans were applied for the purpose for which obtained;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) *According to information and explanations given to us, managerial remuneration amounting to Rs. 42,24,677 (Rupees forty- two lakhs twenty- four thousand six hundred seventy-seven only) has not been provided in accordance with terms sanctioned by the members as well as with the provisions of section 197 read with Schedule V of the Companies Act 2013. Further steps for securing refund as may be applicable of such amount is yet to be taken by the management as on the date of signing of this report.*

- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us,all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
- (xv) According to information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company isa Non- Banking Financial Companyand registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

Gaurav Joshi
Partner
Membership No. 516027

New Delhi, the 30th day of May 2018

ANNEXURE- B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of STELLAR CAPITAL SERVICES LIMITED as on 31st March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

Gaurav Joshi
Partner
Membership No. 516027

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

1. Basis of preparation of Financial Statement

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

2. Summary of significant accounting policies :

a. Use of estimates

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

b. Fixed assets

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

c. Depreciation on Fixed assets

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

d. Revenue Recognition

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

e. Inventories

Inventories include investments in shares of other companies. The company classified such investments as inventory and valuation of them has been made at cost or market value, whichever is lower.

f. Tax Expenses

Tax expense comprises current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the income tax Act,

1961 enacted in India and tax law prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

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

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

g. Provision

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

h. Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Notes	As at 31st March 2018	[Amount in Rupees] As at 31st March 2017
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share capital	3	249,615,000	249,615,000
Reserves and surplus	4	205,644,606	203,340,339
Non-Current Liabilities			
Long-term provisions	5	1,283,508	1,161,000
Long-term borrowings	6	1,457,434	-
Deffered tax liabilities	7	122,890	-
Current liabilities			
Short-term borrowings	8	51,376,524	118,812,117
Other current liabilities	9	31,337,386	21,164,802
Total		540,837,347	594,093,258
<u>ASSETS</u>			
Non-Current Assets			
Property, plant & equipment	10	8,691,695	109,915
Deferred tax assets (net)	11	-	61,689
Long- term loans and advances	12	512,703,055	575,304,786
Current Assets			
Inventories	13	6,254,611	7,639,530
Cash and cash equivalents	14	1,055,197	1,579,716
Short-term loan and advances	15	700,000	-
Other current assets	16	11,432,789	9,397,623
Total		540,837,347	594,093,258

Notes on financial statements 1-37

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

IN TERMS OF OUR REPORT
ATTACHED

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

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

Gaurav Joshi
Partner
Membership No. 516027

Pranay Aneja
Managing Director
DIN-00809285

Rajni Aneja
Wholtime Director
DIN-00341959

Ashwani Rampal
CFO
PAN: AEAPR5823A

Payal
Company Secretary
PAN:CUAPP9385D

New Delhi, the 30th day of May 2018

STATEMENT OF TRADING & PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018***[Amount in Rupees]***

Particulars	Notes	From 1st April 2017 to 31st March 2018	From 1st April 2016 to 31st March 2017
A. CONTINUING OPERATIONS			
INCOME:			
Revenue from operations	17	58,289,806	54,651,322
Other income	18	577,420	178,112
Total Revenue		58,867,226	54,829,434
EXPENDITURE:			
Changes in inventories	19	1,384,919	-
Employee benefit expenses	20	17,626,991	12,803,194
Financial cost	21	8,516,693	9,675,405
Depreciation & amortisation	10	642,306	26,893
Other expenses	22	27,414,085	31,148,846
Loss on disposal of property, plant & equipment		-	15,668
Total Expenses		55,584,994	53,670,006
Profit/ (loss) before Tax		3,282,232	1,159,428
Tax expenses			
Current Tax		670,877	343,503
Deferred tax		184,579	(20,336)
Total Tax Expenses		855,457	323,167
Profit/ (loss) for the year after tax (PAT)		2,426,775	836,261
Earning per share (EPS)			
[nominal value of share Rs. 10/-]			
Basic		0.10	0.03
Diluted		0.10	0.03

Notes on financial statements **1-37**

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

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

Firm Regn. No. 304040E

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

Partner

Membership No. 516027

Pranay Aneja

Managing Director

DIN-00809285

Rajni Aneja

Wholetime Director

DIN-00341959

Ashwani Rampal

CFO

PAN: AEAPR5823A

Payal

Company Secretary

PAN: CUAPP9385D

New Delhi, the 30th day of May 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

[Amount in Rupees]
For the year ended
31st March 2017

	For the year ended 31st March 2018	For the year ended 31st March 2017
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and after extra-ordinary items as per profit & loss account	3,282,232	1,159,428
Adjustments for items not included:		
Depreciation	642,306	26,893
Loss on disposal of property, plant & equipment	-	15,668
Operating Profit before working capital changes	3,924,538	1,201,989
Adjustment for working capital:		
(Increase)/ decrease in current loans and advances	(700,000)	(93,929,595)
(Increase)/ decrease in inventories	1,384,919	-
(Increase)/ decrease in long term loan and advances	62,601,731	-
(Increase)/ decrease in other current assets	155,434	755,433
Increase/ (decrease) in short term borrowings	(67,435,593)	83,676,148
Increase/ (decrease) in other current liabilities	10,172,584	-
Increase/ (decrease) in trade payables	-	11,850,960
Cash generated from operations	10,103,612	3,554,935
Direct taxes paid	(2,861,479)	(3,250,744)
Net cash flow from operating activities (A)	7,242,133	304,191
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant & equipment	(9,224,086)	(30,500)
Sale of property, plant & equipment	-	275,000
Net cash flow from investing activities (B)	(9,224,086)	244,500
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Net proceeds from long term borrowings	1,457,434	-
Net cash flow from financing activities (B)	1,457,434	-
Net cash flow during the year (A + B + C)	(524,520)	548,691
Add: Opening cash and cash equivalents	1,579,716	1,031,025
Closing cash and cash equivalents	1,055,197	1,579,716
Components of cash and cash equivalents		
Cash on hand (as certified)	1,055,197	1,185,982
Deposit with banks in current accounts	-	393,734
Total cash and cash equivalents (Note 14)	1,055,197	1,579,716

IN TERMS OF OUR REPORT ATTACHED

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Gaurav Joshi

Partner

Membership No. 516027

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

Pranay Aneja

Managing Director

DIN-00809285

Rajni Aneja

Wholetime Director

DIN-00341959

Ashwani Rampal

CFO

PAN: AEAPR5823A

Payal

Company Secretary

PAN:CUAPP9385D

New Delhi, the 30th day of May 2018

NOTES ON THE FINANCIAL STATEMENTS FOR THE PERIOD 31ST MARCH, 2018

3.	Share capital	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Authorised shares		
	2,50,00,000 (31 March 2018: 2,50,00,000) equity shares of Rs.10 each.	250,000,000	250,000,000
	Issued, subscribed and fully paid- up shares		
	2,49,61,500 (31 March 2018: 2,49,61,500) equity shares of Rs.10 each fully paid up.	249,615,000	249,615,000
	Total issued, subscribed and fully paid- up share capital	249,615,000	249,615,000

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

	As at 31st March 2018		As at 31st March 2017	
	No.	(Rupees)	No.	(Rupees)
Share capital at the beginning of the period	24,961,500	249,615,000	24,961,500	249,615,000
Add:-Issued during the year	-	-	-	-
Outstanding at the end of the period	24,961,500	249,615,000	24,961,500	249,615,000

b. Terms and rights attached to equity shares

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

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

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

	As at 31st March 2018		As at 31st March 2017	
	Nos.	% holding	Nos.	% holding
Rajni Aneja	3,201,000	12.82%	2,421,000	9.70%
Pranay Aneja	2,802,000	11.23%	1,980,000	7.93%
Taxus Enterprises Private Limited	-	-	2,050,480	8.21%
Tia Enterprises Private Limited	-	-	2,004,000	8.03%
SRK Tradelinks Private Limited	-	-	1,902,000	7.62%
India Finsec Limited	-	-	1,770,000	7.09%
Manlike Chemical and Pharmaceutical Company	-	-	1,620,000	6.49%
Shri Parasram Holdings Pvt. Ltd.	4,400	-	1,377,520	5.52%

4.	Reserves and surplus	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	<u>Securities premium account</u>		
	Opening balance	201,405,000	201,405,000
	Closing balance	201,405,000	201,405,000
	<u>Special reserves u/s 45-IC of the RBI Act, 1934</u>		
	Opening balance	728,044	560,792
	Add: Transfer from P&L A/c during the year	485,355	167,252
	Closing balance	1,213,399	728,044
	<u>Surplus/ (deficit) in statement of profit & loss</u>		
	Balance as per last financial statements	1,207,295	411,365
	Add: Profit/ (loss) for the year	2,426,775	836,262
	Add/(Less): Contingent provision against standard assets	(122,508)	126,920
	Less: Special reserve u/s 45-IC of the RBI Act, 1934	(485,355)	(167,252)
	Net (deficit) in statement of profit and loss	3,026,207	1,207,295
		205,644,606	203,340,339
5	Long-term provisions	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Contingent provision against standard assets*		
	Opening Balance	1,161,000	1,287,921
	Add: Addition(written off) during the year	122,508	(126,921)
		1,283,508	1,161,000
	*A contingent provision of 0.25% (0.25% till 31st March, 2017) against standard assets has been created on their respective outstanding amount considering RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.		
6.	Long-term Borrowings	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Term loan		
	<u>Finance lease obligation (secured)*</u>		
	Car loan	1,457,434	-
		1,457,434	-
	* Finance lease obligations on car is secured against the respective vehicle.		

7.	Deffered Tax Liabilities	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Tax effect of Timing difference on account of WDV of fixed assets under Companies Act and Income tax Act	122,890	-
		122,890	-
8.	Short-term Borrowings (unsecured)	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Loans from others	51,376,524	118,812,117
		51,376,524	118,812,117
9.	Other Current Liabilities	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Cheques overdrawn	5,265,771	-
	Expenses Payable	23,194,032	19,166,300
	TDS payable	2,877,583	1,998,502
		31,337,386	21,164,802
11.	Deferred tax assets (net)	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Tax effect of Timing difference on account of WDV of fixed assets under Companies Act and Income tax Act	-	61,689
		-	61,689
12.	Long- term loan and advances	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Loans portfolio* (Recoverable in cash or kind, unsecured, considered good)	512,703,055	575,304,786
		512,703,055	575,304,786
	*Standard Assets - as per the classification of loans under the RBI guidelines.		
13.	Inventories	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
	Equity Shares(quoted)		
	4,60,000 (31.03.2018: 4,60,000) equity shares of Rs. 10 each fully paid up in Aryaman Capital Markets Limited	5,520,000	5,520,000
	46,000 (31.03.2018: 46,000) equity shares of Rs. 10 each fully paid up in India Finsec Limited	488,060	488,060
	8,490 (31st March 2018: 8,490) equity shares of Rs. 10 each fully paid up in Quasar India Limited	246,551	246,551

Nil (31st March 2018: 1,04,200) equity shares of Re.1 each fully paid up in Yamini Investment Limited	-	1,384,918
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6,254,611	7,639,530
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14.	Cash and cash equivalents	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
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Cash on hand (as certified)	1,055,197	1,185,982
Balances with banks in current accounts	-	393,734
	1,055,197	1,579,716

15.	Short-term loan and advances	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
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Loan portfolio* (Recoverable in cash or kind, unsecured, considered good)	700,000	-
	700,000	-

*Standard assets - as per The classification of loans under the RBI guidelines.

16.	Other current assets	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
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Prepaid expenses	600,000	55,434
Advance income tax (Net of provision)	10,832,789	8,642,189
	11,432,789	9,397,623

17.	Revenue from operations	For the year ended 31st March 2018 (Rupees)	For the year ended 31st March 2017 (Rupees)
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Shares, securities and bonds	623,116	-
Interest on unsecured loans	57,666,690	54,651,322
	58,289,806	54,651,322

18.	Other Income	For the year ended 31st March 2018 (Rupees)	For the year ended 31st March 2017 (Rupees)
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Commission received	367,763	-
Interest on income tax refund	209,657	175,000
Miscellaneous income	-	3,112
	577,420	178,112

19.	Changes in inventories	For the year ended 31st March, 2018 (Rupees)	For the year ended 31st March, 2017 (Rupees)
	<u>Share, securities & bonds</u>		
	Inventories at the beginning of the year	7,639,530	7,639,530
	Less : Inventories at the end of the year	6,254,611	7,639,530
		1,384,919	-
20.	Employee benefit expenses	For the year ended 31st March, 2018 (Rupees)	For the year ended 31st March, 2017 (Rupees)
	Directors' remuneration	4,800,000	660,000
	Salaries and allowances	11,597,388	11,156,741
	Staff welfare expenses	1,229,603	986,453
		17,626,991	12,803,194
21.	Finance costs	For the year ended 31st March, 2018 (Rupees)	For the year ended 31st March, 2017 (Rupees)
	Bank Charges	6,082	10,537
	Interest on borrowing	8,510,612	64,868
		8,516,693	9,675,405
22.	Other expenses	For the year ended 31st March, 2018 (Rupees)	For the year ended 31st March, 2017 (Rupees)
	Audit Fees	54,088	49,294
	Advertisement & Publication charge:	99,008	79,451
	Business Promotion	4,171,438	3,896,287
	Commission paid	9,000,000	15,000,000
	Conveyance expenses	1,427,437	1,363,946
	Diwali expenses	907,365	860,580
	Electricity & Water Expenses	863,845	751,860
	Filing fee & Subscriptions	405,961	249,300
	Interest not recovered	-	27,425
	Interest on late payment of TDS	175,161	55,260
	Listing Fee	31,272	54,875
	News Paper, Books & Periodicals	314,296	21,470
	Other expenses	24,823	9,950
	Office Expenses	1,352,841	1,276,385
	Postage, Stamps & Couriers	286,335	293,490
	Printing and Stationery	434,425	469,458

Professional charges	3,290,876	3,048,832
Repairs & Maintenance	931,818	138,713
Telephone & Mobile expenses	603,857	567,982
Tours & Travelling	3,039,240	2,618,556
Vehicle Running & Maintenance	-	315,732
	27,414,085	31,148,846

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2017 TO 31ST MARCH 2018

Note - 10 Property, plant & equipment

[Amount in Rupees]

Tangible assets	Useful life	Rate	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		WDV	Balance as at 1 April, 2017	Additions	Salvage	Balance as at 31 March, 2018	Balance as at 1 April, 2017	Depreciation during the year	Adjusted against sale	Balance as at 31 March, 2018	W.D.V. as on 31.03.18	W.D.V. as on 31.03.2017
(i) Tangible Assets												
(a) Computers	3	63.16 %	428,905	31,000	-	459,905	398,770	29,058	-	427,828	32,077	30,135
(b) Fridge	5	13.91 %	9,150	-	-	9,150	8,141	140	-	8,281	869	1,009
(c) Furniture & Fixtures	10	18.10 %	68,427	-	-	68,427	47,176	3,846	-	51,022	17,405	21,251
(d) Mobile Phone	5	13.91 %	74,800	-	-	74,800	49,003	3,588	-	52,591	22,209	25,797
(e) RO Systems	5	13.91 %	7,500	-	-	7,500	6,669	116	-	6,785	716	831
(f) Scooter	10	13.91 %	48,500	-	-	48,500	31,817	2,321	-	34,138	14,362	16,683
(g) Air Condition	5	13.91 %	27,500	-	-	27,500	23,176	601	-	23,777	3,722	4,324
(i) Motor Car	8	13.01 %	-	9,193,086	-	9,193,086	-	601,260	-	601,260	8,591,826	-
(j) Invertor	5	13.91 %	41,900	-	-	41,900	32,015	1,375	-	33,390	8,510	9,885
Total			706,682	9,224,086	-	9,930,768	596,767	642,306	-	1,239,073	8,691,695	109,915
Previous year			1,393,535	-	-	1,393,535	787,646	208,914	-	996,560	109,915	605,889

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

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

Gaurav Joshi
Partner
Membership No. 516027

Pranay Aneja
Managing Director
DIN-00809285

Rajni Aneja
Whole time Director
DIN-00341959

New Delhi, the 30th day of May 2018

Ashwani Rampal
CFO
PAN: AEAPR5823A

Payal
Company Secretary
PAN:CUAPP9385D

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

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

- 24.** Provisions of Accounting Standard (AS) – 17 on 'Segment Reporting' are not applicable to the Company as company has only one segment i.e. financial activities.

- 25.** Necessary disclosures as per requirements of Accounting Standard (AS)-18 on 'Related Party Disclosure' are made as under: -

a. Related Parties Covered: -

Nature of Relation		Name of Related Party	
(i)	Key Management Personnel	(i)	Ms. Rajni Aneja (Whole Time Director)
		(ii)	Mr. Pranay Aneja (Managing Director)
		(iii)	Mr. Ashish Bansal (Past Managing Director)
		(iv)	Mr. Ashwani Rampal (CFO)
		(v)	Ms. Payal (Company Secretary)
		(vi)	Ms. Priya Datta Joshi (Past Company Secretary)
		(vii)	Mr. Vikram Sharma (Past Whole time Director)
		(viii)	Ms. Manisha Rajpal (Past Company Secretary)
(ii)	Relative of Key Management Personnel	None	
(iii)	Enterprise controlled or significantly influenced by the Key Management Personnel	None	

b. Transaction with Related Parties:-

Transaction with	Nature of Transaction	31/03/2018 (Rs.)	31/03/2017 (Rs.)
<u>Key Management Personnel:-</u>			
Ms. Rajni Aneja	Remuneration [Note- 26]	24,00,000	Nil
Mr. Pranay Aneja	Remuneration [Note- 26]	24,00,000	Nil
Mr. Ashwani Rampal	Remuneration	6,09,000	Nil
Ms. Payal	Remuneration	1,44,016	Nil
Mr. Priya Datta Joshi	Remuneration	1,96,000	28,000
Mr. Ashish Bansal	Remuneration	Nil	3,60,000
Mr. Vikram Sharma	Remuneration	Nil	3,00,000
Ms. Manisha Rajpal	Remuneration	Nil	352,000
<u>Relatives of Key Management Personnel:</u> None			

26. During the year ended on 31st March, 2018, the company has provided excess remuneration to the directors over and above their original remuneration as sanctioned by the members as follows:

Particulars	Managerial Remuneration (Rs.)		
	Sanctioned	Provided	Excess Amount
Mr. Pranay Aneja (Managing Director)	3,60,000	24,00,000	20,40,000
Ms. Rajini Aneja (Whole-time Director)	2,15,322	24,00,000	21,84,677
Total	5,75,323	48,00,000	42,24,677

The management will take necessary steps to secure the refund of excess amount in due course as per applicable provisions of the Companies Act, 2013.

27. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.
28. Provision of Accounting Standard (AS)- 17 on 'Segment Reporting' are not applicable to the company as company has only one segment i.e, 'Financial activities'.

29. Particulars	31/03/2018 (Rs.)	31/03/2017 (Rs.)
Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

30. Break- up of Payments made to Statutory Auditors (including taxes) is disclosed as under: -

Particulars	31/03/2018 (Rs.)	31/03/2017 (Rs.)
In respect of Statutory Audit (including Tax Audit)	47,200	46,000
In case of certifications	6,888	3,294
TOTAL	54,088	49,294

31. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
32. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
33. The financial statements were approved for issue by the Board of Directors on 30th May, 2018.

34. Particulars	31/03/2018 (Rs.)	31/03/2017 (Rs.)
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Contingent Liability not provided for	Nil	Nil
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35. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.

36. Figures have been rounded off to the nearest rupees.

37. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

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

Gaurav Joshi
Partner
Membership No. 516027

Pranay Aneja
Managing Director
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New Delhi, the 30th day of May 2018

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