

FORM No. MGT-13

Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

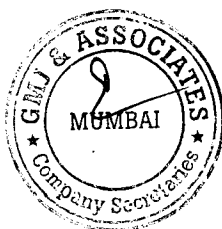
To,
The Chairman,
Sterling Powergensys Limited
A 8/4, MIDC,
Murbad,
Dist: Thane 421 401.

Subject: 31st Annual General Meeting of the Shareholders of Sterling Powergensys Limited held on Wednesday, 28th September, 2016. at 4.00 P.M. at A 8/4, MIDC, Murbad, Dist: Thane 421 401.

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of M/s. GMJ & Associates, Company Secretaries, was duly appointed by the Board of Directors for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 31st AGM of Equity Shareholders of Sterling Powergensys Limited at their Meeting held on Wednesday, 28th September, 2016 at A 8/4, MIDC, Murbad, Dist: Thane 421 401.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules framed there under relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 31st AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 31st AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by Central Depository Services (India) Limited



(CDSL) the authorised agency engaged by Company to provide remote e-voting facilities and the report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. Thereafter the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents, the Company and the authorizations/ proxies lodged with the Company.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of the Audited Financial Statements for the financial year ended 31st March, 2016 including Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and Cash Flow statement together with the Reports of the Board of Directors and Auditors thereon.

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	104	2	104	100	-	-	-	-
Poll/Ballot voting	609630	39	609630	100	-	-	-	-
Total	609734	41	609734	100	-	-	-	-



ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Mr. Yash Dharmendra Sanghvi (DIN No: 06934650), who retires by rotation and being eligible offers himself for re-appointment.

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	104	2	104	100	-	-	-	-
Poll/Ballot voting	609630	39	609630	100	-	-	-	-
Total	609734	41	609734	100	-	-	-	-

ITEM NO. 3: ORDINARY RESOLUTION:

Ratification of appointment of M/s. GMJ & Co., Chartered Accountants as the Statutory Auditors of the Company.

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	104	2	104	100	-	-	-	-
Poll/Ballot voting	609630	39	609630	100	-	-	-	-
Total	609734	41	609734	100	-	-	-	-



ITEM NO. 4: ORDINARY RESOLUTION:

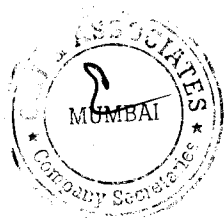
Appointment of Mr. Ravi Avadh Agarwal (DIN No: 01318926) as an Independent Director of the Company.

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	104	2	104	100	-	-	-	-
Poll/Ballot voting	609630	39	609630	100	-	-	-	-
Total	609734	41	609734	100	-	-	-	-

ITEM NO. 5: ORDINARY RESOLUTION:

Appointment of Mr. Harishchandra Bharama Nandkumar (DIN No: 07556138) as an Independent Director of the Company.

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	104	2	104	100	-	-	-	-
Poll/Ballot voting	609630	39	609630	100	-	-	-	-
Total	609734	41	609734	100	-	-	-	-



ITEM NO. 6: SPECIAL RESOLUTION:

Appointment of Mr. S. Venkata Subramanian (DIN No: 00107561) as a Whole Time Director of the Company.

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	104	2	104	100	-	-	-	-
Poll/Ballot voting	294230	37	294230	100	-	-	-	*315400
Total	294334	39	294334	100	-	-	-	315400

*Mrs. V Rajalashmi and Mr. S Venkat Subramanian being interested in the said resolution, hence, their voting were considered invalid.

ITEM NO. 7: SPECIAL RESOLUTION:

Appointment of Mr. Dinesh Kumar Agarwal (DIN No: 02854858) as a Whole Time Director of the Company.

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	104	2	104	100	-	-	-	-
Poll/Ballot voting	596130	37	596130	100	-	-	-	**13500
Total	596234	39	596234	100	-	-	-	13500



**Mr. Dinesh Kumar Agarwal and Mr. Pintu Kumar Agarwal being interested in the said resolution, hence, their voting were considered invalid.

All the resolutions voted through Remote e-voting and Poll was passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to the Chairman authorised by the Board for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries

Prabhat Maheshwari

[CS PRABHAT MAHESHWARI]
PARTNER
C.P. NO. 1432
M. No: 2405



PLACE: MUMBAI
DATE: 29th September, 2016