LAHAG®

STELLAR CAPITAL SERVICES LIMITED

Date:- 04.12.2020

To,
Corporate Relationship Department
BSE Limited
PJ Towers, Dalal Street
Mumbai-400001

Scrip Code:- 536738

Sub: - 26TH ANNUAL REPORT OF STELLAR CAPITAL SERVICES LIMITED

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of annual report for the financial year 2019-20.

This is for your information and records.

Thank You
Yours Faithfully,

For Stellar Capital Services Limited

Anjali Singh
(Company Secretary)

Encl : above

ANNUAL REPORT 2019-2020

CORPORATE INFORMATION

STELLAR CAPITAL SERVICES LIMITED
CIN: L74899HR1994PLC076773

BOARD OF DIRECTORS

➢ RAJNI ANEJA	: WHOLETIME DIRECTOR
➢ PRANAY ANEJA	: MANAGING DIRECTOR
➢ INDRESH KUMAR BHARDWAJ	: INDEPENDENT DIRECTOR
➢ RUPAL SINGH	: INDEPENDENT DIRECTOR
➢ SUMIT KARMAKAR	: NON-EXECUTIVE DIRECTOR
➢ NEHA GUPTA	: ADDITIONAL (INDEPENDENT) DIRECTOR
➢ RAVI BHUSHAN KUMAR	: ADDITIONAL (INDEPENDENT) DIRECTOR

CHIEF FINANCIAL OFFICER

➢ ASHWANI RAMPAL

COMPANY SECRETARY & COMPLIANCE OFFICER

➢ ANJALI SINGH

AUDITORS

➢ **STATUTORY AUDITORS:**

M/s. V.N. PUROHIT & CO. CHARTERED ACCOUNTANTS
Address: 214, New Delhi House, 27, Barakhamba Road,
New Delhi- 110001

➢ **SECRETARIAL AUDITORS :**

M/s. Kundan Kumar Mishra & Associates, Company Secretaries
Address: P-32, Ground Floor, Pandav Nagar,
Mayur Vihar, Phase-1, New Delhi-110091

➢ **INTERNAL AUDITORS :**

M/s. MST & COMPANY, CHARTERED ACCOUNTANTS
Address: Gali No. 3, Kaushik Enclave, Burari, Delhi-110084

➢ **REGISTRAR AND SHARE TRANSFER AGENT**

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153 A, 1st floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020
TEL NO.: 011-26812682-83
E-mail id: Info@skylinerta.com
Website : www.skylinerta.com

➢ **REGISTERED OFFICE**

402, 4th Floor Solitaire Plaza,
M.G. Road, Gurgaon, Haryana- 122002
Website : www.stellarcapital.in
E mail ID : stellarcapital@yahoo.in

➢ **LISTED AT**

BSE Limited (Scrip Code: 536738)
PJ Towers, Dalal Street, Mumbai-400001

➢ **BANKERS OF THE COMPANY**

ICICI Bank	: Taimoor Nagar, Delhi
State Bank of India	: Okhla, New Delhi
HDFC Bank	: Okhla, New Delhi
Punjab National Bank	: Pitampura, New Delhi

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 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

8. BOOK CLOSURE

Register

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 DOCUM ENTS:

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 [illegible], then click Join

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).

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 metioned 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

	For Members holding shares in Demat Form 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) • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Date of Birth (DOB)	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. 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

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-13Once 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

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

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

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 Regulaions , 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 Si

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	Managments and Accounts	Finance and administration
Qualification	Graduate	Graduate
Board Membership ofother 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 [redacted] drawn remuneration	sitting fees/Commission as approved by the Board of Directors within the limits of the applicable laws	25,000/- p.m.
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

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 ofother 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

To,
The Members,

Your Directors have pleasure in presenting the 26th Annual Report of your Company alongwith Audited Financial Statements and the Auditor's Report thereon for the year ended 31st March, 2020.

FINANCIAL PERFORMANCE

The Performance of the Company for the Financial year ended 31st March 2020 is summarized below

Particulars	Financial year ended (IN RUPEES)	
	31st March, 2020	31st March, 2019
Total Income	45,541,750	53,096,580
Total expenditure	41,295,790	49,619,910
Profit before tax	4,245,960	3,476,670
Profit after tax	3,618,700	2,649,820
Paid- up Share Capital	249,615,000	249,615,000
Reserves and Surplus	219,115,380	215,626,300

IGHLIGHTS OF PERFORMANCE

e figures are extracted from the financial statements prepared in accordance with the Indian Accounting Standards in compliance with the Companies (Account) Rules, 2014 and accounting standards notified under Section 133 of panies Act, 2013, read with the Companies (Indian Accounting Standards) as amended and the Securities and e Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

e year under review, Income for the year is decreased from Rs. 53,096,580 in 2019 to Rs. 45,541,750 in 2020. Profit x increased from Rs. 3,476,670 in the previous year to Rs. 4,245,960 in current year. The net profit also increased 2,649,820 in the previous year 2019 to Rs. 3,618,700 in the current year.

ONS

year under review, the total revenue was Rs. 45,541,750/- as against Rs. 53,096,580/- during the corresponding year, a decline of 14.23% over the same period in the previous year. The outbreak of COVID-19 pandemic has further slowdown in economic activities across the country, which even otherwise was on a slow pace. The impact demic led to closure of all the Company's branch offices, business and recovery touch points and completely halted perations from the last week of March 2020. As an organization, your Company has been strictly adhering to social norms and lockdown announcements in accordance with the directives issued by the Central, State Government Administration Guidelines.

n the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2019-ard assures you to present a much strong financial statements in coming years.

ITAL

p Share Capital as on 31st March, 2020 was Rs. 249,615,000. During the year under review the company has not shares, debentures or any other convertible instruments.

OF SECURITIES

any has not bought back any of its securities during the year under review.

UITY

The Company has not issued any Sweat Equity Shares during the year under review.

BONUS SHARES

No Bonus Shares were issued during the year under review.

EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

ISSUE OF SHARES THROUGH PREFERENTIAL ALLOTMENT

The Company has not issued any equity shares by way of preferential allotment during the year under review.

FIXED DEPOSIT

The Company has not accepted any fixed deposit during the year under review falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

TRANSFER TO GENERAL RESERVES

The Company has transferred an amount of Rs. 7,23,740/- to Special Reserve maintained under Section 45-IC of the Reserve Bank of India Act, 1934.The Company has not transferred any amount to the General Reserve for the F.Y ended March 31, 2020.

CHANGE IN THE NATURE OF BUSINESS

There were no changes in the nature of the business during the financial year.

MATERIAL CHANGES AND COMMITMENTS

The ongoing COVID-19 pandemic has increased the estimation uncertainty in the preparation of the Financial Statements for the year ended 31st March, 2020. The Company has developed various accounting estimates in these Financial Statements based on forecasts of economic conditions which reflect expectations and assumptions as at 31st March, 2020 about future events that the Management believe are reasonable in the circumstances. There is a considerable degree of judgement involved in preparing forecasts. The underlying assumptions are also subject to uncertainties which are often outside the control of the Company. Accordingly, actual economic conditions are likely to be different from those forecast since anticipated events frequently do not occur as expected, and the effect of those differences may significantly impact accounting estimates included in these financial statements.

The spread of COVID-19 pandemic and the subsequent pan-India lockdown announced by the Government of India are the events which have continued till the date of the announcement of financial results of the Company. Your Company has initiated the process of resuming operations in its corporate office complying with COVID-19 guidelines.

Other than the above-mentioned situation affecting the Company, there is no material change and commitment that have occurred after the closure of the Financial Year 2019-20 till the date of this Report, which would affect the financial position of your Company.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as on 31st March 2020, in the prescribed form MGT- 9 forms a part of this report as **"Annexure - I"**

DETAIL OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY DURING THE YEAR

The Company has no subsidiary, joint venture or associated company therefore disclosures in this regards in Form AOC -1 are not provided in this report.

FRAUD REPORTING

During the Financial Year 2019-20, neither the Statutory Auditors nor the Secretarial Auditors have reported any fraud in their respective Audit Reports.

PERFORMANCE AND FINANCIAL POSITION OF EACH SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

The company has no subsidiary; joint venture or associated company so there is no requirement of description of performance in this regard.

STATUTORY AUDITORS

As per the provisions of Section 139 of the Companies Act, 2013, M/s V.N. Purohit & Co., Chartered Accountants, was [illegible] auditor of the company in the Annual General Meeting held on 30.09.2019 for a period of four years to the annual general meeting to be held in the year 2023 on such remuneration as may be decided by the Board of ectors of the Company.

notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further nments. The Auditors' Report to the members of the Company for the financial year under review does not contain any lification, reservation, adverse remark or disclaimer.

RETARIAL AUDITOR

Kundan Kumar Mishra & Associates, Company Secretaries, was re-appointed as a secretarial auditor to conduct the retarial audit of the Company for the F.Y 2019-20, as required under Section 204 of the Companies Act, 2013 and rules re under. The Secretarial Audit Report for F.Y 2019-20 forms a part of this Report as **"Annexure-II"**

ERNAL AUDITOR

MST and Company, Chartered Accountant was appointed as an internal auditor of the Company.

T AUDIT

vision related to Cost Audit is not applicable to the Company.

URT/TRIBUNAL ORDERS

re were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the

[redacted]

[illegible] ended March 31, 2020 are given as below:

vation of Energy and Technology Absorption

he Company does not own any manufacturing activity, the Energy Conservation and Technology Absorption lars as mentioned in the Companies (Accounts) Rules, 2014, are not applicable.

Exchange Earning and Outgo: -

of Foreign Exchange, earnings and Outgo are given as below: -

	Year 2020 (Amount)	Year 2019 (Amount)

Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

RBI GUIDELINES

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India, from time to time.

CORPORATE SOCIALRESPONSIBILITY

Provisions related CSR under Section 135 of the Companies Act, 2013 are not applicable to the Company.

BOARD MEETINGS & ANNUAL GENERAL MEETING

During the financial year 2019-20, 05 (Five) Board Meetings were held on **30th May 2019, 19th August 2019, 31st August 2019, 14th November 2019 and 29th January, 2020.** The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The 25th Annual General Meeting (AGM) of the Company was held on 30th September, 2019 at the registered office of the Company.

MEETINGS OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year under review, on 02nd March, 2020. The Meetings were conducted in an informal manner without the presence of the Whole-time Directors, the Non-Executive Non-Independent Directors, or any other Management Personnel.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and Key Managerial Personnel ("KMP") and their remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matter as provided in section 178.

Such policy is available at the website of the company at *www.stellarcapital.in* under the link of http://stellarcapital.in/wp-content/uploads/2018/07/NRC-POLICY.pdf

DECLARATION BY DIRECTORS

All the Directors of the Company have confirmed that they satisfy the "fit and proper" criteria as prescribed under Chapter XI of RBI Master Direction No. DNBR. PD. 008/ 03.10.119/2016-17 dated 1st September, 2016 and that they are not disqualified from being appointed/ continuing as Directors in terms of section 164(2) of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that, they meet the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and subsequently the same was placed at the Board Meeting. Independent director has complied with the Code for independent directors as specified in Schedule IV of the Companies Act 2013.

BOARD EVAL

The evaluation of all the Directors and the board as a whole was conducted based on the criteria and frame work adopted

provisions of Section 178 (1) of the Companies Act, 2013 and comprise of following members :

- Mr. Rupal Singh
- Mr. Sumit Karnmakar
- Mr. Indresh Kumar Bhardwaj

During the financial year 2019-20, 03 (Three) Nomination & Remuneration Committee Meetings were held on **30th May 2019, 31st August 2019 & 14th November 2019.**

Stakeholders Relationship Committee

The "Stakeholders' Relationship Committee" is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and comprise of following members :

- Mr. [illegible]
- Mr. Rupal Singh
- Mr. Indresh Kumar Bhardwaj

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

[illegible]

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186

[illegible] the Annual Report.

[illegible]

RELATED PARTY TRANSACTIONS

[illegible]

COMPLIANCE OF SECRETARIAL STANDARDS

[illegible]

RISK MANAGEMENT POLICY

[illegible]

[illegible]

MANAGEMENT-POLICY.pdf

MANAGEMENT DISCUSSION ANALYSIS REPORT (MDAR):

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2) of SE

d) the directors have prepared the annual accounts on a going concern basis;
e) the directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively;
f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STOCK EXCHANGE LISTING

The Equity Shares of the Company are listed at the BSE Limited on SME Platform. The Company has already paid listing fees for the financial Year 2020-21 to the BSE.

ACKNOWLEDGEMENT

The Board of Directors gratefully acknowledge the continued co-operation, trust and support of the shareholders and would like to place on record its appreciation for the dedicated services rendered by the Employees at all levels. The Directors further express their gratitude to the Bankers, Customers and other associates for co-operation and confidence reposed by them in the Company.

For and on Behalf of Stellar Capital Services Limited

Pranay Aneja
(Managing Director)
DIN : 00809285
Add: B-34, Soami Nagar,
New Delhi-110017

Rajni Aneja
(Whole-time Director)
DIN: 00341959
Add: B-34, Soami Nagar
New Delhi-110017

Date :04.12.2020
Place :Gurgaon

ANNEXURE- I

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS

1	CIN	L74899HR1994PLC076773
2	Registration Date	20th October, 1994
3	Name of the Company	Stellar Capital Services Limited
4	Category/Sub-category of the Company	Public Company limited by shares Non-Banking Financial Company
5	Address of the Registered office & contact details	402, 4th Floor Solitaire Plaza, M.G. Road, Gurgaon, Haryana- 122002 Tel No. +91 8587000091 / 011 26812222 Email: stellarcapital@yahoo.in Website: www.stellarcapital.in
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Tel: 011- 26812682-83, E-mail: info@skylinerta.com Website:www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

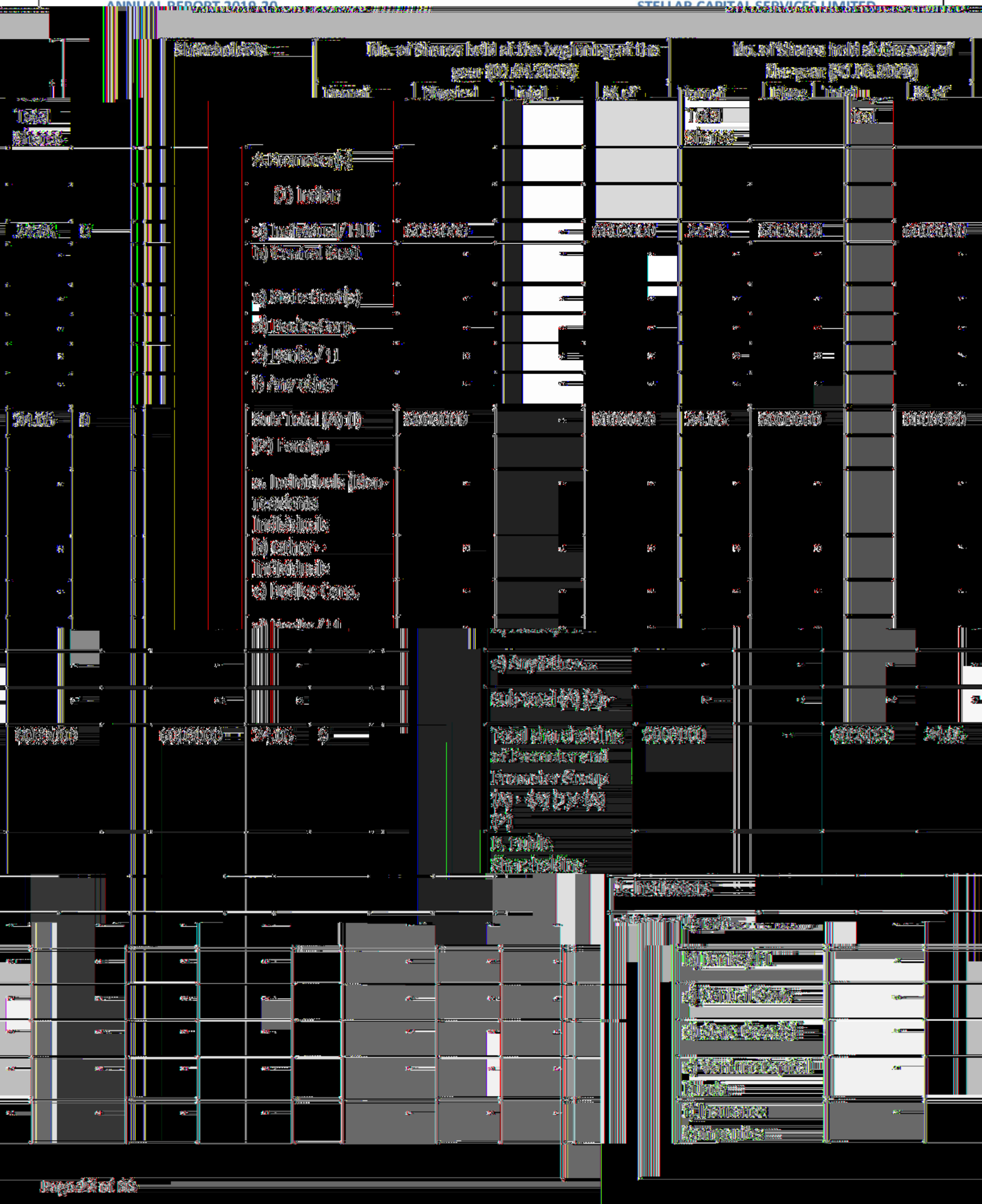
S	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
	Income from interest on loan	649	99

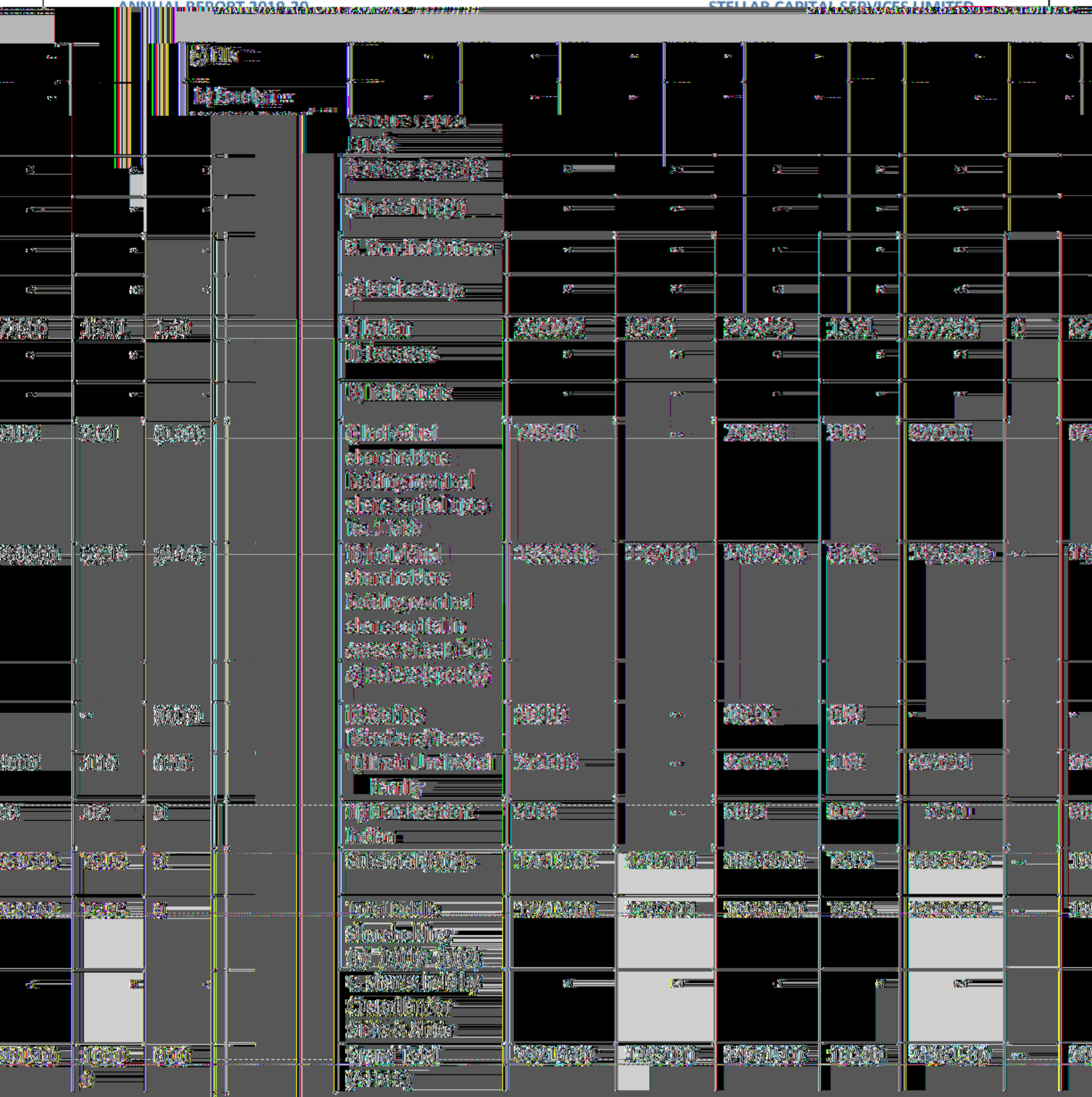
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –NIL

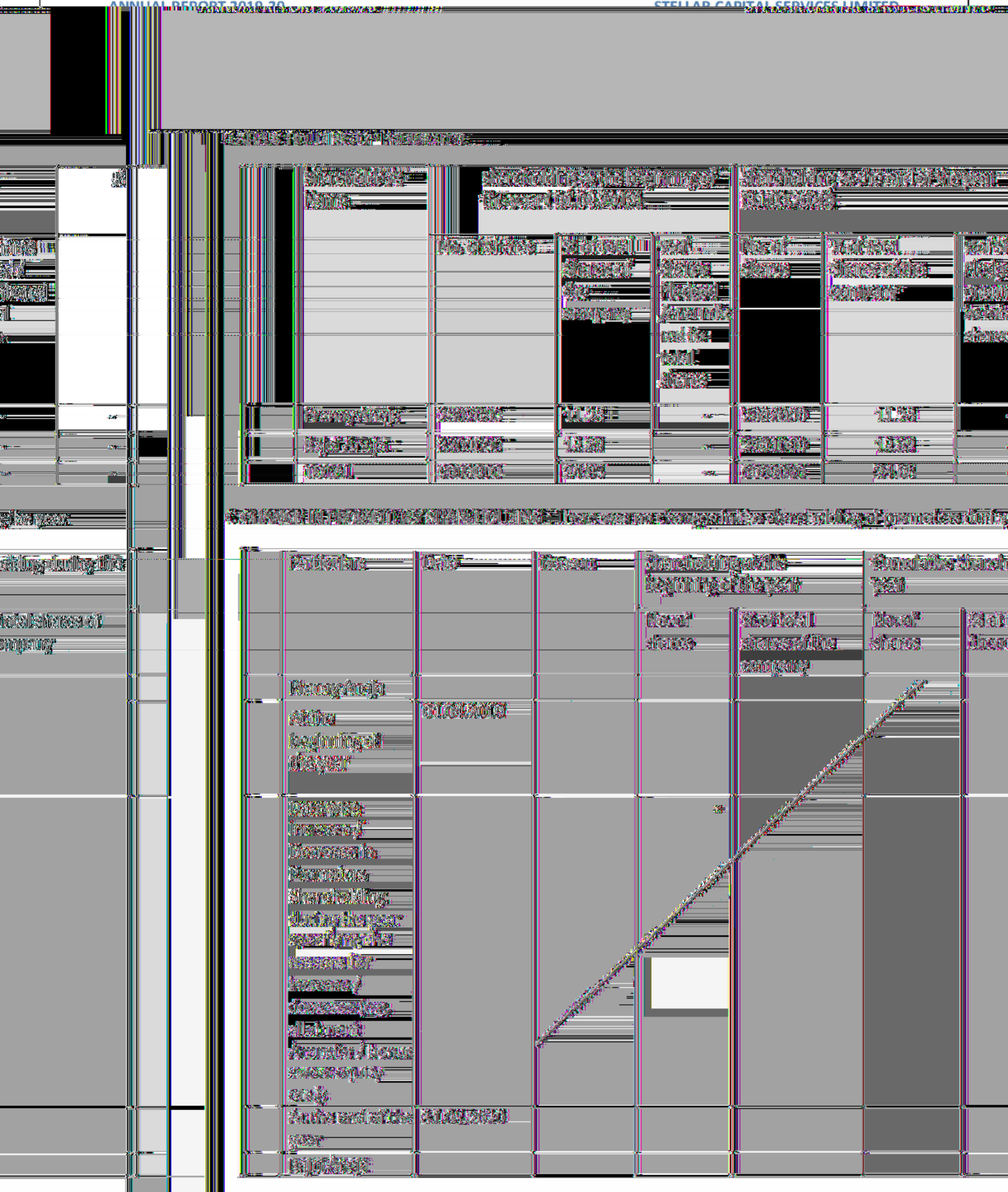
S.No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	NA	NA	NA	NA	NA

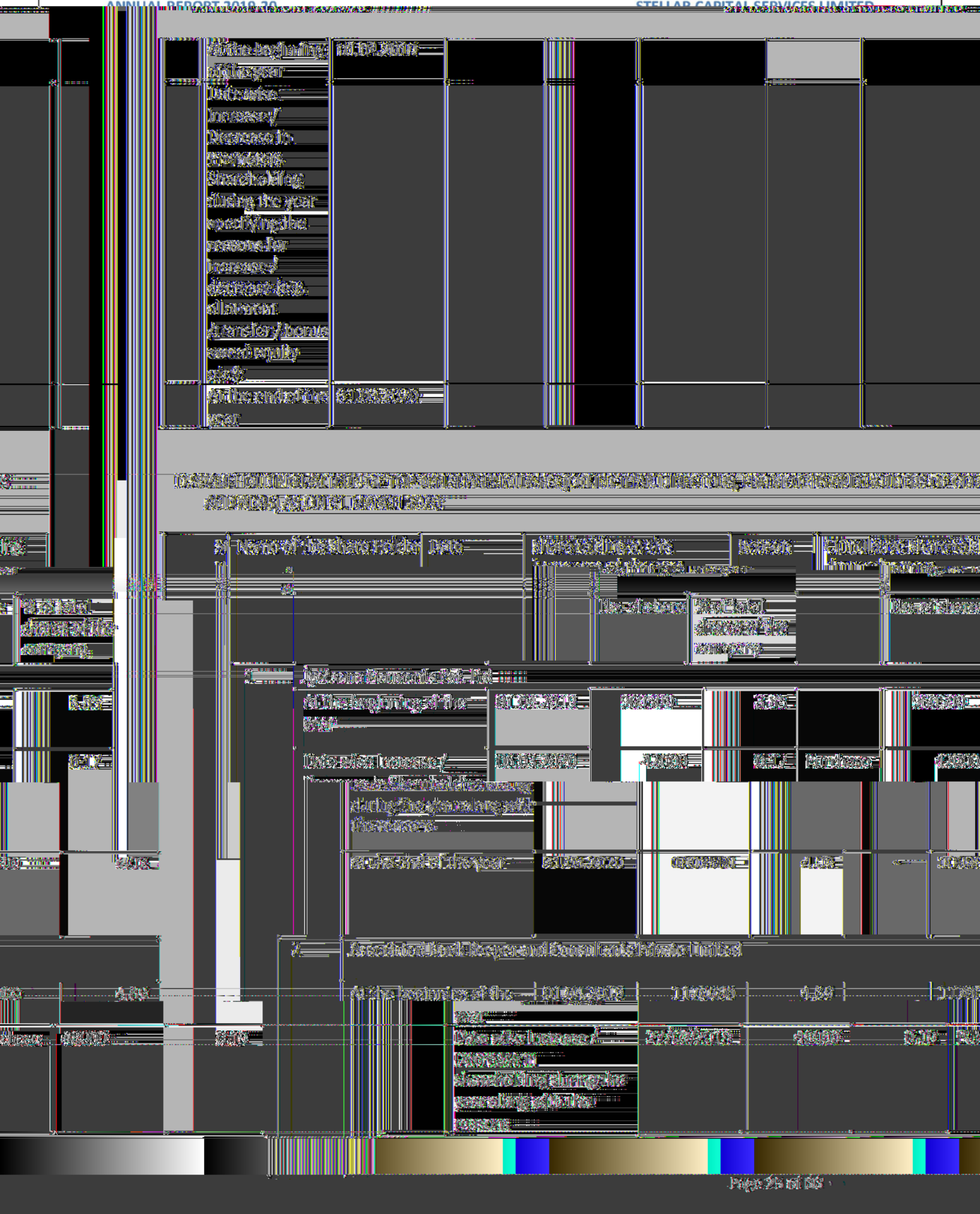
VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
A. Category-wise Share Holding

Category of			%







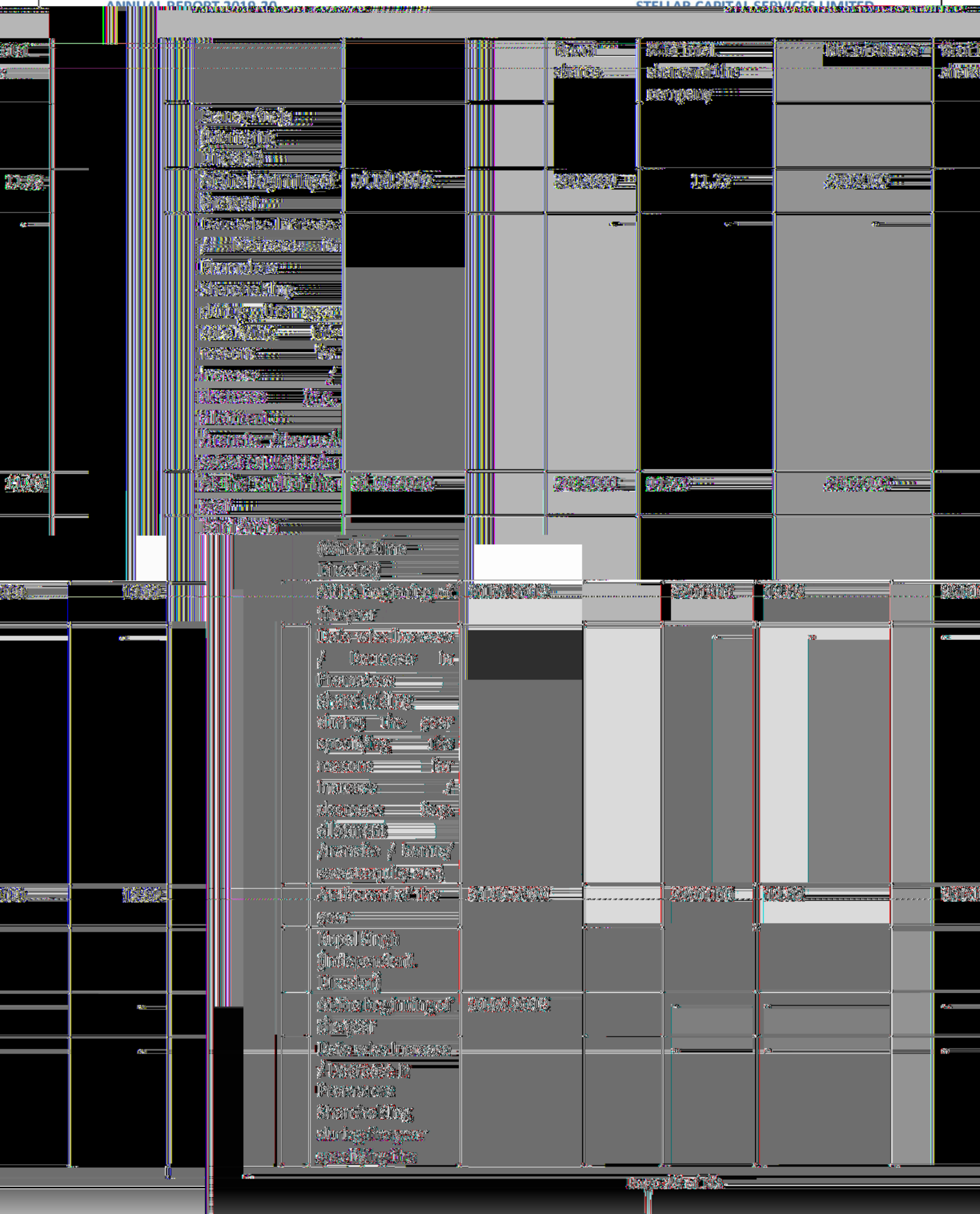


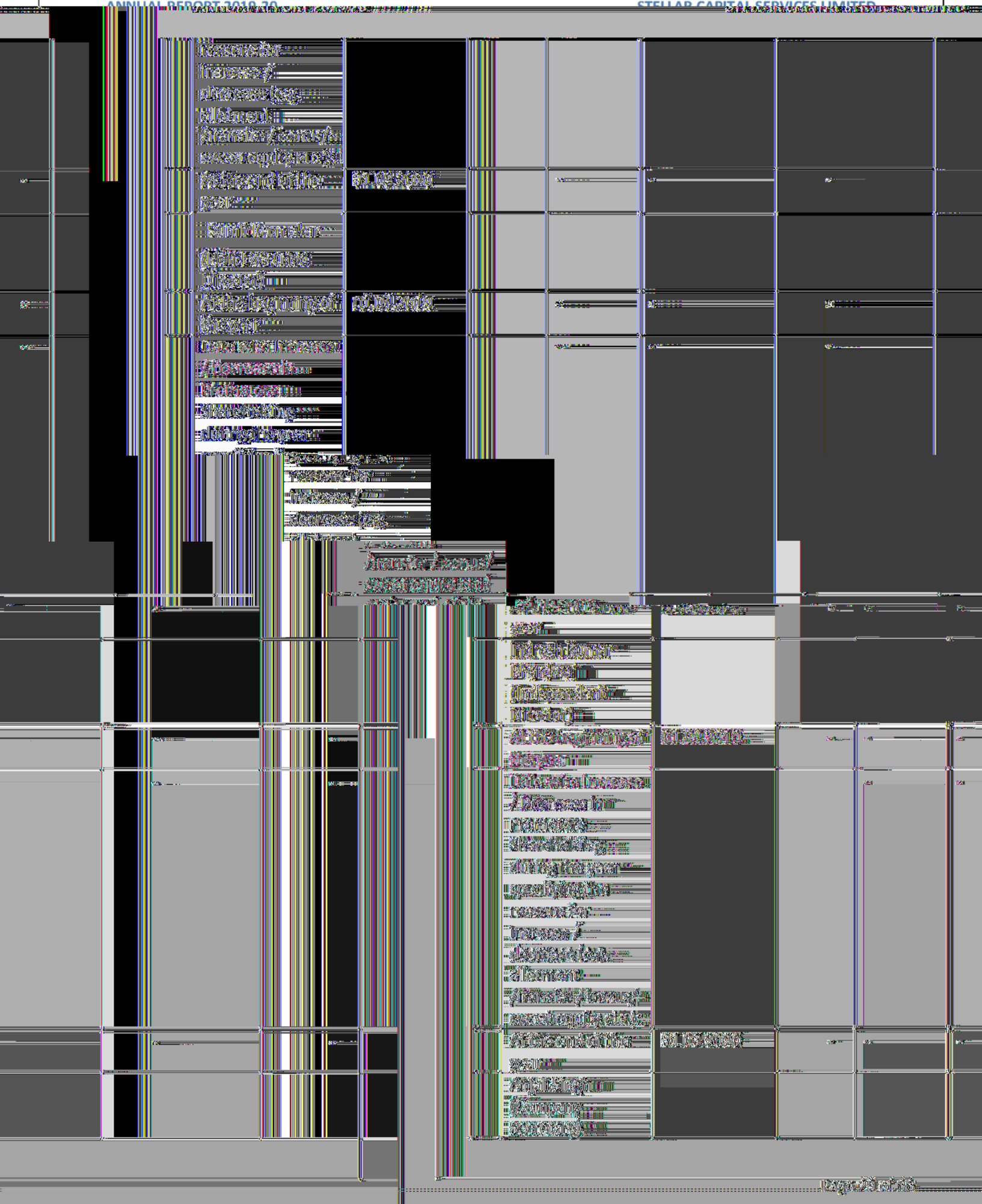
4.88		At the end of the year	31.03.2020	1218000	4.88		1218000
	3	Sivan Network Marketing Pvt. Ltd.					
3.44		At the beginning of the year	01.04.2019	858000	3.44		858000
-		Date wise Increase / Decrease in Shareholding during the year along with the reasons	-	-	-		-
3.44		At the end of the year	31.03.2020	858000	3.44		858000
	4	Mahit Nagi					
3.61		At the beginning of the year	01.04.2019	902000	3.61	-	902000
-		Date wise Increase/Decrease in Shareholding during the year along with the reasons	-	-	-		-
3.61		At the end of the year	31.03.2020	902000	3.61		902000
	5	Satya Nirjayan Kedar					
3.46		At the beginning of the year	01.04.2019	864000	3.46		864000
-		Date wise Increase/Decrease in Shareholding during the year along with the reasons	-	-	-		-
3.46		At the end of the year	31.03.2020	864000	3.46	0	864000
	6	Ankit Dish					
3.75		At the beginning of the year	01.04.2019	935000	3.75		935000
-		Date wise Increase / Decrease in Shareholding during the year along with the reasons	-	-	-		-
3.75		At the end of the year	31.03.2020	935000	3.75		935000
	7	Arcandeep Kaur					
3.58		At the beginning of the year	01.04.2019	894000	3.58		894000

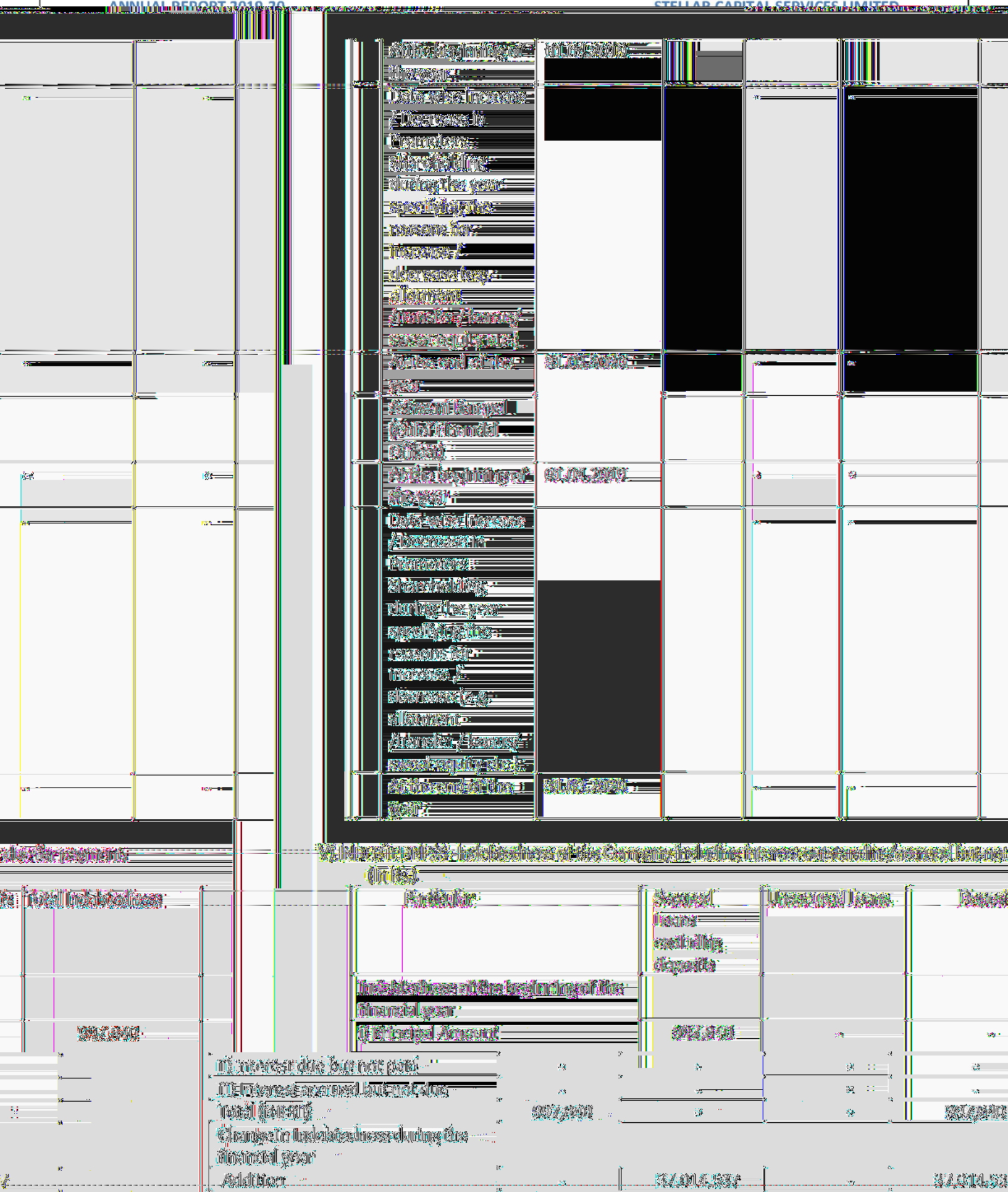
				Decrease in shareholding during the year along with the reasons			
				At the end of the year			
				At the beginning of the year	01.04.2019		
	Sale			Date wise Increase/Decrease in shareholding during the year along with the reasons			
	Sale						
	Sale						
	Purchase						
				At the end of the year			
				At the beginning of the year	01.04.2019		
				Date wise Increase/Decrease in Shareholding during the year along with the reasons			
				At the end of the year			
				At the beginning of the year	01.04.2019		
	Sale			Date wise Increase/Decrease in Shareholding during the year along with the reasons	28.11.2019		
	Sale				27.12.2019		
	Sale				07.02.2020		
	Sale				28.02.2020		
				At the end of the year			

(v) Shareholding of Directors and Key Managerial Personnel

Shareholding at the beginning of the year		Cumulative Shareholding during the year		Particulars	Date	Increase/Decrease







Reduction	(500,333)	-	-	(500,333)
Net Change	(500,333)	37,014,537	-	3,651,4204
Indebtedness at the end of the financial year				
i) Principal Amount	497,507	37,014,537 -	-	**37,512,044**
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	497,507	**37,014,537**	-	**37,512,044**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

In Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Pranay Aneja (Managing Director)	Rajni Aneja (Whole-Time Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.20	4.20	8.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify	-	-	-
	Total (A)	**4.20**	**4.20**	**8.40**
	Ceiling as per the Act	-	-	-

B. Remuneration to other Directors

(In Lacs.)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Rupal Singh	Mr. Indresh Kumar Bhardwaj	Mr. Sumit Karmakar	
1	**Independent Directors**				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)				

2	**Other Non-Executive Directors**				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)				
	Total Managerial Remuneration (A+B)	-	-	-	-
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In lacs)

Sr. No	Particulars of Remuneration	Key Managerial Personnel			
		Ms. Payal (Company Secretary)	Ms. Anjali Singh (Company Secretary)	Mr. Ashwani Rampal, CFO	Total
1	Gross salary	2.64	1.00	9.36	13.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	Others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	2.64	1.00	9.36	13.00

**Ms. Payal resigned from the post of Compay Secretay w.e.f. 13.11.2019 and Ms. Anjali Singh was appointed as Company Secretary w.e.f. 14.11.2019.*

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(In Rs.)

Type	Section of the Companies Act 1956	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-		-	-	-
B. DIRECTORS					

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on Behalf of Stellar Capital Services Limited

Pranay Aneja
(Managing Director)
DIN : 00809285
Add: B-34, Soami Nagar,
New Delhi-110017

Rajni Aneja
(Whole-time Director)
DIN: 00341959
Add: B-34, Soami Nagar
New Delhi-110017

Date :04.12.2020
Place :Gurgaon

ANNEXURE-II

Form No. MR-3
SECRETARIAL AUDIT REPORT
Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Stellar Capital Services Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Stellar Capital Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the

- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable

Other laws applicable specifically to the Company namely;
Reserve Bank of India Act, 1934

I have also examined compliance with the applicable clauses of the following:
(i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory auditors and other designated professionals.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

For Kundan Kumar Mishra & Associates
Company Secretaries

Kundan Kumar Mishra
M.No. A48338
CP No. 19844
UDIN:-A048338B000715917

Date: 15th September, 2020
Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure - A and forms an integral part of this report.

ANNEXURE - A

To,
The Members,
Stellar Capital Services Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. Where ever required, I have obtained the Management representation about the compliance of lawa, rules and regulations and happening of events etc.

4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Kundan Kumar Mishra & Associates
Company Secretaries

Kundan Kumar Mishra
M.No. A48338
CP No. 19844
UDIN:-A048338B000715917

Date: 15th September, 2020
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is a NBFC focused on providing bespoke financing solutions to its customers and has been in existence for more than two decades. At present, the Company falls within the category of "Non-Banking Finance Company - Non-Deposit taking Company". Your Company is registered with the RBI as a NBFC not accepting public deposits under section 45 IA of the RBI Act, 1934.

Stellar has an in-house team of experts to evaluate, value and estimate marketability of all kinds of assets. The Company's product suite is as follows:

Working Capital Loan

- Short-term financial support for hassle-free management of day-to-day operations.
- Easy option to cover recurring expenses like inventory management, accounts payable and payroll.
- Flexible options to cater to seasonal fluctuations in business.

Project Finance

- Capital funding to mid-range and emerging corporates, based on projected cash flows and sufficient collateral.
- Financial assistance for expansion, diversification, funding for capital expenditure and other grow

Our Strategies

Focus on Emerging Corporate / SME segment borrower category:

Emerging corporates and SME players add to the growth story of India. As part of Portfolio diversification strategy, your company intends to lend to this segment which is fast growing and provides a healthy Portfolio on Company's balance sheet. Your Company's management has decade long experience in Financial services and understands this segment so as to lend judiciously.

RISK MANAGEMENT

In view of the growing volatility in the operating environment impacting global businesses on an unprecedented scale, we are reinforcing the risk management and mitigation mechanism. It will be regularly reviewed by the Board and corrective actions will be implemented with diligence.

Risk management process

The risk management system includes the following key elements:

- A strategy that is driven by objectives and principles.

1. Clearly defined assignment of responsibilities across hierarchies.
2. A framework and reporting cycle to identify, assess, manage, monitor and report the risks that the Company is or may be exposed to.
3. A combination of 'top down' and 'bottom up' approach to risk assessment and management process.
4. A risk monitoring plan that outlines the review, challenge and oversight activities.
5. Reporting procedures which ensure risk information is actively monitored, managed and appropriately communicated at all levels within the Company.
6. Embedding a robust and resilient risk-management culture across all hierarchies of the Company.
   Developing risk appetite statements with the strategic planning process subsequently monitoring and reporting on these statements

The risk management framework is based on a meticulous assessment of risks through proper analysis and understanding of

[illegible] resolution of stressed assets in the system is likely to take more time. Also, the effect of various loan waivers on credit culture in the rural areas is still to be seen. Your Company acknowledges these possible

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS IF MORE THAN 25 % CHANGES

The details of significant changes in Key Financial Ratios are as under:

Year	2019-20	2018-19
1. Debtors Turnover Ratio	-	-
2. Inventory Turnover Ratio	2.88	3.79
3. Interest Coverage Ratio	5.04	2.38
4. Debt Equity Ratio	0.15	0.06
5. Operating Profit Margin	46.60%	40.91%
6. Net Profit Margin	9.40%	6.63%
7. Current Ratio	7.58	18.91

CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis describing the Company's objectives, predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

Independent Auditor's Report

To
The members of
STELLAR CAPITAL SERVICES LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **STELLAR CAPITAL SERVICES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, the statement of profit and loss, statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2020, and the **net loss**(including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Actand the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences ve have obtained are sufficient and appropriate to provide a basis for our opinion.

ey Audit Matters

	Due to this all loans whether given or obtained, are to be disclosed at Amortised Cost using Effective Interest Method prescribed under Ind AS 109 on 'Financial Instruments'. We focused on the conditions of disbursement and appropriateness of sanctioning process of the loan granted by the Company.	2. We have obtained external confirmations from third parties in respect of transactions and closing balance for significant loans advanced by the Company. 3. We tested all material entries recorded in connection with the loan advanced and interest thereon to determine whether the accounting was appropriate.
2.	**Compliance of RBI directions and circulars: -** The recent RBI regulations increased the responsibility of auditors of NBFC's. As Company is an NBFC, it is the responsibility of the Company to duly follow the directions and circulars issued by RBI. We focused on the requisite compliance and disclosures as per the requirements in the norms.	Our audit procedure inter-alia included the following: - We have reviewed the conditions for prudential norms prescribed by the RBI including: - 1. Provision on standard assets. 2. Transfer of 20% profit to reserve maintained under section 45-IC of the RBI Act. 3. Holding of at least 50% of the financial assets and 50% of the financial income respectively. 4. Maintaining minimum Net Owned Fund of Rs. 200 lakhs.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and the auditor's report thereon.

Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for theFinancial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the AS and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation

and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.
In thefinancial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

(i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

(ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

(iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(iv) Conc

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We draw your attention to Note 25 of the financial statement which explains the uncertainties and management's assessment of the financial impact due to the lockdown/ restrictions related to COVID-19 pandemic imposed by the Government for which definitive assessment of the impact is dependent upon the future economic conditions. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. The Company is a Non Banking Financial Company not accepting public deposits and holding certificate of Registration No. B 14.02359 dated 23/03/2001 from Reserve Bank of India has been issued to the Company.

   a) The Board of Directors has passed resolution for non acceptance of any public deposits.

   b) The Company has not accepted any public deposits during the relevant year.

   c) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and previously for bad and doubtful debts as applicable to it.

3. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts;

   d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act;

   e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record

by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact, if any of pending litigations on its financial position, in its financial statements (Refer Note 24 of the financial statements).

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

FOR V. N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

O. P. Pareek
Partner
Membership No. 014238
UDIN: - 20014238AAAADR7832

New Delhi, the 30th day of July, 2020

ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **STELLAR CAPITAL SERVICES LIMITED** for the year ended on 31st March, 2020.

(i) (a)As per information and explanation given to us, the company is maintaining proper records showing full disclosures of fixed assets.

(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.

(c) According to information and explanation given to us, there are no immovable properties held in the name of the Company;

(ii) As per information and explanation given to us, verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of such verification;

(iii) According to information and explanation given to us, the Company has not granted any loans secured or unsecured to parties covered in register maintained under section 189 of the Companies Act, 2013;

(iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013, to the extent applicable in respect of loans, investments, guarantees and securities so given.

(v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;

(vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;

(vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

(b) According to information and explanation given to us, there are no outstanding statutory dues on part of the Company which is not deposited on account of dispute.

(viii) According to information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings from any financial institution, bank, government or dues to debenture holders;

(ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. Further the money raised by way of term loans were applied for the purpose for which they were obtained;

(x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;

(xi) According to information and explanations given to us, the Company has paid managerial remuneration in accordance with section 197 of Companies Act, 2013;

(xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;

(xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and section 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;

(xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;

(xv) According to information and explanations given to us, the Company has not entered into non cash transactions with directors or persons connected with him;

(xvi) According to information and explanations given to us, the Company is a Non- Banking Finance Company and registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

FOR V. N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

O. P. Pareek
Partner
Membership No. 014238
UDIN: - 20014238AAAADR7832

New Delhi, the 30th day of July, 2020

ANNEXURE- B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **STELLAR CAPITAL SERVICES LIMITED** as on 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may became inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

FOR V. N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

D. P. Pareek
Partner
Membership No. 014238
UDIN: - 20014238AAAADR7832

New Delhi, the 30th day of July, 2020

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

BALANCE SHEET AS AT 31ST MARCH 2020

(Rs. in '000')

Particulars	Notes	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
ASSETS				
Financial assets				
Cash and cash equivalents	3	940.72	2,684.39	1,055.20
Loans	4	511,269.80	459,420.05	513,403.06
Non-financial assets				
Inventories	5	15,689.85	13,846.39	13,499.11
Current tax assets (net)		7,819.69	9,617.37	10,785.20
Deffered tax asset (net)	6	191.25	-	-
Property, plant & equipment	7	5,199.02	7,555.06	8,691.70
Other non financial assets	8	35.20	103.50	600.00
Total Assets		**541,145.53**	**493,226.76**	**548,034.27**
LIABILITIES AND EQUITY				
Financial liabilities				
Borrowings (other than debt securities)	9	37,512.05	997.84	52,833.96
Other financial liabilities	10	32,750.94	24,461.89	28,459.80
Non-financial liabilities				
Provisions	11	1,278.17	1,148.55	1,283.51
Deferred tax liabilities (net)	6	-	149.70	122.89
Other non financial liabilities	12	873.99	1,227.48	2,877.59
EQUITY				
Equity share capital	13	249,615.00	249,615.00	249,615.00
Other equity	14	219,115.38	215,626.30	212,841.52
Total Liabilities and Equity		**541,145.53**	**493,226.76**	**548,034.27**
Notes to the financial statements	1-31			

The accompanying notes form an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
STELLAR CAPITAL SERVICES LIMITED

O. P. Pareek	**Pranay Aneja**	**Rajni Aneja**
Partner	Managing Director	Whole time Director
Membership No. 014238	DIN: 00809285	DIN: 00341959
UDIN: - 20014238AAAADR7832		
New Delhi, the 30th day of July, 2020		
	Ashwani Rampal	**Anjali Singh**
	CFO	Company Secretary
	PAN: AEAPR5823A	PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2020

(Rs. in '000')

Particulars	Notes	For the year ended on 31st March 2020	For the year ended 31st March 2019
REVENUE			
Revenue from operations	15	45,184.98	52,427.85
Other Income	16	356.77	668.73
Total Income (II)		**45,541.75**	**53,096.58**
EXPENSES			
Finance costs	17	1,049.75	2,515.52
Change in inventories of stock-in-trade	18	(1,843.46)	(347.28)
Employee benefits expenses	19	12,921.76	13,813.28
Depreciation & amortisation expense	7	2,356.04	1,136.64
Other expenses	20	26,811.70	32,501.75
Total (III)		**41,295.79**	**49,619.91**
Profit/ (loss) before exceptional items and tax (II-III)		**4,245.96**	**3,476.67**
Exceptional items		-	-
Profit/ (loss) before tax		**4,245.96**	**3,476.67**
Tax expense			
Current tax		(968.21)	(800.04)
Deferred tax		340.95	(26.81)
Profit/ (loss) after tax (IV)		3,618.70	2,649.82
OTHER COMPREHENSIVE INCOME		-	-
Total Other Comprehensive Income (V)		-	-
Total Comprehensive Income (IV+V)		3,618.70	2,649.82
Earning per equity share (EPS)			
[nominal value of share Rs. 10]			
Basic (in Rupees)		0.14	0.11
Diluted (in Rupees)		0.14	0.11
Notes to the financial statements	1-31		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
STELLAR CAPITAL SERVICES LIMITED

O. P. Pareek
Partner
Membership No. 014238
UDIN: 20014238AAAADR7832

Pranay Aneja
Managing Director
DIN: 00809285

Rajni Aneja
Whole time Director
DIN: 00341959

New Delhi, the 30th day of July, 2020

Ashwani Rampal
CFO
PAN: AEAPR5823A

Anjali Singh
Company Secretary
PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020

(Rs. in '000')

Particulars	For the year ended on 31st March 2020	For the year ended on 31st March 2019
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/ (loss) before tax and after	4,245.97	3,476.67
extra- ordinary items		
Adjustments for items: -	-	-
Interest income	(45,184.98)	(52,427.85)
Finance cost	1,049.75	2,515.52
Depreciation on property, plant & equipment	2,356.04	1,136.64
Bad debts written off	209.88	3,373.48
Operating profits before working capital changes	(37,323.34)	(41,925.54)
Working capital adjustments: -		
(Increase)/ decrease in loans	(52,059.62)	50,609.53
(Increase)/ decrease in other non financial assets	68.30	496.50
(Increase)/ decrease in inventories	(1,843.46)	(347.28)
Increase/ (decrease) in other financial liabilities	8,289.05	(3,997.92)
Increase/ (decrease) in other non financial liabilities	(353.50)	(1,650.10)
Cash generated from operations	(83,222.57)	3,185.19
Direct taxes paid	829.47	367.79
Net cash flow from operating activities (A)	**(82,393.10)**	**3,552.98**
CASH FLOW FROM INVESTING ACTIVITIES		
Interest income	45,184.98	52,427.85
Net cash flow from investing activities (B)	**45,184.98**	**52,427.85**
CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(1,049.75)	(2,515.52)
Net proceeds from borrowings	36,514.20	(51,836.12)
Net cash flow from financing activities (C)	**35,464.45**	**(54,351.64)**
Net cash flow during the year (A + B + C)	(1,743.67)	1,629.19
Add: Opening cash and cash equivalents	2,684.39	1,055.20
Closing cash and cash equivalents	**940.72**	**2,684.39**
Components of cash and cash equivalents		
Cash on hand	468.93	2,433.35
Balances with banks in current accounts	471.79	251.04
Total cash and cash equivalents (Note 3)	**940.72**	**2,684.39**

The accompanying notes are an integral part of the financial statements

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

O. P. Pareek
Partner
Membership No. 014238
UDIN: - 20014238AAAADR7832

New Delhi, the 30th day of July, 2020

For and on behalf of the Board of Directors of
STELLAR CAPITAL SERVICES LIMITED

Pranay Aneja	**Rajni Aneja**
Managing Director	Whole time Director
DIN: 00809285	DIN: 00341959
Ashwani Rampal	**Anjali Singh**
CFO	Company Secretary
PAN: AEAPR5823A	PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2020

A. **Equity Share Capital**

(Rs. in '000')

Balance as at 1st April 2018	Changes in equity share capital during the year	Balance as at 31st March 2019
249,615.00	-	249,615.00
Balance as at 1st April 2019	**Changes in equity share capital during the year**	**Balance as at 31st March 2020**
249,615.00	-	249,615.00

B. **Other Equity**

(Rs. in '000')

Particulars	Reserve & Surplus			Total
	Special Reserve (u/s 45IC of the RBI Act, 1934)	Securities Premium	Retained Earnings	
Balance as at 1st April 2018	1,213.40	201,405.00	10,223.12	212,841.52
Profit/(loss) for the year	-	-	2,649.82	2,649.82
Total Comprehensive Income	-	-	2,649.82	2,649.82
Transfer to Special Reserve (u/s 45IC of the RBI Act, 1934)	460.51	-	(460.51)	-
Contingent provision against	-	-	134.96	134.96
Balance as at 31st March 2019	1,673.91	201,405.00	12,547.39	215,626.30
Balance as at 1st April 2019	1,673.91	201,405.00	12,547.39	215,626.30
Profit/(loss) for the year	-	-	3,618.70	3,618.70
Total Comprehensive Income	-	-	3,618.70	3,618.70
Transfer to Special Reserve (u/s 45I[illegible] 1934)	723.74	-	(723.74)	-
Contingent provision against	-	-	(129.62)	(129.62)
Balance as at 31st March 2020	2,397.65	201,405.00	15,312.73	219,115.38
Notes to the financial statements	1-31			

The [illegible] notes are an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
STELLAR CAPITAL SERVICES LIMITED

O. P. Pareek	**Pranay Aneja**	**Rajni Aneja**
Partner	Managing Director	Whole time Director
Membership No. 014238	DIN: 00809285	DIN: 00341959
UDIN: - 20014238AAAADR7832		
New Delhi, the 30th day of July, 2020		
	Ashwani Rampal	**Anjali Singh**
	CFO	Company Secretary
	PAN: AEAPR5823A	PAN: JJWPS2046J

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

NOTES TO THE FINANCIAL STATEMENTS

3. Cash and cash equivalents

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
Cash on hand	468.93	2,433.35	1,055.20
Balances with banks in current accounts	471.79	251.04	-
	940.72	2,684.39	1,055.20

4. Loans

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
In India (Unsecured) (Note 4.1)			
Loans repayable on demand			
- Loans to body corporate	306,049.73	428,665.64	481,090.20
- Loans to others	205,220.07	30,754.41	32,312.86
	511,269.80	459,420.05	513,403.06

4.1 Standard Assets - as per the classification of loans under the RBI guidelines.

5. Inventories

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
Stock in trade of equity shares (at Fair Value)	15,689.85	13,846.39	13,499.11
	15,689.85	13,846.39	13,499.11

6. Deferred tax Asset (net)

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
At the start of the year	(149.70)	(122.89)	61.69
Credit/(charge) to the Statement of Profit and Loss	340.95	(26.81)	(184.58)
At the end of year	191.25	(149.70)	(122.89)

6.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

6.2 The tax effect of significant timing differences that has resulted in deferred tax liabilities are given below:-

Particulars	For the year ended 31st March 2020 (Rs. in '000')			
	Opening balance	Recognized in Profit	Recognized in OCI	Closing balance

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

NOTES TO THE FINANCIAL STATEMENTS

7. Property, plant and equipment:

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
Carrying amount: -			
Furniture & Fixtures	10.57	14.26	17.41
Motor vehicles	5,148.34	7,486.79	8,606.19
Office equipments	17.12	31.02	36.03
Computers	23.00	23.00	32.08
Total	5,199.02	7,555.06	8,691.70

	Furniture & Fixtures (Rs. in '000')	Motor Vehicles (Rs. in '000')	Office Equipments (Rs. in '000')	Computers (Rs. in '000')	Total (Rs. in '000')
Cost or Deemed Cost: -					
Balance as at 1st April 2018	68.43	9,241.59	160.85	459.91	9,930.77
Additions during the year	-	-	-	-	-
Balance as at 31st March 2019	68.43	9,241.59	160.85	459.91	9,930.77
Additions during the year	-	-	-	-	-
Balance as at 31st March 2020	68.43	9,241.59	160.85	459.91	9,930.77
Accumulated Depreciation: -					
Balance as at 1st April 2018	51.02	635.40	124.82	427.83	1,239.07
Charge for the year	3.15	1,119.40	5.01	9.08	1,136.64
Balance as at 31st March 2019	54.17	1,754.80	129.83	436.91	2,375.71
Charge for the year	3.69	2,338.45	13.90	-	2,356.04
Balance as at 31st March 2020	57.86	4,093.25	143.73	436.91	4,731.75
Carrying amount: -					
Balance as at 1st April 2018	17.41	8,606.19	36.03	32.08	8,691.70
Balance as at 31st March 2019	14.26	7,486.79	31.02	23.00	7,555.06
Balance as at 31st March 2020	10.57	5,148.34	17.12	23.00	5,199.02

Note: -

7.1 All the above property, plant & equipment are owned by the company unless specified otherwise.

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

NOTES TO THE FINANCIAL STATEMENTS

9. Borrowings (other than debt securities)

	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
	(Rs. in '000')	(Rs. in '000')	(Rs. in '000')

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

NOTES TO THE FINANCIAL STATEMENTS

13.3 Details of shareholders holding more than 5% shares in the company: -

	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Nos.	% holding	Nos.	% holding	Nos.	% holding
Rajni Aneja	3,201,000	12.82%	3,201,000	12.82%	3,201,000	12.82%
Pranay Aneja	2,802,000	11.23%	2,802,000	11.23%	2,802,000	11.23%

As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

14. Other equity

	As at 31st March 2020 (Rs. in '000')		As at 31st March 2019 (Rs. in '000')	
Special Reserve (u/s 45IC of RBI Act, 1934)				
Balance as per last financial statements	1,673.91		1,213.40	
Add: transferred during the year	723.74		460.51	
Net balance of special reserve		2,397.65		1,673.91
Securities Premium				
Balance as per last financial statements	201,405.00		201,405.00	
Add: transferred during the year	-		-	
Net balance of securities premium		201,405.00		201,405.00
Retained Earnings				
Balance as per last financial statements	12,547.39		10,223.12	
Profit/(loss) for the year	3,618.70		2,649.82	
Less: Transfer to Special Reserve u/s 45-IC of RBI Act	(723.74)		(460.51)	
Less: Contingent provision against standard assets	(129.62)		134.96	
Net surplus in statement of profit and loss		15,312.73		12,547.39
		219,115.38		**215,626.30**

15. Revenue from operations

	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Interest income	45,184.98	52,427.85
	45,184.98	**52,427.85**

16. Other Income

	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Interest on income tax refund	356.77	668.73
	356.77	**668.73**

17. Finance cost

	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Interest on borrowings	1,049.75	2,515.52
	1,049.75	**2,515.52**

18. Changes in inventories of stock in trade

	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Shares & securities		
Opening balance of stock in trade	13,846.39	13,499.11
Less : Closing balance of stock in trade	(15,689.85)	(13,846.39)
	(1,843.46)	**(347.28)**

STELLAR CAPITAL SERVICES LIMITED

CIN- L74899HR1994PLC076773

NOTES TO THE FINANCIAL STATEMENTS

19. Employee benefit expenses	For the year ended 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Salaries and allowances	11,368.94	11,890.62
Director remuneration (basic)	840.00	840.00
Staff welfare expenses	712.82	1,082.66
	12,921.76	**13,813.28**

20. Other expenses	For the year ended 31st March 2020 (Rs. in '000')	For the year ended 31st March 2019 (Rs. in '000')
Advertisement & publication charges	10.58	111.40
Bad debts written off	209.88	3,373.48
Business promotion	3,038.65	4,212.41
Commission paid	12,000.00	15,000.00
Conveyance expenses	1,116.56	794.15
Electricity & water expenses	414.92	222.33
Festival expenses	649.37	853.68
Filing fee & subscriptions	149.66	231.89
Insurance expenses	106.10	-
Interest on TDS late payment	15.78	46.20
News paper, books & periodicals	182.16	172.54
Office maintainence	1,786.50	828.92
Other expenses	1.06	3.64
Payment to statutory auditors (Note 22)	56.64	55.46
Postage, stamps & couriers	243.72	326.72
Printing and stationery	361.72	297.22
Professional charges	3,230.83	3,997.63
Repairs & maintenance	849.12	881.28
Telephone & mobile expenses	166.27	163.09
Tours & travelling	1,987.07	652.84
Vehicle running & maintenance	235.11	276.87
	26,811.70	**32,501.75**

Particulars	Type of PPE	Useful life (years)	Rate WDV	GROSS BLOCK				DEPRECIATION				NET BLOCK	
				Balance as at 1 April, 2019	Additions	Sale	Balance as at 31 March, 2020	Balance as at 1 April, 2019	Depreciation during the year	Adjusted against sale	Balance as at 31 March, 2020	W.D.V. as on 31.03.20	W.D.V. as on 31.03.2019
Tangible Assets													
(a) Computers	Computers	3	63.16%	459,905		-	459,905	436,910	-		436,910	22,995	22,995
(b) Fridge	Office Equipment	5	45.07%	9,150	-	-	9,150	8,402	290	-	8,693	458	748
(c) Furniture & Fixtures	Furniture & fixtures	10	25.89%	68,427	-	-	68,427	54,173	3,690	-	57,863	10,564	14,254
(d) Mobile Phone	Office Equipment	5	45.07%	74,800	-	-	74,800	55,681	8,617	-	64,298	10,502	19,120
(e) RO Systems	Office Equipment	5	45.07%	7,500	-	-	7,500	6,884	241	-	7,125	375	616
(f) Scooter	Motor Vehicle	8	31.23%	48,500	-	-	48,500	36,135	3,862	-	39,997	8,502	12,364
(g) Air Condition	Office Equipment	5	45.07%	27,500	-	-	27,500	24,295	1,444	-	25,740	1,760	3,204
(i) Motor Car	Motor Vehicle	8	31.23%	9,193,086			9,193,086	1,718,658	2,334,592	-	4,053,251	5,139,835	7,474,427
(j) Invertor	Office Equipment	5	45.07%	41,900	-	-	41,900	34,574	3,302	-	37,876	4,024	7,326
Total (figures in Rs.)				9,930,768	-		9,930,768	2,375,713	2,356,040	-	4,731,753	5,199,015	7,555,055

STELLAR CAPITAL SERVICES LIMITED

CIN: L74899HR1994PLC076773

NOTES TO THE FINANCIAL STATEMENTS

1. **Corporate Information:**

Stellar Capital Services Limited is a company incorporated on 20th day of October, 1994. It is registered with Registrar of Companies, NCT of Delhi & Haryana. The company is primarily engaged in the business of Non Banking Finance.

2. **Significant Accounting Policies:**

2.1 Statement of Compliance:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. These are Company's first financial statements prepared in accordance with Ind AS and Ind AS 101 'First time adoption of Indian Accounting Standards' has been applied. An explanation and effect of transition from Indian GAAP (Referred to as "Previous GAAP") to Ind AS has been described in Note 2.3(iii)(c) to these financial statements.

2.2 Basis for preparation of financial statements:

The financial statements have been prepared under the historical cost basis which is generally based on the fair value of consideration given in exchange for goods and services.

2.3 First-Time Adoption of Ind AS:

The Company has prepared its first Indian Accounting Standards (Ind AS) compliant financial statements for the periods commencing from April 1, 2019 with restated comparative figures for the year ended March 31, 2019 in compliance with the Ind AS. The Company has prepared these financial statements in accordance with Ind AS notified under Section 133 of the Companies Act, 2013. Accordingly, the Balance Sheet in line with Ind AS transitional provisions has been prepared as at April 1, 2018 i.e. the date of Company's transition to Ind AS.

Ind AS 101 also allows to first time adopter certain exemptions from the retrospective application of certain requirements under Ind AS. Accordingly, the company has availed the following exemptions/mandatory exceptions as per Ind AS 101:

(i) Fair Value as Deemed Cost Exemption: -
The company has elected to measure items of property, plant & equipment and intangible assets at its carrying value at the transition date.

(ii) Investments in subsidiaries, joint ventures and associates: -
The company has elected to measure investment in subsidiaries, joint venture and associate at cost.

(iii) Classification & Fair value measurement of financial assets or financial liabilities at initial recognition: -
The financial assets and financial liabilities have been classified on the basis of facts existing as at the date of transition to Ind AS. In addition, the exemption permits prospective application of requirements of Ind AS 109 to transactions entered into on or after date of transition.

In accordance with Ind AS 101 'First-time adoption of Indian Accounting Standards', the Company has presented below reconciliations of net profit in accordance with 'previous GAAP' for the year ended March 31, 2019 and shareholders' funds as per 'previous GAAP' to equity under Ind AS as at March 31, 2019 and April 1, 2018.

Reconciliations between previous GAAP and Ind AS

(a) Reconciliation of other equity: -

Particulars	Notes	As at March 31,2019 (Rs. in '000')	As at April 1, 2018 (Rs. in '000')
Balance as per previous GAAP		**2,08,034.53**	**2,05,644.61**
Adjustments:			
Re-measurement of inventories carried at FVTPL	2.3(iii)(c)	7,591.78	7,244.50
Current tax adjustments of prior periods on transition		Nil	(47.59)
Balance as per Ind AS		**2,15,626.30**	**2,12,841.52**

(b) Reconciliation of total comprehensive income: -

Particulars	Notes	Year ended on March 31, 2019 (Rs. in '000')
Net profit as per Previous GAAP		**2,302.55**
Adjustments:		
Re-measurement of inventories carried at FVTPL	2.3(iii)(c)	347.27
Net Profit as per Ind AS		**2,649.82**
Items of Other Comprehensive Income		Nil
Total Comprehensive Income as per Ind AS		**2,649.82**

(c) Explanatory Note to the reconciliation: -

Under previous GAAP, inventory of shares and securities were carried at cost or market value whichever is lower, whereas under Ind AS 109, inventory of shares and securities are measured at fair value. Inventory of shares and securities are held for trading and thereby are classified at Fair Value through Profit or Loss (FVTPL).

2.4 Use of Estimates:

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of Ind AS financial statements, disclosure of contingent liabilities as at the date of the Ind AS financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

2.5 Critical accounting estimates:

(i) Income Taxes:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii

The carrying value of investments is reviewed at cost annually, or more frequently whenever, there is indication for impairment. If the recoverable amount is less than the carrying amount, the impairment loss is accounted for.

(ii) Provisions:

Provisions are recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

2.6 Property, plant and equipment:

Properties, plant &equipment are stated at actual cost less accumulated depreciation and cost of impairment. The actual cost comprises includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

The Company has chosen the cost model for recognition and this model is applied to all classes of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Recoverable amount of an asset is the cost of an asset, or its estimated net realizable value.

Depreciation on Property, Plant and Equipment, excluding assets taken on lease, other than freehold land is charged based on written down method on pro-rata basis at the rates prescribed in Schedule II to the Companies Act, 2013. The useful life of assets is same as considered in Schedule II for the purpose of calculating depreciation is as follows:

Particulars of Property, Plant & Equipment	Useful life (in years)
Furniture & Fixtures	10
Motor vehicles	8
Office equipments	5
Computers	3

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the profit and loss.

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

2.7 Revenue recognition:

Effective 1st Apr. 2018, the Company has applied Ind AS 115 – "Revenue from Contracts with Customers". Pursuant to adoption of Ind AS 115, revenue from contracts with customers is recognized when the control over the goods or services promised in the contract are transferred to the customers. The amount of revenue recognized reflects the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Company is entitled to in exchange for the goods or services.

(i) Interest Income: The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost. EIR is calculated by considering transaction costs and incentives attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

(ii) Dividend: Dividend income from investments is recognised when the shareholder's right to receive payment has been established, which is generally when the shareholders approve the dividend.

(iii) Other income: In respect of other heads of income in the Company's accounts the income shall be recognized on accrual basis.

2.8 Financial Instruments:

(i) **Financial Assets: -**

Recognition and initial measurement: -

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction cost.

Subsequent measurement: -

Equity instrument and Mutual Fund: - All equity Instrument and mutual funds within scope of Ind-AS 109 are measured at fair value. Equity instrument and Mutual fund which are held for trading are classified as at fair value through profit & loss (FVTPL). For all other equity instruments, the Company decided to classify them as at fair value through other comprehensive income (FVTOCI).

Debt instrument: - A 'debt instrument' is measured at the amortised cost if both the following conditions are met. The assets are held within a business model whose objective is to hold assets for collecting contractual cash flows, and contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the pri

Other Financial Assets: - The Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

2.9 **Cash & Cash equivalents:**

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

2.10 **Taxation:**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Income Tax Act, 1961.

Current and deferred tax is recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision.

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid which is [illegible] as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

2.11 Employee Benefits:

(i) Short-term Employee Benefits:-

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Post-Employment Benefits:-

Defined Benefit Plans:-

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they o[illegible]

outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.13 Provision, Contingent Liabilities and Contingent Assets:

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Assets and Contingent Liabilities are not recognized in the financial statements.

29. **Related parties: -**

As per Ind AS 24, the disclosures of transactions with the related parties are given below: -

(a) List of related parties where control exists and also related parties with whom transactions have taken place and relationship: -

(i)	Key Management Personnel	Mrs. Rajni Aneja (Whole time Director) Mr. Pranay Aneja (Managing Director) Mr. Ashwani Rampal (CFO) Mr. Sumit Karmakar (Director) Ms. Anjali Singh (Company Secretary) Ms. Payal (Past Company Secretary)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	None

(b) Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure": -

S. No.	Transaction with	Nature of transaction	Transactions during the year		Balance as at	
			31/03/2020 (Rs. in '000')	31/03/2019 (Rs. in '000')	31/03/2020 (Rs. in '000')	31/03/2019 (Rs. in '000')
(i)	Key Management Personnel: -					
	Mrs. Rajni Aneja	Remuneration	4,20,000	4,20,000	2,94,000	2,70,000
	Mr. Pranay Aneja	Remuneration	4,20,000	4,20,000	2,94,000	2,82,000
	Mr. Ashwani Rampal	Remuneration	9,36,000	9,36,000	83,000	83,000
	Ms. Anjali Singh	Remuneration	1,00,000	Nil	25,000	Nil
	Ms. Payal	Remuneration	2,64,000	3,60,000	Nil	30,000
(ii)	Relatives of Key Management Personnel: - None					
(iii)	Enterprises owned or significantly influenced by Key Management Personnel or their Relatives: - None					

30. Breakup of payments made to statutory auditors (excluding taxes) is disclosed as under: -

Particulars	31/03/2020	31/03/2019
	(Rs.	

Contingent liabilities not provided for	Nil	Nil
Pending litigations by/ against the Company	None	None

33. The outbreak of Covid-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Company. The management has considered the possible effects that may result from the pandemic on the recoverability / carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial results.

34. The financial statements were approved for issue by the Board of Directors on 30th day of July, 2020.

35. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable loses.

36. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

37. Previous year's figures have been re- arranged or re- grouped wherever considered necessary.

38. Figures have been rounded off to the nearest thousands of rupees.

39. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm reg. No.: 304040E

For and on behalf of Board of Directors of
STELLAR CAPITAL SERVICES LIMITED

O.P. Pareek
Partner
Membership No. 014238
UDIN: - 20014238AAAADR7832

Pranay Aneja
Managing Director
DIN: 00809285

Rajni Aneja
Whole time Director
DIN: 00341959

New Delhi, the 30th day of July, 2020

Ashwani Rampal
CFO
PAN: AEAPR5823A

Anjali Singh
Company Secretary
PAN: JJWPS2046J