



**LAHAG<sup>®</sup>**

**STELLAR CAPITAL SERVICES LIMITED**

**NOTICE OF THE 03<sup>RD</sup> BOARD MEETING FOR THE YEAR 2023-24**

SHORTER NOTICE IS HEREBY GIVEN THAT 03<sup>RD</sup> MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY WILL BE HELD **ON TUESDAY, 05<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 5:00 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**

**Rajan Kumar Singh  
Company Secretary  
Membership Number: A42105**

**Date: 02.09.2023  
Place: Gurgaon**

**CC**

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

**Encl. As above**

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

**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 TUESDAY, 05<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 5:00 P.M. 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, If Any.
2.	To Take Note Of Minutes Of Previous Board Meeting Held On 30.05.2023
3.	To Take Note Of Minutes Of Previous Audit Committee Meeting Held On 30.05.2023
4.	To Re-Appoint Mr. Sumit Karmakar, Director Retiring By Rotation
5.	To Appoint Mr. Pranay Aneja, Director, As Chairman And Managing Director Of The Company.
6.	To Appoint Mrs. Rajni Aneja, Director, As Whole Time Director Of The Company
7.	To Take Note Of Revised Disclosure Filed Under Regulation 76 Of SEBI ((Depositories And Participants) Regulations, 2018 Of Audit Report For Reconciliation Of Share Capital To Stock Exchange (BSE) For The Quarter Ended On December, 2022.
8.	Appointment Of Internal Auditor For The Financial Year 2023-24
9.	Appointment Of Secretarial Auditor For The Financial Year 2023-24
10.	Take Note Of Internal Audit Report For The Financial Year 2022-23
11.	Take Note Of Secretarial Audit Report For The Financial Year 2022-23
12.	To Approve The Board Report For The Financial Year 2022-23
13.	To Receive, Consider And Adopt The Audited Financial Statements Of The Company For The Financial Year Ended March 31, 2023
14.	To Fix The Date Of Book Closure For 29th Annual General Meeting
15.	Fixing Of E-Voting Dates For 29th Annual General Meeting
16.	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
17.	To Appoint The Scrutinizer Of The Company To Scrutinize The E-Voting And Through VC/ OAVM At The Annual General Meeting.
18.	To Consider Any Other Matter As May Deem Fit With The Permission Of The Chair.

**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.

**ITEM NO. 2:**

**TO TAKE NOTE OF MINUTES OF PREVIOUS BOARD MEETING HELD ON 30.05.2023.**

The Minutes of the previous meeting of the Board of Directors held on 30th day of May 2023, duly signed by the Chairman to be presented before the Board for their consideration.

The Board is requested to take note of the same and pass the following resolution:-

**“RESOLVED THAT the minutes of the 02nd meeting of the Board of Directors for year 2023-2024 held on 30.05.2023 are hereby approved and confirmed.”**

**ITEM NO. 3:**

**TO TAKE NOTE OF MINUTES OF AUDIT COMMITTEE MEETING HELD ON 30.05.2023.**

The Minutes of the previous meeting of the Audit Committee held on 30th day of May 2023, duly signed by the Chairman to be presented before the Board for their consideration.

The Board is requested to take note of the same and pass the following resolution:-

**“RESOLVED THAT** the minutes of the **01st meeting** of the Audit Committee for year **2023-2024 held on 30.05.2023** are hereby approved and confirmed.”

**ITEM NO. 4:**

**TO RE-APPOINT MR. SUMIT KARMAKAR, DIRECTOR RETIRING BY ROTATION**

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

**“RESOLVED THAT** Mr. Sumit Karmakar, who retires by rotation and being eligible, be and is hereby re-appointed as the Director of the Company.”

**RESOLVED FURTHER THAT** any director of the Company be and is hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

**ITEM NO. 5:**

**TO APPOINT MR. PRANAY ANEJA AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

The Board be informed that the Company is required to appoint a director as an Executive Chairman and Managing Director of the Office to hold the office for a period of five years. Hence, followed by the approval of members by way of an Ordinary Resolution in terms of Section 196 read with Schedule V of The Companies Act, 2013.

Accordingly, The Board shall consider to appoint Mr. Pranay Aneja, Director, as Chairman and Managing Director of the company, as recommended by Nomination and Remuneration Committee, subject to the approval of Board and shareholders in the ensuing General Meeting and is requested to discuss the matter and pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), subject to approval of members in the general meeting and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded for the appointment of Mr. Pranay Aneja (DIN: 00809285), as Managing Director of the Company for a period of **five(5)** years with effect from **28.09.2023** upto **27.09.2028** on **remuneration payable** of **Rs. 4,20,000/-** (Rupees Four Lakh Twenty Thousand) **per annum** and terms & conditions as may be agreed upon by the Board of Directors.

**RESOLVED FURTHER THAT** in order to give effect to the above resolution, any Director be and is hereby authorized to sign and submit necessary e-Form with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary.”

**ITEM NO. 6:**

**TO APPOINT MRS. RAJNI ANEJA AS WHOLE TIME DIRECTOR OF THE COMPANY**

It is hereby informed to the Board that the Company is required to appoint a director as Whole Time Director to hold the office for a period of five years. Hence, followed by the approval of members by way of an Ordinary Resolution in terms of Section 196 read with Schedule V of The Companies Act, 2013.

Accordingly, The Board shall consider to appoint Mrs. Rajni Aneja, Director, as Whole Time Director of the company as recommended by Nomination and Remuneration Committee, subject to the approval of Board and shareholders in the ensuing General Meeting and is requested to discuss the matter and pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), subject to approval of members in the general meeting and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded for the appointment of Mrs. Rajni Aneja (**DIN: 00341959**), as Whole Time Director of the Company for a period of **five(5)** years with effect from **28.09.2023** upto **27.09.2028** on **remuneration payable of Rs. 4,20,000/-** (Rupees Four Lakh Twenty Thousand) **per annum** and terms & conditions as may be agreed upon by the Board of Directors.

**RESOLVED FURTHER THAT** in order to give effect to the above resolution, any Director be and is hereby authorized to sign and submit necessary e-Form with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary.”



**ITEM NO. 7:**

**TO TAKE NOTE OF REVISED DISCLOSURE FILED UNDER REGULATION 76 OF SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 2018 OF AUDIT REPORT FOR RECONCILIATION OF SHARE CAPITAL TO STOCK EXCHANGE (BSE) FOR THE QUARTER ENDED ON DECEMBER, 2022.**

It is hereby informed to the Board that the Company was in receipt of an Observation with respect to share capital Audit Report as per Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 to file revised Report with Stock exchange as per the said observation.

Accordingly, the concerned Reconciliation Audit Report in the revise format, was filed with stock exchange (BSE) for quarter ended on December, 2022.

The Board is requested to take note of the same.

**ITEM NO. 8:**

**APPOINTMENT OF INTERNAL AUDITOR FOR THE FINANCIAL YEAR 2023-24**

It is hereby informed to the Board that pursuant to the provisions of section 138, company is required to appoint an internal auditor of the Company. It is proposed to appoint Mr. Mohit Tyagi Partner of M/S MST & Co. (Chartered Accountants) as an Internal Auditor of the Company for the Financial Year 2023-24. The Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**“RESOLVED THAT** consent of the Board of Directors of the company be and is hereby accorded on the recommendation made by Audit Committee for the appointment of Mr. Mohit Tyagi Partner of M/S MST & Co. (Chartered Accountants) as Internal Auditor of the company for the financial year 2023-24 and any director of the company be and is hereby authorised to fix the remuneration with mutual consent.

**RESOLVED FURTHER THAT** in order to give effect to the above resolution, any Director be and is hereby authorized to sign and submit necessary e-Form with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary.”

**ITEM NO. 9:**

**APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2023-24**

It is informed to the board that pursuant to the provisions of **Section 204** of Companies Act 2013, every listed Company and other class of Companies as specified in **Rule 9** of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is required to appoint Secretarial Auditor.

Therefore, the Audit Committee has proposed to re-appoint M/s. Kundan Kumar Mishra & Associates, Company Secretaries, as Secretarial Auditors of the company for the Financial Year 2023-24. Board is requested to discuss the matter and pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Consent of the Board be and is hereby accorded for appointment of M/s. Kundan Kumar Mishra & Associates, Company Secretaries, as Secretarial Auditors of the Company for the Financial Year 2023-24 on such terms and conditions and at such remuneration as may be mutually agreed.

**RESOLVED FURTHER THAT** in order to give effect to the above resolution, any Director of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

**ITEM NO. 10:**

**TAKE NOTE OF INTERNAL AUDIT REPORT FOR THE FINANCIAL YEAR 2022-23**

The Internal Audit Report for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 as submitted by the Internal Auditors M/s MST & Company, Chartered Accountants is attached as Annexure for review.

The Board is requested to take note of the same.

**ITEM NO. 11:**

**TAKE NOTE OF SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2021-22**

The Secretarial Audit Report for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 as submitted by the Secretarial Auditors Kundan Kumar Mishra & Associates, Company Secretaries is attached as Annexure for review.

The Board is requested to take note of the same.

**ITEM NO. 12:**

**TO APPROVE THE BOARD REPORT FOR THE FINANCIAL YEAR 2022-23**

The draft Board Report for the Financial Year 2022-23 along with various annexures pursuant to Section 134 (1) of the Companies Act, 2013 and rules made there under is attached as Annexure 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, 2023 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.”

**ITEM NO. 13:**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

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, 2023 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, 2023 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, 2023, 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. 14:**

**TO FIX THE DATE OF BOOK CLOSURE FOR 29<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 **Thursday 21st September, 2023 to Thursday 28th September, 2023 (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 **Thursday 21st September, 2023 to Thursday 28th September, 2023 (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. 15:**

**FIXING OF E-VOTING DATES FOR 29<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 Monday, 25th September, 2023 at 09:00 A.M. IST and ends on Wednesday, 27th September, 2023 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 Thursday, 21st September, 2023 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 Monday, 25th September, 2023 at 09:00 A.M. IST and ends on Wednesday, 27th September, 2023 at 5:00 P.M IST.”**

**ITEM NO. 16:**

**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 Board be informed 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, 2023 to adopt the Audited Accounts of the Company for the Financial Year ended 31st March, 2023. Accordingly, it is proposed to fix the day, date, time and venue of the 29<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 29<sup>th</sup> Annual General Meeting of the Company to be held on **Thursday, 28th September, 2023 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 29<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.17:**

**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. 18:**

**TO CONSIDER ANY OTHER ITEM WITH THE PERMISSION THE BOARD**

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

**For Stellar Capital Services Limited**

**Rajan Kumar Singh**  
**Company Secretary**  
**Membership Number: A42105**

**Date: 02.09.2023**

**Place: Gurgaon**