

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 voting through poll at the 35th Annual General Meeting.

Date: 31/01/2021

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

35th Annual General Meeting of the Equity Shareholders of Sterling Powergensys Limited held on Friday, 29th January, 2021 at 03:00 p.m. held at Meeting Hall, Ground floor, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai-400080, Maharashtra, India.

Subject: Consolidated Report on the 35th Annual General Meeting (AGM) for the resolution(s) passed through remote e-voting and poll facility, pursuant to Applicable Section 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") remote e-voting and poll facility at the 35th 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 31st December, 2020.

The Notice dated 31st December, 2020 convening the Meeting was sent to the shareholders in respect of the proposed resolutions considered at the Annual General Meeting of the Equity Shareholders of the Company held on 29th January, 2021 and also has been published and communicated through newspaper.



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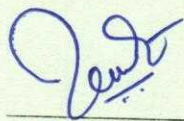
After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked and sealed in my presence with due identification marks placed by me.

Remote e-voting and poll 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 25th January, 2021 till 5.00 P.M. IST on 28th January, 2021. Remote e-voting had been blocked on 28th January, 2021 at 05.00 P.M.

Further, the Chairman announced the poll through the poll 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 22nd January, 2021 (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 has been reckoned with for the purpose of arriving at the result of the Remote e-voting and poll facility at the Meeting.

Subsequently, the Remote e-voting and poll facility was unblocked / unsealed on January, 30th 2021 around 02:00 P.M. in the presence of two witnesses, Ms. S. Unnati, R/o Mumbai and Mr. Nilesch Bhosale, R/o Mumbai who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked / unsealed and opened in their presence.



The votes cast through Remote e-voting and poll 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 poll facility on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for Remote e-voting and poll facility is restricted to making a scrutinizer report of the votes cast in favour 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 poll facility, we now submit our **consolidated report** thereon.



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1. The result of the voting is as under:

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, 2020. Ordinary Resolution.

- Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Members Present :37 Members Present and Voting : 35 | 1042102 | 100 |

- Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| - | - | - |

- Invalid votes :

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| - | - | - |

RESULT : RESOLUTION PASSED.



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Resolution No. 2: To reappoint Mr. Yash Dharmendra Sanghvi (DIN: 06934650), as Director who retires by rotation and being eligible, offers himself for re-appointment.

- Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Members Present : 37 Members Present and Voting :35 | 1042102 | 100 |

- Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| - | - | - |

- Invalid votes :

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| - | - | - |

RESULT : RESOLUTION PASSED.



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Special Business:

Resolution No. 3: To re-appoint Mr. Venkata Sankaran Subramanian (DIN: 00107561) as Managing Director of the Company:

- Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present :37 Members Present and Voting : 35 | 1042102 | 100 |

- Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| - | - | - |

- Invalid votes :

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| - | - | - |

RESULT : RESOLUTION PASSED.



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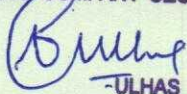
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2. The Chairman may accordingly declare the result thereof.
3. Relevant records pertaining to the remote e-voting and poll voting facility shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and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

Thanking you,
Yours faithfully,

For Ulhas Shetty & Co.
Practising Company Secretaries

For ULHAS SHETTY & CO.
PRACTISING COMPANY SECRETARY



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



CS Ulhas Shetty

Proprietor

Membership No.: 9591

CP No.: 11741

Place: Mumbai

Date: 31/01/2021