

STELLAR CAPITAL SERVICES LTD.



ANNUAL REPORT

2015 - 2016

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SCHEDULE OF ANNUAL GENERAL MEETING

22nd Annual General Meeting

DATE	September 30, 2016
DAY	Friday
TIME	12:00 P.M
PLACE	Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034
BOOK CLOSURE DATE	23 rd September 2016 to 30 th September 2016 (both days inclusive)

COMPANY INFORMATION

BOARD OF DIRECTORS

- **Mr. Ashish Bansal**
Chairman & Managing Director
(DIN: 06607944)
- **Mr. Vikram Sharma**
Whole-Time Director
(DIN: 00243482)
- **Mr. Amar Pal Singh**
Independent Director
(DIN: 01312149)
- **Mrs. Seema Mangal**
Independent Director
(DIN: 01810305)

Mrs. Sushma Aggarwal
Chief Financial Officer

Ms. Manisha Rajpal
Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s V.N. Purohit & Co.
Chartered Accountants
New Delhi

SECRETARIAL AUDITOR

Mr. Dimple Bhatia
Practicing Company Secretary
New Delhi

REGISTERED OFFICE

Plot No. A1 and A2, Road No. 43
Mangolpuri Industrial Area,
Community Center, Pitampura,
Phase 2,
New Delhi-110034
Tel no.:+91-8587000091
Website: www.stellarcapitalservices.com
Email 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
Fax: +91-11-30857562
Email Id: admin@skylinerta.com

BANKERS OF THE COMPANY

Punjab National Bank
Pitampura

State Bank of India
Okhla, New Delhi

CIN

L74899DL1994PLC062247

LISTED AT

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

RBI REGISTRATION CODE

B-14.02359

COMMITTEES OF BOARD OF DIRECTORS

AUDIT COMMITTEE

- | | |
|--|-------------------|
| ❖ Mr. Amar Pal Singh
(Independent Director) | Chairman & Member |
| ❖ Mr. Ashish Bansal
(Managing Director) | Member |
| ❖ Mrs. Seema Mangal
(Independent Director) | Member |

NOMINATION AND REMUNERATION COMMITTEE

- | | |
|--|-------------------|
| ❖ Mr. Amar Pal Singh
(Independent Director) | Chairman & Member |
| ❖ Mr. Ashish Bansal
(Managing Director) | Member |
| ❖ Mrs. Seema Mangal
(Independent Director) | Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE

- | | |
|--|-------------------|
| ❖ Mr. Amar Pal Singh
(Independent Director) | Chairman & Member |
| ❖ Mr. Ashish Bansal
(Managing Director) | Member |
| ❖ Mrs. Seema Mangal
(Independent Director) | Member |

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has incurred circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far as requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

Date: 02.09.2016

Dear Member,

You are cordially invited to attend the 22nd Annual General Meeting of the members of Stellar Capital Services Limited (‘the Company’) to be held on Friday, 30th September, 2016 at 12:00 P.M. at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

The notice of the meeting, containing the business to be transacted, is enclosed herewith. As per section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed.

Thanking You

Sd/-

Ashish Bansal

Managing Director

DIN: 06607944

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Friday, 30th September, 2016 at 12.00 P.M. at the registered office of the Company at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034 to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the audited financial statement consisting of Balance Sheet for the year ended March 31, 2016 and the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 along with the reports of the Board of Directors and the Auditors thereon.

2. Appointment of Director retire by rotation

To appoint Mr. Ashish Bansal, Managing Director (DIN: 06607944) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment as a Director of the Company.

3. Re-Appointment of Statutory Auditors

To ratify the Re-appointment of Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee of the Board and as per the resolution passed by the Members at the 20th (Twentieth) Annual General Meeting of the Company held on August 25, 2014, the appointment of M/s V.N. Purohit & Co., Chartered Accountants (**Firm's Registration No. 304040E**) as the Statutory Auditors of the Company, to hold office from the conclusion of this 22nd (Twenty Second) Annual General Meeting (AGM) until the conclusion of the 25th (Twenty Fifth) Annual General Meeting (AGM) of the Company, be and is hereby ratified on such a remuneration to be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee in consultation with the Auditors and that such remuneration may be paid on such basis as may be agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Ashish Bansal (DIN: 06607944) as Executive Chairman and Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules made thereunder (including any statutory modification or re-enactment thereof, for time being in force) and pursuant to Article of Association of Company, and subject to such other approvals as may be necessary, the consent of members of the company be and is hereby accorded to the Re-appointment of **Mr. Ashish Bansal (DIN: 06607944)** as Executive Chairman and Managing Director (designated as " Executive Chairman") of the Company for a period of Two years extendable up to five years with effect from 30.09.2016 to 29.09.2018 to his receiving remuneration by way of salary not exceeding Rs. 30,000 and other perquisites in accordance with the schedule V to the Act .

RESOLVED FURTHER THAT if in any financial year Company has no profits or profits are inadequate, **Mr. Ashish Bansal (DIN: 06607944)** shall be entitled to receive the aforesaid remuneration, as revised from time to time, as minimum remuneration, subject to Compliance with the applicable provisions of Section 197 of the Act read with Schedule V of the Act, if and to the extent necessary, with the approval of Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide the extension of his tenure of appointment beyond Two Years upto Five Years on the payment of remuneration, and perquisites as the Board may, in its absolute discretion deem fit, without requiring to secure any further consent or approval of members of the Company for the same and that the members shall be deemed to have given their approval thereto expressly by the authority to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution including filling of necessary forms and returns at the portal of Registrar of Companies, NCT of Delhi and Haryana to give effect to the above said Resolution".

5. Re-appointment of Mr. Vikram Sharma (DIN: 00243482) as a whole Time Director of the Company

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

"RESOLVED THAT Pursuant the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules made there under (including any statutory modification or re-enactment thereof, for time being in force) and

pursuant to Article of Association of Company and subject to such other approvals as may be necessary consent of members of the company be and is hereby accorded to the Re-appointment of Mr. **Vikram Sharma (Din No: 00243482)** as a Whole Time Director of the Company for a period of Two years extendable up to five years with effect from 30.09.2016 to 29.09.2018 to his receiving remuneration by way of salary not exceeding Rs.25,000 and other perquisites in accordance with the schedule V to the Act.

RESOLVED FURTHER THAT if in any financial year Company has no profits or Profits are inadequate, Mr. **Vikram Sharma (Din No: 00243482)** shall be entitled to receive the aforesaid remuneration, as revised from time to time, as minimum remuneration, subject to Compliance with the applicable provisions of Section 197 of the Act read with Schedule V of the Act, if ant to the extent necessary, with the approval of Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide the extension of his tenure of appointment beyond Two Years upto five years on the payment of remuneration, and perquisites as the Board may, in its absolute discretion deem fit, without requiring to secure any further consent or approval of members of the Company for the same and that the members shall be deemed to have given their approval thereto expressly by the authority to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution including filling of necessary forms and returns at the portal of Registrar of Companies, NCT of Delhi and Haryana to give effect to the above said Resolution".

6. Transfer of Control pursuant to Open Offer made in Compliance of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover Regulations, 2011, as amended("SEBI (SAST) Regulations 2011")

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

"RESOLVED THAT Pursuant to Open Offer for Acquisition of 64,89,990 (Sixty Four Lacs Eighty Nine Thousand Nine Hundred Ninety) fully paid up equity shares of 10/- (Ten each) made by Mrs. Rajni Aneja and Mr. Pranay Aneja (hereinafter referred to as "Acquirers") in Compliance of Regulation 3 &4 and all other applicable provisions, if any, of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended; applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") and all other relevant laws, rules and regulations applicable in this context, the consent of members of Company be and is hereby accorded in compliances of Regulation 31 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time **"SEBI (LODR) Regulations,2015"**,to transfer the Control to the new Promoters and to Re-classify the Share Capital of the Company thereto.

RESOLVED FURTHER THAT that the above said approval shall be subject to applicable rules, regulations, clarifications and/or guidelines, if any, issued by any Regulatory Authority, including but not limited to the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), The Bombay Stock Exchange Limited ("BSE"), being the Stock Exchange where the shares of the Company are listed and enabling provisions of the Memorandum and Articles of Association of
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the Company and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the Central Government, Stock Exchange, SEBI, Banks and Financial Institutions and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the board to exercise the powers conferred on the Board by this Resolution).

RESOLVED FURTHER THAT for giving effect to the above mentioned resolution, the Board/the Committee, be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, things and matters, as it may, in its absolute discretion, consider necessary, desirable, incidental or expedient to and to seek any further approval and/or consent of the members of the Company".

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

Place: New Delhi
Date: 02.09.2016

Sd/-
Manisha Rajpal
Company Secretary

NOTES:

1. EXPLANATORY STATEMENT

An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to the Business stated under item no. 4 to 6 is annexed hereto.

2. PROXY/AUTHORIZED REPRESENTATIVE

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the Annual General Meeting ("AGM"). Proxy Form is enclosed with the Annual Report.

- (ii) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.
- (iii) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
- (iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

3. BOOK CLOSURE

Register of Members and Share Transfer Books of the Company will remain closed from Friday 23rd September, 2016 to Friday 30th September, 2016 (both days inclusive).

4. CUT OFF DATE:

- (i) This Notice is being sent to all the members whose name appears as on August 26, 2016 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.
- (ii) A person whose name is recorded in the Register of members or in the register of beneficial owners maintained by the depositories as on 23rd September, 2016 (the "**Cut-off Date**") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

5. COMMUNICATION TO MEMBERS

- (i) With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the company to send communications electronically.
- (ii) The Annual Report 2015-2016 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-2016 are being sent by the permitted mode.
- (iii) Members may also note that the Notice of the 22nd AGM and the Annual Report 2015-2016 will be available on the company's website, www.stellarcapitalservices.com. The Physical copies of the 22nd Annual Report 2015-16

documents will also be available at the Company's registered office for inspection during normal business hours on working days, Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : stellarcapital@yahoo.in.

- (iv) The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section-170 of the Companies Act, 2013 are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.
- (v) The register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.
- (vi) In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id "stellarcapital@yahoo.in", at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- (vii) Members/Proxy holders are requested to produce at the entrance, the attached Admission slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
- (viii) As per the Provisions of Companies Act, 2013 facility for making nominations is available to the shareholders for the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.
- (ix) The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed company in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/ Register and Share Transfer Agent for registration of such transfer of shares.
- (x) For convenience of the members and proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip along with a valid identity proof such as the PAN Card, Passport, Aadhar Card, Driving License etc. and hand it over at the registration counter at the venue.
- (xi) Only bonafide members of the Company whose name appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend

the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members for attending the meeting.

- (x) As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.
- (xi) Members seeking any information or clarification on the accounts are requested to send written queries to the Company, atleast 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

6. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("**Remote E-voting**") in the manner provided below during the e-voting period as mentioned below in Para 6(I)(A).
- (ii) At the venue of AGM, voting shall be done through ballot papers ("**Ballot Paper**") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <September 27, 2016 at 10.00 a.m.> and ends on <September 29, 2016 at 05.00 p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company

on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN **160905015** for the relevant <STELLAR CAPITAL SERVICES LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(A) E-voting Period

The Remote E-voting period commences on September 27, 2016 (10:00 am) and ends on September 29, 2016 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. After September 29, 2016 (5:00 p.m.) the Remote E-voting facility will be blocked.

(B) User ID and Password for the members who became Members after dispatch of AGM notice:

Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut- off date of September 23, 2016, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or CDSL.

(C) Queries in relation to E-voting:

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

(II) VOTING THROUGH BALLOT PAPER

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Papers will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (√) against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

7. SCRUTINIZER

- (i) Ms. Rachna Bhasin, Company Secretary in practice (Membership No. 23539) having consented to act as a scrutinizer has been appointed as scrutinizer ("**Scrutinizer**") for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

8. DECLARATION OF RESULTS

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared on the date of AGM i.e. September 30, 2016 by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.stellarcapitalservices.com in the investor's Info section and on the website of CDSL i.e. www.evotingindia.com, immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange.

9. DEMATERIALIZATION

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

ANNEXURE TO NOTICE

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

In respect of Item No: 4

Mr. Ashish Bansal was appointed as an Executive Chairman and Managing Director by the members of the Company to hold the office for a period of three years. Hence, the continuation of his employment as Executive Chairman and Managing Director on the Board requires the approval of members by way of an Ordinary Resolution in terms of Section 196 read with Schedule V of the Companies Act, 2013.

Mr. Ashish Bansal is a Chartered Accountant having rich and diverse experience in the Finance Industry and has also been involved in the operations of the Company over a long period of time, hence Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on dated 02/09/2016 approved the re-appointment of Mr. Ashish Bansal, as Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company for a further period of two years extendable up to Five Years with effect from 30.09.2016 to 29.09.2018 subject to the approval of the members at this Annual General Meeting.

None of the Director, Key Managerial Personnel or his relative, except Mr. Ashish Bansal (DIN No: 06607944) is concerned or interested in the Resolution.

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

In respect of Item No: 5

Mr. Vikram Sharma was appointed as the Whole Time Director by the members of the Company to hold the office up to a period of three years. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 02/09/2016 considered it desirable that the Company should continue to avail itself the services of Mr. Vikram Sharma as Whole Time Director and accordingly commends the Resolution at Item No. 5 for approval by the members. for a further period of two years extendable upto five Years with effect from 30.09. 2016 to 29.09.2018. The appointment of Mr. Vikram Sharma as Whole Time Director requires the approval of members in terms of Section 196 read with Schedule V of the Companies Act, 2013.

None of the Director, Key Managerial Personnel or his relative, except Mr. Vikram Sharma (DIN No: 00243482) is concerned or interested in the Resolution.

The Board recommends the resolution set forth in item no. 5 for the approval of members.

In respect of Item No: 6

Mrs. Rajni Aneja w/o Late. Sh. Harish Aneja and Mr. Pranay Aneja S/o Late. Harish Aneja ("the Acquirers") both residing at B-34, Soami Nagar, New Delhi- 110017 has made an open offer for acquisition of 64,89,990 fully paid equity shares of 10/- (Rupees Ten each) from the shareholders of the Company ("Target Company") as per public announcement (PA) dated 10/11/2015 pursuant to and in compliance with regulations 3 & 4 of the Securities and Exchange Board of India (substantial Acquisition of shares and Takeovers) Regulations 2011, as amended ("SEBI (SAST) Regulations").

Further The Acquirers had entered into a Share Purchase Agreement ("SPA") with the Promoters / Promoter Group of the Target Company (hereinafter referred to as "Sellers") on dated 10/11/2015 wherein it is proposed to take Management Control of the Company and to also purchase 43,95,000 Equity Shares of the Company at a price of Rs.8/- (Rupees Eight Only) each, aggregating to Rs. 3,51,60,000/- (Rupees Three Crore Fifty One Lacs Sixty Thousand Only) comprising of 17.61% of Equity Share capital of the Target Company.

As the Company is an NBFC Company bearing COR No. B. 14.02359 the Acquirers in Compliance of RBI Circular No: DNBR (PD) CC.NO.065/03.10.001/2015-2016 dated 09th July, 2015 had made an application seeking prior approval of RBI for Acquisition/Transfer of Control of the Company.

The whole Procedure as Directed by SEBI has been complied with and post offer report dated March 23, 2016 has also been submitted by the Merchant Banker with SEBI. SEBI has approved the transfer of the control of the Company subject to the approval of RBI. As on date, approval of RBI is awaited.

As per Regulation 31A of SEBI (Listing Obligation and disclosure Regulations), 2015, the approval of members is required for Transfer of Control and for re-classification of share capital when a new promoter replaces the previous promoter subsequent to an open offer or in any other manner.

None of the Director, Key Managerial Personnel or his relative, is concerned or interested in the Resolution.

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

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

**Place: New Delhi
Date: 02.09.2016**

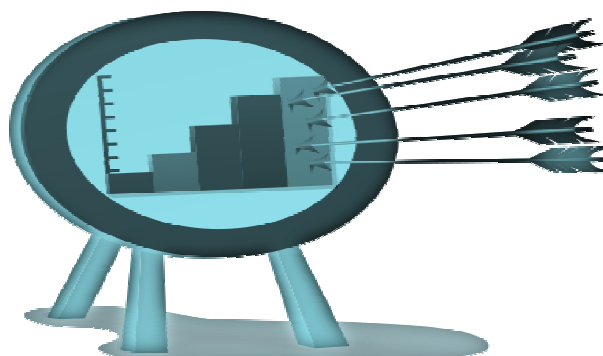
**Sd/-
Manisha Rajpal
Company Secretary**

ANNEXURE TO NOTICE

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

Name of the Director	Ashish Bansal	Vikram Sharma
Date of Birth	11.02.1987	20.11.1971
Din	06607944	00243482
Date of Appointment	10.07.2013	10.07.2013
Relationship with Directors	NIL	NIL
Expertise in specific functional area	Financing & taxation	Financing & Management
Qualification	B.com & Chartered Accountant	B.SC & MCA
Board Membership of other companies as on March 31,2016	Directorship in 1 other Company	Directorship in 2 other Companies
Chairman / Member of the Committee of the Board of Directors as on March 31, 2016		
a) Audit Committee	NIL	1
b) Nomination and Remuneration Committee	NIL	1
c) Stakeholder Relationship Committee	NIL	1
d) Other Committee	N.A	N.A
Number of shares held in the Company as on March 31, 2016	21000 Shares	39000 Shares

BOARD'S REPORT



To,
The Members,

Your Directors have pleasure in presenting the 22nd Annual Report together with the Audited Statement of Accounts for the Financial Year ended March 31, 2016.

❖ FINANCIAL PERFORMANCE

Particulars	Financial year ended (in Rupees)	
	31 st March, 2016	31 st March, 2015
Total Income	38,716,178	44,427,342
Total expenditure	37,676,252	43,990,761
Profit/(Loss) before tax	1,039,927	436,580
Profit/ (Loss) after tax	718,590	345,972
Paid- up Share Capital	249, 615,000	249, 615,000
Reserves and Surplus	202,377,157	202,292,642

❖ DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2015-2016. The Board assures you to present a much strong financial statements in coming years.

❖ SHARE CAPITAL

The Paid up Equity Share Capital as on March 31, 2016 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**

As the company has not declared any Dividend, therefore, the Company has not proposed to carry any sum to the General Reserves of the Company for the period under consideration.

❖ **CHANGE IN THE NATURE OF BUSINESS**

Stellar Capital Services Limited (registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company), engaged mainly, in the business of providing Secured and Unsecured Loans & Advances and investing in securities, both quoted and unquoted, during the period under review there was no change in the nature of the Business of the Company.

❖ **MATERIAL CHANGES AND COMMITMENTS**

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.

❖ **DETAILS OF SUBSIDIARY, JOINT VENTURE, ASSOCIATE COMPANIES DURING THE YEAR**

The Company has no subsidiaries, joint ventures or associated companies therefore disclosures in this regards are not provided in this report.

❖ **PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The company has no subsidiaries, joint venture companies so there is no requirement of description of performance of Subsidiaries and Joint Venture companies.

❖ **AUDITORS**

A. Statutory Auditors

At the Annual General Meeting held on August 25, 2014, M/s V.N. Purohit & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold the office till the conclusion of the Annual General Meeting to be held in the calendar year 2019.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual general Meeting. Accordingly the appointment of M/s V.N. Purohit & Co., chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Auditors' Report to the Shareholders for the year under review does not contain any qualification.

B. Auditor's Report

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments under section 197(12) of the Companies Act, 2013.

C. Secretarial Auditor

Mr. Dimple Bhatia, Practicing Company Secretary (Membership Number 17826) was appointed to conduct the secretarial audit of the Company for the F.Y 2015-2016, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial audit Report for F.Y 2015-2016 forms part of the Annual Report as **Annexure I**.

D. Internal Auditor

Mr. Gopal Bansal, Practicing Chartered Accountant also performs the duties of Internal Auditors of the Company for Financial Year 2015-2016 and his report is reviewed by the Audit Committee from time to time.

❖ SIGNIFICANT AND MATERIAL ORDERS

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

❖ EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of annual return in the prescribed format is appended as **Annexure II**.

❖ 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 probably 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, 2016 are given as below:

A. Conservation of Energy

The provision related conservation of energy does not apply to company, therefore the information as required under the Companies (Accounts) Rules, 2014 is not given. However the company is conscious about its responsibility to conserve energy, power, and other energy sources wherever possible. We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

B. Technology Absorption

Your company has not imported any technology. However, we believe and use information technology extensively in all spheres of our activities to improve efficiency levels.

Expenditure on Research and Development

During the period under review company has not incurred any expenditure on R & D.

S.No.	Parameters	F.Y. 2015-2016	F.Y.2014-2015
a)	Capital Expenditure	0.00	0.00
b)	Recurring	0.00	0.00

C. Foreign Exchange Earnings and Outgo

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

S.No.	Particulars	Year 2016	Year 2015
1.	Foreign Exchange earning	Nil	Nil
2.	Foreign Exchange outgoing	Nil	Nil

❖ RBI GUIDELINES

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

❖ **RISK MANAGEMENT POLICY**

Managing of Risk is an Integral part of Company's strategy; Company has already implemented Risk Management Policy (annexed as **Annexure III**) 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.

The policy as approved by the Board of Directors is also uploaded on Company's website.

❖ **CORPORATE SOCIAL RESPONSIBILITY**

The provision of Companies Act, 2013 regarding Corporate Social Responsibility shall not be applicable to companies having net worth not exceeding Rs. 500 Cr or turnover not exceeding Rs. 1,000 Cr or net profit not exceeding Rs. 5 Cr or more during any financial year, as on the last date of previous financial year. In this connection, we wish to inform you that in respect of our company as on the last audited balance sheet as at March 31, 2016 neither the net worth exceeds Rs. 500 Crore nor turnover exceeds neither Rs. 1,000 Crore nor net profit exceeding Rs. 5 Cr. Hence, the provisions of Companies Act, 2013 regarding Corporate Social Responsibility would not be applicable.

❖ **NUMBER OF MEETINGS OF THE BOARD**

The Boards of Directors duly met 14 times during the Financial Year 2015-16, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two board meetings was within the period prescribed by the Companies Act, 2013.

❖ **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The current policy is to have an appropriate mix of Executive and Independent Director with atleast one Women Director to maintain the independence of the board, separate its function of Governance and Management 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.

Company has put in a place the policy on board diversity for appointment of Directors taking into consideration qualification and wide experience of the directors in the fields of Banking, Finance,

Regulatory, Administration, Legal, apart from compliance of legal requirements of the Company.

As on March 31, 2016, the Board consists of 4 members, two of whom are Executive Directors, and other two are independent Directors. The Board periodically evaluates the need for change in its composition and its size.

The policy of the company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the companies Act, 2013, adopted by the Board, is appended

as **Annexure IV** to the Board's Report. We affirm that remuneration paid to the directors is as per the terms laid out in the remuneration policy of the company.

❖ **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

❖ **BOARD EVALUATION**

Regulation 17 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 directs that the Board shall monitor and review the Board evaluation framework. 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 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.

None of the independent directors are due for re-appointment.

❖ **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company has put in place a system to familiarize its Independent Directors about the Company; every new Independent directors of the board attends familiarization program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors/ senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The format of the letter of appointment is available on our website.

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

a) **DIRECTORS:**

- There were no Appointment, Resignation of Directors during the Period under review however Mr. Ashish Bansal, Managing Director retires by rotation and being eligible has offered himself for re-appointment.

- Further Mr. Ashish Bansal was designated as the Executive Chairman and Managing Director(MD) by the members of the Company on dated 10.07.2013; tenure of Mr. Ashish Bansal as a Managing Director expired on dated 09.07.2016,pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on dated 02/09/2016 approved the re-appointment of Mr. Ashish Bansal, as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company for a further period of two years extendable up to five years with effect from 30.9.2016 to 29.09.2018 subject to the approval of the members at this Annual General Meeting.
- Mr. Vikram sharma is the Whole Time Director (WTD) of the Company; pursuant to the recommendation of Nomination and Remuneration Committee, Mr. Vikram Sharma whose term as Whole Time Director (WTD) expired on dated 09.07.2016 was re-appointed as Whole Time Director by the Board on its meeting held on dated 02/09/2016 for a further period of two years extendable up to Five Years, i.e. w.e.f 30.09.2016 to 29.09.2018 subject to the approval of the shareholders.

b) COMPANY SECRETARY AND COMPLIANCE OFFICER:

The Board of Directors at their meeting held on dated 04/09/2015 had appointed Ms. Manisha Rajpal, member of “Institute of Company Secretaries of India”, as the Company Secretary and Compliance Officer in the Company in compliance with Companies Act, 2013 and Agreement entered with the Stock Exchange.

c) KEY MANAGERIAL PERSONNEL

The following 3 persons are the formally appointed/ designated as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013.

1. Mr. Ashish Bansal – Managing Director
2. Ms. Sushma Aggarwal- Chief Financial Officer
3. Ms. Manisha Rajpal-Company Secretary

❖ DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

No Directors are directly related to each other.

❖ TRANSFER OF CONTROL

On 10/11/2015, Mrs. Rajni Aneja w/o Late. Sh. Harish Aneja and Mr. Pranay Aneja S/o Late. Harish Aneja (“the Acquirers”) both residing at B-34, Soami Nagar, New Delhi- 110017 with an intention to Takeover the Management & Control of the Company entered into a Share Purchase Agreement (“SPA”) with the Promoters & Promoter Group of the Company and has further made Open offer for acquisition of 64, 89,990 fully paid equity shares of




10/- (Rupees Ten each) in compliance with applicable provisions of the Securities and Exchange Board of India (substantial Acquisition of shares and Takeovers) Regulations 2011.

Accordingly post open offer report dated March 23, 2016 has been submitted by Manager to offer i.e. **Aryaman Financial Services Ltd.** to SEBI, however as the Company is registered with RBI (Reserve Bank of India) bearing COR No B. 14.02359 the approval of RBI in relation to Transfer of Control is Under Process.

❖ **COMMITTEES OF THE BOARD**

Currently, the Board has 3 Committees; the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

A detailed note on the Board and its committees is provided under the Corporate Governance report section of this annual report. The Composition of committees and compliances, as per applicable provisions of the act and rules, are as follows:

Name of the Committee	Composition of Committee
<p style="text-align: center;">Audit Committee</p> 	<p>The "Audit Committee" of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (LODR) Regulation read with Section 177 of the Companies Act,2013 ('the Act')</p> <p>The Audit Committee of Company Comprises of :</p> <ul style="list-style-type: none"> • Mr. Amar Pal Singh • Mrs. Seema Mangal • Mr. Ashish Bansal
<p>Nomination and Remuneration Committee</p> 	<p>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 Regulation 19 of the SEBI (LODR) Regulation.</p> <p>The Nomination and Remuneration Committee of Company Comprises of :</p> <ul style="list-style-type: none"> ❖ Mr. Amar Pal Singh ❖ Mrs. Seema Mangal ❖ Mr. Ashish Bansal
<p>Stakeholders Relationship Committee</p> 	<p>The "Stakeholders' Relationship Committee" is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulation.</p> <p>The Stakeholders Relationship Committee of Company Comprises of :</p> <ul style="list-style-type: none"> ❖ Mr. Amar Pal Singh ❖ Mrs. Seema Mangal ❖ Mr. Ashish Bansal

❖ 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 aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of audit Committee, in appropriate and exceptional cases.

Accordingly, 'whistle Blower policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Counselor or the Chairman of the audit Committee of the Company.

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-V** and is also posted on the website of the company.

❖ CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website www.stellarcapitalservices.com The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

❖ PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186

Particulars of Loans and Guarantees are provided in the financial statements (please refer the Notes to the financial Statements).

❖ BRIEF RESUME

The Company provides a brief resume of Mr. Ashish Bansal (Din no: 06607944), Executive Chairman and Managing Director of the Company and Mr. Vikram Sharma (Din no : 00243482), Whole Time Director in Compliance of Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015 in respect of Director Being Re-appointed.

❖ RELATED PARTY TRANSACTIONS

All related party transactions that were entered into 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 and also stated in Form AOC-2 annexed as **Annexure-VI**.

❖ **REPORT ON CORPORATE GOVERNANCE**

Pursuant to Schedule V of the SEBI (LODR) Regulation the following Reports/Certificates form part of the Annual Report:

- the Report on Corporate Governance;
- Certificate duly signed by the CEO & Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2016 as submitted to the Board of Directors at their meeting held on May 30,2016;
- the declaration by the CEO & Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct ; and
- the Management Discussion & Analysis Report

The Secretarial Auditors' Certificate on Corporate Governance is annexed to this report as **Annexure-VII**.

❖ **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 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company are as follows:

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- | | |
|----------------------------------|-----|
| a) Employed throughout the Year | Nil |
| b) Employed for part of the year | Nil |

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

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by members at the registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Chief Financial Officer in advance.

❖ **SEXUAL HARASSMENT**

The Company has in place a Prevention of Sexual harassment policy in line with the requirements of the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the Year 2015-2016, no complaints were received by the Company related to sexual harassment.

❖ **BUSINESS RESPONSIBILITY REPORT**

Pursuant to Regulation 34(2) (f) of SEBI (LODR) Regulations, Business Responsibility Report is not applicable to our Company. Since no initiative with respect to environmental, social etc. has been taken.

❖ **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of the provisions of Section 133 of the Companies Act, 2013 and read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI), the Directors confirm that, to the best of their knowledge and belief:

- In preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed.
- The directors had 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 and of the profit and loss of the company for that period.
- The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- The directors had prepared the annual accounts on a going concern basis.
- The directors have laid down internal financial controls, which are adequate and are operating effectively.
- 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 Ltd. (formerly Bombay Stock Exchange Ltd). The Company has already paid listing fees for the financial Year 2016-17 to the BSE.

❖ **CAUTIONARY NOTE**

The statements forming part of the Board's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

❖ **ACKNOWLEDGEMENT**

The Board expresses its sincere gratitude to the shareholders, bankers and clients for their continued support. The Board also wholeheartedly acknowledges with thanks the dedicated efforts of all the staff and employees of the Company.

**For on behalf of the Board
For Stellar Capital Services Limited**

**Place: New Delhi
Date: 02.09.2016**

**Sd/-
Ashish Bansal
Managing Director
DIN: 06607944**

**Sd/-
Vikram Sharma
Whole- Time Director
DIN: 00243482**

ANNEXURE-I
Form No. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended 31.03.2016

[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
New Delhi

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s 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 31/03/2016 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 **M/s Stellar Capital Services Limited** ("the Company") for the financial year ended on 31/03/2016 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 thereunder;
- (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;(Not Applicable)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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, 1992 and 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;
- (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) Income Tax Act, 1961

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 and SEBI (LODR) Regulations, entered into by the Company with Bombay Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

No specific observation to be pointed out.

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 and the dissenting members' views were not required to be captured and therefore, not recorded as part of the minutes.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory auditor and other designated professionals.

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 Open Offer has been made by Mrs. Rajni Aneja ("Acquirer No. 1") & Mr. Pranay Aneja ("Acquirer No. 2"), both residing at B-34, Somani Nagar, New Delhi- 110017 to acquire 64,89,990 (Sixty Four Lacs Eighty Nine Thousand Nine Hundred and Ninety) fully paid up equity shares of the face value of Rs. 10/- each, being constituting 26% of the Equity Share Capital of Company.

Place: New Delhi
Date: 30th May, 2016

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

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

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 events etc.
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.

Place: New Delhi
Date: 30th May, 2016

Sd/-
Dimple Bhatia
(Practicing Company Secretary)
Membership No: 17826
C.P No.: 12122

ANNEXURE-II
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74899DL1994PLC062247
ii.	Registration Date	20/10/1994
iii.	Name of the Company	STELLAR CAPITAL SERVICES LIMITED
iv.	Category/Sub-Category of the Company	Non-Banking Financial Company
v.	Address of the Registered office and contact details	Plot No.A1 and A2,Road No.43,Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, Delhi-110034 Tel No. +91 9582801012 / 011-42804171 Email: stellarcapital@yahoo.in Website: www.stellarcapitalservices.com
vi.	Whether listed company	Yes (Listed on BSE SME Platform)
vii.	Name, Address and Contact details of Registrar and Transfer Agent	Contact Officer : Mr. Virender Rana Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020. Tel No.: +91-11- 26812682 Fax No.: +91-11-26812683 Email id.: viren@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:-			
Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Sale of Securities, Shares & Bonds	651	9.57
2.	Income from Investment and Loans	651	90.43

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name AND Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	NOT APPLICABLE				

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2015)				No. of Shares held at the end of the year (as on 31/03/2016)				% Chang during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) <i>Indian</i>									
a) Individual/ HUF	555000	0	555000	2.22	555000	0	555000	2.22	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	3840000	0	3840000	15.38	3840000	0	3840000	15.38	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	4395000	0	4395000	17.61	4395000	0	4395000	17.61	0
2) <i>Foreign</i>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	4395000	0	4395000	17.61	4395000	0	4395000	17.61	0
B. Public Shareholding									
1. <i>Institutions</i>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. <i>Non Institutions</i>									
a) Bodies Corp.									
(i) Indian	10971000	4111500	15082500	60.42	11512500	2944500	14457000	57.91	2.51
(ii) Overseas	0	0	0	0	0	0	0	0	0

b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	378000	0	378000	1.51	426000	0	426000	1.70	0.19
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	990000	3498000	4488000	17.98	2143500	3498000	5641500	22.61	4.63
c) Others									
(i) Hindu Undivided Family	618000	0	618000	2.48	42000	0	42000	0.17	2.31
Sub-total(B)(2)	12957000	7609500	20566500	82.39	14124000	6442500	20566500	82.39	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	12957000	7609500	20566500	82.39	14124000	6442500	20566500	82.39	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A+B+C)	17352000	7609500	24961500	100	18519000	6442500	24961500	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (as on 01/04/2015)			Shareholding at the end of the year (as on 31/03/2016)			% change in share holding 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.	Vishal Sharma	495000	1.98	0	495000	1.98	0	0
2.	Vikram Sharma	39000	0.16	0	39000	0.16	0	0
3.	Ashish Bansal	21000	0.08	0	21000	0.08	0	0
4.	Technofab Constructions Private Limited	3840000	15.38	0	3840000	15.38	0	0
	Total	4395000	17.61	0	4395000	17.61	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no	Name	Shareholding at the beginning of the year (as on 01/04/2015)		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company

1.	Vishal Sharma	495000	1.98	<u>NO CHANGE</u>	495000	1.98	
2.	Vikram Sharma	39000	0.16		39000	0.16	
3.	Ashish Bansal	21000	0.08		<u>NO CHANGE</u>	21000	0.08
4.	Technofab Constructions Private Limited	3840000	15.38			3840000	15.38

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no	Name of Shareholder	Shareholding at the beginning of the year (as on 01/04/2015)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning (01-04-2015/ end of the year (31-03-2016))	% of total shares of the company				No. of shares	% of total shares of the company
1.	MBM BEARINGS (RAJASTHAN)PRIVATE LIMITED	2750000	11.02	-	-	No Movement	2750000	11.02
2.	GEET INFRACON PRIVATE LIMITED	2350000	9.41	-	-	No Movement	2350000	9.41
3.	SARTHAK SUPPLIERS PRIVATE LIMITED	2150000	8.61	-	-	No Movement	2150000	8.61
4.	LA MANCHA ENTERPRISES PRIVATE LIMITED	1596000	6.39	01.04.2015	-	-	-	-
				07.04.2015	828000	Purchase	2424000	9.69
5.	MYRA APPARELS PRIVATE LIMITED	1245000	4.99	-	-	No Movement	1245000	4.99
6.	VALUE DISTRIBUTORS PRIVATE LIMITED	1201000	4.81	-	-	No Movement	1201000	4.81
7.	JAGTARNI TRADERS PRIVATE LIMITED	837000	3.35	-	-	No Movement	837000	3.35
8.	NARESH KUMAR GUPTA	750000	3.00	-	-	No Movement	750000	3.00

9.	YOGESH KUMAR	750000	3.00	-	-	No Movement	750000	3.00
10.	DAMODAR SHARMA	750000	3.00	-	-	No Movement	750000	3.00

v. Shareholding of Directors and Key Managerial Personnel:

Sr. no	Name	Shareholding at the beginning of the year (as on 01/04/2015)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
A. Directors								
1	Vikram Sharma Executive Director	39000	0.16	01.04.2015	0	Nil		
				31.03.2016			39000	0.16
2	Seema Mangal Director	0	0	01.04.2015	0	Nil		
				31.03.2016			0	0
3	Ashish Bansal Managing Director	21000	0.08	01.04.2015	0	Nil		
				31.03.2016			21000	0.08
4	Amar Pal Singh Non-Executive Director	180000	0.72	01.04.2015	0	Nil		
					180000	Transfer	180000	0.72
B.	Key Managerial Personnel(KMP's)	NIL						

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2015)				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
- Addition	Nil	42,93,07,155/-	Nil	42,93,07,155/-
- Reduction	-	-	-	

Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year (As on 31.03.2016)	Nil	42,93,07,155/-	Nil	42,93,07,155/-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	42,93,07,155/-	Nil	42,93,07,155/-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Ashish Bansal MD	Vikram Sharma WTD	
1.	Gross salary (annually) (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	360000	300000	660000
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	Nil	Nil	Nil
6.	Total(A)	360000	300000	660000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Seema Mangal	Amar Pal Singh	
	<u>Independent Directors</u>			
	· Fee for attending board / committee meetings	Nil	Nil	Nil
	· Commission			
	· Others, please specify	Nil	Nil	Nil

Total(1)	Nil	Nil	Nil
<u>Other Non-Executive Directors</u>			
• Fee for attending board / committee meetings	Nil	Nil	Nil
• Commission	Nil	Nil	Nil
• Others, please specify	Nil	Nil	Nil
Total(2)	Nil	Nil	Nil
Total(B)=(1+2)	Nil	Nil	Nil
Total Managerial Remuneration (A)	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,14,710	6,60,000	8,74,710
	(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	Nil	Nil	Nil
	- others, specify...			

5.	Others, please specify	Nil	Nil	Nil
	Total	2,14,710	6,60,000	8,74,710

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers In Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Annexure-III 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.

Sd/-
Ashish Bansal
Managing Director
DIN: 06607944

ANNEXURE-IV

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. Independent Non-Executive directors receive sitting fees for attending the meeting of the Board and Board Committee.

- **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 agreements, 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.

ANNEXURE-V

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, upto 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.

ANNEXURE-VI
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Not Applicable
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	1. Ashish Bansal- Managing Director 2. Vikram Sharma- Whole-Time Director
(b) Nature of contracts/arrangements/transactions	Director's Remuneration
(c) Duration of the contracts / arrangements/transactions	NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
(e) Date(s) of approval by the Board, if any:	10/07/2013
(f) Amount paid as advances, if any:	NIL

Sd/-

Ashish Bansal
Managing Director
DIN: 06607944

Sd/-

Vikram Sharma
Whole Time Director
DIN: 00243482

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

❖ INDUSTRY STRUCTURE AND DEVELOPMENTS

India's diversified financial sector comprises of Commercial banks, Non Banking Financial Companies, Co-operatives, Pension Funds, Insurance Companies, mutual funds and others. During the Year the Government took several measures to strengthen the financial service sector which includes the New Bankruptcy law, Jan Dhan campaign for financial inclusion, liberalization of Foreign Direct Investment, gold monetization scheme and much more.

Stellar Capital Services Limited (NBFC) is engaged mainly in the business of providing Loans & Advances and investing in shares, both quoted and unquoted. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

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. India Ratings expects NBFCs to account for over 17% of the total credit in the country by FY2019, compared to 13.1% at the end of the FY2015 and 9.4% in the FY2006. Until some years ago, NBFCs were a small part of the financial services business with a small resource base. Today, the equity of leading NBFCs is comparable with or larger than many mid-sized banks. The combined market capitalisation of the top 10 NBFCs is now twice that of mid and small-sized public sector banks.

As a part of initiative taken by the Government NBFCs with the asset size of over Rs. 5000 million would be eligible as a financial institution under SARFAESI Act, which would significantly enable their ability to enforce collateral towards recovery dues from defaulting borrowers. Also from FY 2016-17 NBFCs are eligible for deduction to the extent of 5% of their income in respect of provision of bad and doubtful debts (NPAs) under Income Tax Act.

❖ ECONOMY OVERVIEW

Financial year 2015–16 (FY2016) began on a positive note. Despite a depressing global scenario —both across developed economies and key emerging ones such as China — India remained a bright Spot, India had closed FY 2015 with growth in real GDP of 7.2% and a growth in gross value added (GVA) of 7.1%. Low crude oil prices, comfortable inflation levels, some reduction of policy rates by the Reserve Bank of India (RBI), a reasonable current account deficit and the promise of reforms by the Central Government under Prime Minister Narendra Modi suggested even faster economic growth in FY 2016. With 7.6 % GDP Growth in the Financial Year 2015-2016 reinforced India's position as the world's fastest-growing large economy.

The NBFCs sector has undergone a significant transformation in the past few years and has come to be recognized as a systemically important element of the financial system.

In the multi-tier financial system of India, importance of NBFCs in the Indian financial system is much discussed by various committees appointed by RBI in the past and RBI has been modifying its regulatory and supervising policies from time to time to keep pace with the changes in the system. NBFCs have turned out to be engines of growth and are integral part of the Indian financial system, enhancing competition and diversification in the financial sector, spreading risks specifically at times of financial distress and have been increasingly recognized as complementary of banking system at competitive prices.

Indian NBFCs have been effective in serving the unbanked customers by spearheading into retail asset –backed lending, lending against securities and microfinance. Primarily, they offer small business loans, financing of two wheelers and cars, loans for purchasing used commercial vehicles/Machinery. According to ICRA, NBFCs will account for 17.1% of total credit by FY 2018-2019 compared with 13.1% in FY 2014-2015 and 9.4% in FY 2005-2006. Majority of the Growth is expected to be at the cost of Government owned banks, whose share is estimated to fall to an all-time low of 58.6% by 2018-2019 (against 64.5% in FY 2014-2015). According to the joint report by the Boston consulting group (BCG) and Confederation of Indian Industry (CII), NBFCs share of credit went up from 10% to 13% between FY 2004-2005 and FY 2014-2015. This growth is likely to surge over next 5-10 years.

❖ **OPPORTUNITIES AND THREATS**

The NBFC Industry holds immense potential and the Government of India's increased focus towards financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent initiatives by the Government of India to create Infrastructure for NBFC, to provide banking license for NBFCs, Providing of benefits to large NBFCs, Jan Dhan Yojana, Revision of FDI norms thereby allowing FDI beyond 18 specified NBFC activities in the automatic route, facility of Digital lockers is a positive signal ahead. The said opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. Along with existing local and Multinational players leading to tough competition within the industry.

For supporting the growth of NBFCs includes better product lines, wider and effective reach, quick turnaround time, strong risk management capabilities and better understanding of customer segment, The Young generation of India is rapidly adopting Technology to interact and to transact with the world, new Technologies such as cloud and analytics are gaining importance. This all would provide a huge opportunity to nimble and innovative players in the financial sector to use technology to strengthen their business. Technology can be used to reach the customers in a cost effective manner and to enhance customer experience through faster turnaround time, wider Product offerings and better risk control and pricing.

In the Financial service industry security of data is of utmost importance. A regular and continuous threat for the firms is data theft malicious malware and e-mail, Technology has not only increased the

players, vendors and customers but has also added multiple threats to the business. Cyber threats are getting larger in scale and size.

❖ **SEGMENT-WISE PERFORMANCE**

The Company is into single reportable segment only.

❖ **OUTLOOK**

Outlook for the Company is linked to Capital Market. The Board of Directors of the Company believes that Company's Investments in the equity shares of various companies would reasonably perform in the ensuing years.

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 and must 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 increased initiative and simplified procedures.

❖ **RISKS AND CONCERNS**

As an NBFC, the Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks.

Company's performance is closely linked to the Indian Capital Market as the company has investments in both quoted as well as unquoted shares. These investments represent a substantial portion of the company's business and are vulnerable to fluctuations in the stock market. Any decline in the price of quoted investments may affect its financial position and results of operations. The value of the company's investments may be affected by factors affecting capital markets such as price and volume volatility, interest rates, currency exchange rates, foreign investment, government policy

changes, political and economic developments, crude oil prices and economic performance abroad, etc.

The Company's success largely depends upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the company's strategy. The resignation or loss of key management personnel may have an adverse impact on the Company's business, its future financial performance and the result of its operations.

As a non-deposit taking NBFC, the Company is subjected to regulations by Indian governmental Authorities, including the Reserve Bank of India. Their Laws and regulations impose numerous requirements on the Company including prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the Laws and regulations that may adversely affect the Company's performance.

Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer. Recently, the growth of industrial production has been variable. Any slowdown in Indian economy could adversely affect the Company's business.

❖ **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 on behalf of the Board
For Stellar Capital Services Limited**

**Place: New Delhi
Date: 30.05.2016**

**Sd/-
Ashish Bansal
Managing Director
DIN: 06607944**

**Sd/-
Vikram Sharma
Whole- Time Director
DIN: 00243482**

CORPORATE GOVERNANCE REPORT

The Corporate governance report pertaining to the year ended March, 31, 2016 has been issued in Compliance with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms the part of Report of the Directors to the members of the Company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

SCSL Board of Directors is focused on the meeting their prime objective of maximization of shareholders wealth through:

- Professionalism and transparency in all decisions and activities of the Company;
- Prudent Financial management;
- Assisting the top management in sound business decisions;
- Adherence to Corporate Governance Guidelines.

On 2nd September 2015, SEBI notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be effective from 1st December, 2015 repealing the Listing Agreement entered into by the Company with the Stock Exchanges.

The Company is in Compliance with the requirements of guidelines on Corporate Governance stipulated under clause 49 of the Listing Agreement and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company conducts its affairs with a blend of the following aspects in their required proportions:

- Prudence
- Transparency
- Accountability
- Impartial treatment for all shareholders
- Operating under the purview of the statute.
- Ethical Practices
- Shareholder's wealth maximization

BOARD OF DIRECTORS

The Board of Directors has an optimum combination of Executive and Non –Executive Directors comprising FOUR members consisting of **TWO** Independent-Non Executive Directors.

Composition and Category of Directors: Name	Designation	Category	No. of other Director-ships	Attendance at Board Meetings	Attendance at previous AGM
Ashish Bansal	Managing Director	Executive	1	Yes	Yes
Vikram Sharma	Whole-Time Director	Executive	2	Yes	Yes
Seema Mangal	Director	Non-Executive	1	Yes	Yes
Amar Pal Singh	Director	Non-Executive	16	Yes	Yes

Meetings of the Board of Directors

The Board of Directors met 14 times during the financial year.

Information supplied to the Board

The Board members are given agenda papers along with necessary documents and information in advance of each meeting of the Board and Committees. In addition to the regular business items, the following are regularly placed before the Board to the extent applicable.

- Quarterly and Half yearly results of the Company
- Minutes of the Audit Committee and other Committee meetings
- Details of Agreements entered into by the Company
- Particulars of Non-Compliance of any statutory or Listing requirement

Minutes of the Board Meeting

The minutes of the proceedings of every Board and all committee meetings are prepared and approved/initialed by the Chairman within 30 days from the conclusion of the respective meeting.

Code of Ethics

The Company has prescribed a code of ethics for its Directors and senior management personnel. A declaration by the Executive Director to the effect that all the Directors and the senior management personnel have complied with the Code of Ethics laid down for this purpose for the year 2015-2016 is given below

Declaration – Code of Conduct

This is to confirm that the Board of Directors has laid down a code of conduct for all Directors and senior management personnel of the Company. It is further confirmed that all the Directors and Senior Management Personnel of the Company have duly complied with the Company's Code of Conduct during the financial year 2015-2016, as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Declaration-Independent Director

As mandated by Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as of March 31, 2016, none of the Independent Directors of the company served as an independent director in more than seven listed entities and as per Regulation 26 of SEBI Regulation none of Directors is a member of more than ten committees or acting as Chairperson of more than five committees of the companies in which he is a Director.

The necessary disclosures regarding Committee positions have been made by the Directors.

Performance Evaluation

The Board has carried out evaluation of its own performance, the directors individually and evaluation of working of the committees of the Board during the financial year 2015-16. 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, and independence of judgment, performance of duties and obligations and implementation of good Corporate Governance practices.

Meeting of Independent Directors

A separate meeting of the Independent Directors of the Company was held on March 31, 2016 to evaluate their performance of Non-Independent Directors and the Board as a whole and performance of Chairperson, who were evaluated on parameters such as attendance, level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its stakeholders. The Independent Directors expressed their satisfaction on the performance and effectiveness of the Board, individual Non- Independent Board members, Independent Directors and the Chairman. They also expressed satisfaction with the quality, quantity and timelines of flow of information between the Company management and the Board.

For Stellar Capital Services Limited

Date: 30.05.2016
Place: New Delhi

Sd/-
Ashish Bansal
Managing Director
DIN: 06607944

BOARD COMMITTEES

The Board of Directors has set up committees of Directors to deal with various matters of specific nature which require concentrated and more focused attention and to arrive at quick and timely decisions in these matters.

The Board of Directors has delegated its certain powers to the committees of Directors and these committees shall exercise such power and give the report of the output to the Board for approval at subsequent meetings. The Board has constituted three committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

AUDIT COMMITTEE

Terms of Reference:

The terms of reference of the Audit committee include the following:

1. Review of the quarterly, half yearly and annual financial results of the Company before submission to the Board.
2. Overseeing the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. To recommend appointment, re-appointment of auditors and the fixing of their remuneration. approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing, with the management, the Financial Statements before submission to the Board.
5. Reviewing, with the management, performance of statutory and Internal auditors, adequacies of the internal control systems.
6. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the shelf prospectus/ offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
8. Discussing with Internal auditors on any significant findings and follow up there on.
9. Reviewing the findings of any internal examinations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To discuss with the management, the senior internal audit executives and the statutory auditor/s the Company's major risk exposures and guidelines and policies to govern the processes by

which risk assessment and risk management is under taken by the Company, including discussing the Company's major financial risk exposures and steps taken by management to monitor and mitigate such exposures and from time to time conferring with another Committee/s of the Board about risk exposures and policies within the scope of such other Committee's oversight.

12. To review the functioning of the Whistle Blower Mechanism.
13. Approval of appointment of CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
14. Review and monitor the Auditor's independence and performance and effectiveness of audit process.
15. Approval or any subsequent modification of transactions of the Company with related parties.
16. Scrutiny of inter-corporate loans and investments.
17. Valuation of undertakings or assets of the Company, wherever it is necessary.
18. To review the financial Statements, in particular the investments made by the unlisted subsidiary company/ies, if any.
19. Granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the year, Four Audit Committee meetings were held.

Composition of Audit committee:

The Audit Committee of the Company is constituted with **three** directors, viz.

Meetings of the Committee and Attendance of the Members during 2015-16	Meetings held	Meetings Attended
Mr. Amar Pal Singh	4	4
Mrs. Seema Mangal	4	4
Mr. Ashish Bansal	4	4

NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference:

The Nomination and Remuneration Committee constituted by the Company is responsible for looking into the remuneration payable to the Whole-time Directors and other Employees of the

Company. The Non-Executive Directors of the Company are not entitled for any remuneration other than fee payable for attending Board & Committee Meetings. The Committee frames the policy on specific remuneration packages for Whole-time Directors including pension rights and compensation payments. The Committee also approves the Remuneration Policy for employees other than Whole-time Directors as may be recommended to it. The Company has a regular appraisal Policy for all employees.

Composition

The Nomination and Remuneration Committee of the Company is constituted with **three** directors, viz.

Meetings of the Committee and Attendance of the Members during 2015-16	Meetings held	Meetings Attended
Mr. Amar Pal Singh	1	1
Mrs. Seema Mangal	1	1
Mr. Ashish Bansal	1	1

Meetings of the Committee and Attendance

During the year, One meeting of Nomination and Remuneration Committee meeting was held.

Remuneration Policy:

The remuneration of the Executive Director is fixed by the Nomination and Remuneration Committee as constituted above. The Non-Executive Directors are not paid any remuneration. The remuneration of Employees other than Whole-time Directors is approved by the Nomination and Remuneration Committee based on recommendations made to it.

Non-Executive Directors are only entitled to sitting fees for attending Board and Committee Meetings

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition as on date

The Stakeholder Relationship Committee of the Company has been constituted with **three** Directors viz.

Meetings of the Committee and Attendance of the Members during 2015-16	Meetings held	Meetings Attended
Mr. Amar Pal Singh	4	4
Mrs. Seema Mangal	4	4
Mr. Ashish Bansal	4	4

Meetings of the Committee and Attendance

During the year, four meetings of Stakeholder Relationship Committee meeting was held.

No investor complaints are pending as on the date of Board's Report. The Company does not have any pending share transfers as on the date of Board's Report.

6. ANNUAL GENERAL MEETINGS

Details of last three Annual General Meeting is given below:

Day	Date	Time	Venue
Monday	30.09.2013	11:00 A.M.	314, R. G. Mall, Sector-9, Rohini, NewDelhi-110085
Monday	25.08.2014	12:30 P.M.	314, R. G. Mall, Sector-9, Rohini, NewDelhi-110085
Wednesday	30.09.2015	3:00 P.M	Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

No resolution was placed for voting by Postal ballot in the previous Annual General Meeting and no special resolution was passed at the last AGM.

7. DISCLOSURES

- No transaction of Material Nature has been entered into by the company with Directors or Management and their relatives etc. that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which Directors are interested is placed before the Board regularly. The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website

- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.
- The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the CEO and Managing Director. Further, the Code of Conduct of the Company applicable to the Board and Senior.
- The Company is in compliance with all the mandatory requirements as stipulated in SEBI Regulations of Corporate Governance and fulfilled the non-mandatory requirements as prescribed in discretionary requirements as specified in Part E of the Schedule II of SEBI Regulation to the extent possible.
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of Financial Statements.
- The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risks through means of a properly defined framework.
- In terms of SEBI Regulation, the certification by the CEO and Managing Director and the Chief Financial Officer is annexed to this Annual Report.
- The requirements of the Audit and other Committees as contemplated in SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 have been complied with as per the report set above in respect of the same.

For and on behalf of the Board
For Stellar Capital Services Limited

Sd/-

Ashish Bansal
Managing Director
DIN: 06607944

Date: 30.05.2016
 Place: New Delhi

8. **MEANS OF COMMUNICATION**

The Company has published financial results within the specified time period as required under SEBI (LODR) Regulations, 2015. No targeted presentations were made during the year under

review. The Management Discussion & Analysis Report forms part of the Annual Report of the Company as required under the Listing Agreement.

9. **GENERAL SHAREHOLDER INFORMATION**

- 1) Annual General Meeting Schedule: Friday the 30th September, 2016 at 12.00 PM at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.
- 2) Financial Calendar (2016-2017) (Tentative) :
The Financial year of the Company is 1st April to 31st March.

Financial Year reporting for	Proposed date
Un-audited Financial Results for half year ended 30.09.2016	Last week of October, 2016
Un-audited/Audited Financial Results for half year/year ended 31.03.2017	Last week of April, 2017
Annual General Meeting	August, 2017

- 3) Dates of Book Closure : 23rdSeptember, 2016 to 30thSeptember, 2016 (both days inclusive)
- 4) Dividend Payment Date : Not Applicable
- 5) Listing at Stock Exchanges : Bombay Stock Exchange Ltd
- 6) Listing Fees : The Listing fees for the year 2016-2017 paid to BSE
- 7) Scrip Code : 536738
- 8) ISIN No. : INE325P01011
- 9) CIN No. : L74899DL1994PLC062247

10) Market Price & Data :

Company :Stellar Capital Services Ltd- 536738

Period: Year 2015 to Year 2016

All Prices in ₹

Year	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread		@
										H-L	C-O	
2015	7.38	10.16	3.60	7.20	26,52,000	198	1,50,94,800	25,68,000	96.83	6.56	- 0.18	
2016	6.26	9.00	5.56	5.56	17,64,000	25	1,00,37,700	17,40,000	98.64	3.44	- 0.70	

* Spread
H-L : High-Low
C-O : Close-Open

11) Registrar & Share Transfer Agents : Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020
Tel No. 011-26812682

12) Share Transfer process : No Physical share transfer request is pending on the date of this report.

13) Shareholding pattern as on: 31st March, 2016.

Category	Number of Equity Shares held	% of Shareholding
Promoter	43,95,000	17.61
Public	2,05,66,500	82.39
Total	2,49,61,500	100.00

14) Dematerialization of shares: The Company has entered into an Agreement with M/s Skyline Financial Services Pvt. Limited as Registrar and Share Transfer Agents.

15) Outstanding Bonds/ Convertible Instruments : NIL

16. Address for Communication and Registered Office : Plot No. A1 and A2, Road No. 43,
Mangolpuri industrial Area,
Community Center, Pitampura,
Phase 2, New Delhi-110034
Tel: +91-8587000091
E-Mail: stellarcapital@yahoo.in

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Stellar Capital Services Limited
New Delhi

I have examined the compliance of conditions of the Corporate Governance by Stellar Capital Services Limited, for the year ended March 31, 2016 as stipulated in Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuing the Compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to explanation given to us, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

I further state that such compliance is neither an assurance as to the future validity of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 30/05/2016

Place: New Delhi

Sd/-
Dimple Bhatia
Practicing Company Secretary
Membership No: 17826
C.P No:12122

CEO/CFO CERTIFICATION

To,
The Board of Directors
Stellar Capital Services Limited
New Delhi

1. I have reviewed financial statements and the cash flow statement of Stellar Capital Services Limited for the year ended 31stMarch, 2016 and to the best of my Knowledge and belief:

(i) the statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of my knowledge and belief, no transaction entered into by the Company during the years which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. I accept responsibility for establishing and maintaining internal control systems pertaining to financial reporting. I have not come across any reportable deficiencies in the design of operation of such internal controls.

4. I have indicated the auditors and the Audit Committee:

(i) that there are no significant changes in internal control over financial reporting during the year;

(ii) that there are no significant changes in accounting policies during the year; and

(iii) that there are no instances of significant fraud of which I have become aware.

For Stellar Capital Services Limited

Place: New Delhi

Date: 30-05-2016

Sd/-
Sushma Aggarwal
(Chief Financial Officer)

DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

**To
The Member of
Stellar Capital Services Limited
New Delhi**

Pursuant to Regulation 17(5) and Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, I hereby affirm that all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year the Financial year ended March 31, 2016

For Stellar Capital Services Limited

Date: 30-05-2016
Place: New Delhi

Sd/-
Ashish Bansal
Managing Director
(DIN- 06607944)

Independent Auditor's Report

To,
The Members of
M/s. Stellar Capital Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Stellar Capital Services Limited** ("the company") which comprises the Balance Sheet as at 31st March 2016, Statement of Profit and Loss, 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 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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, of the state of affairs of the company as at 31st March 2016 and its profit and its cash flows for the year ended on that date.

- (i) In case of the Balance Sheet, of the **state of affairs** of the company as at 31st March 2016;
- (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.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, We give in the **Annexure -A** statement on the matters specified in paragraph 3 & 4 of the said order.
2. The Company is a Non- Banking Financial Company not accepting public deposit and the 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 of the company has passed a 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 appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss, and 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 written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, 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**.
- g) 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 does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For V.N. PUROHIT & CO.

Chartered Accountants
Firm Regn. No. 304040E

O.P. Pareek

Partner
Membership No. 014238

Place: New Delhi
Date: 30th May, 2016

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** (the Company) for the year ended on 31st March 2016.

- (i) (a) As per information and explanation given to us, the Company is maintaining proper records showing full disclosures of the 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, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification;
- (iii) According to information and explanations given to us, the Company has not granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013 and hence provisions of this sub- clause are not applicable;
- (iv) According to information and explanations given to us, the Company has complied with the provisions of Section 185 and section 186 to the extent applicable of the Companies Act, 2013 in respect of loans, investments, guarantees and security given;
- (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 made any default in respect of loans and borrowings obtained from financial institution and banks;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution;

- (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, the Company has paid managerial remuneration in accordance with applicable provisions of the Companies Act, 2013;
- (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 standalone 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 under review;
- (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 is a Non- Banking Financial Company duly registered under Section 45-1A of the Reserve Bank of India Act, 1934.

For V.N. PUROHIT & CO.

Chartered Accountants
FRN : 304040E

O.P. Pareek

Partner
M. No. : 014238

Place : New Delhi

Date : 30th May, 2016

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 ("the Company") as on 31st March 2016 in conjunction with our audit of the standalone 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 standalone 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorisations 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 standalone 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 2016, 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

O.P. Pareek
Partner
Membership No. 014238

New Delhi, the 30th day of May 2016

STELLAR CAPITAL SERVICES LIMITED**CIN- L74899DL1994PLC062247**

BALANCE SHEET AS AT 31ST MARCH, 2016

[Amount in Rupees]

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	3	249,615,000	249,615,000
Reserves and Surplus	4	202,377,157	202,292,642
Non-Current Liabilities			
Long-term Provisions	5	1,287,921	681,866
Current liabilities			
Short-term Borrowings	6	35,135,969	-
Trade Payables	7	9,313,842	2,092,956
Short-Term Provisions	8	347,466	134,903
Total		498,077,355	454,817,367
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets	9		
(i) Tangible Assets		396,975	605,889
Capital & amortised expenses not w/off	10	-	-
Deferred Tax Assets (net)	11	41,353	15,224
Current Assets			
Inventories	12	7,639,530	15,635,987
Cash and Cash Equivalents	13	1,031,025	14,609,812
Trade Receivables	14	-	289,176
Short-term loan and advances	15	487,457,605	421,394,979
Other current assets	16	1,510,867	2,266,300
Total		498,077,355	454,817,367
Summary of significant accounting polices	2	-	-

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

**IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.
Firm Regn. No. 304040E
Chartered Accountants**

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

**O.P.Pareek
Partner
Membership No. 014238**

**Ashish Bansal
Managing Director
DIN -06607944**

**Vikram Sharma
Director
DIN -00243482**

**Sushma Aggarwal
CFO**

**Manisha Rajpal
Company Secretary
MN-A35568**

New Delhi, the 30th day of May 2016

STELLAR CAPITAL SERVICES LIMITED**CIN- L74899DL1994PLC062247**

STATEMENT OF TRADING & PROFIT AND LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2016

[Amount in Rupees]

Particulars	Notes	From 1st April 2015 to 31st March 2016	From 1st April 2014 to 31st March 2015
A. CONTINUING OPERATIONS			
INCOME:			
Revenue from operations	17	38,640,102	44,291,518
Other Income	18	76,076	135,823
Total Revenue		38,716,178	44,427,342
EXPENDITURE:			
Purchases of stock in trade	19	-	19,134,800
Changes in inventories	20	7,996,457	2,227,320
Employee Benefit expenses	21	7,090,250	5,836,265
Financial Cost	22	155,872	7,959
Depreciation & Amortise expenses	23	208,914	1,039,736
Other Administrative expenses	24	22,224,758	15,744,682
Total Expenses		37,676,252	43,990,761
Profit/(loss) before tax provision		1,039,927	436,580
Tax expenses			
Current Tax		347,466	134,903
Deferred tax		(26,129)	(44,295)
Total Tax Expenses		321,337	90,608
Profit/ (loss) for the year after tax (PAT)		718,590	345,972
Less: Income Tax Adjustment for earlier years			
Less: Contingent provision against standard assets			
Less: Special reserve u/s 45-IC of the RBI Act, 1934			
Net profit transfer to appropriation		718,590	345,972
Earning per share (EPS)			
[nominal value of share Rs. 10/-]			
Basic		0.03	0.02
Diluted		0.03	0.02

Summary of significant accounting policies 2

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

**IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.
Firm Regn. No. 304040E
Chartered Accountants**

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

**O.P.Pareek
Partner
Membership No. 014238**

**Ashish Bansal
Managing Director
DIN -06607944**

**Vikram Sharma
Director
DIN -00243482**

**Sushma Aggarwal
CFO**

**Manisha Rajpal
Company Secretary
MN-A35568**

New Delhi, the 30th day of May 2016

STELLAR CAPITAL SERVICES LIMITED
CIN- L74899DL1994PLC062247

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016

[Amount in Rupees]

	For the year ended 31st March 2016	For the year ended 31st March 2015
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and after extra-ordinary items as per	1,039,927	436,580
Adjustments for items not included:		
Depreciation and Amortisation Expense	208,914	1,039,736
Operating Profit before working capital changes	1,248,841	1,476,316
Adjustment for Working capital:		
(Increase)/ decrease in current loans and advances	(66,062,626)	(112,326,159)
(Increase)/ decrease in Trade receivables	289,176	(257,488)
(Increase)/ decrease in inventories	7,996,457	2,227,320
(Increase)/ decrease in other current assets	755,433	1,709,918
Increase/ (decrease) in short term borrowings	35,135,969	(28,075,829)
Increase/ (decrease) in current liabilities	7,220,886	1,792,412
Cash generated from operations	(13,415,864)	(133,453,510)
Direct Taxes Paid	(162,923)	(72,103)
Net cash flow from operating activities (A)	(13,578,787)	(133,525,613)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale/(Purchase) of fixed assets	-	(105,000)
Net cash flow from investing activities (B)	-	(105,000)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of Share Capital	-	84,000,000
Net cash flow from financing activities (C)	-	84,000,000
Net cash flow during the year (A + B + C)	(13,578,787)	(49,630,613)
Add: Opening cash and cash equivalents	14,609,812	64,240,425
Closing cash and cash equivalents	1,031,025	14,609,812
Components of cash and cash equivalents		
Cash in hand	131,064	1,989,144
Deposit with banks in current accounts	899,961	12,620,668
Toal cash and cash equivalents	1,031,025	14,609,812

IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.
Firm Regn. No. 304040E
Chartered Accountants

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

O.P.Pareek
Partner
Membership No. 014238

Ashish Bansal
Managing Director
DIN -06607944

Vikram Sharma
Director
DIN -00243482

Sushma Aggarwal
CFO

Manisha Rajpal
Company Secretary
MN-A35568

New Delhi, the 30th day of May 2016

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2016

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. Tangible 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 tangible fixed assets

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

d. Revenue recognition

Having regards 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.

f. Income taxes

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. Provisions

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. Earning Per Share

Basic earnings per share has been calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share has been computed by dividing the net profit after tax by the weighted average no. of equity shares considered for deriving basic earning per share and also the weighted average no. of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

i. Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and cash at bank.

j. Previous year figures

The company has reclassified previous year figures to conform to current year's classification.

STELLAR CAPITAL SERVICES LIMITED
CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2015 TO 31ST MARCH 2016

3. Share capital	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Authorised shares		
2,50,00,000 (31 March 2015: 2,50,00,000) Equity Shares of Rs.10 each.	250,000,000	25,000,000
Issued, subscribed and fully paid- up shares		
2,49,61,500 (31 March 2015: 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 2016		As at 31st March 2015	
	No.	(Rupees)	No.	(Rupees)
Share Capital at the beginning of the period	24,961,500	249,615,000	16,561,500	165,615,000
Issue during the period: -				
Equity share capital - Preferential Allotment	-	-	8,400,000	84,000,000
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 2016		As at 31st March 2015	
	Nos.	% holding	Nos.	% holding
Technofab Constructions P Ltd	3,840,000	15.38%	3,840,000	15.38%
Geet Infracon Private Limited	2,350,000	9.41%	2,350,000	9.41%
La Mancha Enterprises Private Limited	1,626,000	6.51%	1,596,000	6.39%
IFL Enterprises Limited (Formerly Sarthak Suppliers Pvt Ltd)	2,150,000	8.61%	2,150,000	8.61%
MBM Bearings (Rajasthan) Private Limited	2,750,000	11.02%	2,750,000	11.02%
	12,716,000	50.93%	12,686,000	50.81%

4. Reserves and surplus

	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Securities premium account		
Opening balance	201,405,000	201,405,000
Closing balance	201,405,000	201,405,000
Special reserves u/s 45-IC of the RBI Act,1934		
Opening balance	352,807	265,491
Add: transfer from P&L a/c during the year	207,985	87,316
Closing balance	560,792	352,807
Surplus/ (deficit) in statement of profit & loss		
Balance as per last financial statements	534,835	520,487
Add: Profit/ (loss) for the year	718,590	345,972
Less: Adjustment in Fixed Assets*	-	64,995
Less: Income Tax Adjustment for earlier years	28,020	5,090
Less: Contingent provision against standard assets	606,055	174,223
Less: Special reserve u/s 45-IC of the RBI Act,1934	207,985	87,316
Net (deficit) in statement of profit and loss	411,364	534,835
	202,377,157	202,292,642

* Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II related to Depreciation on fixed assets. Accordingly the unamortised carrying value is being depreciated over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2015 have been adjusted net of tax, in the opening balance of Profit & Loss Account amounting to Rs. 64995.

IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.
Firm Regn. No. 304040E
Chartered Accountants
For and on behalf of the Board of Directors of
STELLAR CAPITAL SERVICES LIMITED
O.P.Pareek
Partner
Membership No. 014238

New Delhi, the 30th day of May 2016

Sushma Aggarwal
CFO
Manisha Rajpal
Company Secretary
MN-A35568
Ashish Bansal
Managing Director
DIN -06607944
Vikram Sharma
Director
DIN -00243482

STELLAR CAPITAL SERVICES LIMITED
CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2015 TO 31ST MARCH 2016

5 Long-term provisions	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Contingent provision against standard assets*		
Opening Balance	681,866	507,643
Add: Addition(written off) during the year	606,055	174,223
	1,287,921	681,866
<i>*A contingent provision of 0.30% (0.25% till 31st March, 2015) 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.</i>		
6 Short-term Borrowings	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Unsecured from others, Body Corporate		
E Tricks Enterprises Pvt Ltd	13,666,531	-
Tia Enterprises Pvt Ltd	21,469,438	-
	35,135,969	-
7 Trade Payables	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Audit fee payable	22,900	22,472
Creditor for Expenses	8,124,035	-
Salary payable	247,837	492,737
TDS payable	919,070	2,642
India Finsec Limited	-	1,575,105
	9,313,842	2,092,956
8 Short-term provisions	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Provision for income tax	347,466	134,903
	347,466	134,903
10 Capital & amortised expenses not w/off	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Deferred revenue expenses		
Opening Balance	-	738,387
Less: written off during the year	-	738,387
	-	-
11 Deferred tax Assets (net)	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
Opening Balance	15,224	(29,071)
Add: Tax effect of Timing difference between depreciation between Companies Act and Income tax Act	26,129	44,295
	41,353	15,224
12 Inventories	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
<u>Equity Shares :-</u>		
4,60,000 (31.03.2015: 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 (31.03.2015: 7,50,000) Equity Shares of Rs. 10 each fully paid up in India Finsec Limited	488,060	8,484,517
8,490 (31.03.2015: 8,490) Equity Shares of Rs. 1 each fully paid up in Quasar India Limited	246,551	246,551
1,04,200 (31.03.2015: 1,04,200 of Equity share of Rs.1/-) Equity Shares of Rs. 1 each fully paid up in Yamini Investment Limited	1,384,918	1,384,918
	7,639,530	15,635,987

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O.P.Pareek
Partner
Membership No. 014238
New Delhi, the 30th day of May 2016

Sushma Aggarwal
CFO

Manisha Rajpal
Company Secretary
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Ashish Bansal
Managing Director
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Vikram Sharma
Director
DIN -00243482

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2015 TO 31ST MARCH 2016

Note - 9 (Fixed Assets)

[Amount in Rupees]

Tangible assets	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	WDV	Balance as at 1 April, 2015	Additions / Deletion	Balance as at 31 March, 2016	Balance as at 1 April, 2015	Depreciation during the year	Retained Earning	Balance as at 31 March, 2016	W.D.V. as on 31.03.16	W.D.V. as on 31.03.2015
(i) Tangible Assets										
(a) Computers	40.00%	398,405	-	398,405	374,749	13,624	-	388,373	10,032	23,656
(b) Fridge	13.91%	9,150	-	9,150	6,859	1,119	-	7,978	1,172	2,291
(c) Furniture & Fixtures	18.10%	68,427	-	68,427	32,968	9,511	-	42,479	25,948	35,459
(d) Mobile Phone	13.91%	74,800	-	74,800	21,905	22,930	-	44,835	29,965	52,895
(e) RO Systems	13.91%	7,500	-	7,500	5,613	922	-	6,535	965	1,887
(f) Scooter	13.91%	48,500	-	48,500	21,786	7,336	-	29,122	19,378	26,714
(g) Air Condition	13.91%	27,500	-	27,500	18,087	4,390	-	22,477	5,023	9,413
(i) Motor Car	25.89%	717,353	-	717,353	284,949	139,394	-	424,343	293,010	432,404
(j) Invertor	13.91%	41,900	-	41,900	20,730	9,688	-	30,418	11,482	21,170
Total		1,393,535	-	1,393,535	787,646	208,914	-	996,560	396,975	605,889
Previous year		1,288,535	105,000	1,393,535	421,302	301,349	-64,995	787,646	605,889	867,233

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Membership No. 014238

Sushma Aggarwal CFO
Manisha Rajpal Company Secretary
MN-A35568

Ashish Bansal Managing Director
DIN -06607944
Vikram Sharma Director
DIN -00243482

New Delhi, the 30th day of May 2016

13 Cash and cash equivalents	As at 31st March 2016	As at 31st March 2015
	(Rupees)	(Rupees)
Cash in Hand (as Certified)	131,064	1,989,144
Balances with Banks in Current Accounts	899,961	12,620,668
	1,031,025	14,609,812
14 Trade Receivables	As at 31st March 2016	As at 31st March 2015
(Unsecured and considered good)	(Rupees)	(Rupees)
Others	-	289,176
	-	289,176
15 Short-term loan and advances	As at 31st March 2016	As at 31st March 2015
	(Rupees)	(Rupees)
Loans portfolio*	429,307,155	272,690,405
(recoverable in cash or kind, unsecured, considered good)	(A) 429,307,155	272,690,405
Advances against investment & others	52,068,037	144,440,261
(recoverable in cash or kind, unsecured, considered good)	(B) 52,068,037	144,440,261
Balance with government authorities		
Tax deposited / TDS	6,082,413	4,264,313
	(C) 6,082,413	4,264,313
Total (A + B + C)	487,457,605	421,394,979
*Standard Assets - as per The classification of loans under the RBI guidelines.		
16 Other current assets	As at 31st March 2016	As at 31st March 2015
	(Rupees)	(Rupees)
Prepaid expenses	1,510,867	2,266,300
	1,510,867	2,266,300

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Managing Director
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Vikram Sharma
Director
DIN -00243482

New Delhi, the 30th day of May 2016

	For the year ended 31st March 2016 (Rupees)	For the year ended 31st March 2015 (Rupees)
17 Revenue from operations		
<u>Sale of Products</u>		
Shares, Securities and Bonds	3,698,102	14,403,399
<u>Income from Investments & Loans</u>		
Interest on unsecured loans	34,942,000	25,928,658
Profit from Mutual Funds	-	3,959,462
	38,640,102	44,291,518
18 Other Income		
Interest on IT Refund	76,076	77,711
Divident from mutual funds	-	58,112
	76,076	135,823
19 Purchase of trade goods		
Shares, Securities and Bonds	-	19,134,800
	-	19,134,800
20 Changes in inventories		
Inventories at the beginning of the year - Stock in trade	15,635,987	17,863,306
Less : Inventories at the end of the year -Stock in trade	7,639,530	15,635,987
	7,996,457	2,227,320
21 Employee benefit expenses		
Directors' remuneration (Salary)	660,000	660,000
Salaries and wages	5,602,940	4,805,175
Staff welfare expenses	827,310	371,090
	7,090,250	5,836,265
22 Finance costs		
Bank Charges	4,796	6,817
Interest on loan	151,076	-
Interest on tax deposit	-	1,142
	155,872	7,959
23 Depreciation & amortise expenses		
Depreciation charged	208,914	301,349
Deferred revenue expenditure w/off	-	738,387
	208,914	1,039,736

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Managing Director
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Vikram Sharma
Director
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New Delhi, the 30th day of May 2016

24 Other administrative expenses	For the year ended 31st March 2016 (Rupees)	For the year ended 31st March 2015 (Rupees)
Auditors remuneration	22,900	22,472
Advertisement & Publication charges	61,823	41,981
Business Promotion	2,268,500	1,636,342
Bad Debts	880,000	-
Commission paid	9,000,000	-
Change in ST rate	328	-
Computer Repair & Maintenance	82,580	16,660
Conveyance expenses	773,769	405,915
Diwali expenses	586,570	155,400
Dmat A/c charges	1,800	1,752
Electricity & Water Expenses	84,555	63,376
Filing fee & Subscriptions	198,399	951,394
Interest not recovered	579,102	-
Listing Fee	28,090	28,090
Loss on future & option contracts	338,022	2,001,403
Loss From Currency Trading	-	8,366,973
Membership Fee	73,280	-
News Paper, Books & Periodicals	34,402	24,203
Office Expenses	1,582,680	-
Postage, Stamps & Couriers	373,514	69,434
Printing and Stationery	542,903	341,878
Professional charges	1,126,811	926,891
Repairs & Maintenance	195,257	131,077
Short & Excess	2,572	(6)
Telephone & Mobile expenses	396,665	104,253
Tours & Travelling	2,369,947	238,106
Vehicle Running & Maintenance	616,490	213,820
Website Expenses	3,800	3,270
	22,224,758	15,744,682

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New Delhi, the 30th day of May 2016

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2016

25. 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.

26. In the opinion of the management, the current assets, loans and advances have a realisable value in the ordinary course of business is not less than the amount at which they are stated in the Balance Sheet.

27. **Related party disclosures/ transactions**

There is transaction entered with the related party covered by the Accounting Standard (AS) - 18 on 'Related Party Disclosure' during the period covered by these financial statements.

(a) Related Parties Covered:-

(i)	Key Management Personnel	Sh. Ashish Bansal- Managing Director Sh. Vikram Sharma- Whole- time Director Sh. Seema Mangal- Director Ms. Amar Pal Singh- Director Ms. Sushma Aggarwal- CFO Ms. Manisha Rajpal - Company Secretary
(ii)	Relatives of Key Management Personnel	NIL
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	NIL

(b) Transaction with related parties:-

Transactions With	Nature of Transaction	31/03/2016 (Rs.)	31/03/2015 (Rs.)
<u>Key Management Personnel:-</u>			
Mr. Ashish Bansal	Remuneration Given	3,60,000	3,60,000
Mr. Vikram Sharma	Remuneration Given	3,00,000	3,00,000
Ms. Sushma Aggarwal	Salary Paid	6,60,000	6,60,000
Ms. Manisha Rajpal	Salary Paid	2,14,710	Nil

28. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.

29. Segment Information:

(a) The Company has identified two reportable segments viz., trading in shares and securities and advancing of loans after taking into account the nature of product and services and the differing risk and returns on such products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting: -

- (i) Revenue and expenses have been identified to a segment on the basis of relation to operating activities of the segment. Revenue and Expenses relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Un-allocable".
- (ii) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Un-allocable".

(b) Primary Segment information:-

Particulars	31 st March 2016 (Rs.)	31 st March 2015 (Rs.)
<i>(i) Segment Revenue: -</i>		
Trading in Share and Securities	36,98,102	1,84,20,973
Advancing of Loans	3,49,42,000	2,59,28,658
Un-allocable	76,076	77,711
Total Revenue	3,87,16,178	4,44,27,342
<i>(ii) Segment Expenses: -</i>		
Trading in Share and Securities	83,34,479	3,17,30,494
Advancing of Loans	1,51,076	Nil
Un-allocable	2,91,90,697	1,22,60,267
Total Expenses	3,76,76,252	4,39,90,761
<i>(iii) Segment Profit Before Tax: -</i>		
Trading in Share and Securities	(-)46,36,377	(-)1,33,09,521
Advancing of Loans	3,47,90,924	2,59,28,658
Un-allocable	(-)2,91,14,621	(-)1,21,82,556
Total Profit	10,39,927	4,36,580
<i>(iv) Segment Assets: -</i>		
Trading in Share and Securities	76,39,530	1,59,25,163
Advancing of Loans	42,93,07,155	27,26,90,405
Un-allocable	6,11,30,670	16,62,01,799
Total Assets	49,80,77,355	45,48,17,367
<i>(v) Segment Liabilities: -</i>		
Trading in Share and Securities	Nil	Nil
Advancing of Loans	3,51,35,969	Nil
Un-allocable	1,09,49,229	29,09,725
Total Liabilities	4,60,85,198	29,09,725

(a) The Reportable segment of "Trading in Share and Securities" includes trading in Quoted Equity Shares, Mutual Funds, Bonds, Futures and Options, Currency etc.

(b) Secondary Segment information:

The Company does not have secondary segment division in respect of reportable segments.

26.	Particulars	Current Period	Previous Year
		(Rs.)	(Rs.)
	Earnings/ Remittances and/ or Expenditure in Foreign Currency	NIL	Nil

27. Quantitative Information in respect of Opening Stock, Purchases, Sales and Closing Stock pursuant to Schedule III of the Companies Act, 2013 are as per list attached.

32.	Particulars	Current Period	Previous Year
		(Rs.)	(Rs.)
	Contingent Liability not provided for	Nil	Nil

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

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

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. 304040E

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

O.P.Pareek

Partner

Membership No. 014238

New Delhi, the 30th day of May 2015

Ashish bansal
Managing Director
DIN:06607944

Vikram Sharma
Director
DIN :00243482

Sushma Aggarwal
CFO

Manisha Rajpal
Company Secretary
MN-A35568

STELLAR CAPITAL SERVICES LIMITED

Annexure - 2

DEPRECIATION CHART FOR THE YEAR ENDED 31.03.2016

PARTICULARS	RATE OF DEP.	GROSS	ADDITION	ADDITION	GROSS	DEPRECIATI	NET BLOCK
		BLOCK AS ON 01.04.2015	BEFORE 180 DAYS	AFTER 180 DAYS	BLOCK AS ON 31.03.2016	ON	AS ON 31.03.2016
Computer	60%	30,886	-		30,886	18,532	12,354
Plant & Machinery	15%	672,081		-	672,081	100,812	571,269
Furniture & Fixtures	10%	50,102	-	-	50,102	5,010	45,092
TOTAL		753,069	-	-	753,069	124,354	628,715

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

O.P.Pareek
Partner
Membership No. 014238

New Delhi, the 30th day of May 2016

STELLAR CAPITAL SERVICES LIMITED
QUANTITATIVE DETAILS OF PRINCIPLE ITEMS

Item Name	Type of Security	Face Value	Unit	Opening Stock		Purchase during the previous year			Sale/Transfer during the previous year			Closing Balance			Value considered	
				Quantity	Rate	Quantity	Rate	Value	Quantity	Rate	Value	Quantity	Cost Price	Value at Cost Price		Market Price
Ayazman Capital Markets Limited	Equity Shares	10	Nos.	460000 nos.	12.00	5520000									9200000.00	5520000.00
IFL EQ	Equity Shares	10	Nos.	750000 nos.	11.31	8484517	750000 nos.	10.30	8175000	750000 nos.	11.31	8484517			488060.00	488060.00
							46000 nos.	19.41	893000	56000 nos.	4.81	269528				
										648000 nos.	5.29	3428575				
										46000 nos.	10.30	501400				
							796000 nos.		9068000	1500000 nos.		12684019				
Quasar India Limited	Equity Shares	10	Nos.	8490 nos.	29.04	246551									775986.00	246551.18
Yamini Investment Co. Ltd	Equity Shares	1	Nos.	104200 nos.	13.29	1384918									2378460.00	1384918.32
Grand Total				1322690 nos.		15635987	796000 nos.		9068000	1500000 nos.		12684019			8044330	7639529.50

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

O. P. Pareek
Partner
Membership No. 014238

**Schedule to the Balance Sheet of a
Non-Banking Financial Company**
[As required in terms of Paragraph 9BB of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 1998]

STELLAR CAPITAL SERVICES LIMITED
Plot No.A1 and A2,Road No.43,Mangolpuri Industrial
Area, Community Center, Pitampura, Phase 2,Delhi-110034
RBI No. B-14-02359 Dt.23.03.2001

(Rs.in lakhs)

Particulars		31.03.2016	
Liabilities side :			
1	Loans and advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :	Amount Outstanding	Amount overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits*	NIL	NIL
	(g) Other Loans (specify nature)	NIL	NIL
	*Please see Note I below		
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of Interest accrued thereon but not paid) :		
	(a) In the form of Unsecured debentures	NIL	NIL
	(b) In the form of partly secured debentures i.e debentures where there is a shortfall in the value of security	NIL	NIL
	(c) Other public deposits	NIL	NIL
Assets side :		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables[other than those included in (4) below] :		
	(a) Secured		Nil
	(b) Unsecured		4875
4	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP Activities		NIL
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial Lease		NIL
	(b) Operating Lease		NIL
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		NIL
	(b) Repossessed Assets		NIL
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		NIL
	(b) Loans other than (a) above		NIL
5	Break-up of Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governments Securities		NIL
	(v) Others (please specify)		NIL
	2. Unquoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governemts Securities		NIL
	(iii) Others (Please specify)		NIL

	Long Term Investments :			
	Current Investments :			
	1. Quoted :			
	(i) Shares : (a) Equity			NIL
	(b) Preference			NIL
	(ii) Debenture and Bonds			NIL
	(iii) Units of Mutual Funds			NIL
	(iv) Governments Securities			NIL
	(v) Others (please specify)			NIL
	2. Unquoted :			
	(i) Shares : (a) Equity			NIL
	(b) Preference			NIL
	(ii) Debenture and Bonds			NIL
	(iii) Units of Mutual Funds			NIL
	(iv) Governemts Securities			NIL
	(iii) Others (Please specify)			NIL
6	Borrower group-wise classification of all leased stock-on-hire and loans and advances :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Realtd Parties "	NIL	NIL	NIL
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than related parties	NIL	4875	4875
	Total	NIL	4875	4875
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :			
	Category	Market Value / Break-up or Fair value or NAV		Book Value (Net of Provisions)
	1. Related Parties "	NIL		NIL
	(a) Subsdiaries	NIL		NIL
	(b) Companies in the same group	NIL		NIL
	(c) Other related parties	NIL		NIL
	2. Other than related parties	NIL		NIL
	Total	NIL		NIL
8	Other Information			
	Particulars	Amount		
	(i) Gross Non-Performing Assets	NIL		
	(a) Realtd parties	NIL		
	(b) Other than related parties	NIL		
	(ii) Net Non-Performing Assets	NIL		
	(a) Realtd parties	NIL		
	(b) Other than related parties	NIL		
	(iii) Assets acquired in satisfaction of debt	NIL		

Notes :

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as precribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break-up/fair value/ Nav in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in cloumn (5) above.

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

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

O.P.Pareek
Partner
Membership No. 014238

Ashish Bansal
Managing Director
DIN -06607944

Vikram Sharma
Director
DIN -00243482

New Delhi, the 30th day of May 2016

STELLAR CAPITAL SERVICES LIMITED

CIN: L74899DL1994PLC062247

**Regd. Off.: Plot No A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center,
Pitampura, Phase 2, New Delhi-110034**

E mail- stellarcapital@yahoo.in Website: www.stellarcapitalservices.com

ATTENDANCE SLIP

(To be presented at the entrance)

**Annual General Meeting of the Company held on Friday, the 30th September, 2016 at 12:00 P.M. at
Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase
2, New Delhi-110034.**

Folio No.DPID No.....Client ID No.....
Name of the Member..... Signature.....
Name of the Proxy Holder..... Signature.....
Number of shares held.....

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report to reference at the meeting.

.....TEAR HERE.....

STELLAR CAPITAL SERVICES LIMITED

CIN: L74899DL1994PLC062247

**Regd. Off: Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center,
Pitampura, Phase 2, New Delhi-110034**

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Form No. MGT-11

Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s):

Registered Address:

E-mail id:

Folio No./ Client ID NO: DP ID NO:.....

I/We, being the member(s) holding.....Shares of Stellar Capital Services Limited, hereby appoint

1. Name: E mail ID:.....

Address:

.....Signature:

or failing him

2. Name: E mail ID:.....

Address:

.....Signature:

or failing him

3. Name: E mail ID:.....

Address:

.....Signature:

or failing him

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, September 30, 2016 at 12:00 P.M at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034.

Resolution No.	ITEM
ORDINARY BUSINESS	
1	Adoption of Financial Statement for F.Y. 2015-16
2	Appointment of Director (Mr. Ashish Bansal) liable to retire by rotation.
3	Re-Appointment of Statutory Auditor.
SPECIAL BUSINESS	
4	Re-appointment of Mr. Ashish Bansal (DIN: 06607944) as Executive Chairman and Managing Director of the Company.
5	Re-appointment of Mr. Vikram Sharma(DIN: 00243482) as a whole Time Director of the Company
6	Transfer of Control pursuant to Open Offer made in Compliance of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover Regulations, 2011, as amended("SEBI (SAST) Regulations 2011")

Signed this.....day of.....2016

Affix Revenue Stamp

Signature of Shareholder.....Signature of Proxy Holder.....

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at plot no. A1 and A2, Road No.43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, NewDelhi-110034 not less than 48 hours before the Commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

BOOK POST

If undelivered please return to:

STELLAR CAPITAL SERVICES LIMITED

Plot No. A1 and A2, Road No. 43,

Mangolpuri Industrial Area,

Community Center,

Pitampura, Phase 2,

New Delhi-110034