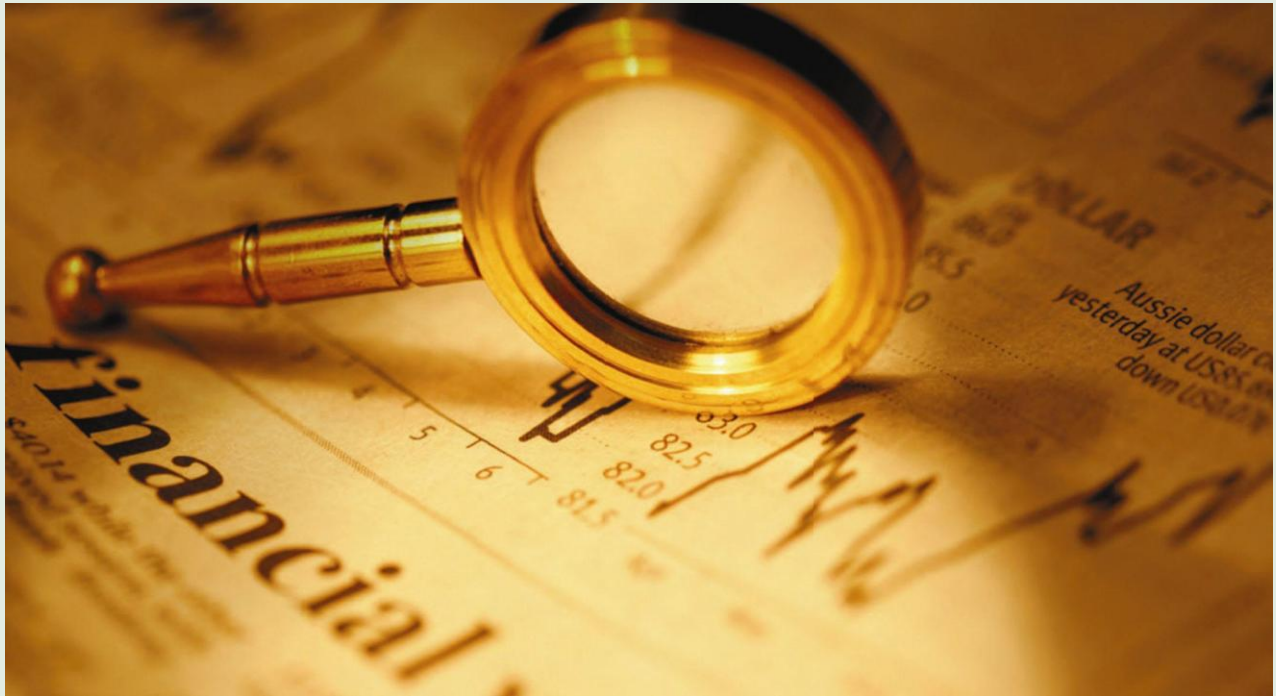

ANNUAL REPORT 2016- 2017



STELLAR CAPITAL SERVICES LIMITED

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SCHEDULE OF ANNUAL GENERAL MEETING

23 RD ANNUAL GENERAL MEETING	
DATE	28 th September, 2017
DAY	Thursday
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	21 st September 2017 to 28 th September 2017 (both days inclusive)

Corporate Information

BOARD OF DIRECTORS

- ▶ PRANAY ANEJA (Managing Director) (Executive Director) (From 05.01.2017)
 - ▶ ASHISH BANSAL (Past Managing Director) (Upto:- 05.01.2017)
 - ▶ RAJNI ANEJA (Executive Director)(From:- 05.01.2017)
 - ▶ VIKRAM SHARMA (Past Whole Time Director) (Executive Director)(Upto:- 05.01.2017)
 - ▶ AMAR PAL SINGH (Independent Director) (Non Executive)
 - ▶ SEEMA MANGAL (Past Independent Director) (Upto 26.07.2017)
 - ▶ ANKIT DIXIT (Independent Director)(Non-Executive)(Additional)(From:- 13.07.2017)
 - ▶ ROOPESH GUPTA (Additional Director)(Non-Executive)(From:- 13.07.2017 to 10.08.2017)
 - ▶ BABU LAL GUPTA(Independent Director)(Non Executive)(Additional)(From:- 27.07.2017)
-
- ▶ SUSHMA AGGARWAL (Chief Financial Officer)(Upto:- 25.05.2017)
 - ▶ ASHWANI RAMPAL (Chief Financial Officer)(From:- 30.05.2017)
 - ▶ MANISHA RAJPAL (Company Secretary)(Upto 25.01.2017)
 - ▶ PRIYA DATTA JOSHI (Company Secretary)(From:-30.03.2017)

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
- ▶ H.D.F.C Bank
Okhla, New Delhi

LISTED AT:-

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

AUDITORS

- ▶ V.N. Puhorit & Co.
Chartered Accountants
New Delhi

CIN: - L74899DL1994PLC062247

RBI Registration:-B-14.02359

Committees of Board of Directors

AUDIT COMMITTEE

▶ AMAR PAL SINGH	CHAIRMAN
▶ PRANAY ANEJA	MEMBER (From:- 05.01.2017)
▶ SEEMA MANGAL	MEMBER (Upto:- 26.07.2017) (Past)
▶ ANKIT DIXIT	MEMBER (From:- 13.07.2017)
▶ ASHISH BANSAL	MEMBER(Upto:- 05.01.2017)(Past)

NOMINATION AND REMUNERATION COMMITTEE

▶ AMAR PAL SINGH	CHAIRMAN
▶ PRANAY ANEJA	MEMBER (From:- 05.01.2017)
▶ SEEMA MANGAL	MEMBER (Upto:- 26.07.2017) (Past)
▶ ANKIT DIXIT	MEMBER (From:- 13.07.2017)
▶ ASHISH BANSAL	MEMBER (Upto:- 05.01.2017)(Past)

STAKEHOLDER RELATIONSHIP COMMITTEE

▶ AMAR PAL SINGH	CHAIRMAN
▶ PRANAY ANEJA	MEMBER(From:- 05.01.2017)
▶ SEEMA MANGAL	MEMBER (Upto:-26.07.2017) (Past)
▶ ANKIT DIXIT	MEMBER (From:-13.07.2017)
▶ ASHISH BANSAL	MEMBER (Upto:- 05.01.2017)(Past)

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: 28.08.2017

Dear Member,

You are cordially invited to attend the 23rd Annual General Meeting of the members of Stellar Capital Services Limited ('the Company') to be held on Thursday, 28th September, 2017 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/-

Pranay Aneja

Managing Director

DIN: 00809285

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Thursday, 28th September, 2017 at 12.00 P.M. at the registered office of the Company situated at Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-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 financial year ended 31st March, 2017 and the statement of Profit and Loss, Cash Flow Statement for the year financial ended on 31st March, 2017 along with the reports of the Board of Directors and the Auditors thereon.

2. Appointment of Director retire by rotation

To appoint Mrs. Rajni Aneja, Whole Time Director (DIN: 00341959) who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment as a Director of the Company.

3. Ratify the 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(s) or re-enactments 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 25th August, 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 23rd (Twenty Third) Annual General Meeting (AGM) until the conclusion of the 24th (Twenty Fourth) 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. Appointment of Mr. Ankit Dixit (DIN:-02923396) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149,152, 160 and all other applicable provisions, if any, of the Companies Act,2013("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable regulations of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, if any, Mr. Ankit Dixit (DIN: 02923396), who was appointed as an Additional Director (Independent Category) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 13th July, 2017 and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company to hold the office for a period of (5) Five Consecutive Years commencing from 13th July, 2017 to 12th July 2022".

5. Appointment of Mrs. Rajni Aneja (DIN: 00341959) as Whole Time 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, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof, for time being in force) and pursuant to the Articles of Association of Company, the consent of members of the company be and is hereby accorded for the appointment of Mrs. Rajni Aneja (DIN: 00341959) as **Whole Time Director** of the Company for a period of five years commencing from 13th July, 2017 till 12th July, 2022 at a consolidated remuneration of Rs. 25,000/- (Rupees Twenty Five Thousands Only) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed

between the Board/ Nomination and Remuneration Committee and Mrs. Rajni Aneja.

RESOLVED FURTHER THAT Mrs. Rajni Aneja is liable to retire by rotation and being a Whole Time Director of the Company reappointed as a director immediately on retirement by, rotation, shall continue to hold her office of Whole Time Director, and such reappointment as such director shall not be deemed to constitute a break in her appointment as Whole Time Director

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, Mrs. Rajni Aneja (DIN: 00341959) 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.”

6. Appointment of Mr. Babu Lal Gupta (DIN:-07325741) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152, 160 and all other applicable provisions, if any, of the Companies Act,2013(“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable regulations of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, if any, Mr. Babu Lal Gupta (DIN: 07325714), who was appointed as an Additional Director (Independent Category) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 27th July, 2017 and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company to hold the office for a period of (5) Five Consecutive Years commencing from 27th July, 2017 to 26th July 2022”.

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

Date: - 28.08.2017
Place: - New Delhi

SD/-
Priya Datta Joshi
(M.No:- A45603)

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 Thursday 21st September, 2017 to Thursday 28th September, 2017 (both days inclusive).

4. CUT OFF DATE:

- (i) This Notice is being sent to all the members whose name appears as on 25th August 2017 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.
- (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 21st September, 2017 (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 2016-17 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 2016-17 are being sent by the permitted mode.
- (iii) Members may also note that the Notice of the 23rd AGM and the Annual Report 2016-17 will be available on the company’s website, www.stellarcapitalservices.com. The Physical copies of the documents will also be available at the Company’s registered office for inspection during normal business hours on working days, Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at stellarcapital@yahoo.in.
- (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 27th April, 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 < 25th September, 2017 at 10.00 a.m.> and ends on < 27th September, 2017 at 05.00 p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21th September, 2017 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

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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> <ul style="list-style-type: none"> ▪Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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.
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 <170821038> 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 25th September, 2017 (10:00 am) and ends on 27th September, 2017 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. After 28th September, 2017 (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 21th September , 2017, 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) Mr. Dimple Bhatia, Company Secretary in practice (Membership No. 17826) 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. 28th September, 2017 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. Ankit Dixit (DIN 02923396) was appointed as an Additional (Independent) Director of the Company with effect from 13th July, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ankit Dixit holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

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

Mr. Ankit Dixit is a Science Graduate and a qualified Industrial Accountant from ICA having rich experience in the field of Financial Planning and Fund Management. He is in the Board of Directors of various companies and has an experience of over 10 years in the relevant field.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Ankit Dixit as an Independent Director of the Company.

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

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

In respect of Item No: 5

The Board of Directors of the Company in its meeting held on 13th July, 2017 has appointed Mrs. Rajni Aneja (DIN: 00341959) as the Whole Time Director of the Company for a period of five years commencing from 13th July, 2017 till 12th July, 2022 receiving remuneration by way of salary not exceeding Rs. 25,000/- (Rupees Twenty Five Thousand Only) and other perquisites in accordance with the schedule V of the Companies Act,2013; however her appointment was made subject to the approval of the shareholders in the forthcoming General Meeting of the Company, .

Mrs. Rajni Aneja is a Graduate and have a rich and diverse experience of more than 7 Years in management and administration, hence Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on dated 13th January,2017 has approved the appointment of Mrs. Rajni Aneja, as Whole

Time Director of the Company for a period of five years commencing from 13th July, 2017 till 14th July, 2022 subject to the approval of the members at this Annual General Meeting (AGM).

Approval of the members is required by way of Ordinary Resolution for Appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mrs. Rajni Aneja and the terms and conditions of the appointment are given below:

i. Salary: Rs. 25,000/- (Rupees Twenty Five Thousand Only)

ii. Allowances: Nil

iii Commission: Nil

iv Perquisites and Benefits: Nil

Your Directors recommend the above remuneration to Mrs. Rajni Aneja and in future if any variation shall be made in above mentioned remuneration, then it shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and subject to the applicable Company's policy. Further Mrs. Rajni Aneja shall be liable to retire by rotation.

The Board of Directors recommends the resolution set forth in Item No. 5 in relation to the appointment of Whole Time Director, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Pranay Aneja, Managing Director of the company, being son of Mrs. Rajni Aneja is concerned or interested, financial or otherwise, in the resolution.

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

In respect of Item No: 6

Mr. Babu Lal Gupta (DIN 07325714) was appointed as an Additional (Independent) Director of the Company with effect from 27th July, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ankit Dixit holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director. Mr. Babu Lal Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Babu Lal Gupta is a Graduate having more than 45 years of experience in the field of Accounts. He is in the Board of Directors of various companies and has an experience of over 45 years in the relevant field.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 6 of the Notice for the appointment of Mr. Babu Lal Gupta as an Independent Director of the Company.

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

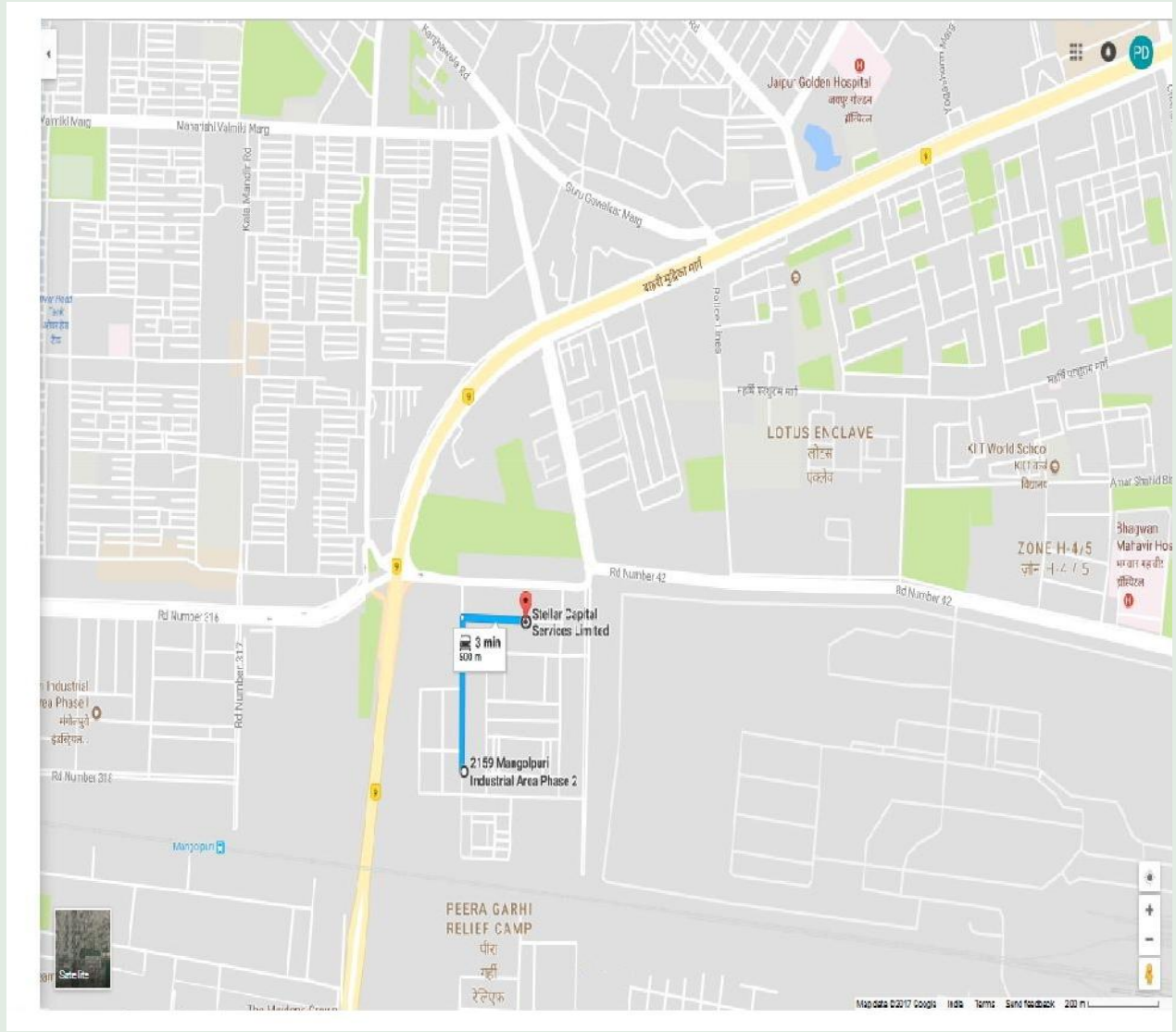
Except Mr. Babu Lal Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

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

Name of the Director	Ankit Dixit	Rajni Aneja	Babu Lal Gupta
Date of Birth	08/06/1985	06/06/1967	02/12/1948
DIN	02923396	00341959	07325714
Date of Appointment	13.07.2017	13.07.2017	27.07.2017
Re lationship with Directors	NIL	Mother of Mr. Pranay Aneja	NIL
Expertise in specific functional area	Finance and Administration	Finance and Administration	General Administration
Qualification	Graduate	Graduate	Graduate
Board Membership of other companies as on March 31,2017	Directorship in 4 Companies	Directorship in 5 Companies	Directorship in 1Company

Chairman / Member of the Committee of the Board of Directors as on March 31, 2017	NIL	NIL	NIL
a)Audit Committee	Member	NIL	NIL
b)Nomination and Remuneration Committee	Member	NIL	NIL
c) Stakeholder Relationship Committee	Member	NIL	NIL
d)Other Committee	NIL	NIL	NIL
Number of shares held in the Company as on March 31, 2017	186000	2421000	NIL

ROUTE MAP



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

BOARD REPORT

To,
The Members,

Your Directors have pleasure in presenting the 23rd Annual Report together with the Audited Statement of Accounts for the Financial Year ended 31st March, 2017.

FINANCIAL PERFORMANCE

Particulars	Financial year ended (in Rupees)	
	31 st March, 2017	31 st March, 2016
Total Income	54,829,434	38,716,178
Total expenditure	53,670,006	37,676,252
Profit/(Loss) before tax	1,159,428	1,039,927
Profit/ (Loss) after tax	836,261	718,590
Paid- up Share Capital	249,615,000	249, 615,000
Reserves and Surplus	203,340,338	202,377,157

DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2016-17. The Board assures you to present a much strong financial statements in coming years.

SHARE CAPITAL

The Paid up Equity Share Capital as on 31st March, 2017 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

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

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

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 25th August, 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 143(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 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial audit Report for F.Y 2016-17 forms part of the Annual Report as **Annexure -I.**

D. Internal Auditor

Mr. Mohit Singh Tyagi of MST AND COMPANY, Practicing Chartered Accountant also performs the duties of Internal Auditors of the Company for Financial Year 2016-17 and his report is reviewed by the Audit Committee from time to time.

E. 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.

F. 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, 2017 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.

C. Expenditure on Research and Development

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

S.No.	Parameters	2016-17	2015-16
a)	Capital Expenditure	0	0
b)	Recurring	0	0

D. RBI GUIDELINES

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

E. 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.

F. 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, 2017 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.

G. NUMBER OF MEETINGS OF THE BOARD

The Boards of Directors duly met 19 times during the Financial Year 2016-17, 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.

H. 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 31st March, 2017, 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. Mr. Ashish Bansal, Managing Director of the Company resigned from the post of Managing Director with effect from 05.01.2017 and Mr. Pranay Aneja was appointed as the Managing Director and Executive Chairman of Company with effect from 05.01.2017.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on dated 05.01.2017 approved the appointment of Mr. Pranay Aneja, as Executive Chairman and Managing Director of the Company for a period of Five years with effect from 05.01.2017 to 04.01.2022 later on approved by the members of the company.

Mr. Pranay Aneja was designated as the Managing Director (MD) and Executive Chairman by the members of the Company in the Extra ordinary General Meeting held on 14.02.2017;

B. Mr. Vikram Sharma, Whole Time Director (WTD) of the Company resigned from the directorship of the Company with effect from 05.01.2017 and Mrs. Rajni Aneja was appointed as the Director of the Company with effect from 05.01.2017. She was appointed as the Whole Time Director (WTD) of the Company with effect from 13.07.2017 subject to approval by the member of the company in the Annual General Meeting to be held on 28.09.2017.

C. Ms. Manisha Rajpal resigned from the post of Company Secretary of the Company with effect from 25.01.2017 and the Board of Director in their meeting held on dated 30.03.2017 appointed Mr. Priya Datta Joshi, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

D. Ms. Sushma Aggarwal resigned from the post of Chief Financial Officer (C.F.O) of the Company on 25.05.2017 and Mr. Ashwani Rampal is appointed as the Chief Financial Officer of the Company on 30.05.2017.

E. Mr. Ankit Dixit was appointed as the Additional Director (Independent Category) in the Board of Director of the Company with effect from 13.07.2017.

F. Mr. Roopesh Gupta was appointed as the Additional Director in the Board of Director of the Company with effect from 13.07.2017 and resigned from the post of Additional Director on 10.08.2017.

G. Ms. Seema Mangal Resigned from the post of Independent Director of the Company with effect from 26.07.2017 and Mr. Babu Lal Gupta appointed as the Additional Director (Independent Category) on the Board of Directors of the Company with effect from 27.07.2017.

G. The following 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. Pranay Aneja – Managing Director (Appointed w.e.f- 05.01.2017)
2. Mr. Ashish Bansal- Managing Director (Resigned w.e.f- 05.01.2017)
3. Mrs. Rajni Aneja- Whole Time Director (Appointed w.e.f-13.07.2017)
4. Ms. Sushma Aggarwal- Chief Financial Officer (Resigned w.e.f 25.05.2017)
5. Mr. Ashwani Rampal – Chief Financial Officer (Appointed w.e.f- 30.05.2017)
6. Mr. Priya Datta Joshi-Company Secretary (Appointed w.e.f- 30.03.2017)
7. Ms. Manisha Rajpal- Company Secretary (Resigned w.e.f- 25.01.2017)

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Mr. Pranay Aneja, Managing Director of the Company is the Son of Mrs. Rajni Aneja, Whole Time Director of the Company.

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 take over 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 23rd March, 2016 has been submitted by Manager to offer i.e. **Aryaman Financial Services Ltd.** to SEBI. The Company is also registered with Reserve Bank of India (RBI) bearing COR No B. 14.02359 and the Reserve Bank of India via its letter dated 31.08.2016 have approved the transfer of Share.

As per Regulation 31A (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the BSE Limited have approved the Application for Re-classification of the Promoters of the Company via its letter dated 25th April, 2017. There after Mr. Pranay

Aneja and Mrs. Rajni Aneja were categorized as promoters of the Company in the respective documents.

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:

Audit Committee

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’)

The Audit Committee of Company Comprises of:

- ▶ Mr. Amar Pal Singh
- ▶ Mrs. Seema Mangal (Resigned on:-26.07.2017)
- ▶ Mr. Ashish Bansal (Resigned on:- 05.01.2017)
- ▶ Mr. Ankit Dixit (Appointed on:- 13.08.2017)
- ▶ Mr. Pranay Aneja (Appointed on:- 05.01.2015)

Nomination and Remuneration Committee

The “Nomination Remuneration and Committee” has been constituted by the Board as per the requirements of the provisions of Section 178 (1) of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulation.

The Nomination and Remuneration Committee of Company Comprises of :

- ▶ Mr. Amar Pal Singh
- ▶ Mrs. Seema Mangal (Resigned on:- 26.07.2017)
- ▶ Mr. Ashish Bansal (Resigned on:- 05.01.2017)
- ▶ Mr. Ankit Dixit(Appointed on:- 13.08.2017)
- ▶ Mr. Pranay Aneja(Appointed on:- 05.01.2015)

Stakeholders Relationship Committee

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.

The Stakeholders Relationship Committee of Company Comprises of

- ▶ Mr. Amar Pal Singh
- ▶ Ms. Seema Mangal (Resigned on:- 26.07.2017)
- ▶ Mr. Ashish Bansal (Resigned on:- 05.01.2017)
- ▶ Mr. Ankit Dixit (Appointed on:- 13.08.2017)
- ▶ Mr. Pranay Aneja (Appointed on :- 05.01.2015)

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 bower 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 Mrs. Rajni Aneja (DIN: 00341959), Whole Time Director, Ankit Dixit (Additional) Independent Director, and Mr. Babu Lal Gupta, (Additional) Independent Director in Compliance of Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015 in respect of Director Being Appointed or 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 31st March, 2017 as submitted to the Board of Directors at their meeting held on May 30,2017;
- ▶ 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:

1. Ratio of remuneration of each Director to median remuneration of the employees of the company for the financial year;

SL.NO	Name of director/key managerial personnel	Ratio of remuneration of director to median remuneration of employees	% Increase in remuneration in the financial year
1.	ASHISH BANSAL	1.61:1	NIL
2.	VIKRAM SHARMA	1.34:1	NIL

2. Percentage increase in remuneration of each Director, CFO, CEO, CS or Manager in the FY 2016-17.

SL.NO	ASHISH BANSAL (MANAGING DIRECTOR)	VIKRAM SHARMA (WHOLE TIME DIRECTOR)	MANISHA RAJPAL (COMPANY SECRETARY)* <small>Resigned on:-25.01.2017</small>	SUSHMA AGGARWAL (CFO)
1.	NIL	NIL	NIL	NIL

3. Percentage Decrease in median remuneration of employees in the FY. = 2.95%

a) Employed throughout the Year	22
b) Employed for part of the year	15

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 2016-17, 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.

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, 2017, 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 2017-18 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 Stellar Capital Services Limited

Place: New Delhi

Date: - 28.08.2017

**Pranay Aneja
(Managing Director)
DIN:- 00809285**

**Rajni Aneja
(Director)
DIN:- 00341959**

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended 31.03.2017

**[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 31/03/2017 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 31/03/2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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) SEBI (Listing Obligation Disclosure Requirements) 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.

Place: New Delhi

Date: 28th August, 2017

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: 28th August, 2017

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, 2017
[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.	Income from Investment and Loans	651	99.67

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 01/04/2016)				No. of Shares held at the end of the year (as on 31/03/2017)			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoter								
<i>1) Indian</i>								
a) Individual/ HUF	555000	0	555000	2.22	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0
d) Bodies Corp	3840000	0	3840000	15.38	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	4395000	0	4395000	17.61	0	0	0	0
<i>2) Foreign</i>								
g) NRIs- Individuals	0	0	0	0	0	0	0	0
h) Other- Individuals	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	4395000	0	4395000	17.61	0	0	0	0
B. Public Shareholding								
<i>1. Institutions</i>								
a) Mutual Funds	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0
d) State Govt(s).	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0
<i>2. Non Institutions</i>								
a) Bodies Corp.	11512500	2944500	14457000	57.91	13772850	1725000	15497850	62.09
(i) Indian								
(ii) Overseas	0	0	0	0	0	0	0	0

(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	426000	0	426000	1.70	378000	0	378000	1.51
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2143500	3498000	5641500	22.61	6883650	1980000	8863650	35.5
c) Others								
(i) Hindu Undivided Family	42000	0	42000	0.17	108000	0	108000	0.43
(ii) Clearing Members					114000	0	114000	0.46
Sub-total(B)(2)	14124000	6442500	20566500	82.39	21256500	3705000	249615000	100
Total Public Shareholding (B)=(B)(1)+ (B)(2)	14124000	6442500	20566500	82.39	21256500	3705000	249615000	100
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0
Grand Total(A+B+C)	18519000	6442500	24961500	100	21256500	3705000	249615000	100

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (as on 01/04/2016)			Shareholding at the end of the year (as on 31/03/2017)		
		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	0	0	0
2.	Vikram Sharma	39000	0.16	0	0	0	0
3.	Ashish Bansal	21000	0.08	0	0	0	0
4.	Technofab Constructions Private Limited	3840000	15.38	0	0	0	0
	Total	4395000	17.61	0	0	0	0

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

	Name	Shareholding at the beginning of the year (as on 01/04/2016)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Vishal Sharma	495000	1.98		45000	Sale	0	0
2.	Vikram Sharma	39000	0.16		39000	Sale	0	0
3.	Ashish Bansal	21000	0.08		21000	Sale	0	0
4.	Technofab Constructions Private Limited	3840000	15.38		3840000	Sale	0	0

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 01/04/2016)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of shares at the beginning (01-04-2016/ end of the year (31-03-2017))	% of total shares of the company				No. of shares	% of total shares of the company
1.	TAXUS ENTERPRISES PRIVATE LIMITED	2050480	8.21	05.08.2016	154480	Purchase	154480	0.62
				16.09.2016	1080000	Purchase	1234480	4.95
				30.09.2016	816000	Purchase	2050480	8.21
2.	TIA ENTERPRISES PRIVATE LIMITED	2004000	8.03	22.09.2016	1248000	Purchase	1248000	5.00
				30.09.2016	756000	Purchase	2004000	8.03
3.	SRK TRADERS PRIVATE LIMITED	1902000	7.6	30.09.2016	1296000	Purchase	1296000	5.19
				07.10.2016	606000	Purchase	1902000	7.62
4.	INDIA FINSEC LIMITED	1770000	7.09	10.02.2017	1650000	Purchase	1650000	6.61
				31.03.2017	120000	Purchase	1770000	7.09

5.	MANLIKE CHEMICAL AND PHARMACHEUTICAL COMPANY	1620000	6.49	25.11.2016	1620000	Purchase	1620000	6.49
6.	SHRI PARASRAM HOLDINGS PVT.LTD.	12000	0.05	09.09.2016	6000	Purchase	1800	0.07
				16.09.2016	120000	Purchase	138000	0.55
				22.09.2016	273520	Purchase	411520	1.65
				30.09.2016	1362000	Purchase	1773520	7.11
				03.02.2017	-6000	Sale	1767520	7.08
				10.02.2017	-12000	Sale	1755520	7.03
				03.03.2017	12000	Purchase	1767520	7.08
				10.03.2017	12000	Purchase	1779520	7.13
				17.03.2017	-288000	Sale	1491520	5.98
				24.03.2017	6000	Purchase	1497520	6
				31.03.2017	-12000	Sale	1377520	5.52
7.	MYRA APPARELS PRIVATE LIMITED	1245000	4.99	-	-	No Movement	837000	3.35
8.	AUTOLOITE AGENCIES PRIVATE LIMITED	708000	2.84	23.09.2016	27000	Purchase	978000	3.92
		1236000	4.96	30.09.2016	258000	Purchase	1236000	4.95
9.	ARC FINANCE LIMITED	837000	3.35	22.09.2016	837000	Purchase	837000	3.35
10.	NARESH KUMAR GUPTA	750000	3.0	-	-	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 01/04/2016)		Date	Increase/ Decrease in share- holding	Reason	Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		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	09.12.2016	- 39000	Sale	0	0
				05.01.2017			0	0
2	Seema Mangal Director	0	0	01.04.2016	0	Nil		
				31.03.2017			0	0
3	Ashish Bansal Managing Director	21000	0.08	09.12.2016	-18000	Sale	3000	0.01
				31.12.2016	-3000	Sale	0	0
4	Amar Pal Singh Non-Executive Director	180000	0.72	01.04.2016	0	Nil		
				31.03.2017				
					-180000	Sale	0	0

5	Pranay Aneja Managing Director	0 0	0.00 0.00	16.12.2016 06.01.2017	1977000 3000	purchase purchase	1977000 1980000	7.92 7.93
6	Rajni Aneja (Director)	6000	0.02	16.02.2016 30.12.2016	3000 2412000	purchase purchase	9000 2421000	0.04 9.70
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 01.04.2016)				
i) Principal Amount	Nil	3,51,35,969	Nil	3,51,35,969
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	Nil	3,51,35,969	Nil	3,51,35,969
Change in Indebtedness during the financial year				
- Addition	Nil	8,36,76,148	Nil	8,36,76,148/-
- Reduction	-	-	-	
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year (As on 31.03.2017)				
i) Principal Amount	Nil	1,18,81,217	Nil	1,18,81,217/-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	1,18,81,217/-	Nil	1,18,81,217/-

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	Pranay Aneja	Vikram Sharma WTD	Rajni Aneja	
1.	Gross salary (annually) (a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961 (b)Value of perquisites u/s17(2)Income-tax Act,1961 (c)Profits in lieu of salary undersection17(3)Income- taxAct,1961	360000	00.00	300000	00.00	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	0.00	300000	0.00	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	
	• Others, please specify			
	Total(2)	Nil	Nil	Nil
	Total(B)=(1+2)	Nil	Nil	Nil

Total Managerial Remuneration (A)	Nil	Nil	Nil
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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 section17(1)of the Income-tax Act,1961	3,80,000	Nil	3,80,000
	(b)Value of perquisites u/s17(2)Income-taxAct,1961	Nil	Nil	Nil
	(c)Profits in lieu of salary under section 17(3)Income-taxAct,1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as% of profit -others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	3,80,000	Nil	3,80,000

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.

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.

- **POLICY ON BOARD DIVERSITY**

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

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

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

- **REVIEW OF POLICY**

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

- **CHANGES IN THE GOVERNING LAWS:**

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

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 3. Pranay Aneja- Managing Directors 4. Rajni Aneja- Directors
(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:	05/01/2017
(f) Amount paid as advances, if any:	NIL

► INDUSTRY STRUCTURE AND DEVELOPMENTS

The NBFC sector assumes a critical role in financial inclusion as it caters to a wide range of financial activities. NBFCs are expected to play a crucial role in fostering inclusive growth, especially in sectors like MSMEs, Retail and SME. The asset side of NBFCs continued to register significant growth. During the period from March 2006 to March 2016, NBFCs (including HFCs) have grown at a CAGR of 20% while banks have grown at CAGR of 16 and NBFCs' share of credit growth in India vis-à-vis banks has also expanded from 16% to 21%.

This growth has been achieved in a sustainable and profitable manner. While banks witnessed subdued credit growth in sectors constrained by asset quality stress, NBFCs did well. The accelerated growth in credit deployment by NBFCs was due to their ability to contain risks, better product lines, lower cost, tap demand in niche markets, good TAT and better understanding of their customer segments. The profitability of NBFCs was significantly higher as compared to commercial banks. However, the NPAs of NBFCs remained relatively lower than the NPAs of the banking sector.

The NBFC sector continued to raise funds mainly through debentures, borrowings from banks and commercial papers. The Reserve Bank also eased the norms for external commercial borrowings (ECBs) for NBFCs that lend to the infrastructure sector, to raise ECBs with a minimum maturity of five years. In addition, the Reserve Bank also allowed NBFCs to raise funds through rupee denominated bonds overseas.

We believe that the credit growth cycle is bottoming out in India. Personal loan growth is robust and should continue to do well as incomes rise and government delivers the financial inclusion agenda. Industry credit has been a laggard in the recent past but we believe that the worst is behind us. The economy is showing signs of recovery with government focusing on infrastructure spending. Programs like 'Make in India', Road/Rail/Port development, Renewable energy push, PM Awas Yojana (House for everyone) etc. will create huge demand for credit as private sector will kick-start the capital expenditure to participate in these programs. At the same time, the banks with the clean balance sheets would be ready to supply the loans.

► ECONOMIC OVERVIEW

Financial year 2016-17 (FY2017) began on a positive note. India had closed FY2016 with growth in real GDP of 7.9% and a growth in gross value added (GVA) of 7.8%. Despite two disconcerting facts – namely, the high level and proportion of the banking sector's non-performing assets coupled with a muted growth in bank credit – there were expectations of India achieving a GDP growth rate somewhere between 7.5% and 8% in FY2017.

Unfortunately, that has not occurred. The second advance estimates of national income forecast by the Central Statistics Office released on 28 February 2017 suggest a real GDP growth of 7.1% for FY2017; and a real gross value added (GVA) growth of 6.7%. Both estimates are significantly lower than what the economy achieved in the previous year.

On 8 November 2016, the Government announced demonetisation of Rs. 500 and Rs. 1,000 banknotes, which represented 86% of the currency in circulation. Contemporary evidence suggested significant disruption arising out of unprecedented cash constraints throughout the economy. For lending institutions in particular, the impact of lower collection efficiencies was quite severe, and resulted in poorer credit growth.

However, the national income data published by the CSO does not suggest any significant reduction in GDP or GVA growth in the third quarter of FY2017 which could have been correlated with the demonetisation drive. The third quarter traditionally tends to be muted. In FY2016, the growth rate of real GVA in Q2 was 8.4%; and in Q3 it was 7%, or a sequential drop of 1.4 percentage points. In FY2017, GVA growth in Q2 was 6.7%, and in Q3 it was 6.6%. In other words, despite the effects of demonetisation for over 60% of Q3 FY2017, the negative effect – as reported by the CSO – has been only 10 basis points. We need harder evidence to clearly quantify the impact of demonetisation on real GDP or GVA growth. What the data so far suggests is that it was more moderate than the naysayers claimed it would be. And that the effects would be transitory.

Having said this, it needs to be emphasised that 7.1% real GDP (or 6.7% real GVA) growth happens to be among the highest in the developed world and across all major emerging markets, including China. From a cross-country perspective, therefore, we seem to be doing well enough. The issue is internal to India: Is such growth sufficient to significantly increase incomes and employment and reduce poverty in the country? And the answer is straightforward: we need to do much more.

► OPPORTUNITIES AND THREATS

Opportunities

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

► THREATS

- A. Competition from local and multinational players.
- B. Regulatory changes.
- C. to maintain high quality book as portfolios grows retail.
- D. Attraction and retention of human capital.
- E. Investments in direct plans by investors for the wealth business.

► 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 Stellar Capital Services Limited

Place: - New Delhi

Date: - 28.08.2017

**PRANAY ANEJA
Managing Director
DIN: - 00809285**

**RAJNI ANEJA
Whole- Time Director
DIN: - 0034195**

CORPORATE GOVERNANCE REPORT

The Corporate governance report pertaining to the year ended, 31st March, 2017 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

Stellar Capital Services Limited 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.

The Company is in Compliance with the requirements of guidelines on Corporate Governance stipulated under 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
-

2. BOARD OF DIRECTORS

a) *Composition of Board upto 31.03.2017*

Composition and Category of Directors: Name	Designation	Category	No. of other Director-ships	Attendance at previous AGM
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Pranay Aneja*	Managing Director	Executive	3	No
Rajni Aneja**	Executive Director	Executive	5	No
Amar Pal Singh	Independent Director	Non- Executive	16	Yes
Seema Mangal	Director	Non- Executive	1	Yes
Ashish Bansal#	Managing Director	Executive	1	Yes
Vikram Sharma##	Whole Time Director	Whole Time Director	2	Yes

*Mr. Pranay Aneja is appointed as the Chairman and Managing Director of the Company in the Meeting of Board of Directors held on 05.01.2017 and approved by the Share holder on the Extra Ordinary General Meeting held on 14.02.2017.

**Mr. Rajni Aneja appointed as the Additional Director of the Company as on 05.01.2017 and regularize as Director in the Extra Ordinary General Meeting held on 14.02.2017.

Mr. Ashish Bansal retired from the post of Managing Director of the Company with effect from 05.01.2017.

##Mr. Vikram Sharma retired from the post of Managing Director of the Company with effect from 05.01.2017.

b) Meetings of the Board of Directors

During the financial year 2016-17 the Board of Directors met 19 time on 30th April 2016, 30th May 2016, 20th June 2016, 05th August 2016, 12th August 2016, 19th August 2016, 26th August 2016, 02nd September 2016, 16th September 2016, 23rd September 2016, 30th September 2016, 12th November 2016, 25th November 2016, 07th December 2016, 20th December 2016, 05th January 2017, 17th January 2017, 16th February 2017, 20th March 2017.

The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Listing Regulations and Secretarial Standards. None of the Directors on the Board is a member of more than 10 committees and chairman of more than 5 committees.

c) 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.

- Half Yearly and 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

d) 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.

e) 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 2016-f17 is given below.

f) 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 2016-17, as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

g) Declaration-Independent Director

As mandated by Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as of March 31, 2017, 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 (Listing Obligations and Disclosure Requirements) 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.

h) 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 2016-17. 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.

i) Meeting of Independent Directors

A separate meeting of the Independent Directors of the Company was held on March 29, 2017 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 stake holders. 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.

3. 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.

a) **AUDIT COMMITTEE**

Terms of Reference:

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

1. Review of the 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 of the Company's major risk exposures and guidelines and policies to govern the processes by which risk assessment and risk management is undertaken 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, 6 (Six) Audit Committee meetings were held on 04th April 2016, 25th July 2016, 02nd September 2016, 12th November 2016, 17th January 2017, 30th March 2017.

Composition of Audit committee Upto 31.03.2017

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

Meetings of the Committee and Attendance of the Members during 2016-17	Meetings held During their office of Directorship	Meetings Attended
Mr. Amar Pal Singh	6	6
Mr. Pranay Aneja*	2	2
Ms. Seema Mangal	6	6
Mr. Ashish Bansal**	4	4

*Mr. Pranay Aneja appointed as the Member and Chairmen of Audit Committee with effect from 01.05.2017

**Mr. Ashish Bansal resigned as the Member and Chairmen of Audit Committee with effect from 01.05.2017

b) 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.

During the year, 3 (Three) Nomination and Remuneration Committee meetings were held on 02nd September 2016, 05th January 2017, 30th March 2017.

Composition of Nomination and Remuneration Committee upto 31.03.2017

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

Meetings of the Committee and Attendance of the Members during 2016-17	Meetings held During their office of Directorship	Meetings Attended
Mr. Amar Pal Singh	3	3
Mr. Pranay Aneja*	1	1
Ms. Seema Mangal	3	3
Mr. Ashish Bansal**	2	2

*Mr. Pranay Aneja appointed as the Member and Chairmen of Audit Committee with effect from 01.05.2017

**Mr. Ashish Bansal resigned as the Member and Chairmen of Audit Committee with effect from 01.05.2017

c) STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year, 4 (Four) Stakeholders Relationship Committee meetings were held on 13th June 2016, 19th August 2016, 13th October 2016, 17th January 2017.

Composition of Stakeholders Relationship Committee as on 31.03.2017

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

Meetings of the Committee and Attendance of the Members during 2016-17	Meetings held During office of Directorship	Meetings Attended
Mr. Amar Pal Singh	4	4
Mr. Pranay Aneja*	1	1
Ms. Seema Mangal	4	4
Mr. Ashish Bansal**	3	3

*Mr. Pranay Aneja appointed as the Member and Chairmen of Audit Committee with effect from 01.05.2017

**Mr. Ashish Bansal resigned as the Member and Chairmen of Audit Committee with effect from 01.05.2017

Meetings of the Committee and Attendance

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.

4. GENERAL MEETINGS

a) DETAILS OF LAST THREE ANNUAL GENERAL MEETING IS GIVEN BELOW:

Day	Date	Time	Venue
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.
Friday	30.09.2016	12.00 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.

b) DETAILS OF EXTRA ORDINARY ANNUAL GENERAL MEETING IS GIVEN BELOW:

Day	Date	Time	Venue
Tuesday	14.02.2017	10.00 A.M	Plot No. A1 and A2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-110034

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

Sd/-

**Pranay Aneja
(Managing Director)**

**Date: 30.05.2017
Place: New Delhi**

MEANS OF COMMUNICATION

All the material information about the company and any significant material changes effecting shareholders interest are posted on company's website i.e <http://www.stellarcapitalservices.com/>

GENERAL SHAREHOLDER INFORMATION

- 1) Annual General Meeting Schedule: Thursday the 28th September, 2017 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 (2017-18) (Tentative) :
The Financial year of the Company is 1st April, 2017 to 31st March, 2018

Financial Year reporting for	Proposed date
Un-audited Financial Results for half year ended 30.09.2017	Last week of October, 2017
Un-audited/Audited Financial Results for half year/year ended 31.03.2018	Last week of April, 2018
Annual General Meeting	September, 2018

- 3) Dates of Book Closure : 21stSeptember, 2017 to 28thSeptember, 2017 (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 2017-2018 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 2016 to Year 2017

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
2016	6.26	11.00	5.56	7.60	1,45,50,000	81	12,98,10,000	1,45,02,000	99.67	5.44	1.34
2017	6.16	12.19	5.20	6.062	2532000	101	2,52,19,620	2484000	98.10	6.99	-0.10

*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, 2017

Category	Number of Equity Shares held	% of Shareholding
Promoter	0	0
Public	2,49,61,500	100.00
Total	2,49,61,500	100.00

Note: - Application for Reclassification of Promoters was pending with the BSE LTD on 31.03.2017 and the application was approved by the Stock Exchange on 25.04.2017. Subsequently after the approval of the application Mr. Pranay Aneja and Mrs. Raajni Aneja were shown as the Promoters of the Company.

DISTRIBUTION OF 249615000 EQUITY SHARE CAPITAL AS ON :31/03/2017
Nominal Value of Each Share: Rs. 10.00

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	0	0	0	0
5001 To 10,000	1	0.73	10000	0
10001 To 20,000	1	0.73	20000	0.01

20001 To 30,000	0	0	0	0
30001 To 40,000	1	0.73	40000	0.02
40001 To 50,000	0	0	0	0
50001 To 1,00,000	81	59.12	4860000	1.95
1,00,000 and Above	53	38.69	244685000	98.02
Total	137	100	249615000	100

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

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, 2017 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

Sd/-

Date: 30/05/2017
Place: New Delhi

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 31st March, 2017 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

Sd/-

Ashwani Rampal

(Chief Financial Officer)

**Place:
New Delhi
Date: 30-05-2017**

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, 2017

For Stellar Capital Services Limit

Sd/-

**Date: 30-05-2017
Place: New Delhi**

**Pranay Aneja
Managing Director
(DIN- 00809285)**

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 2017, 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 2017 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 2017;
- (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.
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, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, 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

Gaurav Joshi

Partner

Membership No. 516027

Place: New Delhi

Date: 30th May, 2017

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 2017.

- (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. *However there is an TDS payable amounting to Rs. 40,933 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 obtained any loans from bank or financial institutions. Hence this clause is not applicable;

- (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

Firm Regn. No. 304040E

Gaurav Joshi

Partner

M. No. : 516027

Place: New Delhi

Date: 30th day of May, 2017

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 2017 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 2017, based on “the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

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

Gaurav Joshi
Partner
Membership No. 516027
New Delhi, the 30th day of May 2017

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Notes	[Amount in Rupees]	
		As at 31st March 2017	As at 31st March 2016
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	3	249,615,000	249,615,000
Reserves and Surplus	4	203,340,338	202,377,156
Non-Current Liabilities			
Long-term Provisions	5	1,161,000	1,287,921
Current liabilities			
Short-term Borrowings	6	118,812,117	35,135,969
Trade Payables	7	21,164,802	9,313,842
Total		594,093,258	497,729,888
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets	8		
Tangible Assets		109,915	396,975
Deferred Tax Assets (net)	9	61,689	41,353
Current Assets			
Inventories	10	7,639,530	7,639,530
Cash and Cash Equivalents	11	1,579,716	1,031,025
Short-term loan and advances	12	583,946,976	487,110,139
Other current assets	13	755,434	1,510,867
Total		594,093,258	497,729,888
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.
Chartered Accountants
Firm Regn. No. 304040E

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

Gaurav Joshi
Partner
Membership No. 516027

SD/-
Pranay Aneja
Managing Director
DIN -00809285

SD/-
Rajni Aneja
Director
DIN -00341959

SD/-
Ashwani Rampal
CFO

SD/-
Priya Datta Joshi
Company Secretary
ALZPJ9807C

New Delhi, the 30th day of May 2017

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

STATEMENT OF TRADING & PROFIT AND LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2017

[Amount in Rupees]

Particulars	Notes	From 1st April 2016 to 31st March 2017	From 1st April 2015 to 31st March 2016
A. CONTINUING OPERATIONS			
INCOME:			
Revenue from operations	14	54,651,322	38,640,102
Other Income	15	178,112	76,076
Total Revenue		54,829,434	38,716,178
EXPENDITURE:			
Changes in inventories	16	-	7,996,457
Employee Benefit expenses	17	12,803,194	7,090,250
Financial Cost	18	9,730,665	155,872
Depreciation & Amortisation	8	26,893	208,914
Other Administrative expenses	19	31,093,586	22,224,759
Loss on disposal of Fixed asset		15,668	-
Total Expenses		53,670,006	37,676,252
Profit/ (loss) before Tax		1,159,428	1,039,926
Tax expenses			
Current Tax		343,503	347,466
Deferred tax		(20,336)	(26,129)
Total Tax Expenses		323,167	321,337
Profit/ (loss) for the year after tax (PAT)		836,261	718,589
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.
Chartered Accountants
Firm Regn. No. 304040E

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

SD/-

SD/-

Gaurav Joshi
Partner
Membership No. 516027

Pranay Aneja
Managing Director
DIN -00809285

Rajni Aneja
Director
DIN -00341959

SD/-
Ashwani Rampal
CFO

SD/-
Priya Datta Joshi
Company Secretary
ALZPJ9807C

New Delhi, the 30th day of May 2017

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2017

	<i>[Amount in Rupees]</i>	
	For the year ended 31st March 2017	For the year ended 31st March 2016
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and after extra-ordinary items as per	1,159,428	1,039,926
Adjustments for items not included:		
Depreciation and Amortisation Expense	26,893	208,914
Loss on Disposal of Asset	15,668	
Operating Profit before working capital changes	<u>1,201,989</u>	<u>1,248,840</u>
Adjustment for Working capital:		
(Increase)/ decrease in current loans and advances	(93,929,595)	(66,062,626)
(Increase)/ decrease in Trade receivables	-	289,176
(Increase)/ decrease in inventories	-	7,996,457
(Increase)/ decrease in other current assets	755,433	755,433
Increase/ (decrease) in short term borrowings	83,676,148	35,135,970
Increase/ (decrease) in Trade payables	<u>11,850,960</u>	<u>7,220,886</u>
Cash generated from operations	<u>3,554,936</u>	<u>(13,415,864)</u>
Direct Taxes Paid	<u>(3,250,745)</u>	<u>(162,923)</u>
Net cash flow from operating activities (A)	<u><u>304,191</u></u>	<u><u>(13,578,787)</u></u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Computer	(30,500)	-
Sale of Car	<u>275,000</u>	<u>-</u>
Net cash flow from investing activities (B)	<u><u>244,500</u></u>	<u><u>-</u></u>
Net cash flow during the year (A + B + C)	<u>548,691</u>	<u>(13,578,787)</u>
Add: Opening cash and cash equivalents	<u>1,031,025</u>	<u>14,609,812</u>
Closing cash and cash equivalents	<u><u>1,579,716</u></u>	<u><u>1,031,025</u></u>
Components of cash and cash equivalents		
Cash in hand	1,185,982	131,064
Deposit with banks in current accounts	<u>393,734</u>	<u>899,961</u>
Total cash and cash equivalents (Note-11)	<u><u>1,579,716</u></u>	<u><u>1,031,025</u></u>

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

Gaurav Joshi
Partner
Membership No. 516027

New Delhi, the 30th day of May 2017

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

Pranay Aneja **Rajni Aneja**
Managing Director Director
DIN -00809285 DIN -00341959

Ashwani Rampal **Priya Datta Joshi**
CFO Company Secretary
ALZPJ9807C

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2017

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 Companies 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 or market value, whichever is lower.

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.

STELLAR CAPITAL SERVICES LIMITED
CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2016 TO 31ST MARCH 2017

3. Share capital	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Authorised shares		
2,50,00,000 (31 March 2016: 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 2016: 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 2017		As at 31st March 2016	
	No.	(Rupees)	No.	(Rupees)
Share Capital at the beginning of the period	24,961,500	249,615,000	24,961,500	249,615,000
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 2017		As at 31st March 2016	
	Nos.	% holding	Nos.	% holding
Technofab Constructions P Ltd	-	-	3,840,000	15.38%
Geet Infracore Private Limited	-	-	2,350,000	9.41%
La Mancha Enterprises Private Limited	-	-	1,626,000	6.51%
IFL Enterprises Limited (Formerly Sarthak Suppliers Pvt Ltd)	-	-	2,150,000	8.61%
MBM Bearings (Rajasthan) Private Limited	-	-	2,750,000	11.02%
Rajni Aneja	2,421,000	9.70%	-	-
Pranay Aneja	1,980,000	7.93%	-	-
Taxus Enterprises Private Limited	2,050,480	8.21%	-	-
Tia Enterprises Private Limited	2,004,000	8.03%	-	-
SRK Tradelinks Private Limited	1,902,000	7.62%	-	-
India Finsec Limited	1,770,000	7.09%	-	-
Manlike Chemical and Pharmaceutical Company	1,620,000	6.49%	-	-
Shri Parasram Holdings Private Limited	1,377,520	5.52%	-	-

4. Reserves and surplus	As at 31st March 2017 (Rupees)	As at 31st March 2016 (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	560,792	352,807
Add: Transfer from P&L A/c during the year	167,252	207,985
Closing balance	728,044	560,792
Surplus/ (deficit) in statement of profit & loss		
Balance as per last financial statements	411,364	534,835
Add: Profit/ (loss) for the year	836,261	718,589
Less: Income Tax Adjustment for earlier years	-	28,020
Less: Contingent provision against standard assets	(126,921)	606,055
Less: Special reserve u/s 45-IC of the RBI Act, 1934	167,252	207,985
Net (deficit) in statement of profit and loss	1,207,294	411,364
	203,340,338	202,377,156

STELLAR CAPITAL SERVICES LIMITED
CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2016 TO 31ST MARCH 2017

5 Long-term provisions	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Contingent provision against standard assets*		
Opening Balance	1,287,921	681,866
Add: Addition (written off) during the year	(126,921)	606,055
	1,161,000	1,287,921
*A contingent provision of 0.25% (0.30% till 31st March, 2016) against standard assets has been created on their respective outstanding amount considering RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.		
6 Short-term Borrowings	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Unsecured from others, Body Corporate		
E Tricks Enterprises Pvt Ltd	930,719	13,666,531
Tia Enterprises Pvt Ltd	33,730,485	21,469,438
Autolite Agencies Pvt. Limited	2,704,875	-
HA Enterprises	81,117,178	-
Tushar Leasing & Investment Pvt. Limited	328,860	-
	118,812,117	35,135,969
7 Trade Payables	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Audit fee payable	42,000	22,900
Creditor for Expenses	1,714,300	8,124,035
Salary payable	3,160,000	247,837
Commission Payable	14,250,000	-
TDS payable	1,998,502	919,070
	21,164,802	9,313,842
9. Deferred tax Assets (net)	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Opening Balance	41,353	15,224
Add: Tax effect of Timing difference on account of WDV of fixed assets under Companies Act and Income tax Act	20,336	26,129
	61,689	41,353
10. Inventories	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Equity Shares :-		
4,60,000 (31.03.2016: 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 (31.03.2016: 46,000) Equity Shares of Rs. 10 each fully paid up in India Finsec Limited	488,060	488,060
8,490 (31.03.2016: 8,490) Equity Shares of Rs. 1 each fully paid up in Quasar India Limited	246,551	246,551
1,04,200 (31.03.2016: 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	7,639,530
11. Cash and cash equivalents	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Cash in Hand (as Certified)	1,185,982	131,064
Balances with Banks in Current Accounts	393,734	899,961
	1,579,716	1,031,025
12. Short-term loan and advances	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Loans portfolio* (Recoverable in cash or kind, unsecured, considered good)	464,400,131	429,307,155
(A)	464,400,131	429,307,155
Advances against investment & others (Recoverable in cash or kind, unsecured, considered good)	110,904,656	52,068,037
(B)	110,904,656	52,068,037
Balance with government authorities		
Advance Income Tax (Net of Provision)	8,642,189	5,734,947
(C)	8,642,189	5,734,947
Total (A + B + C)	583,946,976	487,110,139

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

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2016 TO 31ST MARCH 2017

	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
13. Other current assets		
Prepaid expenses	755,434	1,510,867
	<u>755,434</u>	<u>1,510,867</u>
14. Revenue from operations	For the year ended 31st March 2017	For the year ended 31st March 2016
<u>Sale of Products</u>	<u>(Rupees)</u>	<u>(Rupees)</u>
Shares, Securities and Bonds	-	3,698,102
<u>Income from Investments & Loans</u>		
Interest on unsecured loans	54,651,322	34,942,000
Profit from Mutual Funds	-	-
	<u>54,651,322</u>	<u>38,640,102</u>
15. Other Income	For the year ended 31st March 2017	For the year ended 31st March 2016
	<u>(Rupees)</u>	<u>(Rupees)</u>
Interest on IT Refund	175,000	76,076
Miscellaneous Income	3,112	-
	<u>178,112</u>	<u>76,076</u>
16. Changes in inventories	For the year ended 31st March 2017	For the year ended 31st March 2016
	<u>(Rupees)</u>	<u>(Rupees)</u>
Inventories at the beginning of the year - Stock in trade	7,639,530	15,635,987
Less : Inventories at the end of the year -Stock in trade	7,639,530	7,639,530
	<u>-</u>	<u>7,996,457</u>
17. Employee benefit expenses	For the year ended 31st March 2017	For the year ended 31st March 2016
	<u>(Rupees)</u>	<u>(Rupees)</u>
Directors' remuneration	660,000	660,000
Salaries and wages	11,156,741	5,602,940
Staff welfare expenses	986,453	827,310
	<u>12,803,194</u>	<u>7,090,250</u>
18. Finance costs	For the period ended 31st March 2017	For the year ended 31st March 2016
	<u>(Rupees)</u>	<u>(Rupees)</u>
Bank Charges	10,537	4,796
Interest on loan	9,664,868	151,076
Interest on tax deposit	55,260	-
	<u>9,730,665</u>	<u>155,872</u>

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2016 TO 31ST MARCH 2017

19. Other administrative expenses

	For the year ended 31st March 2017 (Rupees)	For the year ended 31st March 2016 (Rupees)
Audit Fees	46,000	22,900
Advertisement & Publication charges	79,451	61,823
Business Promotion	3,896,287	2,268,500
Bad Debts	-	880,000
Commission paid	15,000,000	9,000,000
Computer Repair & Maintenance	-	82,580
Conveyance expenses	1,363,946	773,769
Diwali expenses	860,580	586,570
Dmat A/c charges	-	1,800
Electricity & Water Expenses	751,860	84,555
Filing fee & Subscriptions	249,300	198,399
Interest not recovered	27,425	579,102
Listing Fee	54,875	28,090
Loss on future & option contracts	-	338,022
Membership Fee	5,750	73,280
News Paper, Books & Periodicals	21,470	34,402
Office Expenses	1,276,385	1,582,680
Postage, Stamps & Couriers	293,490	373,514
Printing and Stationery	469,458	542,903
Professional charges	3,052,126	1,129,711
Repairs & Maintenance	138,713	195,257
Telephone & Mobile expenses	567,982	396,665
Tours & Travelling	2,618,556	2,369,947
Vehicle Running & Maintenance	315,732	616,490
Website Expenses	4,200	3,800
	31,093,586	22,224,759

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

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

Gaurav Joshi
Partner
Membership No. 516027

SD/-
Ashwani Rampal
CFO

SD/-
Priya Datta Joshi
Company Secretary
ALZPJ9807C

SD/-
Pranay Aneja
Managing Director
DIN -00809285

SD/-
Rajni Aneja
Director
DIN -00341959

New Delhi, the 30th day of May 2017

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2016 TO 31ST MARCH 2017

Note - 8 (Fixed Assets)

[Amount in Rupees]

Tangible assets	Useful life	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Balance as at 1 April, 2016	Additions	Sale	Balance as at 31 March, 2017	Balance as at 1 April, 2016	Depreciation during the year	Adjusted against sale	Balance as at 31 March, 2017	W.D.V. as on 31.03.17	W.D.V. as on 31.03.2016
(I) Tangible Assets											
(a) Computers	3	398,405	30,500	-	428,905	388,373	10,397	-	398,770	30,135	10,032
(b) Fridge	5	9,150	-	-	9,150	7,978	163	-	8,141	1,009	1,172
(c) Furniture & Fixtures	10	68,427	-	-	68,427	42,479	4,697	-	47,176	21,251	25,948
(d) Mobile Phone	5	74,800	-	-	74,800	44,835	4,168	-	49,003	25,797	29,965
(e) RO Systems	5	7,500	-	-	7,500	6,535	134	-	6,669	831	965
(f) Scooter	10	48,500	-	-	48,500	29,122	2,695	-	31,817	16,682	19,378
(g) Air Condition	5	27,500	-	-	27,500	22,477	699	-	23,176	4,324	5,023
(h) Motor Car	8	717,353	-	275,000	442,353	424,343	-	2,342	426,685	0	293,010
(j) Invertor	5	41,900	-	-	41,900	30,418	1,597	-	32,015	9,884	11,482
Total		1,393,535	30,500	-	1,449,035	996,560	26,893	2,342	1,023,453	109,915	396,975
Previous year		1,393,535	-	-	1,393,535	787,646	208,914	-	996,560	396,975	605,889

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

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

Gaurav Joshi
Partner
Membership No. 516027

SD/-
Pranay Aneja
Managing Director
DIN -00809285

SD/-
Rajni Aneja
Director
DIN -00341959

SD/-
Ashwani Rampal
CFO

SD/-
Priya Datta Joshi
Company Secretary
ALZP J9807C

New Delhi, the 30th day of May 2017

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899DL1994PLC062247

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2017

20. 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.

21. 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.
22. Disclosure of Specified Bank Notes pursuant to notification no. G.S.R 308(E) dated 30th March, 2017 :

	Specified Bank Notes	Other Denomination Notes	Total
Closing Cash in Hand as on 8th November 2016	Nil	65,981	65,981
Add: Permitted Receipts	Nil	1,50,000	1,50,000
Less: Permitted Payments	Nil	1,62,435	1,62,435
Less: Amount Deposited in Banks	Nil	Nil	Nil
Closing Cash in Hand as on 31st December 2016	Nil	53,546	53,546

23. **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	Mr. Pranay Aneja - Managing Director Sh. Ashish Bansal- Past Managing Director Mrs. Rajni Aneja - Executive Director Sh. Vikram Sharma- Past Whole-time Director Mr. Ashwani Rampal- CFO Ms. Sushma Aggarwal- Past CFO Mr. Priya Datta Joshi- Company Secretary Ms. Manisha Rajpal -Past Company Secretary
(ii)	Relatives of Key Management Personnel	NIL
(iii)	Enterprises owned or significantly	NIL

influenced by the Key Management Personnel or their Relatives

(b) Transaction with related parties:-

Transactions With	Nature of Transaction	31/03/2017 (Rs.)	31/03/2016 (Rs.)
<u>Key Management Personnel:-</u>			
Mr. Ashish Bansal	Remuneration	3,60,000	3,60,000
Mr. Vikram Sharma	Remuneration	3,00,000	3,00,000
Ms. Sushma Aggarwal	Remuneration	Nil	6,60,000
Ms. Manisha Rajpal	Remuneration	3,52,000	2,14,710
Mr. Priya Datta Joshi	Remuneration	28,000	Nil

24. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.
25. Provisions of Accounting Standard (AS)-17 issued by the ICAI on 'Segment Reporting' are not been applicable to the Company.

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

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

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

29. 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

Gaurav Joshi
Partner
Membership No. 516027
New Delhi, the 30th day of May 2017

Pranay Aneja
Managing Director
DIN:00809285

Rajni Aneja
Director
DIN :00341959

Ashwani Rampal
CFO

Priya Datta Joshi
Company Secretary
MN-A45603

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

BALLOT FORM

1. Name and Registered Address of the
Sole/ First named Shareholder:
2. Name(s) of the Joint Holder(s) (if any):-
3. Registered Folio No:-
4. Folio No. / DP ID: / Client Id:
5. Number of Shares(s) held:
6. I / We hereby exercise my/ our vote(s) in respect of the resolutions set out in the Notice of the 23rd Annual General Meeting (AGM) of the Company to be held on Thursday, 28th September, 2017 by recording my/our assent or dissent to the said Resolutions by placing tick () mark in the appropriate box below:

Resolution No.	No. of Shares held	For	Against
Ordinary Business		I/We assent to the resolution	I/We dissent to the resolution
1. Adoption of Financial Statement for F.Y. 2016-17			
2. Appointment of Mrs. Rajni Aneja (DIN:-003419589) Director liable to retire by rotation.			
3. Ratification of Appointment of Statutory Auditor.			
Special Business			
4. Appointment of Mr. Ankit Dixit (DIN:-02923396) as an Independent Director of the Company.			
5. Appointment of Mrs. Rajni Aneja (DIN: 00341959) as Whole Time Director of the company.			
6. Appointment of Mr. Babu Lal Gupta (DIN:-07325741) as an Independent Director of the Company.			

Place:-

Date:-

Signature:-

Note: Please read instructions given at Note of the Notice of the 23rd Annual General Meeting carefully before voting electronically.

PARTICULAR OF E-VOTING

Annual General Meeting of the Company held on Thursday, the 28th September, 2017 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.

FolioNo.....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.....

ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

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

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 Thursday, 28th September, 2017 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.	Resolution	FOR	AGAINST
ORDINARY BUSINESS			
1	Adoption of Financial Statement for F.Y. 2016-17		
2	Appointment of Mrs. Rajni Aneja (DIN:-003419589) Director liable to retire by rotation.		
3	Ratification of Appointment of Statutory Auditor.		
SPECIAL BUSINESS			
4	Appointment of Mr. Ankit Dixit (DIN:-02923396) as an Independent Director of the Company.		

5	Appointment of Mrs. Rajni Aneja (DIN: 00341959) as Whole Time Director of the company.		
6	Appointment of Mr. Babu Lal Gupta (DIN:-07325741) as an Independent Director of the Company.		

Signed this.....day of.....2017

Affix
Revenue
Stamp

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

NOTES:

1.This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at plot no. A1 and A2, Road No.43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, New Delhi-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.