

| General information about company | |
|-----------------------------------|----------------------------------|
| Scrip code | 536738 |
| Name of the entity | Stellar Capital Services Limited |
| Date of start of financial year | 01-04-2015 |
| Date of end of financial year | 31-03-2016 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2016 |
| Risk management committee | Not Applicable |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
|----|---|--|---|
| 1 | 09-10-2015 | | |
| 2 | 05-11-2015 | | |
| 3 | 10-11-2015 | | 26 |
| 4 | 18-11-2015 | | 4 |
| 5 | 07-12-2015 | | 7 |
| 6 | 17-12-2015 | | 18 |
| 7 | | | 9 |
| | | 14-02-2016 | |
| 8 | | | 58 |
| | | 31-03-2016 | |
| | | | 45 |

Annexure I

IV. Meeting of Committees

| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|----|-------------------------------------|---|--|-------------------------------------|---|--|
| 1 | Audit Committee | 29-01-2016 | Yes | | 02-11-2015 | 87 |
| 2 | Stakeholders Relationship Committee | 15-03-2016 | Yes | | 19-12-2015 | 86 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | NA | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

Annexure 1

| VI. Affirmations | | |
|------------------|--|----------------------------|
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|----|---|-------------------------------|--|--------------------------------|
| 1 | Details of business | Yes | | www.stellarcapitalservices.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.stellarcapitalservices.com |
| 3 | Composition of various committees of board of directors | Yes | | www.stellarcapitalservices.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.stellarcapitalservices.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.stellarcapitalservices.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.stellarcapitalservices.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.stellarcapitalservices.com |
| 8 | Policy for determining 'material' subsidiaries | Yes | | www.stellarcapitalservices.com |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.stellarcapitalservices.com |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.stellarcapitalservices.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | www.stellarcapitalservices.com |
| 12 | Financial results | Yes | | www.stellarcapitalservices.com |
| 13 | Shareholding pattern | Yes | | www.stellarcapitalservices.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | New name and the old name of the listed entity | Yes | | www.stellarcapitalservices.com |

Annexure-II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|--------------------------|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25 (6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3), (4) | Yes | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5),(6), (7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA | |
| 20 | Approval for material related party transactions | 23(4) | NA | |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4), (5) & (6) | NA | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |

| | | | | |
|----|---|---------------|-----|--|
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

Annexure II

III. Affirmations

1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

NA

| Signatory Details | |
|-----------------------|-------------------|
| Name of signatory | Manisha Rajpal |
| Designation of person | Company Secretary |
| Place | New Delhi |
| Date | 15-04-2016 |