



NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth (28th) Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Friday, 30th September, 2022 at 03:00 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 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited financial statements including Balance Sheet of the Company as at March 31, 2022, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

Item No. 2- To appoint a director in place of Mr. Sumit. Karmakar (DIN:07261152), who retires by rotation at this meeting, and being eligible offers himself for re-appointment as a Director of the Company and in this regard, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sumit. Karmakar (DIN:07261152), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 3- To appoint **M/s Goyal Nagpal & Co. (Firm Registration No.: 100515W)** as Statutory Auditors of the Company and to fix their remuneration and in this regard.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and Circular No. RBI/2021-22/25-Ref. No. DoS. CD.ARG/ SEC.01/ 08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines") issued by Reserve Bank of India (RBI) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), for appointment of M/s Goyal Nagpal & Co. (Firm Registration No.: 100515W) as Statutory Auditors of the Company to hold office from conclusion of 28th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial year ending March 31, 2023 and March 31, 2024 on such remuneration plus out of pocket expenses, if any, as may be mutually agreed upon between the Board of Directors of the Company and the said Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

Item No. 4: To appoint Mr. Jeevan Kumar Jha as an Independent Director of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 along with applicable requirements as per SEBI Listing Regulations (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Articles of Association, Mr. Jeevan Kumar Jha (DIN: 09688889), as recommended by the Board, Nomination and Remuneration Committee of whom the company has received a declaration in writing that he meets the criteria of independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company, not liable to retire by rotation, for a term of five consecutive years upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By the order of the Board of Directors

For Stellar Capital Services Limited

Sd/-

Pranay Aneja

Director

Date: 07.09.2022

Place: Gurgaon

NOTES:

1. In view of the outbreak of COVID-19 pandemic and 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, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and General Circular No.2/2022 Dated 5th May, 2022 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, which does not require physical presence of the Members at a common venue.

The procedure for participating in the meeting through VC/OAVM is explained at Note No.18 below.

2. A Member entitled to physical attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Since this 28th AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for this 28th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. 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.

4. 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.4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
5. In 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 it 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 General Circular No.2/2022 Dated 5th May, 2022 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.in and 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.
- 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.
7. 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.
8. **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.
9. 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.
10. 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.
11. 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.
12. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite.

13. 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.

14. BOOK CLOSURE

Register of Members and Share Transfer Books of the Company will remain closed from **Friday 23rd, September, 2022 to Friday 30th September, 2022 (both days inclusive).**

CUT OFF DATE

This Notice is being sent to all the members only through electronic mode whose name appears as on 02nd September, 2022 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, 2022 (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.

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 28th AGM and the Annual Report for the year 2021-22 will be available on the company's website <https://www.stellarcapital.in/investors-info/>

15. 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" at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

16. 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.

17. 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.

18. 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, 2022. 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).

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

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

OPTION 1:

Joining from Laptop or Computer (having access to webcam)

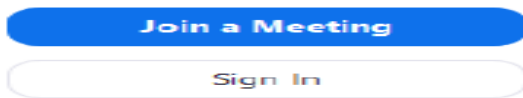
Step 1: Before joining a Zoom meeting on a laptop or computer, you can download the Zoom app from the following link:

<https://zoom.us/download> ([Zoom Client for Meetings](#))

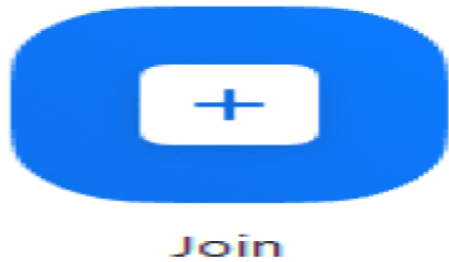
Otherwise, you can download and install Zoom from Google Chrome or any other internet surfing site.

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 (586 096 1523) and Passcode (E3L6Q9). Click Join and make sure access is given to the microphone (to speak) and camera (to see).

Join a Meeting

Meeting ID or Personal Link Name ▼

Grant MacLaren

Do not connect to audio

Turn off my video

Join Cancel

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 (**586 096 1523**) and Passcode (**E3L6Q9**) 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 mentioned in the list of shareholders to avoid unnecessary delay in joining the meeting.

20.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 Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless 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	<ol style="list-style-type: none">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 are https://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 at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) 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.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL.</p> <ol style="list-style-type: none"> 1) Open web browser by typing the following URL: https://eservices.nsd.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. <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com.</p> <ol style="list-style-type: none"> 1) Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 2) Visit the e-Voting website of NSDL. 3) Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ul style="list-style-type: none"> • 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.com or 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	<ul style="list-style-type: none"> The shareholders should log on to the e-voting website www.evotingindia.com.
Step-2	<ul style="list-style-type: none"> Click on "Shareholders/Member" tab.
Step-3	<ul style="list-style-type: none"> Now enter your User-ID. <ul style="list-style-type: none"> ➤ 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	<ul style="list-style-type: none"> Next enter the Verification Code as displayed and Click on Login.
Step-5	<ul style="list-style-type: none"> 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)
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- **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.

Instructions for 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.

21.E-VOTING PERIOD

The E-voting period commences on 27th September, 2022 (09:00 am IST) and ends on 29th September, 2022 (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, 2022 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, 2022, 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.

22.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 Tuesday, 27th September, 2022 (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.

23.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

24. 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.

25. DECLARATION OF RESULT

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

26. 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. 4* of the accompanying Notice dated 7th September, 2022.

ITEM NO.4

Pursuant to Section 149 (6) of Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualifications of Directors) Rules, 2014, every listed public [company](#) shall have at least one-third of the total number of Directors as [independent Directors](#), accordingly our company is mandatorily required to appoint at least two directors as independent directors. Further, it states that any intermittent vacancy of an independent director shall be filled-up by the Board at the earliest.

Accordingly, the company had earlier proposed the appointment of Mr. Jeevan Kumar Jha for the position of Independent Director in the Board meeting held on 26.07.2022 and had processed the allotment of Director Identification Number (DIN) on 28.07.2022.

A brief profile of Mr. Jeevan Kumar Jha, including nature of his expertise is annexed with this Annual Report. The company has received a declaration of independence from Mr. Jeevan Kumar Jha. In the opinion of the Board, Mr. Jeevan Kumar Jha fulfils all the condition as per Companies act, 2013, for appointment as independent director of the company. The Board commends the Ordinary Resolution set out at Item no. 4 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and accordingly the Board recommends the same for approval by the Member.

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

Sd/-

Pranay Aneja

Director

Date: 07.09.2022

Place: Gurgaon

Annexure I

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 in 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	Managements and Accounts
Qualification	Graduate
Board Membership of other companies as on March 31,2022	Director in 4 Companies <ul style="list-style-type: none"> • Lahag Tower Private Limited • Parish Infrapromotors Private Limited • Hindustan Sky Heights Private Limited • Vinayak Buildwell Private Limited
Member of the Committee of the Board of Directors on March 31, 2022	Nomination and Remuneration Committee
a) Audit Committee	-
b) NRC Committee	Member
c) Stakeholder Relationship Committee	-
d) Other Committee	-
Number of shares held in the Company as on March 31,2022	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 21-22	6 out of 7 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
Committee position held in other companies	NIL

Annexure II

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 in General Meeting

Name of the Director	JEEVAN KUMAR JHA
Date of Birth	10/11/1988
DIN	09688889
Date of first Appointment on the Board	
Relationship with Director	Nil
Expertise in specific functional area	Corporate Laws
Qualification	Company Secretary
Board Membership of other companies as on March 31,2022	Nil
Member of the Committee of the Board of Directors on March 31, 2022	
a) Audit Committee	-
b) NRC Committee	-
c) Stakeholder Relationship Committee	-
d) Other Committee	-
Number of shares held in the Company as on March 31,2022	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 21-22	-
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company
Committee position held in other companies	NIL

