

ULHAS SHETTY & CO.

(Practicing Company Secretaries)

Off : 507 A, Fifth Floor, ECSTASY BUSINESS PARK, CITY OF JOY, J.S. DOSSA ROAD, MULUND WEST, Mumbai 400080.
Ph: 022-25612949, 9867988449, Email: csulhasshetty@usnc.in

Combined Scrutinizer's Report on remote e-voting and e-voting through Insta poll at the 34th Annual General Meeting.

Date: 26/11/2020

To,
The Chairman
Mr. Harishchandra Naukudkar,
Sterling Powergensys Limited
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund (W), Mumbai-400080,
Maharashtra, India.

34th Annual General Meeting of the Equity Shareholders of Sterling Powergensys Limited held on Tuesday, 17th November, 2020 at 03:00 p.m. being adjourned on Tuesday, 24th November, 2020 at 03.00 p.m. at registered office of the Company situated at 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai-400080, Maharashtra, India, was held through video conferencing facility.

Subject: Consolidated Report on the 34th Annual General Meeting (AGM) for the resolution(s) passed through remote e-voting and insta-poll e-voting facility, pursuant to Section 108 of the Companies Act, 2013, read with rules thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

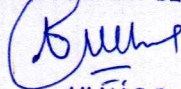
Dear Sir,

I, CS Ulhas Shetty, Proprietor of Ulhas Shetty & Co., Practising Company Secretaries having office at, 507-A, Ecstasy Business Park, City Of Joy, J S Dossa Road, Mulund-400080, was appointed as Scrutinizer of M/s. Sterling Powergensys Limited ("Company") for remote e-voting and insta-poll e-voting at the 34th Annual General Meeting ("the Meeting") in respect of the below mentioned resolution(s) considered at the Meeting of the Equity shareholders of the Company as per notice dated October 22, 2020.

The Notice dated October 22, 2020 convening the Meeting was sent to the shareholders in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on November 17, 2020 and the notice for the adjourned Annual General Meeting held on November 24, 2020 had been published and communicated through newspaper.

The Company has availed the electronic voting facility offered by CDSL e-Voting System for conducting remote e-voting by the shareholders as well as Insta Poll e-voting facility at the Annual General Meeting of the Company.

For ULHAS SHETTY & CO.
PRACTISING COMPANY SECRETARY



ULHAS B. SHETTY
PROPRIETOR
(C.P. NO. 11741)

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Remote e-voting facility was made available to all Members holding shares as on the cut-off date, during the period commencing from 9.00 A.M. (IST) on 13th November, 2020 till 5.00 P.M. IST on 16th November, 2020. Remote e-voting had been blocked on 16th November, 2020 at 05.00 P.M.

Further, the Chairman announced the poll through the insta-poll e-voting facility at the Meeting for the Shareholders who attended the meeting but have not cast their vote through remote e-voting.

The shareholders holding shares as at the close of business hours on Tuesday, November 10, 2020 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date had been reckoned with for the purpose of arriving at the result of the remote e-voting and insta-poll e-voting facility at the Meeting.

Subsequently, the remote e-voting module was unblocked on November 25, 2020 around 02:00 P.M. in the presence of two witnesses, Mr. Manan Vadhan, R/o Mumbai and Ms. Kirti Bihani, R/o Mumbai who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sd/-

Sd/-

The votes cast through remote e-voting and insta-poll e-voting facility, which were incomplete and/or otherwise found defective, have been treated as invalid.

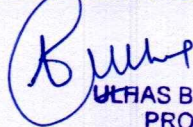
The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made there-under relating to remote e-voting and insta-poll e-voting facility on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for remote e-voting and insta-poll e-voting facility is restricted to making a scrutinizer report of the votes cast in favor or against the resolution.

Based on the data downloaded from official website of CDSL e-Voting System for the remote e-voting process and further based on the votes cast through insta-poll e-voting facility, we now submit our consolidated report thereon.

1. The result of the e-voting is as under:

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Resolution No. 1: To consider and adopt the audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2019. Ordinary resolution


	Particulars	REMOTE E-VOTING		INSTA-POLL E-VOTING FACILITY		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	7 12542	7	6 1246280	6	13 1258822	13
Less:	Total No of Members & Invalid/Rejected Votes	-	-	-	-	-	-
Less:	Total No. of Members & Votes not exercised/Partially exercised	-	-	-	-	-	-
	No of Valid Votes Cast	7	7	6	6	13	13

Particulars	REMOTE E-VOTING		INSTA-POLL E-VOTING FACILITY		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	7	7	6	6	13	13	100%
Against	-	-	-	-	-	-	-
Total	7	7	6	6	13	13	100%

** We have treated as valid votes who had voted for on 17th November 2020.*

Resolution No. 2: To re-appoint Mrs. Rajlaxmi Iyar who retires by rotation and being eligible offers herself for re-appointment. Ordinary resolution

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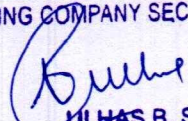
** We have treated as valid votes who had voted for on 17th November 2020.*

Special Business:

Resolution No. 3: To approve regularization of Independent Director Mr. Harishchandra Naukudkar. Ordinary resolution

	Particulars	REMOTE E-VOTING	INSTA-POLL E-VOTING FACILITY	TOTAL
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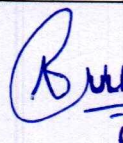
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	Total No. of Members & Shares held by them	7 12542	7	6 1246280	6	13 1258822	13
Less:	Total No of Members & Invalid/Rejec ted Votes	-	-	-	-	-	-
Less:	Total No. of Members & Votes not exercised/Par tially exercised	-	-	-	-	-	-
	No of Valid Votes Cast	7	7	6	6	13	13

Particulars	REMOTE E-VOTING		INSTA-POLL E-VOTING FACILITY		TOTAL		% of total number of valid votes cast
	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	
Favour	7	7	6	6	13	13	100%
Against	-	-	-	-	-	-	-
Total	7	7	6	6	13	13	100%

** We have treated as valid votes who had voted for on 17th November 2020.*

Resolution No. 4: To approve regularization of Independent Director Mr. Ramesh Sharma.
Ordinary resolution

Particulars	REMOTE E-VOTING		INSTA-POLL E-VOTING FACILITY		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of member s voted	Votes held by them

*FOR ULHAS SHETTY & CO.
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	Total No. of Members & Shares held by them	7 12542	7	6 1246280	6	13 1258822	13
Less:	Total No of Members & Invalid/Rejected Votes	-	-	-	-	-	-
Less:	Total No. of Members & Votes not exercised/Partially exercised	-	-	-	-	-	-
	No of Valid Votes Cast	7	7	6	6	13	13


Particulars	REMOTE E-VOTING		INSTA-POLL E-VOTING FACILITY		TOTAL		% of total number of valid votes cast
	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	
Favour	7	7	6	6	13	13	100%
Against	-	-	-	-	-	-	-
Total	7	7	6	6	13	13	100%

** We have treated as valid votes who had voted for on 17th November 2020.*

Resolution No. 5: To approve change in designation of Mr. Venkata Subramanian from Whole Time Director (WTD) to Managing Director (MD). Ordinary resolution

Particulars	REMOTE E-VOTING		INSTA-POLL E-VOTING FACILITY		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of member s voted	Votes held by them
Total No. of Members &	7	7	6	6	13	13

For ULHAS SHETTY & CO.
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	Shares held by them	12542		1246280		1258822	
Less:	Total No of Members & Invalid/Rejected Votes	-	-	-	-	-	-
Less:	Total No. of Members & Votes not exercised/Partially exercised	-	-	-	-	-	-
	No of Valid Votes Cast	7	7	6	6	13	13

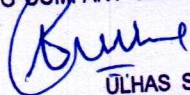
Particulars	REMOTE E-VOTING		INSTA-POLL E-VOTING FACILITY		TOTAL		% of total number of valid votes cast
	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	
Favour	7	7	6	6	13	13	100%
Against	-	-	-	-	-	-	-
Total	7	7	6	6	13	13	100%

** We have treated as valid votes who had voted for on 17th November 2020.*

- The Chairman may accordingly declare the result thereof.
- Relevant records pertaining to the remote e-voting and insta-poll e-voting facility shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

For ULHAS SHETTY & CO.
PRACTISING COMPANY SECRETARY



ULHAS SHETTY
PROPRIETOR
MEM. NO. F9591
C.P. NO. 11741

ULHAS SHETTY & CO.

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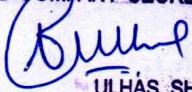
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Practising Company Secretaries

For ULHAS SHETTY & CO.
PRACTISING COMPANY SECRETARY

CS Ulhas Shetty
Proprietor

Membership No.: 9591
CP No.: 11741


ULHAS SHETTY
PROPRIETOR
MEM. NO. F9591
CP NO. 11741

Place: Mumbai
Date: 26/11/2020