



# STERLING POWERGENSYS LIMITED

(CIN - L29213MH1984PLC034343)

Corporate Office : 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai – 400080

Regd. Office - A – 8/4, MIDC Area, Murbad– 421 401. Dist Thane (Maharashtra)

Tel. : (022) 2560 5588 / 5161 ; Website : www.splsolar.in ; Email : investor@splsolar.in

## Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member (s),

Notice is hereby given to the Members of Sterling Powergensys Ltd., pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution as set out in this Notice is proposed to be passed by the Members through Postal Ballot (Postal Ballot Forms and voting through electronic means). The explanatory statement setting out the material facts and related particulars with reference thereto, is enclosed along with this Notice for your consideration.

**Mr. Shivam Sharma, Proprietor of M/s. Shivam Sharma & Associates (ACS No. 35727), Practicing Company Secretaries, Mumbai** has been appointed as Scrutinizer for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner. As per the provisions of the Companies Act, 2013, Special Resolution shall be declared as passed by way of Postal Ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote. Members desiring to exercise their vote by Postal Ballot Form are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating their assent (FOR) / dissent (AGAINST) for the resolution in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 6.00 p.m. on Monday, 2nd October, 2017. Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received.

### E-voting Option:

In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations", the Company is pleased to provide the Members, with the facility to exercise their right to vote on the matter included in this Postal Ballot Notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). **The e-voting period commences on Sunday, 3rd September, 2017 (9.00 a.m.) and ends on Monday, 2nd October, 2017 (6.00 p.m).** The Members are requested to read carefully and follow the instructions on e-voting as printed in this notice. The Scrutinizer will submit his Report to the Chairman & Whole time Director of the Company or any other person authorized by the Chairman & Whole time Director of the Company after the completion of the scrutiny of the voting done through the Postal Ballot Forms received in physical form and through e-voting process and the consolidated results thereof will be announced on Wednesday, 4th October, 2017, at the Registered Office of the Company at A – 8/4, MIDC area, Murbad, Thane – 421401. The resolution will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Monday, 2nd October, 2017 ("deemed date of passing of the resolution"), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. The results of the Postal Ballot shall also be displayed at the said address and posted on the Company's website i.e. www.splsolar.in besides communicating to the BSE Limited.

### SPECIAL BUSINESS:

**Item of business requiring consent of Members of the Company through Postal Ballot:**

#### 1. Shifting of Registered Office of the Company:

*To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to provisions of Sections 12, 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from **A – 8/4, MIDC area, Murbad, Thane – 421401 to 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai – 400080**, within the State of Maharashtra."

**"RESOLVED FURTHER THAT** Mr. S. Venkata Subramanian (DIN : 00107561), Chairman & Whole-Time Director and Mr. Dinesh Kumar Agarwal (DIN : 02854858), Whole Time Director and Company Secretary of the Company be and are hereby severally authorized to do all things and to take all incidental and necessary steps including submission of the documents to the Stock Exchanges, publication of an advertisement in the newspapers and filing of this resolution with the Registrar of Companies, to conduct the said Postal Ballot process for and on behalf of the Company and to settle all the question or difficulties that they may arise in the course of implementing this Resolution."

BY THE ORDER OF THE BOARD

SD/-

DINESH KUMAR AGARWAL

WHOLE-TIME DIRECTOR & COMPANY SECRETARY

DIN : 02854858

Date : 12/08/2017

Place : Mumbai

**NOTES:**

- 1 The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder for the proposed special business is annexed here to.
- 2 The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members as received from the Registrar & Share Transfer Agents and List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, 18th August, 2017. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on Friday, 18th August, 2017. The voting rights for the equity shares are one vote per equity share, registered in the name of the Member.
- 3 The Company has appointed Mr. Shivam Sharma, Proprietor of M/s. Shivam Sharma & Associates (ACS No. 35727), Practicing Company Secretary, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 4 Members desiring to exercise their vote through the physical Postal Ballot Form are requested to read carefully the instructions printed on the Postal Ballot Form.
- 5 The Members who are voting through the physical Postal Ballot form must return the same duly completed in the enclosed postage prepaid self-addressed envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) can also be deposited personally at the Registered Office of the Company. The Postal Ballot Forms(s) should reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Monday, 2nd October, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 6 In compliance with the provisions of Sections 108, 110 of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to Members, facility to exercise their votes through electronic means and vote on the resolution through e-voting services provided by Depository Services (India) Limited (CDSL).
- 7 Voting through electronic means: The details of the process and manner of e-voting are explained herein below:
  - i The voting period begins at 9.00 A.M. (IST) on Sunday, 3rd September, 2017 and ends at 6.00 P.M. (IST) on Monday, 2nd October, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 18th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 6.00 P.M on Monday, 2nd October, 2017.
  - ii The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - iii Click on "Shareholders" tab.
  - iv Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - v Now Enter your User ID
    - a For CDSL: 16 digits beneficiary ID,
    - b For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - vi Next enter the Image Verification as displayed and Click on Login.
  - vii If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - viii If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB, or Dividend Bank Details in order to login. If the Details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank Details field as mentioned in instruction(iv).</li> </ul>

- ix After entering these details appropriately, click on "SUBMIT" tab.
- x Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for the relevant **<Company Name>** on which you choose to vote.
- xiii 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.
- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv 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.
- xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx **Note 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xxi 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

- A Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
  - B The voting period at 9.00 A.M. (IST) on Sunday, 3rd September, 2017 and ends at 6.00 P.M. (IST) on Monday, 2nd October, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 18th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - C 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 8 In case, shares are jointly held, for the Members voting through physical Postal Ballot Form, the said form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member and for the Members voting through electronic means, e-voting to be done by the first named member and in his/her absence by the next named member.
  - 9 In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form, in case the voting is done in the physical form. In case, the said members are voting through electronic means, they are requested to send the aforesaid documents together with the specimen signature of authorized signatory to the scrutinizer through e-mail at [csshivam02@gmail.com](mailto:csshivam02@gmail.com) with a copy marked to "[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)".
  - 10 The vote (through physical Postal Ballot Form/e-voting) in this Postal Ballot Process cannot be exercised through proxy.
  - 11 Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.
  - 12 Any query in relation to the resolution proposed to be passed by Postal Ballot may be sent to the Company Secretary, Sterling Powergensys Ltd., at the Registered Office of the Company at A -8/4, MIDC Industrial Area, Murbad, Dist. Thane - 421401 or at e-mail id – [investor@splsolar.in](mailto:investor@splsolar.in).
  - 13 The Scrutinizer will submit his report to the Chairman & Whole Time Director or in his absence to any other person authorized by the Chairman & Whole Time Director, after scrutiny of the Postal Ballot forms and voting by the members through electronic means and the consolidated results of the voting shall be declared by the Chairman & Whole Time Director, or in his absence, by any other person authorized by the Chairman & Whole Time Director, on Wednesday, 4th October, 2017, at the Registered Office of the Company at A – 8/4, MIDC area, Murbad, Thane – 421401. The resolution will be taken as passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Monday, 2nd October, 2017, "deemed date of passing of the resolution", if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. Members, who wish to be present at the venue at the time of declaration of the result, may do so. The result of the voting by Postal Ballot shall also be announced through newspaper advertisement and shall be posted on the website of the Company i.e. [www.splsolar.in](http://www.splsolar.in), besides communicating to the BSE Limited.

- 14 The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
- 15 All relevant documents referred in the Postal Ballot Notice shall be open for inspection at the Corporate Office of the Company on all working days except Saturdays and other holidays, between 10.00 a.m. to 1.00 p.m. up to the date of declaration of the result of Postal Ballot.
- 16 Members may also note that the Notice of Postal Ballot will also be available on the Company's website i.e. www.splsolar.in for their downloading.
- 17 In case a Member has not received the Postal Ballot Form or is otherwise desirous of obtaining a printed postal ballot form or a duplicate copy, he/she may send an e-mail to the Company at: investor@splsolar.in.
- 18 Postal Ballot Notice is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants or Registrar & Share Transfer Agents. For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self addressed envelope.

#### ANNEXURE TO THE NOTICE

#### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

##### **Shifting of Registered Office of the Company from Thane to Mumbai, within the State of Maharashtra and Same Registrar of Companies.**

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Maharashtra. At present, majority of the Directors of the Company are located in Mumbai. Further, the Corporate Office of the Company is located at Mumbai. To exercise better administrative and economic control which will reduce overheads, rationalise costs, eliminate duplication of records and enable the Company to streamline its operations as well as management of affairs of the Company, it is proposed to shift the Registered Office of the Company from Murbad, Thane to Mulund, Mumbai.

The Corporate Office of the Company will continue to operate from Mumbai to co-ordinate Banking operations and other operational purposes etc, due to well established infrastructure of the Company in Mumbai for handling these matters. The proposed shifting of Registered Office will enable the Company to explore benefits of synergy, proximity and to handle its business activities more efficiently and run its business more economically and conveniently. The proposed shifting is not prejudicial to the interest of any party.

**If the Members so approve, the Registered Office of the Company will be shift from A – 8/4, MIDC area, Murbad, Thane – 421401 situated under the jurisdiction of the Registrar of Companies, Mumbai to 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai – 400080 situated under the jurisdiction of the Registrar of Companies, Mumbai, Maharashtra or such other location within the local limits of Mumbai, as the Board may deem fit.**

Pursuant to Section 12 and Section 110 of the Companies Act, 2013 read with relevant Rules framed thereunder, the shifting of the Registered Office from one city to another city, within same state requires the approval of the Members of the Company by means of a Special Resolution through Postal Ballot. The proposed change will in no way be detrimental to the interest of any member of public, employees or any other person in any manner whatsoever. The Board is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence, recommends passing of the aforesaid resolution set out as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the Special Resolution, except as shareholders, if any of the Company.

Date : 12/08/2017  
Place : Mumbai

BY THE ORDER OF THE BOARD  
SD/-  
DINESH KUMAR AGARWAL  
WHOLE-TIME DIRECTOR & COMPANY SECRETARY  
DIN : 02854858