



LAHAG®

STELLAR CAPITAL SERVICES LIMITED

**Notice of the 04<sup>th</sup> Board Meeting for the year 2022-23**

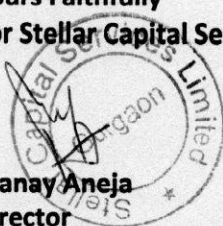
SHORTER NOTICE IS HEREBY GIVEN THAT 04<sup>th</sup> MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY WILL BE HELD ON WEDNESDAY, 7<sup>TH</sup> DAY OF SEPTEMBER, 2022 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 402, 4<sup>TH</sup> FLOOR, SOLITAIRE PLAZA, M.G. ROAD, GURGAON, HARYANA-122002 THROUGH PHYSICAL MODE.

Agenda, setting out business to be transacted at the Meeting is attached herewith for your kind perusal.

You may attend the Meeting through Electronic Mode, the details of which are enclosed. In case you desire to participate through such mode, please send a confirmation in this regard to compliance department at email: [Stellar@lahag.com](mailto:Stellar@lahag.com), within 2 (two) days to enable making necessary arrangements.

Kindly make it convenient to attend the meeting.

Yours Faithfully  
For Stellar Capital Services Limited

  
Pranay Aneja  
Director  
Date: 02.09.2022  
Place: Gurgaon

CC

1. Mr. Pranay Aneja- Managing Director
2. Mrs. Rajni Aneja- Whole-time Director
3. Mr. Sumit Karmakar- Director
4. Mrs. Neha Gupta- Independent Director

**Encl. As above**

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

Corporate Office: D-10/1, Okhla Industrial Area, Phase 1, New Delhi-110020

CIN: L74899HR1994PLC076773

Website: [www.stellarcapital.in](http://www.stellarcapital.in). Email: [stellarcapital@yahoo.in](mailto:stellarcapital@yahoo.in)

**STELLAR CAPITAL SERVICES LIMITED**

**Agenda for the Board Meeting to be held on 07<sup>th</sup> September, 2022 at the registered office of the Company at 402, 4<sup>th</sup> Floor Solitaire Plaza, M.G. Road, Gurgaon, Haryana- 122002.**

S.NO.	ITEMS
1.	To grant leave of absence
2.	To take note of Minutes of previous Board Meeting held on 26.07.2022
3.	To take note of Minutes of previous Nomination and Remuneration Committee Meeting held on 26.07.2022
4.	To take note of Minutes of previous Audit Committee Meeting held on 26.07.2022
5.	To re-appoint Mr. Sumit Karmakar, Director Retiring By Rotation
6.	To approve appointment of Statutory Auditors and fixing of their remuneration
7.	To Appoint Mr. Jeevan Kumar Jha As An Independent Director of the company
8.	Take Note of Secretarial Audit Report For The Financial Year 2021-22
9.	To Approve the Board Report for the financial year 2021-22
10.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022,
11.	To fix the date of Book Closure for 28th Annual General Meeting
12.	Fixing of E-Voting Dates for 28th Annual General Meeting
13.	To decide day, date and venue of the Annual General Meeting and To approve the Notice of the General Meeting and to authorize to issue the Notice to the Members and all other persons and to take all action as may be necessary in this regard
14.	To appoint the scrutinizer of the Company to Scrutinize the E-voting and through VC/ OAVM at the Annual General Meeting.
15.	To Consider and Take Necessary Steps against a Show Cause Notice As Received From Securities Exchange Board Of India (SEBI).
16.	To consider and take note of the status of pending litigations by and against the company.
17.	To consider any other item with the permission of the chairman



**BRIEF AGENDA**

**ITEM NO. 1:**

**To Grant Leave of Absence to Director, If Any**

Request(s) for leave of absence from the Meeting, if any, shall be tabled before the Board. The Board is requested to kindly take note and grant leave of absence as requested.



*[Handwritten signature]*

**ITEM NO. 2:**

**Take note of Minutes of previous meeting of Board of Directors held on 26.07.2022.**

The Minutes of the previous meeting of the Board of Directors held on 26<sup>th</sup> July, 2022, were circulated to all directors for their comments but none of the directors commented thereon. A copy of said minutes is enclosed at Annexure-A1. The Board is requested to confirm the same and pass the following resolution:-

"RESOLVED THAT the minutes of the 3<sup>rd</sup> meeting of the **Board of Directors** for year 2022-23 held on **26.07.2022** are hereby approved and confirmed.



**ITEM NO. 3:**

**Take note of Minutes of previous Nomination and Remuneration Committee Meeting held on 26.07.2022**

The Minutes of the previous meeting of the Nomination & Remuneration Committee held on 26<sup>th</sup> July, 2022, were circulated to all directors for their comments but none of the committee members commented thereon. A copy of said minutes is enclosed at Annexure-A2. The Board is requested to confirm the same and pass the following resolution:-

**“RESOLVED THAT** the minutes of the 1<sup>st</sup> meeting of the **Nomination and Remuneration Committee** for year 2022-23 held on **26.07.2022** are hereby approved and confirmed.”



**ITEM NO. 4:**

**Take note of Minutes of Audit Committee Meeting held on 26.07.2022.**

The Minutes of the previous meeting of the audit committee held on 26<sup>th</sup> day of July 2022, were circulated to all directors for their comments but none of the members commented thereon. A copy of said minutes is enclosed at Annexure-A3. The Board is requested to confirm the same and pass the following resolution:-

**"RESOLVED THAT** the minutes of the 3<sup>rd</sup> meeting of the **Audit Committee** for year 2022-23 held on **26.07.2022** are hereby approved and confirmed."



**ITEM NO. 5:**

**To re-appoint Mr. Sumit Karmakar, Director Retiring By Rotation**

Mr. Sumit Karmakar is a director who is liable to retire by rotation in ensuing Annual General Meeting, being eligible offered himself for re-appointment. The Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**“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. 6:**

**To approve appointment of Statutory Auditors and fixing of their remuneration.**

Reserve Bank of India ("RBI") issued guidelines on appointment of statutory auditor(s) by Non-Banking Financial Company ("NBFC") vide Circular RBI/2021- 22 /25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines"). Pursuant to RBI Guidelines, the Audit Firms completing tenure of three financial years in the NBFC were not eligible to continue to hold office as Statutory Auditors of the NBFC. Since the RBI Guidelines were being implemented for the first time for NBFCs from Financial Year 2021-22 and in order to ensure that there is no disruption, the RBI had given flexibility to NBFCs to appoint new Statutory Auditors in the second half of the financial year ending March 31, 2022.

Further in compliance with the RBI circular (Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated 27<sup>th</sup> April, 2021, one audit firm can concurrently take Statutory audit of maximum of *eight* NBFCs during a particular year, accordingly the previous Statutory Auditors of the Company viz. M/s V.N. Purohit & Co., Chartered Accountants, (ICAI Firm Registration No. 304040E) vide their resignation letter dated February 2, 2022 had communicated to the Company their inability to continue to hold office as Statutory Auditors of the Company as they had reached the above-mentioned Ceiling Limit and had communicated their intention to resign as the Statutory Auditors of the Company in compliance with the RBI Guidelines and new Auditor **M/s Goyal Nagpal & Co. (Firm Registration No.: 100515W)** was recommended by Board and appointed by Members in Extra-Ordinary general meeting held on 16.08.2022.

The board recommends appointment of auditor for further 2 years in compliance with RBI regulations and pass the following resolution with or without modification(s).

**"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 28<sup>th</sup> Annual General Meeting till the conclusion of 30<sup>th</sup> 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."





**ITEM NO. 7:**

**To Appoint Mr. Jeevan Kumar Jha As An Independent Director of the company**

It was informed to the board that 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 previous Board meeting held on 26.07.2022\_ and had processed the allotment of Director Identification Number (DIN) on 28.07.2022 (DIN letter attached). Therefore, the board is requested to confirm the appointment of Mr. Jeevan Kumar Jha as Independent Director, in the ensuing Annual General Meeting and to pass the following resolution with or without modifications, as deem fit:

**“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.”



**ITEM NO. 8:**

**Take Note of Secretarial Audit Report For The Financial Year 2021-22**

Pursuant to Section 204 of the Companies Act, 2013, every listed Company, and other specified companies falling under the limits specified in Section 204 shall annex with its Board's report made in terms of Sub Section 3 of Section 134, a Secretarial Audit Report, given by a Company Secretary in practice (PCS).

Accordingly, The Secretarial Audit Report in Form MR-3 for the period from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022 as submitted by the Secretarial Auditors M/s Kundan Kumar Mishra & Associates, Company has attached as Annexure B for review.

The Board is requested to take note of the same.



**ITEM. 9:**

**To Approve the Board Report for the Financial Year 2021-22**

The draft board report for the Financial Year 2021-22 along with various annexure pursuant to section 134 (1) of the Companies Act, 2013 and rules made there under is attached as Annexure C for your approval. The Board may, after considering the same, approve and authorize Mr. Pranay Aneja and Mrs. Rajni Aneja, Directors of the company for signing the report on behalf of the Board of Directors of the Company.

The Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**"RESOLVED THAT** the Director's report of the company for the year ended March 31, 2022 as placed before the board be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Pranay Aneja and Mrs. Rajni Aneja, Directors of the company be and are hereby authorized to finalize and sign the same, for and on behalf of the board."

A handwritten signature in blue ink, appearing to be 'Pranay Aneja', is located in the center-right area of the page.

**ITEM. 10:**

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022,**

As per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Board of Directors are required to consider and approve the audited financial results for the year-ended on 31<sup>st</sup> Day of March, 2022 together with the Reports of Board of directors and the Auditors thereon.

The audited financial statements including Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement of the Company for the year-ended on 31<sup>st</sup> Day of March, 2022 as issued by the Statutory Auditors of the Company to be placed at the meeting.

The Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**“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. 11:**

**To fix the date of Book Closure for 28<sup>th</sup> Annual General Meeting**

Register of members is required to be closed pursuant to Section 91 of the Companies Act, 2013, for the purpose of determining the fact, that who is entitled for dividend, if any. Therefore the Directors may consider fixing the date of book closure. As per the existing guidelines of Stock Exchange, Book Closure date may be fixed as **Friday 23<sup>rd</sup> September, 2022 to Friday 30<sup>th</sup> September, 2022 (both days inclusive).**

The Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company be closed from **Friday 23<sup>rd</sup> September, 2022 to Friday 30<sup>th</sup> September, 2022 (both days inclusive).**”

**RESOLVED FURTHER THAT** any of the directors of the company be and are hereby authorized severally to do all such acts, deeds and things as may be required in this regard.”



**ITEM NO. 12:**

**Fixing of E-Voting Dates for 28<sup>th</sup> Annual General Meeting**

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company being a listed entity, is required to provide its members the facility to cast their vote(s) on all the resolutions set forth in the notice by electronic means ("e-voting"). Accordingly, the company has availed E-voting from CDSL/NSDL.

The remote e-voting shall commence on **Tuesday, 27<sup>th</sup> September, 2022 at 09:00 A.M. IST and ends on Thursday, 29<sup>th</sup> September, 2022 at 5:00 P.M IST.**

The Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**"RESOLVED THAT** Friday, 23<sup>rd</sup> September, 2022 shall be the cut-off date for the purpose of remote e-voting, for ascertaining the names of Shareholders holding shares either in physical form or in the register of beneficial owners maintained by the depositories who are entitled to cast their votes electronically. The remote e-voting shall commence on **Tuesday, 27<sup>th</sup> September, 2022 at 09:00 A.M. IST and ends on Thursday, 29<sup>th</sup> September, 2021 at 5:00 P.M IST."**



**ITEM NO. 13:**

**To decide day, date and venue of the Annual General Meeting and to approve the Notice of the General Meeting and to provide authorization to issue the Notice to the Members and all other persons and to take all action as may be necessary in this regard**

The Chairman informed the Board that, pursuant to Section 96 of the Companies Act, 2013, the Company is required to hold its Annual General Meeting within 6 months from the end of Financial Year i.e. on or before 30<sup>th</sup> September, 2022 to adopt the Audited Accounts of the Company for the Financial Year ended 31st March, 2022. Accordingly, it is proposed to fix the day, date, time and venue of the 28<sup>th</sup> Annual General Meeting of the Company.

The Board is requested to pass the following resolution, if thought fit, with or without modification;

**“RESOLVED THAT** the notice convening 28<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, 30<sup>th</sup> September, 2022 at 03:00 P.M.** through VC/OAVM to transact the business as mentioned in the attached notice, be and is hereby approved.

**RESOLVED FURTHER THAT,** Mr. Pranay Aneja, Managing Director of the Company be and is hereby authorized to issue notice of the 28<sup>th</sup> Annual General Meeting of the Company and to do all such acts and things as may be necessary to give effect to the above resolution.”



**ITEM NO.14:**

**To appoint the scrutinizer of the Company to Scrutinize the E-voting and through VC/OAVM at the Annual General Meeting**

As per requirement of Section 108 of the Companies Act, 2013, every Listed Company or a Company having not less than 1000 shareholders shall provide to its members facility to exercise their right to vote at general meeting by electronic means for which Company requires to appoint a scrutinizer to scrutinize the e-voting and declare the results in a fair and transparent manner in the forth coming Annual General Meeting.

The Board to consider following resolution for the appointment of Mr. Kundan Kumar Mishra, practicing Company Secretary and partner of **M/s KUNDAN KUMAR MISHRA & ASSOCIATES** as scrutinizer for e-voting and voting during the AGM.

It is proposed to appoint M/s KUNDAN KUMAR MISHRA & ASSOCIATES, Company Secretaries as scrutinizer ("Scrutinizer") for scrutinizing the voting process (Remote E-voting as well as voting during the AGM) in a fair and transparent manner.

The Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**"RESOLVED THAT M/s. Kundan Kumar Mishra & Associates, Company Secretary in practice, be and is hereby appointed as the Scrutinizer for scrutinizing the process of remote E-voting and voting during the AGM under Companies Act 2013 and providing report thereof.**

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to fix the remuneration payable to M/s. Kundan Kumar Mishra & Associates, Company Secretary in practice, in consultation with him."





**ITEM NO. 15:**

**To Consider and Take Necessary Steps against a Show Cause Notice As Received From Securities Exchange Board Of India (SEBI)**

It is hereby informed to the Board that the company is in receipt of a show Cause notice from Securities Exchange Board of India (SEBI) dated 03<sup>rd</sup> day of August, 2022 via SEBI Letter No.: SEBI/HO/IVD/ID11/JK/SG/P/OW/2022/33255/2.

Further SEBI in the matter of illiquid stock options, SEBI has framed a Settlement Scheme ("Scheme, 2022") for the entities against whom proceedings have been initiated and are pending before any forum or authority, viz. Courts/SAT, Adjudicating Officer and Recovery Officer (provided an appeal has been filed and the same is pending before the SAT/Court). The Board reviewed the settlement scheme and willing to proceed with SEBI Settlement Scheme, 2022.

The Board is requested to discuss the steps to be taken towards the same and with a due discussion pass the following resolution with or without modification(s):

**"RESOLVED THAT consent of Board be and is hereby accorded to file Settlement application with Security and Exchange Board of India(SEBI) in the matter of illiquid stock options, under Settlement Scheme ("Scheme, 2022")**

**RESOLVED FURTHER THAT any of the directors of the company, be and is hereby authorized to execute and deliver all documents and undertake such acts as are necessary to comply with the terms of settlement."**



**ITEM NO. 16:**

**TO CONSIDER AND TAKE NOTE OF THE STATUS OF PENDING LITIGATIONS BY AND AGAINST THE COMPANY**

It is hereby informed to the Board that there are no pending litigations initiated by the Company or filed against the Company until the date under the Insolvency & Bankruptcy Code, 2016. The Board is further informed that neither civil nor criminal proceedings against the Company has been initiated neither the company has filed any civil or criminal proceedings under any law in force.

The Board is requested to kindly take note of the same.



**ITEM NO. 17:**

**To consider any other item with the permission the chairman**

The Board may discuss any other item with the permission of chair, if any.

