LAHAG®

STELLAR CAPITAL SERVICES LIMITED

Date:- 06.09.2021

To,
The Manager- Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001

Scrip Code:- 536738
Sub:- 27th Annual Report of Stellar Capital Services Limited

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of Annual Report for the financial year 2020-21.

The aforesaid Annual Report is also uploaded on the website of the Company at https://www.stellarcapital.in/

This is for your information and records.

Thank You
Yours Faithfully,

For Stellar Capital Services Limited

Anjali Singh
(Company Secretary)

Encl. as stated above

2020-21 Annual Report

A Year of Accomplishments.

STELLAR CAPITAL SERVICES LIMITED

402, 4th Floor Solitaire Plaza, M.G. Road, Gurgaon, Haryana - 122002

L74899HR1994PLC076773 | www.stellarcapital.in

CORPORATE INFORMATION

- **STELLAR CAPITAL SERVICES LIMITED**
- **CIN: L74899HR1994PLC076773**
- **REGISTERED OFFICE**
  402, 4th Floor Solitaire Plaza, M.G. Road, Gurgaon, Haryana- 122002
  Website : www.stellarcapital.in
  E mail ID : stellarcapital@yahoo.in
- **LISTED AT**
  BSE Limited (Scrip Code: 536738)PJ Towers, Dalal Street, Mumbai-400001

BOARD OF DIRECTORS

Rajni Aneja	Whole-Time Director
Pranay Aneja	Managing Director
Sumit Karmakar	Non-Executive Director
Neha Gupta	Independent Director
Ravi Bhushan Kumar	Independent Director

CHIEF FINANCIAL OFFICER	COMPANY SECRETARY & COMPLIANCE OFFICER
Rajeev Tyagi	Anjali Singh

AUDITORS OF THE COMPANY

- **STATUTORY AUDITORS:**
  M/s. V.N. Purohit & Co.
  Chartered Accountants
  Address:214, New Delhi House, 27, Barakhamba Road, New Delhi- 110001
  Contact No. 011-43596011
- **SECRETARIAL AUDITORS :**
  M/s. Kundan Kumar Mishra & Associates, Company Secretaries
  Address:Office No. 202, E-21, Mahesh Bhawan, Laxmi Nagar, New Delhi-110092
  Contact No. 8527675107
- **INTERNAL AUDITORS :**
  M/s. MST & COMPANY, CHARTERED ACCOUNTANTS
  Address: Gali No. 3, Kaushik Enclave, Burari, Delhi-110084
  Contact No. 8587000021

REGISTRAR AND SHARE TRANSFER AGENT

- **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**
  D-153 A, 1st floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020
  TEL NO.: 011-26812682-83
  E-mail id: Info@skylinerta.com
  Website : www.skylinerta.com

BANKERS OF THE COMPANY

ICICI Bank : Taimoor Nagar, Delhi
State Bank of India : Okhla, New Delhi
HDFC Bank : Okhla, New Delhi
Punjab National Bank : Pitampura, New Delhi

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Seventh (27th) Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Thursday, 30th September, 2021 at 02:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the business mentioned below:

The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at 402, 4th floor, solitaire Plaza, M. G. Road, Gurgaon, Haryana-122002 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2021 along with the reports of the Board of Directors and the Auditors thereon.

Item No. 2- Re-Appointment of Director liable to retire by rotation

To appoint a Director in place of Mr. Sumit Karmakar(DIN:07261152)who retires by rotation and,being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3- To fix charges for providing copies of Registers, Returns and other statutory records

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 applicable provisions of Companies Act 2013 consent of members be and is hereby obtained to fix the charges amounting to Rs.10 per page for providing the copies of Minutes of Meetings, Registers and other statutory documents of the Company, be and is hereby fixed."

By the order of the Board of Directors

For Stellar Capital Services Limited

Sd/-
Anjali Singh
Company Secretary
ACS 56345

Date: 04.09.2021
Place: - Gurgaon

NOTES :

1. In view of the outbreak of COVID-19 pandemicand its continuation in the current year,the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated 13th January, 2021 General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular Nos. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 permitted the holding of this AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulations") and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.

   Skyline Financial Services Private Limited, Registrar & Transfer Agents of the Company, shall be providing facility for voting through remote e-voting.

   The procedure for participating in the meeting through VC/OAVM is explained at Note No.19 below.

2. In compliance with applicable provisions of the Act read with the MCA and SEBI Circulars and the Listing Regulations, the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May 2020, the matters of Special Business as appearing at Item No.3 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. M/s. V.N. Purohit& Co., Chartered Accountants (Firm Registration No. 304040E) were appointed as Statutory Auditors of the Company at the AGM held on 30th September, 2019 for a period of four years. Pursuant to the Notification issued

by the MCA on 7th May, 2018 amending Section 139 of the Act and the Rules framed thereunder,

The mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

RBI wide circular Ref.No.DoS.CO.ARG /SEC.01/08.91.001/2021-22 dated April 27, 2021 provided Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) for Financial Year 2021-22 and onwards in respect of appointment/reappointment of SCAs/SAs1 of the Entities. However these guidelines are not applicable as asset size of our company is below 1000 crore.

5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read along with Secretarial Standard 2 as issued by Institute of Company Secretaries of India (ICSI) and Regulation 36 of SEBI (LODR) Regulations, 2015 setting out the material facts relating to the Special Business to be transacted at the meeting is is annexed hereto.

6. **Electronic Dispatch Of Notice And Integrated Annual Report**

In line with the Ministry of Corporate Affairs (MCA) Circulars dated May 05,2020 and January 13, 2021 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and Pursuant to Section 101 and 136 of the Act read with the relevant Rules made thereunder, Regulation 36 of Listing Regulations and SS-2, the copy of the Annual Report including Financial statements, Board's report and Annexures thereto and this Notice of the AGM are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories unless any member has requested for a physical copy of the same. The Notice can also be accessed from the website of the Company at www.stellarcapital.inand from the website of Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

7. In case you wish to get a physical copy of the Annual Report, you may send your request to stellarcapital@yahoo.in mentioning your Folio/DP ID & Client ID.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by Member holding shares in:

- Demat form to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts and
- Physical form to submit copies of PAN of all shareholders and original cancelled cheque of first shareholder along with copy of Pass Book or Bank Statements to the RTA.

9. **PROXY/AUTHORIZED REPRESENTATIVE**

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or by show of hands or through registered mail id during the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., on Stellar@lahag.com authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM.

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.
Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat.

10. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite.
Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. **BOOK CLOSURE**

Register of Members and Share Transfer Books of the Company will remain closed from **Thursday 23rd, September, 2021 to Thursday 30th September, 2021 (both days inclusive).**

12. **CUT OFF DATE**

This Notice is being sent to all the members only through electronic mode whose name appears as on 27th August, 2021 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.

A person whose name is recorded in the Register of members or in the register of beneficial owners maintained by the depositories as on 23rd September, 2021 (the "Cut- off Date") only shall be entitled to vote through Remote E-voting and or by show of hands or through registered mail id during 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. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

13. **COMMUNICATION TO MEMBERS**

With a view to use natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the company to send communications electronically.

Members may also note that the Notice of the 27th AGM and the Annual Report for the year 2020-21 will be available on the company's website *https://www.stellarcapital.in/investors-info/*

14. Members seeking any information or clarification on the accounts are requested to send written queries to the Company on email Id of the Company at *"stellarcapital@yahoo.in"* atleast 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

15. In order to serve the shareholders effectively and for administrative convenience, members are requested to notify multiple folios standing in their name for consolidation, if any, to the Secretarial Department at *stellar@lahag.com* immediately.

16. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form as prescribed under the Companies Act, 2013 and the Rules framed there under to the Registrars of the Company.

17. **PROCEDURE FOR INSPECTION OF DOCUMENTS**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM.
All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2021. Members seeking to inspect such documents can send an email to Company's email id: stellar@lahag.com.
Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Skyline Services private Limited (in case of Shares held in physical form).

18. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:**

1. Detailed instructions for the Members to join the meeting are given below:

OPTION 1:

Joining from Laptop or Computer (having access to webcam)

Step 1: Before joining a Zoom meeting on a laptop or computer, you can download the Zoom app from the following link:
https://zoom.us/download (Zoom Client for Meetings)
Otherwise, you can download and install Zoom from Google Chrome or any other internet surfing site.
Step 2: Open the Zoom desktop client
Step 3: Click Join a Meeting if you want to join without signing in

Or Sign in to Zoom using your registered Mail ID (if applicable) then click Join

Step 4: Enter the Meeting ID number (3933463098) and Passcode (scpl4). Click Join and make sure access is given to the microphone (to speak) and camera (to see).

OPTION 2:

Joining from Mobile Phone

Step 1: Downloading the Zoom Mobile App from the Application Store (e.g. Google Play Store, iOS App Store, as applicable.

Step 2: Join a meeting using one of these methods:

- Tap **Join a Meeting** if you want to join without signing in.
- Sign in to Zoom then tap **Join**.

Step 3: Enter the meeting ID number **(3933463098)** and Passcode**(scpl4)** and your display name

Step 4: Tap Join Meeting

Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.

OTHER INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Members.
2. Members who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use chat facility.
3. Members will be able to attend the AGM through VC / OAVM and vote on the resolutions by show of hands or by using their registered mail ID.
4. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
5. In case of any queries relating to joining the Meeting through Electronic mode or any technical assistance to access and participate in the meeting through VC is required, or mail us their queries on "stellar@lahag.com".
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members are requested to have the display name as metioned in the list of shareholders to avoid unnecessary delay in joining the meeting.

19. VOTING THROUGH ELECTRONIC MEANS:

ATTENDING THE AGM: Members will be provided with a facility to attend the AGM through zoom platform provided as detailed above in point no. 18.

Remote E-Voting:- In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations,2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL) in respect of all resolutions set forth in this Notice.

In terms of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on"e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual Demataccount holders, by way of single login credential, through their Demat accounts/websites of Depositories/ DPsin order to increase the efficiency of the voting process. Individual Demat account holders would be able to casttheir vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitatingseamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for Remote e-Voting **for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 3) If the user is not registered for Easi/Easiest, option to register is available athttps://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	If you are **already registered for NSDL IDeAS facility**, please visit the e-Services website of NSDL. 1) Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2) Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section. 3) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on **"Access to e-Voting".** Click on company name or e-Voting service provider**- CDSL** and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. **If the user is not registered for IDeAS e-Services**, option to register is available at https://eservices.nsdl.com. 1) Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2) Visit the e-Voting website of NSDL. 3) Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 4) Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under **'Shareholder/Member'** section. 5) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 6) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider-**CDSL** and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. • Click on Stellar Capital Service Limited or e-Voting service provider –CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for Remote e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

Step-1	• The shareholders should log on to the e-voting website **www.evotingindia.com**.
Step-2	• Click on "Shareholders/Member"tab.
Step-3	• Now enter your User-ID. ➢ For CDSL: 16 digits beneficiary ID, ➢ For NSDL: 8 Character DP ID followed by 8 Digits Client ID, ➢ Members holding shares in Physical Form should enter Folio Number registered with the Company
Step-4	• Next enter the Verification Code as displayed and Click on Login.
Step-5	• 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.

Step-6 If you are a **first time user** follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your **10 digit alpha-numeric *PAN** issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR Date of Birth (DOB)**	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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).

- **Step-7** After entering these details appropriately, click on **"SUBMIT"** tab.

- **Step-8** Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.**

- **Step-9** For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

- **Step -10** Click on the EVSN <**STELLAR CAPITAL SERVICES LIMITED**>on which you choose to vote.

- **Step-11** 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.

- **Step-12** Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

- **Step-13** 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.

- **Step-14** Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

- **Step-15** You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

- **Step-16** 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.

- 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.

Instructionsfor Non – Individual Shareholders and Custodians for Remote E-voting

- ❖ 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 in the "Corporates" module.
- ❖ 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.

20. E-VOTING PERIOD

The E-voting period commences on 27th September, 2021 (09:00 am IST) and ends on 29th September, 2021 (5:00 pm IST).
During the aforesaid period, Members of the

company holding shares in physical form or dematerialization form, as on cut off date i.e. 23rd September, 2021 may opt to cast their votes through electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- **User ID and Password for the members who became Members after dispatch of AGM notice**
  Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut- off date of 23rd September, 2021, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or CDSL.

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

21. SPEAKER REGISTRATION BEFORE AGM

Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to Company's email id: stellarcapital@yahoo.in upto Monday, 27th September, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

22. VOTING DURING THE AGM

1. Members who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use chat facility.
2. Members will be able to attend the AGM through VC / OAVM and vote on the resolutions by show of hands or by using their registered mail ID.
3. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
4. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

23. SCRUTINIZER

M/s KUNDAN KUMAR MISHRA & ASSOCIATES, Company Secretaries was appointed as scrutinizer ("Scrutinizer") for scrutinizing the voting process (Video Conferencing as well as Remote E-voting) in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast through VC/OAVM at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared within two working days of conclusion of the Meeting.

Voting is provided to the members through e-voting and by show of hands or by registered mail id during the Annual general meeting of the Company. A member can opt for only one mode of voting i.e. either through e-voting or by show of hands or by registered mail id during the annual general meeting of the Company. If a member casts votes by both modes, then voting done through e-voting shall prevail.

24. DECLARATION OF RESULTS

The Voting Results on above resolutions shall be submitted to the BSE Limited within two working days of conclusion of the Meeting of the Company. The Results of voting will be declared and the same along with Scrutinizer's Report(s) will be placed on the website of the CDSL and the Company's website www.stellarcapital.in immediately after the result is declared by the Chairman.

25. EXPLANATORY STATEMENT

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

The following Explanatory Statement sets out all the material facts relating to the Item No. 3 of the accompanying Notice dated 4th September, 2021.

ITEM NO : 3

The members, debentureholders, other security holders or beneficial owner or any other person is entitled by clause (b) of sub-section (3) Section 93 of the Companies Act, 2013 to request company for providing copies of any register maintained under section 88 of the Companies Act, 2013 or entries therein or returns filed by the company.Rule 14 of the Companies (Management and Administartion) Rules, 2014 allows the company to fix the amount to be charged forfor providing copies of any register or entries therein or returns, copies of Minutes and other statutory documents of the Company.

The Board of Directors of the Companyhave decided to fix the charges amounting to Rs. 10 per

page for providing copies of Minutes of the Meeting, Registers, Returns and other Statutory documents of the Company.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 3 of the Notice for the fixation of charges for supplying copies of Minutes of the Meeting, Registers and other statutory documents of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 and accordingly the Board recommends the same for approval by the Members.

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

Sd/-
Anjali Singh
Company Secretary
ACS 56345
Date: 04.09.2021
Place: Gurgaon

Annexure 1

Details of Directors seeking appointment/re-appointment of Directors in the forthcoming Annual General Meeting as per Regulation 36 of SEBI (LODR) Regulations 2015 and Secretarial Standard-2 on General Meeting

Name of the Director	**Sumit Karmakar**
Date of Birth	31.12.1973
DIN	07261152
Date of first Appointment on the Board	14.11.2019
Relationship with Director	Nil
Expertise in specificfunctional area	Managments and Accounts
Qualification	Graduate
Board Membership ofother companies as on March 31,2021	Director in 4 Companies • Lahag Tower Private Limited • Parish Infrapromotors Private Limited • Hindustan Sky Heights Private Limited • Vinayak Buildwell Private Limited
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2021	Nomination and Remuneration Committee
a)Audit Committee	-
b)NRC Committee	Member
c) StakeholderRelationship Committee	-
d)Other Committee	-
Number of shares held in the Company as on March 31,2021	Nil
Details of last drawn remuneration	sitting fees/Commission as approved by the Board of Directors within the limits of the applicable laws.
Number of meetings of the Board attended during the Financial Year 20-21	6 out of 6 Board meetings held during the F.Y
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company
Committeeposition held in othercompanies	NIL

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting the 27th Annual Report of your Company alongwith Audited Financial Statements and the Auditor's Report thereon for the year ended 31st March, 2021.

FINANCIAL PERFORMANCE
The Performance of the Company for the financial year ended 31st March 2021 is summarized below

Particulars	Financial year ended (IN RUPEES)	
	31st March, 2021	31st March, 2020
Total Income	46,733,890	45,541,750
Total expenditure	35,733,560	41,295,770
Profit before tax	11,000,330	4,245,980
Profit after tax	8,661,670	3,618,720
Paid- up Share Capital	249,615,000	249,615,000
Reserves and Surplus	227,103,300	219,115,380

HIGHLIGHTS OF PERFORMANCE
The above figures are extracted from the financial statements prepared in accordance with the Indian Accounting Standards (Ind AS), in compliance with the Companies (Account) Rules, 2014 and accounting standards notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) as amendedand the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations").

During the year under review, Income for the year is increased from Rs. 45,541,750/-in 2020 to Rs. 46,733,890/- in 2021. Profit before tax increased from Rs. 4,245,980/-in the previous year to Rs. 11,000,330/-in current year. The net profit also increased from Rs. 3,618,720/-in the previous year 2020 to Rs. 8,661,670/-in the current year.

OPERATIONS
During the year underreview, the total revenue was Rs.46,733,890/- as against Rs. 45,541,750/- during the corresponding period last year, a rise of 2.62%(approx.) over the same period in the previous year. Due to the outbreak of the COVID-19and its continuing effect, the entire world economies are worstly affected.The economic activities came to halt due to due nationwide lockdown, which was intoduced in the last week of March, 2020 which led to closure of all offices of the company. The operation gradually started over the period of time as per the guidelines of Central, State Government and Local Authorities. As an organization, your company has been strictly adhering to social distancing norms, limitation on percentage of personnel engagenement in offices and other lockdown announcements and directons issued by administration.

DIVIDEND
To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2020-21. The Board assures you to present a much strong financial statements in coming years.

DIVIDEND DISTRIBUTION POLICY
The Dividend Distribution Policy, containing the requirements prescribed in Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable on the Company.

SHARE CAPITAL
The Paid up Share Capital as on 31st March, 2021 was Rs. 249,615,000. During the year under review the company has not issued any shares, debentures or any other convertible instruments.

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

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

BONUS SHARES
No Bonus Shares were issued during the year under review.

EMPLOYEES STOCK OPTION PLAN
The Company has not provided any Stock Option Scheme to the employees.

ISSUE OF SHARES THROUGH PREFERENTIAL ALLOTMENT
The Company has not issued any equity shares by way of preferential allotment during the year under review.

DEPOSITS FROM PUBLIC
The Company has not accepted any 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.

REPAYMENT OF DEPOSIT/ PAYMENT OF ANY INTEREST
The Company has not made any default in repayment of Deposit or payment of any Interest.

TRANSFER TO GENERAL RESERVES
The Company has transferred an amount of Rs. 1,732,340/- to Special Reserve maintained under Section 45-IC of the Reserve Bank of India Act, 1934.The Company has not transferred any amount to the General Reserve for the F.Y ended March 31, 2021.

CHANGE IN THE NATURE OF BUSINESS
There were no changes in the nature of the business during the financial year.

MATERIAL CHANGES AND COMMITMENTS
The ongoing COVID-19 pandemic has increased the estimation uncertainty in the preparation of the Financial Statements for the year ended 31st March, 2021. The Company has developed various accounting estimates in these Financial Statements based on forecasts of economic conditions which reflect expectations and assumptions as at 31st March, 2021 about future events that the Management believe are reasonable in the circumstances. There is a considerable degree of judgment involved in preparing forecasts. The underlying assumptions are also subject to uncertainties which are often outside the control of the Company. Accordingly, actual economic conditions are likely to be different from those forecasted since anticipated events frequently do not occur as expected, and the effect of those differences may significantly impact accounting estimates included in these financial statements.
The spread of COVID-19 pandemic and its continuation in the current year, with the subsequent pan-India lockdown announced by the Government of India are the events which have continued till the date of the announcement of financial results of the Company. Your Company has initiated the process of resuming operations in its corporate office complying with COVID-19 guidelines.
Other than the above-mentioned situation affecting the Company, there is no material change and commitment that have occurred after the closure of the Financial Year 2020-21till the date of this Report, which would affect the financial position of your Company.

EXTRACT OF ANNUAL RETURN
Pursuant to Section 134(3) (a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31st March, 2021 in Form No. MGT-7 is available on the Company's website and can be accessed at the web-link: *https://www.stellarcapital.in/investors-info/*

DETAIL OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY DURING THE YEAR
The Company has no subsidiary, joint venture or associated company therefore disclosures in this regards in Form AOC -1 are not provided in this report.

FRAUD REPORTING
During the Financial Year 2020-21, neither the Statutory Auditors nor the Secretarial Auditors have reported any fraud in their respective Audit Reports.

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

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

STATUTORY AUDITORS

As per the provisions of Section 139 of the Companies Act, 2013, M/s V.N. Purohit & Co., Chartered Accountants, was appointed as statutory auditor of the company in the Annual General Meeting held on 30.09.2019 for a period of four years up to the annual general meeting to be held in the year 2023on such remuneration as may be decided by the Board of Directors of the Company.

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report to the members of the Company for the financial year under review does not contain any qualification, reservation, adverse remark or disclaimer. The Statutory Auditors were present in the last AGM.

SECRETARIAL AUDITOR

M/s Kundan Kumar Mishra &Associates, Company Secretaries, was re-appointed as a secretarial auditor to conduct the secretarial audit of the Company for the F.Y 2020-21, as required under Section 204 of the Companies Act, 2013 and rules there under. The Secretarial Audit Report for F.Y 2020-21 forms a part of this Report as **"Annexure-II".** The aforesaid Report of the Company for the financial year under review does not contain any qualification, reservation, adverse remark or disclaimer.

INTERNAL AUDITOR

M/s MST and Company, Chartered Accountant was re-appointed as an internal auditor of the Company. The Internal Audit Report for F.Y 2020-21 has been submitted to Audit Committee. The aforesaid Report of the Company for the financial year under review does not contain any qualification, reservation, adverse remark or disclaimer.

COST AUDIT

Provisions under sub-section (1) of section 148 of the Companies Act, 2013 related to Cost Audit is not applicable to the Company and accordingly such accounts and records are not required to be maintained.

COURT/TRIBUNAL ORDERS

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

DISCLOSURE OF APPALICATION MADE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year, the Company has not filed any petition before the National Company Law Tribunal or there are no pending proceedings against the Company under the Insolvency and Bankruptcy Code, 2016 for recovery of outstanding loans against its customers.

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, 2021 are given as below:

Conservation of Energy and Technology Absorption

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

Foreign Exchange Earning and Outgo: -

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

	Year 2021 (Amount)	Year 2020 (Amount)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

RBI GUIDELINES

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

CORPORATE SOCIAL RESPONSIBILITY

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

BOARD MEETINGS & ANNUAL GENERAL MEETING

During the financial year 2020-21, 06 (Six) Board Meetings were held on **26th June 2020, 30th July 2020, 31st August 2020, 10th November 2020, 4th December 2020 and 10th February 2021.**The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The 26th Annual General Meeting (AGM) of the Company was held on 28th December, 2020 at the registered office of the Company through Video Conferencing or other Audio Visual Means.

MEETINGS OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year under review, on 31st March, 2021. The Meeting was conducted in an informal manner without the presence of the Whole-time Directors, the Non-Executive Non-Independent Directors, or any other Management Personnel.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

- 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.
- To guide the Board in relation to appointment and removal of Directors, Key managerial Personnel and Senior Management.
- To lay down criteria for identifying persons who are qualified to be appointed in senior management of the Company.

Such policy is available at the website of the company at www.stellarcapital.in under the link of http://stellarcapital.in/wp-content/uploads/2018/07/NRC-POLICY.pdf

DECLARATION BY DIRECTORS

All the Directors of the Company have confirmed that they satisfy the "fit and proper" criteria as prescribed under Chapter XI of RBI Master Direction No. DNBR. PD.008/ 03.10.119/2016-17 dated 1st September, 2016and that they are not disqualified from being appointed/continuing as Directors in terms of section 164(2) of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

In terms of Section 149 of the Act and the SEBI Listing Regulations, Mrs. Neha Gupta and Mr. Ravi Bhushan Kumar are the Independent Directors of the Company as on date of this report.

The Company has received declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that, they meet the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) and subsequently the same was placed at the Board Meeting. The Board has confirmed the statement of directors also.

Independent director has complied with the Code for independent directors as specified in Schedule IV of the Companies Act 2013.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs and qualified the proficiency test.

BOARD EVALUATION

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

The structured evaluation process contained various aspects of the functioning of the Board and its committees, number of committees and their roles, frequency of meetings, level of participation, independence of judgment, performance of duties and obligations and implementation of good Corporate Governance practices.In a separate meeting of Independent Directors,performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated,taking into account the views of the Executive Director and NEDs.

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

INTERNAL COMPLAINTS COMMITTEE FOR PREVENTION OF SEXUAL HARASSMENT

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

The following is a summary of Sexual Harassment complaint(s) received and disposed off during the year 2020-21, pursuant to the POSH Act and Rules framed thereunder:

a) Number of complaint(s) of Sexual Harassment received during the year – Nil
b) Number of complaint(s) disposed off during the year – Nil
c) Number of cases pending for more than 90 days – Nil
d) Nature of action taken by the employer or District Officer –Not Applicable

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

DIRECTORS

Mr. Ravi Bhushan Kumar and Mrs. Neha Gupta were appointed as additional director in the category of Independent Directors w.e.f 10.11.2020. Mr. Indresh Kumar Bhardwaj and Mr. Rupal Singh were resigned from the directorship w.e.f. 02.02.2021.

In accordance with the provisions of Section 152 of the Act, Mr. Sumit Karmakar, Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting.

KEY MANAGERIAL PERSONNEL

Mr. Ashwani Rampal has resigned from the position of Chief Financial Officer of the Company w.e.f. 30th June, 2021 and Mr. Rajeev Kumar Tyagi was appointed as Chief Financial Officer of the Company w.e.f. 26th July, 2021.

Ms. Anjali Singh is the Company Secretary and Compliance officer of the Company as on the date of this Report.

COMMITTEES OF THE BOARD

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

Audit Committee

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

- Mr. Ravi Bhushan Kumar
- Mrs. Neha Gupta
- Mr. Pranay Aneja

During the financial year2020-21, 04 (four) Audit Committee Meetings were held on**26th June 2020, 30th July 2020, 31st August 2020 and 10th November 2020.**

Nomination and Remuneration Committee

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

- Mrs. Neha Gupta
- Mr. Sumit Karnmakar
- Mr. Ravi Bhushan Kumar

During the financial year2020-21, 04 (Four) Nomination & Remuneration Committee Meetings were held on **26th June, 2020, 31st August, 2020, 10th November, 2020 and 04th December, 2020.**

Stakeholders Relationship Committee

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

- Mr. Ravi Bhushan Kumar
- Mrs. Neha Gupta
- Mr. Pranay Aneja

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

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

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

This policy is also posted on the website of the company i.e. www.stellarcapital.in under the link of http://stellarcapital.in/wp-content/uploads/2018/05/VIGIL-MECHANISM.pdf

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186

Pursuant to Section 186(11) of the Companies Act, 2013 ("the Act"), the provisions of Section 186(4) of theAct requiring disclosure in the Financial Statements of the full particulars of the loans made and guaranteesgiven or securities provided by a Non- Banking Financial Company in the ordinary course of its business and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security are exempted from disclosure in the Annual Report.

Further, pursuant to the provisions of Section 186 (4) of the Act, the details of investments made by the Company are disclosed in the Financial Statements.

RELATED PARTY TRANSACTIONS

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

COMPLIANCE OF SECRETARIAL STANDARDS

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

RISK MANAGEMENT POLICY

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

Such is available at the website of the company at http://stellarcapital.in/wp-content/uploads/2018/05/RISK-MANAGEMENT-POLICY.pdf

MANAGEMENT DISCUSSION ANALYSIS REPORT (MDAR):

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

PRUDENTIAL NORMS AND DIRECTIONS OF RBI FOR NBFCS

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

RBI GUIDELINES

The Company continues to comply with all the applicable regulations prescribed by the Reserve Bank of India ("RBI"), from time to time.

PARTICULARS OF EMPLOYEES

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

Ratio of remuneration of each Director to median remuneration of the employees of the company for the financialyear 2020-21

S .NO	Name of Director	Ratio of remuneration of director to median remuneration of employees
1	Pranay Aneja (Managing Director)	6 :5
2.	Rajni Aneja (Whole –time Director)	6 :5

Percentage increase in remuneration of each Director, CFO, CEO, CS or Manager,if any,in the Financial Year 2020-21 compared to Financial Year 2020-21

S.No	Pranay Aneja (Managing Director)	Rajni Aneja (Whole Time Directo	Anjali Singh (Company Secretary)	Ashwani Rampal (CFO)
1	No Change	No Change	10%	No Change

1. Percentage Increase in median remuneration of employees during the year –No change.
2. The Number of Permanent employee on the roll of the Company as on 31st March, 2021 was Twelve.
3. Provisions of Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 is not Applicable on the company for the Financial year 2020-21.

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

DIRECTOR'S RESPONSIBILITY STATEMENT

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

a) in the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2020-21 and of the profit of the company for that period;
c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) the directors have prepared the annual accounts on a going concern basis;
e) the directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively;
f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STOCK EXCHANGE LISTING

The Equity Shares of the Company are listed at the BSE Limited on SME Platform. The Company has already paid listing fees for the financial Year 2021-22 to the BSE.

ACKNOWLEDGEMENT

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic. The Board of Directors gratefully acknowledge the continued co-operation, trust and support of the shareholders and would like to place on record its appreciation for the dedicated services rendered by the Employees at all levels. The Directors further express their gratitude to the Bankers, Customers and other associates for co-operation and confidence reposed by them in the Company.

For and on Behalf of Stellar Capital Services Limited

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

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

Date : 04.09.2021
Place : Gurgaon

ANNEXURE-II

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Stellar Capital Services Limited
Registered Address: 402, 4th Floor, Solitaire Plaza
M.G. Road, Gurgaon, Haryana - 122002

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 company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 ('Audit Period') 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 the Company for the financial year ended on 31st March, 2021 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**

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, 2015;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the Audit Period)
d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period)
e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
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 to the Company during the Audit Period)
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period)

Other Laws applicable specifically to the Company namely;

Reserve Bank of India Act, 1934

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

I. Secretarial Standards issued by The Institute of Company Secretaries of India.
II. Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

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 including the Woman Director. 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 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

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

I further report that during the audit period the company has no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

For Kundan Kumar Mishra & Associates
Company Secretaries

sd/-
Kundan Kumar Mishra
Proprietor
C.P. No. 19844
M No: 48338
PR: 1019/2020
UDIN: A048338C000792730

Date: 16th August, 2021
Place: New Delhi

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 Members,
Stellar Capital Services Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our 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 our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

5. 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.

For Kundan Kumar Mishra & Associates
Company Secretaries

Sd/-
Kundan Kumar Mishra
Proprietor
C.P. No. 19844
M No: 48338
PR: 1019/2020
UDIN: A048338C000792730

Date: 16th August, 2021
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is a NBFC focused on providing bespoke financing solutions to its customers and has been in existence for more than two decades. At present, the Company falls within the category of "Non-Banking Finance Company - Non-Deposit taking Company". Your Company is registered with the RBI as a NBFC not accepting public deposits under section 45 IA of the RBI Act, 1934.

Stellar has an in-house team of experts to evaluate, value and estimate marketability of all kinds of assets. The Company's product suite is as follows:

Working Capital Loan

- Short-term financial support for hassle-free management of day-to-day operations.
- Easy option to cover recurring expenses like inventory management, accounts payable and payroll.
- Flexible options to cater to seasonal fluctuations in business.

Project Finance

- Capital funding to mid-range and emerging corporates, based on projected cash flows and sufficient collateral.
- Financial assistance for expansion, diversification, funding for capital expenditure and other growth-oriented strategies of businesses.
- Well-defined processes backed by credit appraisal and secured by project assets. Loan Against Property
- Easy loans against property collateral for various corporate requirements, ranging from debt consolidation to take over of existing facilities.
- Equitable or registered mortgage over the financed property, with personal guarantee and corporate guarantee.
- Enhanced focus on collateral valuation and loan serviceability.

Project Finance – Real Estate

- Project-specific funding to facilitate the acquisition, construction and development of residential, commercial, retail, township and industrial real estate projects.
- Long-term loans for re-development projects and property development ventures.

Structured Finance

- Customized term loans, inter-corporate deposits, subscription to debt instruments and convertible preference shares.
- Tailormade structured financial services to support acquisitions, expansions, buyouts and diversifications.
- Promoter funding secured against property, pledge of marketable securities or fixed deposits, guarantee of corporate entity, owner or promoter, debt service reserve account, etc.

Our Strengths

Over its long existence of over two decades, Your Company has gained rich experience and developed core expertise in serving the large and medium corporate customers. Your Company has channelized financial assistance across all major sectors of economy and built a well-diversified portfolio in infrastructure, real estate, manufacturing, services, and NBFC sectors.

Experienced, highly motivated and dedicated management team

We have an experienced, highly motivated and dedicated senior management team, with significant experience in the banking, financial services, consultancy and infrastructure sectors. Our new and dynamic senior management team has already implemented a number of changes in the Company for steady growth of the business. One of the changes was to diversify our lending focus to become sector agnostic and lend with a focus on good quality collateral asset.

Our employee-friendly and inclusive policies, health and fitness benefits ensure safe and secured environment for employees at workplace.

Our Strategies

Focus on Emerging Corporate / SME segment borrower category:

Emerging corporates and SME players add to the growth story of India. As part of Portfolio diversification strategy, your company intends to lend to this segment which is fast growing and provides a healthy Portfolio on Company's balance sheet. Your Company's management has decade long experience in financial services and understands this segment so as to lend judiciously.

RISK MANAGEMENT

In view of the growing volatility in the operating environment impacting global businesses on an unprecedented scale, we are reinforcing the risk management and mitigation mechanism. It will be regularly reviewed by the Board and corrective actions will be implemented with diligence.

Risk management process

The risk management system includes the followingkey elements:

A strategy that is driven by objectives and principles.

1. Clearly defined assignment of responsibilitiesacross hierarchies.
2. A framework and reporting cycle to identify, assess,manage, monitor and report the risks that theCompany is or may be exposed to.
3. A combination of 'top down' and 'bottom up' approachto risk assessment and management process.
4. A risk monitoring plan that outlines the review,challenge and oversight activities.
5. Reporting procedures which ensure risk informationis actively monitored, managed and appropriately communicated at all levels within the Company.
6. Embedding a robust and resilient risk-managementculture across all hierarchies of the Company.
   Developing risk appetite statements with thestrategic planning process subsequently monitoringand reporting on these statements

The risk management framework is based on a meticulous assessment of risks through proper analysis and understanding of the underlying risks before undertaking any transactions and changing or implementing processesand systems. This risk management mechanism is supported by regular review, control, self-assessments and monitoring of key risk indicators.

POSSIBLE THREATS

Our Industry has faced certain challenges in the period under review, related to Liquidity and defaults by Large Companies, therefore there may be significant roadblocks to the growth of the Company in shorter term. Even the fall in Interest rates have not boosted the Liquidity for NBFCs, and there has been instances of Rating downgrades of NBFC and certain Housing Finance Companies, of which Reliance Home Finance is the recent example. Changes in interest rates are expected to have significant impact on the Company's business and operations. Finance costs are dependent on various external factors, including Indian and global credit markets and, in particular, interest rate movements and adequate liquidity in the debt markets. Changes in RBI repo rates could affect the interest charged on interest-earning assets and the interest rates paid on interest-bearing liabilities. Adverse conditions in the global and Indian economy resulting from economic dislocations or liquidity disruptions may adversely affect availability of credit, and decreased liquidity may lead to an increase in interest rates. Despite recent push by the RBI, the resolution of stressed assets in the system is likely to take more time. Also, the effect of various loan waivers on credit culture in the rural areas is still to be seen. Your Company acknowledges these possible negative factors and has a plan to mitigate them through its deep domain knowledge, strong risk framework and an efficient collection mechanism under the stewardship of the management team.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS IF MORE THAN 25 % CHANGES

The details of significant changes in Key Financial Ratios are as under:

Year	2020-21	2019-20
1. Debtors Turnover Ratio	-	-
2. Inventory Turnover Ratio	2.63	2.88
3. Interest Coverage Ratio	2.94	5.04
4. Debt Equity Ratio	0.09	0.15
5. Operating Profit Margin	59.34%	46.60%
6. Net Profit Margin	23.61%	9.40%
7. Current Ratio	12.58	7.58

CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis describing the Company's objectives, predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

Independent Auditor's Report

To
The members of
STELLAR CAPITAL SERVICES LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanyingfinancial statements of **STELLAR CAPITAL SERVICES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2021, the statement of profit and loss, statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2021, and the **Net Profit** (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Actand the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

S. No.	Key audit matters	Auditor's response
1.	**Loans and advances: -** Loans are to be disclosed at Amortised Cost using Effective Interest Method prescribed under Ind AS 109 on 'Financial Instruments'. We focused on the conditions of disbursement and appropriateness of sanctioning process of the loan granted by the Company.	Our audit procedure inter-alia included the following: - 1. We evaluated the control environment including authorization, sanctioning and disbursement of significant loans advanced during the year. 2. We evaluated the control environment of levying the processing fees on significant loans advanced by the company and its treatment in books of accounts in accordance with Ind AS 109. 3. We have obtained external confirmations from third parties in respect of transactions and closing balance for significant loans advanced by the company. 4. We tested all material entries recorded in connection with the loan advance and interest thereon to determine whether the accounting was appropriate.

Information other than the Financial Statements and Auditor's Report thereon
The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and the auditor's report thereon.

Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for theFinancial Statements
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the AS and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring 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 misstatements, whether due to fraud or error.
In thefinancial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

(i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

(ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

(iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. The Company is a Non Banking Financial Company not accepting public deposits and holding certificate of Registration No. B-14.02359 dated 23/03/2001 from Reserve Bank of India has been issued to the Company.

   a) The Board of Directors has passed resolution for 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 previously for bad and doubtful debts as applicable to it.

3. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow

Statement dealt with by this report are in agreement with the books of accounts;

d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act;

e. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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 has disclosed the impact, if any of pending litigations on its financial position, in its financial statements (Refer Note 24 of the financial statements).

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

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

Sd/-
O.P. Pareek
Partner
Membership No. 014238
UDIN: - 21014238AAAAJJ3134

New Delhi, the 30th day of June, 2021

ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **STELLAR CAPITAL SERVICES LIMITED** for the year ended on 31st March, 2021.

(i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of fixed assets.

(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.

(c) According to information and explanation given to us, there are no immovable properties held in the name of the Company;

(ii) As per information and explanation given to us, inventory consisting of securities are held in dematerialized form, balance of same has been verified with securities closing balances available at Depository Participant (i.e. NSDL/CDSL) further no material discrepancies were noticed during the course of such verification;

(iii) According to information and explanation given to us, the Company has not granted any loans secured or unsecured to parties covered in register maintained under section 189 of the Companies Act, 2013;

(iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013, to the extent applicable in respect of loans, investments, guarantees and securities so given.

(v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;

(vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;

(vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

(b) According to information and explanation given to us, there are no outstanding statutory dues on part of the Company which is not deposited on account of dispute.

(viii) According to information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings from any financial institution, bank, government or dues to debenture holders;

(ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. Further the money raised by way of term loans were applied for the purpose for which they were obtained;

(x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;

(xi) According to information and explanations given to us, the Company has paid managerial remuneration in accordance with section 197 of 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 section 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;

(xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;

(xv) According to information and explanations given to us, the Company has not entered into non cash transactions with directors or persons connected with him;

(xvi) According to information and explanations given to us, the Company is a Non- Banking Finance Company and registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

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

Sd/-
O.P. Pareek
Partner
Membership No. 014238
UDIN: - 21014238AAAAJJ3134

New Delhi, the 30th day of June, 2021

ANNEXURE- B TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **STELLAR CAPITAL SERVICES LIMITED** as on 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may became 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 2021, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

O.P. Pareek
Partner
Membership No. 014238
UDIN: - 21014238AAAAJJ3134

New Delhi, the 30th day of June, 2021

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

BALANCE SHEET AS AT 31ST MARCH 2021

(Rs. in '000')

Particulars	Notes	31st March 2021	31st March 2020
ASSETS			
Financial assets			
Cash and cash equivalents	3	4,071.38	940.72
Loans	4	487,988.21	511,269.80
Non-financial assets			
Inventories	5	17,695.34	15,689.85
Current tax assets (net)		5,943.98	7,819.69
Deffered tax asset (net)	6	380.13	191.25
Property, plant & equipment	7	3,581.30	5,199.02
Other non financial assets	8	-	35.20
Total Assets		**519,660.34**	**541,145.53**
LIABILITIES AND EQUITY			
Financial liabilities			
Borrowings (other than debt securities)	9	8,061.22	37,512.05
Other financial liabilities	10	32,286.22	32,750.94
Non-financial liabilities			
Provisions	11	1,951.95	1,278.17
Other non financial liabilities	12	642.65	873.99
EQUITY			
Equity share capital	13	249,615	249,615.00
Other equity	14	227,103.30	219,115.38
Total Liabilities and Equity		**519,660.34**	**541,145.53**
Notes to the financial statements	1-31		

The accompanying notes form an integral part of the financial statements.

As per our report of even date

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

O. P. Pareek	**Pranay Aneja**	**Rajni Aneja**
Partner	Managing Director	Director
Membership No. 014238	DIN: 00809285	DIN: 00341959
UDIN: - 21014238AAAAJJ3134		
New Delhi, the 30th day of June, 2021		
	Ashwani Rampal	**Anjali Singh**
	CFO	Company Secretary
	PAN: AEAPR5823A	PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2021

(Rs. in '000')

Particulars	Notes	on 31st March 2021	31st March 2020
REVENUE			
Revenue from operations	15	46,583.65	45,184.98
Other Income	16	150.24	356.77
Total Income (II)		**46,733.89**	**45,541.75**
EXPENSES			
Finance costs	17	5,683.95	1,049.75
Change in inventories of stock-in-trade	18	(2,005.49)	(1,843.46)
Employee benefits expenses	19	6,263.78	12,921.76
Depreciation & amortisation expense	7	1,617.72	2,356.04
Other expenses	20	24,173.60	26,811.68
Total (III)		**35,733.56**	**41,295.77**
Profit/ (loss) before exceptional items and tax (II-III)		**11,000.33**	**4,245.98**
Exceptional items			-
Profit/ (loss) before tax		**11,000.33**	**4,245.98**
Tax expense			
Current tax		(2,527.53)	(968.21)
Deferred tax		188.87	340.95
Profit/ (loss) after tax (IV)		**8,661.67**	**3,618.72**
OTHER COMPREHENSIVE INCOME		-	-
Total Other Comprehensive Income (V)		-	-
Total Comprehensive Income (IV+V)		**8,661.67**	**3,618.72**
Earning per equity share (EPS)			
[nominal value of share Rs. 10]			
Basic (in Rupees)		0.35	0.14
Diluted (in Rupees)		0.35	0.14
Notes to the financial statements	1-31		

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

As per our report of even date

FOR V.N. PUROHIT & CO.	**For and on behalf of the Board of Directors of**
Chartered Accountants	**STELLAR CAPITAL SERVICES LIMITED**
Firm Regn. No. 304040E	
O. P. Pareek	**Pranay Aneja** — **Rajni Aneja**
Partner	Managing Director — Director
Membership No. 014238	DIN: 00809285 — DIN: 00341959
UDIN: - 21014238AAAAJJ3134	
New Delhi, the 30th day of June, 2021	
	Ashwani Rampal — **Anjali Singh**
	CFO — Company Secretary
	PAN: AEAPR5823A — PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2021

(Rs. in '000')

Particulars	on 31st March 2021	on 31st March 2020
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit / (loss) before tax and after	11,000.34	4,245.97
extra- ordinary items		
Adjustments for items: -		
Depreciation on property, plant & equipment	1,617.72	2,356.04
Bad debts written off	1,637.90	3,038.65
Operating profits before working capital changes	14,255.96	9,640.66
Working capital adjustments: -		
(Increase)/ decrease in loans	21,643.69	(54,888.41)
(Increase)/ decrease in other non financial assets	35.20	68.30
(Increase)/ decrease in inventories	(2,005.49)	(1,843.46)
Increase/ (decrease) in other financial liabilities	(464.72)	8,289.05
Increase/ (decrease) in other non financial liabilities	(231.34)	(353.50)
Cash generated from operations	33,233.30	(39,087.36)
Direct taxes paid	(651.80)	829.48
Net cash flow from operating activities (A)	**32,581.50**	**(38,257.88)**
CASH FLOW FROM INVESTING ACTIVITIES		
Net cash flow from investing activities (B)	-	-
CASH FLOW FROM FINANCING ACTIVITIES		
Net proceeds from borrowings	(29,450.82)	36,514.20
Net cash flow from financing activities (C)	**(29,450.82)**	**36,514.20**
Net cash flow during the year (A + B + C)	3,130.66	(1,743.68)
Add: Opening cash and cash equivalents	940.72	2,684.40
Closing cash and cash equivalents	**4,071.38**	**940.72**
Components of cash and cash equivalents		
Cash on hand	2,568.59	468.93
Balances with banks in current accounts	1,502.79	471.79
Total cash and cash equivalents (Note 3)	**4,071.38**	**940.72**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

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

O. P. Pareek	**Pranay Aneja**	**Rajni Aneja**
Partner	Managing Director	Director
Membership No. 014238	DIN: 00809285	DIN: 00341959
UDIN: - 21014238AAAAJJ3134		
New Delhi, the 30th day of June, 2021		
	Ashwani Rampal	**Anjali Singh**
	CFO	Company Secretary
	PAN: AEAPR5823A	PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2021

A. **Equity Share Capital**

(Rs. in '000')

Balance as at 1st April 2019	Changes in equity share capital during the year	Balance as at 31st March 2020
249,615.00	-	249,615.00
Balance as at 1st April 2020	**Changes in equity share capital during the year**	**Balance as at 31st March 2021**
249,615.00	-	249,615.00

B. **Other Equity**

(Rs. in '000')

Particulars	Reserve & Surplus			Total
	Special Reserve (u/s 45IC of the RBI Act, 1934)	Securities Premium	Retained Earnings	
Balance as at 1st April 2019	1,673.91	201,405.00	12,547.39	215,626.30
Profit/(loss) for the year	-	-	3,618.72	3,618.72
Total Comprehensive Income	-	-	3,618.72	3,618.72
Transfer to Special Reserve (u/s 45IC of the RBI Act, 1934)	723.74	-	(723.74)	-
Contingent provision against standard	-	-	(129.62)	(129.62)
Balance as at 31st March 2020	**2,397.65**	**201,405.00**	**15,312.75**	**219,115.38**
Balance as at 1st April 2020	**2,397.65**	**201,405.00**	**15,312.75**	**219,115.38**
Profit/(loss) for the year	-	-	8,661.68	8,661.68
Total Comprehensive Income	-	-	8,661.68	8,661.68
Transfer to Special Reserve (u/s 45IC of the RBI Act, 1934)	1,732.34	-	(1,732.34)	-
Contingent provision against standard	-	-	(673.78)	(673.78)
Balance as at 31st March 2021	**4,129.99**	**201,405.00**	**21,568.31**	**227,103.30**

Notes to the financial statements

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

As per our report of even date

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

O. P. Pareek	**Pranay Aneja**	**Rajni Aneja**
Partner	Managing Director	Director
Membership No. 014238	DIN: 00809285	DIN: 00341959
UDIN: - 21014238AAAAJJ3134		
New Delhi, the 30th day of June, 2021		
	Ashwani Rampal	**Anjali Singh**
	CFO	Company Secretary
	PAN: AEAPR5823A	PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

NOTES TO THE FINANCIAL STATEMENTS

1. **Corporate Information:**

Stellar Capital Services Limited is a company incorporated on 20th day of October, 1994. It is registered with Registrar of Companies, Delhi. The company is primarily engaged in the business of Non- Banking Finance Company in India.

2. **Significant Accounting Policies:**

2.1 Statement of Compliance:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

2.2 Basis for preparation of financial statements:

The financial statements have been prepared under the historical cost basis which is generally based on the fair value of consideration given in exchange for goods and services. However certain financial asset and liabilities are measure at fair value in complians with IND-AS.

2.3 Use of Estimates:

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of Ind AS financial statements, disclosure of contingent liabilities as at the date of the Ind AS financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

2.4 Critical accounting estimates:

(i) Income Taxes:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii)Impairment of Investments:

The carrying value of investments is reviewed at cost annually, or more frequently whenever, there is indication for impairment. If the recoverable amount is less than the carrying amount, the impairment loss is accounted for.

(iii)Provisions:

Provisions are recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

2.5 Property, plant and equipment:

Properties, plant &equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on written down method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013.The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows:-

Particulars of Property, Plant & Equipment	Useful life (in years)
Furniture & fixtures	10
Motor Vehicles	8
Office equipments	5
Computers	3

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss.

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

2.6 Revenue recognition:

The Company has applied Ind AS 115 - 'Revenue from Contracts with Customers'. Pursuant to adoption of Ind AS 115, revenue from contracts with customers are recognized when the control over the goods or services promised in the contract are transferred to the customer. The amount of revenue recognized depicts the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Company is entitled to in exchange for the goods or services.

(i) Interest Income: The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost. EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

(ii) Dividend: Dividend income from investments is recognised when the shareholders' right to receive payment has been established which is generally when the shareholders approve the dividend.

(iii) Other income: In respect of other heads of income in the Company's accounts the income shall be recognized on accrual basis.

2.7 Financial Instruments:

(i) **Financial Assets: -**

Recognition and initial measurement: -

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction cost.

Subsequent measurement: -

Equity instrument and Mutual Fund: - All equity Instrument and mutual funds within scope of Ind-AS 109 are measured at fair value. Equity instrument and Mutual fund which are held for trading are classified as at fair value through profit & loss (FVTPL). For all other equity instruments, the Company decided to classify them as at fair value through other comprehensive income (FVTOCI).

Debt instrument: - A 'debt instrument' is measured at the amortised cost if both the following conditions are met. The assets are held within a business model whose objective is to hold assets for collecting contractual cash flows, and contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

De- recognition of Financial Assets: -

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

(ii) **Financial Liabilities: -**

Recognition and initial measurement: -

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified at amortised cost.

Subsequent measurement: -

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest rate method.

De-recognition of Financial liabilities: -

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned project or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating

Further when an existing Financial liability is replaced by another from the same lender on substantially different terms, or the terms of existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

(iii) **Offsetting of Financial Instrument**: -

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

(iv) **Impairment of Financial Assets**: -

Equity instruments, Debt Instruments and Mutual Fund: -In accordance with Ind-AS 109, the Company applies Expected Credit Loss model for measurement and recognition of impairment loss for financial assets. Expected Credit Loss is the difference between all contractual cash flows that are due to the Company in accordance

Other Financial Assets: - The Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

(v) Expected Credit Loss (ECL): -

Financial assets where no significant increase in credit risk has been observed are considered to be in 'Stage 1' and for which a 12-month ECL is recognised. Financial assets that are considered to have significant increase in credit risk are considered to be in 'Stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'Stage 3'. Lifetime ECL is recognised for the financial assets categorised under 'Stage 2' and 'Stage 3'.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months. In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('Lifetime ECL'). Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

2.8 Cash & Cash equivalents:

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

2.9 Taxation:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Income Tax Act, 1961.

Current and deferred tax is recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision.

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid which is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

2.10 Employee Benefits:

(i) **Short-term Employee Benefits**:-

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) **Post-Employment Benefits**:-

Defined Benefit Plans:-

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in Other Comprehensive Income. These are included in 'Retained Earnings' in the Statement of Changes in Equity.

2.11 Earnings Per Share:

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.13 Provision, Contingent Liabilities and Contingent Assets:

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Assets and Contingent Liabilities are not recognized in the financial statements

3. Cash and cash equivalents

	As at 31st March 2021	As at 31st March 2020
	(Rs. in '000')	(Rs. in '000')
Cash on hand	2,568.59	468.93
Balances with banks in current accounts	1,502.79	471.79
	4,071.38	940.72

4. Loans

	As at 31st March 2021	As at 31st March 2020
	(Rs. in '000')	(Rs. in '000')
In India (Unsecured) (Note 4.1)		
Loans repayable on demand		
- Loans to body corporate	266,427.94	306,049.73
- Loans to others	221,560.27	205,220.07
	487,988.21	511,269.80

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

5. Inventories

	As at 31st March 2021	As at 31st March 2020
	(Rs. in '000')	(Rs. in '000')
Stock in trade of equity shares (at Fair Value)	17,695.34	15,689.85
	17,695.34	15,689.85

6. Deferred tax Asset (net)

	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
At the start of the year	191.26	(149.70)
Credit/(charge) to the Statement of Profit and Loss	188.87	340.95
At the end of year	**380.13**	**191.25**

6.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

6.2 The tax effect of significant timing differences that has resulted in deferred tax liabilities are given below:-

Particulars	For the year ended 31st March 2021 (Rs. in '000')			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	191.26	188.87	-	380.13
Total	**191.26**	**188.87**	**-**	**380.13**

Particulars	For the year ended 31st March 2020 (Rs. in '000')			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	(149.70)	340.95	-	191.25
Total	**(149.70)**	**340.95**	**-**	**191.25**

7. Property, plant and equipment:

	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
Carrying amount: -		
Furniture & Fixtures	7.83	10.56
Motor vehicles	3,540.29	5,148.34
Office equipments	10.19	17.12
Computers	22.99	22.99
Total	**3,581.30**	**5,199.02**

	Furniture & Fixtures (Rs. in '000')	Motor Vehicles (Rs. in '000')	Office Equipments (Rs. in '000')	Computers (Rs. in '000')	Total (Rs. in '000')
Cost or Deemed Cost: -					
Balance as at 1st April 2019	68.43	9,241.59	160.85	459.91	9,930.78
Additions during the year	-	-	-	-	-
Balance as at 31st March 2020	68.43	9,241.59	160.85	459.91	9,930.78
Additions during the year	-	-	-	-	-
Balance as at 31st March 2021	68.43	9,241.59	160.85	459.91	9,930.78
Accumulated Depreciation: -					
Balance as at 1st April 2019	54.17	1,754.79	129.84	436.91	2,375.71
Charge for the year	3.69	2,338.45	13.90	-	2,356.04
Balance as at 31st March 2020	57.86	4,093.24	143.74	436.91	4,731.75
Charge for the year	2.73	1,608.05	6.93	-	1,617.71
Balance as at 31st March 2021	60.59	5,701.29	150.67	436.91	6,349.46
Carrying amount: -					
Balance as at 31st March 2020	10.56	5,148.34	17.12	22.99	5,199.02
Balance as at 31st March 2021	7.83	3,540.29	10.19	22.99	3,581.30

Note: -

7.1 All the above property, plant & equipment are owned by the company unless specified otherwise.

8 Other non-financial assets

	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
Prepaid expenses	-	35.20
	-	**35.20**

9.	Borrowings (other than debt securities)	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	In India		
	Finance lease obligation (secured) (Note 9.1)	-	497.51
	Loans repayable on demand (unsecured)		
	from body corporate	8,061.22	37,014.54
		8,061.22	37,512.05

10.	Other financial liabilities	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	Audit fees payable	43.20	43.20
	Salary payable	4,598.17	1,023.01
	Director remuneration payable	-	588.00
	Commission payable	17,165.55	-
	Other expense payable	1,689.88	31,096.73
	Professional expenses payable	8,789.42	-
		32,286.22	32,750.94

11.	Provisions	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	Contingent provision against standard assets (Note 11.1)		
	Opening balance	1,278.17	1,148.55
	Add/(less): Addition/(written off) during the year	673.78	129.62
		1,951.95	1,278.17

11.1 A contingent provision of 0.40% (0.25% till 31st March, 2020) 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.

12.	Other non financial liabilities	As at 31st March 2021 (Rs. in '000')	As at 31st March 2020 (Rs. in '000')
	TDS payable	642.65	873.99
		642.65	873.99

Particulars	Type of PPE	Useful life (years)	Rate WDV	GROSS BLOCK				DEPRECIATION				NET BLOCK	
				Balance as at 1 April, 2020	Additions	Sale	Balance as at 31 March, 2021	Balance as at 1 April, 2020	Depreciation during the year	Adjusted against sale	Balance as at 31 March, 2021	W.D.V. as on 31.03.21	W.D.V. as on 31.03.2020
Tangible Assets													
(a) Computers	Computers	3	63.16%	459,905		-	459,905	436,910	-	-	436,910	22,995	22,995
(b) Fridge	Office Equipment	5	45.07%	9,150	-	-	9,150	8,693	-	-	8,693	458	458
(c) Furniture & Fixtures	Furniture & fixtures	10	25.89%	68,427	-	-	68,427	57,863	2,735	-	60,597	7,830	10,564
(d) Mobile Phone	Office Equipment	5	45.07%	74,800	-	-	74,800	64,298	4,733	-	69,032	5,769	10,502
(e) RO Systems	Office Equipment	5	45.07%	7,500	-	-	7,500	7,125	-	-	7,125	375	375
(f) Scooter	Motor Vehicle	8	31.23%	48,500	-	-	48,500	39,997	2,656	-	42,653	5,846	8,502
(g) Air Condition	Office Equipment	5	45.07%	27,500	-	-	27,500	25,740	385	-	26,125	1,375	1,760
(i) Motor Car	Motor Vehicle	8	31.23%	9,193,086			9,193,086	4,053,251	1,605,397	-	5,658,647	3,534,438	5,139,835
(j) Invertor	Office Equipment	5	45.07%	41,900	-	-	41,900	37,876	1,814	-	39,690	2,210	4,024
Total (figures in Rs.)				9,930,768	-		9,930,768	4,731,753	1,617,720	-	6,349,472	3,581,296	5,199,015

13. Equity share capital

	As at 31st March 2021		As at 31st March 2020	
Authorized shares	**Nos.**	**(Rs. in '000')**	**Nos.**	**(Rs. in '000')**
Equity shares of Rs. 10 each with voting rights	25,000,000	250,000.00	25,000,000	250,000.00
	25,000,000	**250,000.00**	**25,000,000**	**250,000.00**
Issued, subscribed and fully paid- up shares	24,961,500	249,615.00	24,961,500	249,615.00
	24,961,500	**249,615.00**	**24,961,500**	**249,615.00**

13.1 Reconciliation of number of equity shares and amount outstanding

	As at 31st March 2021		As at 31st March 2020	
	Nos.	**(Rs. in '000')**	**Nos.**	**(Rs. in '000')**
Equity Shares				
- At the beginning of the period	24,961,500	249,615.00	24,961,500	249,615.00
- Issued during the year	-	-	-	-
Total outstanding at the end of the period	**24,961,500**	**249,615**	**24,961,500**	**249,615**

13.2 Terms and rights attached to equity shares

The company has issued only one class of equity shares 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.

13.3 Details of shareholders holding more than 5% shares in the company: -

	As at 31st March 2021		As at 31st March 2021	
	Nos.	**% holding**	**Nos.**	**% holding**
Rajni Aneja	3,201,000	12.82%	3,201,000	12.82%
Pranay Aneja	2,802,000	11.23%	2,802,000	11.23%

As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

14. Other equity

		As at 31st March 2021		As at 31st March 2020
			(Rs. in '000')	**(Rs. in '000')**
Special Reserve (u/s 45IC of RBI Act, 1934)				
Balance as per last financial statements	2,397.65		1,673.91	
Add: transferred during the year	1,732.34		723.74	
Net balance of special reserve		4,129.99		2,397.65
Securities Premium				
Balance as per last financial statements	201,405.00		201,405.00	
Add: transferred during the year	-		-	
Net balance of securities premium		201,405.00		201,405.00
Retained Earnings				
Balance as per last financial statements	15,312.75		12,547.39	
Profit/(loss) for the year	8,661.68		3,618.72	
Less: Transfer to Special Reserve u/s 45-IC of RBI Act	(1,732.34)		(723.74)	
Less: Contingent provision against standard assets	(673.78)		(129.62)	
Net surplus in statement of profit and loss		21,568.31		15,312.75
		227,103.30		**219,115.38**

15. Revenue from operations		
	For the year ended on 31st March 2021 (Rs. in '000')	For the year ended on 31st March 2021 (Rs. in '000')
Interest income	46,583.65	45,184.98
	46,583.65	45,184.98

16. Other Income		
	For the year ended on 31st March 2021 (Rs. in '000')	For the year ended on 31st March 2021 (Rs. in '000')
Interest on income tax refund	150.24	356.77
	150.24	356.77

17. Finance cost		
	For the year ended on 31st March 2021 (Rs. in '000')	For the year ended on 31st March 2021 (Rs. in '000')
Interest on borrowings	5,683.95	1,049.75
	5,683.95	1,049.75

18. Changes in inventories of stock in trade		
	For the year ended on 31st March 2021 (Rs. in '000')	For the year ended on 31st March 2021 (Rs. in '000')
Shares & securities		
Opening balance of stock in trade	15,689.85	13,846.39
Less : Closing balance of stock in trade	(17,695.34)	(15,689.85)
	(2,005.49)	(1,843.46)

19. Employee benefit expenses		
	For the year ended on 31st March 2021 (Rs. in '000')	For the year ended on 31st March 2021 (Rs. in '000')
Salaries and allowances	5,393.78	11,368.94
Director remuneration (basic)	870.00	840.00
Staff welfare expenses	-	712.82
	6,263.78	12,921.76

20. Other expenses		
	For the year ended on 31st March 2021 (Rs. in '000')	For the year ended on 31st March 2021 (Rs. in '000')
Advertisement & publication charges	10.58	10.58
Bank charges	8.99	-
Bad debts written off	1,637.90	209.88
Business promotion	2,870.81	3,038.65
Commission paid	9,000.00	12,000.00
Conveyance expenses	1,028.05	1,116.56
Electricity & water expenses	424.45	414.92
Festival expenses	539.26	649.37
Filing fee & subscriptions	132.86	149.66
Insurance expenses	125.10	106.10
Interest on TDS late payment	60.44	15.78
News paper, books & periodicals	122.32	182.16
Office maintainence	1,022.95	1,786.50
Other expenses	520.50	1.07
Payment to statutory auditors (Note 22)	47.20	56.64
Postage, stamps & couriers	294.35	243.72
Printing and stationery	331.72	361.72
Professional charges	3,429.41	3,230.83
Repairs & maintenance	565.79	849.12
Telephone & mobile expenses	169.96	166.27
Tours & travelling	1,544.56	1,987.07
Vehicle running & maintenance	262.06	235.11
Website expense	24.33	
	24,173.59	26,811.71

21. **Related parties: -**

As per Ind AS 24, the disclosures of transactions with the related parties are given below: -

(a) List of related parties where control exists and also related parties with whom transactions have taken place and relationship: -

(i)	Key Management Personnel	Mrs. Rajni Aneja (Director) Mr. Pranay Aneja (Managing Director) Mr. Ashwani Rampal (CFO) Mr. Sumit Karmakar (Director) Ms. Anjali Singh (Company Secretary)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	None

(b) Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure": -

(Rs in "000")

S. No.	Transaction with	Nature of transaction	Transaction during the year	
			31st March 2021	31st March 2020
(i)	Key Management Personnel: -			
	Mrs. Rajni Aneja	Remuneration	420.00	420.00
	Mr. Pranay Aneja	Remuneration	420.00	420.00
	Mr. Ashwani Rampal	Remuneration	996.00	996.00
	Ms. Anjali Singh	Remuneration	330.00	100.00
	Ms. Payal	Remuneration		264.00
(ii)	Relatives of Key Management Personnel: - None			
(iii)	Enterprises owned or significantly influenced by Key Management Personnel or their Relatives: - None			

(c) Following Balance's are with the related parties covered under Ind AS- 24 on "Related Parties Disclosure": -

S. No.	Transaction with	Nature of transaction	Balances as at	
			31/Mar/2021	31/Mar/2020
(i)	Key Management Personnel: -			
	Mrs. Rajni Aneja	Remuneration	-	294.00
	Mr. Pranay Aneja	Remuneration	-	294.00
	Mr. Ashwani Rampal	Remuneration	83.00	83.00
	Ms. Anjali Singh	Remuneration	27.50	25.00
(ii)	Relatives of Key Management Personnel: - None			
(iii)	Enterprises owned or significantly influenced by Key Management Personnel or their Relatives: - None			

22. Breakup of payments made to statutory auditors (excluding taxes) is disclosed as under: -

Particulars	31/Mar/2021	31/Mar/2020
In respect of statutory audit (including tax audit)	47.20	47.20
In respect of certification	4.86	9.44
Total	**52.06**	**56.64**

23.

Particulars	31/Mar/2021	31/Mar/2020
Foreign currency earnings, expenditures and outgo	Nil	Nil

24.

Particulars	31/Mar/2021	31/Mar/2020
Contingent liabilities not provided for	Nil	Nil
Pending litigations by/ against the Company	Nil	Nil

25. India is currently witnessing the second wave of COVID-19 pandemic with significant increase in the number of infected cases. The resultant lockdowns are less restrictive for economic activity and are concentrated in the most-hit states.The Company has not experienced any significant impact on its liquidity position due to the sufficiency of working capital. The Company continues to be well geared to meet its funding needs.

In view of the above, the Management believes that there will not be significant impact of this outbreak in continuing its business operations, in maintaining its financial position and in its ability to continue as a going concern. The Company shall also continue to closely monitor any material changes arising of future economic conditions and potential impact on its business.

26. The financial statements were approved for issue by the Board of Directors on 30th day of June, 2021.

27. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable loses.

28. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

29. Previous year's figures have been re- arranged or re- grouped wherever considered necessary.

30. Figures have been rounded off to the nearest thousands of rupees.

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

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

O. P. Pareek
Partner
Membership No. 014238
UDIN: - 21014238AAAAJJ3134

New Delhi, the 30th day of June, 2021

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	**Anjali Singh**
CFO	Company Secretary
PAN: AEAPR5823A	PAN: JJWPS2046J