PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF STELLAR CAPITAL SERVICES LIMITED ("SCSL"/ "TARGET COMPANY"/ "TC")

CIN No.: L74899DL1994PLC062247

Registered Office: Plot No. A 1 & A 2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, Delhi - 110 034. **Tel No**: 011 – 42804171; **Fax No**: 011 – 42263606;

Email ID: info@stellarcapitalservices.com; **Website:** www.stellarcapitalservices.com

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 64,89,990 (SIXTY FOUR LAC EIGHTY NINE THOUSAND NINE HUNDRED AND NINETY) FULLY PAID UP EQUITY SHARES OF Rs. 10/- EACH FROM THE SHAREHOLDERS OF STELLAR CAPITAL SERVICES LIMITED ("SCSL") BY MRS. RAJNI ANEJA AND MR. PRANAY ANEJA (HEREINAFTER REFER TO AS "ACQUIRERS") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3 & 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

1) OFFER DETAILS:

- **Size:** This Open Offer is being made by the Acquirers to the Shareholders of the Target Company for the acquisition upto 64,89,990 Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Target Company ("**Equity Shares**") constituting 26.00 % of the Issued, Subscribed, Paid – up Equity Share Capital having Voting Rights of the Target Company, as of the 10^{th} (tenth) working day from the closure of the Tendering Period ("**Offer Size**"), subject to the terms and conditions mentioned in this PA, the Detailed Public Statement that will be published and the Letter of Offer that is proposed to be issued in accordance with the SEBI (SAST) Regulations. The Acquirers have entered into a Share Purchase Agreement (**"SPA"**) with the Current Promoters / Promoter Group of the Target Company (hereinafter referred to as **"Sellers"**), wherein it is proposed to take Management Control of the Target Company and they shall also purchase 43,95,000 Equity Shares of the Target Company at a price of Rs.8/- (Rupees Eight Only) each, aggregating to Rs. 3,51,60,000/- (Rupees Three Crore Fifty One Lacs Sixty Thousand Only) which comprises of 17.61% of Equity Share capital of the Target Company.

  Consequent to the changes in control and management of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with Regulations 3 & 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.

- **Price / Consideration:** This Open Offer is being made at a price of Rs. 8.00/- (Rupees Eight Only) ("**Offer Price**") per Equity Share of the Target Company aggregating to Rs. 5,19,19,920/- (Rupees Five Crore Nineteen Lacs Nineteen Thousand Nine Hundred and Twenty Only) ("**Offer Consideration**") assuming full acceptance.

- **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

- **Type of Offer:** This is a Triggered Offer. It is proposed to take Management Control of the Target Company through the SPA. Proposed Shareholding after the acquisition of shares under the underlying transaction shall be 43,95,000 Equity Shares comprising of 17.61% of Equity Share Capital of the Target Company. Post Open Offer, assuming full acceptance in the Offer, the shareholding of the Acquirers will be 1,08,84,990 Equity Shares constituting 43.61% of the Equity Share Capital of the Target Company. Hence this Open Offer is being made by the Acquirers in compliance with Regulations 3 & 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.

2) **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION) :**

Details of underlying Transaction						
Type of Trans-action (Direct / Indirect)	**Mode of Transaction (Agreement / Allotment / Market Purchase)**	**Shares / Voting Rights acquired / proposed to be acquired**		**Total Conside-ration for Shares / Voting Rights (VR) acquired (Rs. in Lacs)**	**Mode of payment (Cash / Securities)**	**Regulation which has triggered**
		Number	**% vis a vis total Equity / Share Capital.**			
Direct	Share Purchase Agreement (SPA) dated November 10, 2015 among Technofab Constructions Pvt. Ltd, Mr. Ashish Bansal, Mr. Vikram Sharma, Mr. Vishal Sharma (Sellers) and the Acquirers.	43,95,000 Equity Shares	17.61% of the Equity Share Capital of the Target Company	Rs. 351.60 Lacs for 43,95,000 Equity Shares of the face value of Rs. 10/- each at price of Rs. 8/- per Equity Share	Cash	Regulation 4 of the SEBI (SAST) Regulations 2011.

3) **ACQUIRER(S) / PAC:**

Details	**Acquirer (1)**	**Acquirer (2)**	**PAC**	**Total**
Name of Acquirers	**Mrs. Rajni Aneja**	**Mr. Pranay Aneja**	-	
Address	B – 34 Soami Nagar, New Delhi - 110017	B – 34 Soami Nagar, New Delhi - 110017	-	
Names of Persons in Control / Promoters of Acquirers where Acquirer are Companies	N.A	N.A	-	-
Name of the Group, if any, to which the Acquirer belongs to	Lahag Group	Lahag Group	-	-
Pre Transaction Shareholding				
Number	Nil	Nil	-	
% of total Equity Shares Capital	Nil	Nil	-	

Proposed shareholding after the acquisition of shares which triggered the Open Offer			-	
Number & % Equity Shares Capital	24,15,000 & 9.67%	19,80,000 & 7.93%	-	43,95,000 & 17.61%
Any other interest in the TC	To acquire control over the Target Company		NA	NA

4) DETAILS OF SELLING SHAREHOLDERS:

Sr. No.	Name of Sellers	Part of Promoter Group (Yes / No)	Details of shares held by the Sellers			
			Pre Transaction		Post Transaction	
			Number of Equity Shares	% of Equity Share Capital of the Target Company	Number of Equity Shares	% of Equity Share Capital of the Target Company
1	Technofab Constructions Pvt. Ltd.	Yes	38,40,000	15.38	-	-
2	Mr. Ashish Bansal	Yes	21,000	0.08	-	-
3	Mr. Vikram Sharma	Yes	39,000	0.16	-	-
4	Mr. Vishal Sharma	Yes	4,95,000	1.98	-	-
	Total	**NA**	**43,95,000**	**17.61**	**NA**	**NA**

5) TARGET COMPANY:

Name	Stellar Capital Services Limited
CIN No:	L74899DL1994PLC062247
Registered Office	Plot No. A 1 & A 2, Road No. 43, Mangolpuri Industrial Area, Community Center, Pitampura, Phase 2, Delhi - 110034
Exchange where the Equity Shares of the Target Company are listed	BSE Limited (Scrip Code: 536738)

6) OTHER DETAILS:

- The Detailed Public Statement pursuant to this Public Announcement and in terms of the provisions of Regulation 14(3) of SEBI (SAST) Regulations, 2011 shall be published on or before November 19, 2015 in all editions of any one English national daily with wide circulation, any one Hindi national daily with wide circulation and one Marathi language daily newspaper – Mumbai edition.

- The Acquirers undertake that they are aware of and will comply with its obligations under the SEBI (SAST) Regulations, 2011.

- The Acquirers have adequate financial resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

- The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations. This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

ISSUED BY MANAGER TO THE OFFER:

ARYAMAN
FINANCIAL SERVICES LTD

ARYAMAN FINANCIAL SERVICES LIMITED
(CIN No.: L74899DL1994PLC059009)
60, Khatau Building, Alkesh Dinesh Modi Marg, Opp.
P. J. Towers (BSE Building), Fort, Mumbai – 400 001.
Tel: 022 – 2261 8264 / 2261 8635; Fax: 022 – 2263 0434
Website: www.afsl.co.in
Email: info@afsl.co.in
Contact Person: Mr. Deepak Biyani/ Mr. Krish Sanghvi

On behalf of:
Mr. Rajni Aneja & Mr. Pranay Aneja
Address : B – 34 Soami Nagar, New Delhi - 110017

Place: New Delhi
Date: November 10, 2015