

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Six (26th) Annual General Meeting of the members of **Stellar Capital Services Limited** will be held on Monday, 28th December, 2020 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, 2020 along with the reports of the Board of Directors and the Auditors thereon.

Item No. 2- Appointment of Director retire by rotation

To appoint a Director in place of Mrs. Rajni Aneja (DIN: 00341959) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS(ES)**Item No. 3- Appointment of Mr. Sumit Karmakar (DIN: - 07261152) as Non- Executive 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 provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation made by Nomination & Remuneration Committee & Board, Mr. Sumit Karmakar (DIN : 07261152) who was appointed as an Additional Director by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 14th November, 2019 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for office of

Director be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all such necessary documents for the purpose of giving effect to the aforesaid resolution."

Item No. 4- Appointment of Mr. Ravi Bhushan Kumar (Din :- 02967605) as Non-Executive Independent Director of Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation made by Nomination & Remuneration Committee & Board, Mr. Ravi Bhushan Kumar (DIN:- 02967605), who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 10th November, 2020 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) of SEBI (LODR) Regulations 2015, be and is hereby appointed as Non-Executive Independent Director of the Company to hold the office for a period of Five (5) Consecutive Years commencing from 10th November, 2020 to 09th November, 2025 and the term shall not be subject to retirement by rotation".

RESOLVED FURTHER THAT Board of Directors including Committees of the Board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all such necessary documents for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees payable to independent directors."

Item No. 5- Appointment of Ms. Neha Gupta (Din :- 07633844) as Non-Executive Independent Director of Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and on the recommendation made by Nomination & Remuneration Committee, Ms. Neha Gupta (Din :- 07633844), who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 10th November, 2020 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing her candidature for the office of the Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) of SEBI (LODR) Regulations 2015,, be and is hereby appointed as Non-Executive Independent Director of the Company to hold the office for a period of Five (5) Consecutive Years commencing from 10th November, 2020 to 09th November, 2025 and the term shall not be subject to retirement by rotation”.

RESOLVED FURTHER THAT Board of Directors including Committees of the Board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all such necessary documents for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees payable to independent directors.”

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

Sd/-
Anjali Singh
Company Secretary
ACS 56345

Date: 04.12.2020
Place: - Gurgaon

NOTES :

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, (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, 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.18 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.

Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

3. 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 annexed hereto.
4. In line with the Ministry of Corporate Affairs (MCA) Circulars dated April 13, 2020 and May 05, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 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 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. 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.

5. 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.

6. 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 AND ATTENDANCE SLIP 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 at 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.

7. 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.

8. BOOK CLOSURE

Register of Members and Share Transfer Books of the Company will remain closed from **Monday 21st December, 2020 to Monday 28th December, 2020 (both days inclusive)**.

9. CUT OFF DATE:

This Notice is being sent to all the members only through electronic mode whose name appears as on 27th November 2020 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 21st December, 2020 (the "Cut- off Date") only shall be entitled to vote through Remote E-voting and through VC/OAVM 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.

10. 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 26th AGM and the Annual Report for the year 2019-20 will be available on the company's website, <https://www.stellarcapital.in/investors-info/>

11. The Notice can also be accessed from the website of the Stock Exchanges 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.
12. 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"](mailto: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.
13. 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 stellarcapital@yahoo.in immediately.

14. 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.

15. 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. 28th December, 2020. 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)

16. 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

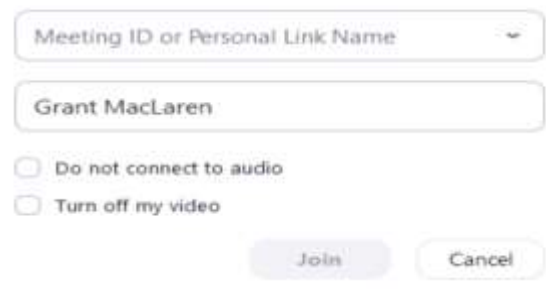


Or Sign in to Zoom using your registered Mail ID (if applicable) then click Join



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).

Join a Meeting



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 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.

17. 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. 16.

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. 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.
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) 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 Members holding shares in Demat Form and Physical Form |
|------------------------------|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number which is printed on attendance slip indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</p> |
| Date of Birth (DOB) | <p>Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details.</p> |

- Step-7 After entering these details appropriately, click on “SUBMIT” tab. 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-8 For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- Step -9 Click on the EVSN <STELLAR CAPITAL SERVICES LIMITED>on which you choose to vote.
- Step-10 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-11 Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- Step-12 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-13 Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- Step-14 You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- Step-15 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.
- Step-16 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.

• Instruction for Non – Individual Shareholders and Custodians

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

18. E-VOTING PERIOD

The E-voting period commences on 25th December, 2020 (09:00 am IST) and ends on 27th December, 2020 (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. 21st December, 2020 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 21st December, 2020, 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.

19. 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 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.

20. SCRUTINIZER

M/s KUNDAN KUMAR MISHRA & ASSOCIATES, Company Secretaries has been 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 not later than forty-eight hours from conclusion of the Meeting.

Voting is provided to the members through e-voting and through VC/OAVM 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 through VC/OAVM during the annual general meeting of the Company. If a member casts votes by both modes, then voting done through e-voting shall prevail.

21. DECLARATION OF RESULTS

The Voting Results on above resolutions shall be submitted to the BSE Limited within 48 hours from the conclusion of the AGM 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.

22. 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 Nos. 3 to 5 of the accompanying Notice dated 04th December, 2020.

Item No: 3

Mr. Sumit Karmakar (DIN:- 07261152) was appointed as an Additional (Non-Executive director) Director of the Company with effect from 14th November, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Sumit Karmakar holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director.

The Nomination & Remuneration Committee at its Meeting held on 04th December, 2020 after taking into account the performance evaluation of him and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by him since his appointment, has recommended to the Board that continued association of this Director as a Non-Executive Director would be in the interest of the Company. The Company has received a Notice from a Member in writing under Section 160(1) of the Act, proposing his candidature for the office of Director. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the regularization of Mr. Sumit Karmakar as Non-Executive Director on the Board of the Company whose period of office shall be liable to retire by rotation.

Mr. Sumit Karmakar has consented to the proposed appointment and declared qualified and in opinion of the Board of Directors, and fulfills the conditions specified in the Act and rules made there under.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 3 of the Notice for the appointment of Mr. Sumit Karmakar as Non-Executive Director of the Company.

Except Mr. Sumit Karmakar being an appointee, 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

Additional information in respect of Mr. Sumit Karmakar, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given as per **Annexure 1** to the Notice.

Item No: 4

Mr. Ravi Bhushan Kumar (DIN:- 02967605) was appointed as an Additional Director (Non –Executive

Independent Director) of the Company with effect from 10th November, 2020 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ravi Bhushan Kumar holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director.

The Nomination & Remuneration Committee at its Meeting held on 04th December, 2020 after considering the knowledge, acumen, expertise and experience in their respective fields, has recommended to the Board that continued association of this Director as an Independent Director would be in the interest of the Company. The Company has received a Notice from a Member in writing under Section 160(1) of the Act, proposing his candidature for the office of Director, proposing his candidature for the office of Independent Director and Mr. Ravi Bhushan Kumar has consented to the proposed appointment and declared qualified and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. and Regulation 26 of Listing Obligation and disclosure Regulations , 2015 as amended.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the regularization of Mr. Ravi Bhushan Kumar as Non – Executive Independent Director of the Company for a period of 5 years w.e.f. 10.11.2020 to 09.11.2025, not being liable to retire by Rotation.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 4 of the Notice for the appointment of Mr. Ravi Bhushan Kumar as Non – Executive Independent Director of the Company.

Except Mr. Ravi Bhushan Kumar being an appointee, 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 Members.

Additional information in respect of Mr. Ravi Bhushan Kumar, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given as per **Annexure 2** to the Notice.

Item No: 5

Ms. Neha Gupta (DIN:- 07633844) was appointed as an Additional Director (Non –Executive Independent Director) of the Company with effect from 10th November, 2020 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Ms. Neha

Gupta holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director.

The Nomination & Remuneration Committee at its Meeting held on 04th December, 2020 after considering the knowledge, acumen, expertise and experience in their respective fields, has recommended to the Board that continued association of this Director as an Independent Director would be in the interest of the Company. The Company has received a Notice from a Member in writing under Section 160(1) of the Act, proposing her candidature for the office of Independent Director and Ms. Neha Gupta has consented to the proposed appointment and declared qualified and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act. and Regulation 26 of Listing Obligation and disclosure Regulations , 2015 as amended.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the regularization of Ms. Neha Gupta as Non –Executive Independent Director of the Company for a period of 5 years w.e.f. 10.11.2020 to 09.11.2025, not being liable to retire by Rotation.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 5 of the Notice for the appointment of Ms. Neha Gupta as Non –Executive Independent Director of the Company.

Except Ms. Neha Gupta being an appointee, 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. 5 and accordingly the Board recommends the same for approval by the Members.

Additional information in respect of Ms. Neha Gupta, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given as per **Annexure 2** to the Notice.

**By the order of the Board of Directors
For Stellar Capital Services Limited
Sd/-**

**Anjali Singh
Company Secretary
ACS 56345**

Date: 04.12.2020

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 | Rajni Aneja |
|--|---|--|
| Date of Birth | 31.12.1973 | 06.06.1967 |
| DIN | 07261152 | 00341959 |
| Date of first Appointment on the Board | 14.11.2019 | 05.01.2017 |
| Relationship with Director | NIL | Mother of Mr. Pranay Aneja |
| Expertise in specific functional area | Managements and Accounts | Finance and administration |
| Qualification | Graduate | Graduate |
| Board Membership of other companies as on March 31,2020 | Director in 4 Companies | - |
| Chairman/ Member of the Committee of the Board of Directors as on March 31, 2020 | Member of the 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 31,2020 | Nil | 32,01,000 |
| Details of last drawn remuneration | sitting fees/Commission as approved by the Board of Directors within the limits of the applicable laws. | 35,000/- pm |
| Number of meetings of the Board attended during the Financial Year 19-20 | 1 out of 5 Board meetings held during the F.Y | 5 out of 5 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 | She is mother of Mr. Pranay Aneja, Managing Director |

Annexure-2

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

| Name of the Director | Ravi Bhushan Kumar | Neha Gupta |
|--|--|--|
| Date of Birth | 07/12/1978 | 11/08/1992 |
| DIN | 02967605 | 07633844 |
| Date of first Appointment on the Board | 10.11.2020 | 10.11.2020 |
| Relationship with Director | NIL | NIL |
| Expertise in specific functional area | Corporate Laws | Corporate Laws |
| Qualification | Company Secretary, LL.B, M.COM | Company Secretary, LL.B, M.COM |
| Board Membership of other companies as on March 31, 2020 | Director in 2 Companies | - |
| Chairman/ Member of the Committee of the Board of Directors as on March 31, 2020 | - | - |
| a) Audit Committee | - | - |
| b) NRC Committee | - | - |
| c) Stakeholder Relationship Committee | - | - |
| d) Other Committee | - | - |
| Number of shares held in the Company as on March 31, 2020 | Nil | Nil |
| Details of last drawn remuneration | sitting fees/commission fees as approved by the Board of Directors within the limits of the applicable laws. | sitting fees/commission fees 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 19-20 | NA | NA |
| Relationship with other Directors and Key Managerial Personnel of the Company | Not related to any Director or Key Managerial Personnel of the Company | Not related to any Director or Key Managerial Personnel of the Company |