



STERLING POWERGENSYS LIMITED

(Formerly known as STERLING STRIPS LIMITED) C.I.N.: L29213MH1984PLCO34343
2-10, Meghal Service Indl Estate, Devidayal Road, Mulund (W), Mumbai - 400 080.

☎ 2560 5588 / 2560 51 61 / 2591 64 96 🌐 www.spisolar.in e-mail : info@spisolar.in

Date : 29.10.2018

To,
The Manager
Listing Department
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Ref : Stock Code - 513575

Sub : Notice of 33rd Annual General Meeting of the Company & Book Closure [Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Sir,

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 33rd Annual General Meeting of the Members of the company scheduled to be held on Thursday, 29th November, 2018 at 5.00 p.m. at Meeting Hall, Ground Floor, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai - 400 080.

The Registrar of the Members and Register of Share Transfer Books of the company will remain closed on Thursday, 29th November, 2018 for the Annual General Meeting.

Kindly Acknowledge the receipt and take the same on record.

Yours faithfully,
For STERLING POWERGENSYS LTD.

S VENKATA SUBRAMANIAN
CHAIRMAN & EXECUTIVE DIRECTOR



Encl. : As above



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NOTICE TO THE MEMBERS

Notice is hereby given that the 33rd Annual General Meeting of the members of the company will be held at **Meeting Hall, Ground Floor, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai - 400 080**, on Thursday, 29th November, 2018 at 5.00 P.M. to transact with or without modification(s) the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements for the Financial Year ended 31st March, 2018 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Yash Dharmendra Sanghvi (DIN: 06934650)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditor
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the 32nd Annual General Meeting, the Company hereby ratifies the appointment of **M/s. DOSHI MARU & ASSOCIATES, Chartered Accountants, Mumbai (FRN : 112187W)** as the Statutory Auditors of the Company, to hold office till the conclusion of the 37th Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors in consultation with the said Auditors."

SPECIAL BUSINESS:

4. To approve the Appointment of **Ms. IYAR RAJLAXMI (DIN: 00107754)** as Whole Time Director, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 190, 196, 197, 202, 203 and Schedule V of the Companies Act, 2013 as amended up-to-date, and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory Modification(s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, the consent and approval of the Company be and is hereby accorded to the appointment of **Ms. IYAR RAJLAXMI (DIN: 00107754)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 14th March, 2018, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Whole Time Director of the Company's on such terms and conditions, as approved by the Nomination and Remuneration Committee, and set out in the explanatory statement annexed hereto, with the authority to the Board of Directors of the Company ('the Board') and the Nomination and Remuneration Committee ('the Committee') to alter and vary the terms and conditions including remuneration of the said appointment and/or agreement from time to time and in such manner as may be agreed to by the Board/Committee and **Ms. IYAR RAJLAXMI (DIN: 00107754)** subject to the conformity with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item No 4 above is annexed hereto. The relevant details of the Director seeking re-appointment under Item No. 2, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is provided in Annexure I.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. A route map giving directions to reach the venue of the 33rd Annual General Meeting is given at the end of the Notice.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. The Register of Members and the Share Transfer Books of the Company will remain closed on Thursday, 29th November, 2018.
6. The Company was not having any pending unclaimed dividend to be transferred to Investor Education and Protection Fund (IEPF) in Pursuant to the provisions of Section 125 of the Companies Act, 2013.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
8. Members desirous of seeking any information concerning the accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
9. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
10. In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. Physical as well as Demat, the Company has already appointed M/s. Bigshare Services Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfers i.e. Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below:
BIGSHARE SERVICES PVT. LTD.
1st Floor, Bharat Tin Works Bldg.,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai – 400059
11. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given above and in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.
12. All documents referred to in the Notice and in the Explanatory Statements are open for inspection at the Company's registered office of the Company during normal business hours on all working days except public holidays between 11.00 AM and 1.00 P.M. upto the date of the Annual General Meeting.

13. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
14. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
15. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Voting through electronic means:
 - (i) Pursuant to Section 108 of the Companies Act, 2013 (Companies Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited ("CDSL"). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
 - (ii) The Board of Directors of the Company has appointed **Mr. Shivam Sharma, Proprietor of M/s. Shivam Sharma & Associates, Company Secretaries, Mumbai** as Scrutinizer to scrutinize the remote e-voting and voting process at AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
 - (iii) The facility for voting, either through e-voting system or through ballot/polling paper shall be made available at the Meeting and the members attending the Meeting who have already cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again at AGM.
 - (iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
 - (v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd November, 2018.
 - (vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22nd November, 2018, only shall be entitled to avail the facility of e-voting / remote e-voting.
 - (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 22nd November, 2018, may obtain the necessary details from Bigshare Services Pvt. Ltd. (Registrar & Transfer Agents of the company).
 - (viii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th November, 2018.
 - (ix) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins at 9.00 A.M. (IST) on Monday, 26th November, 2018 and ends at 5.00 P.M. (IST) on Wednesday, 28th November, 2018. 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 22nd November, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M on 28th November, 2018.
 - (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
 - (iii) Click on "Shareholders" tab.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 (refer serial no. printed on the name and address sticker/mail) in the PAN field.</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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 2018. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 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
- 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 linked in the login should be mailed to 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.

(xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins at 9.00 A.M. (IST) on Monday, 26th November, 2018 and ends at 5.00 P.M. (IST) on Wednesday, 28th November, 2018 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 22nd November, 2018, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

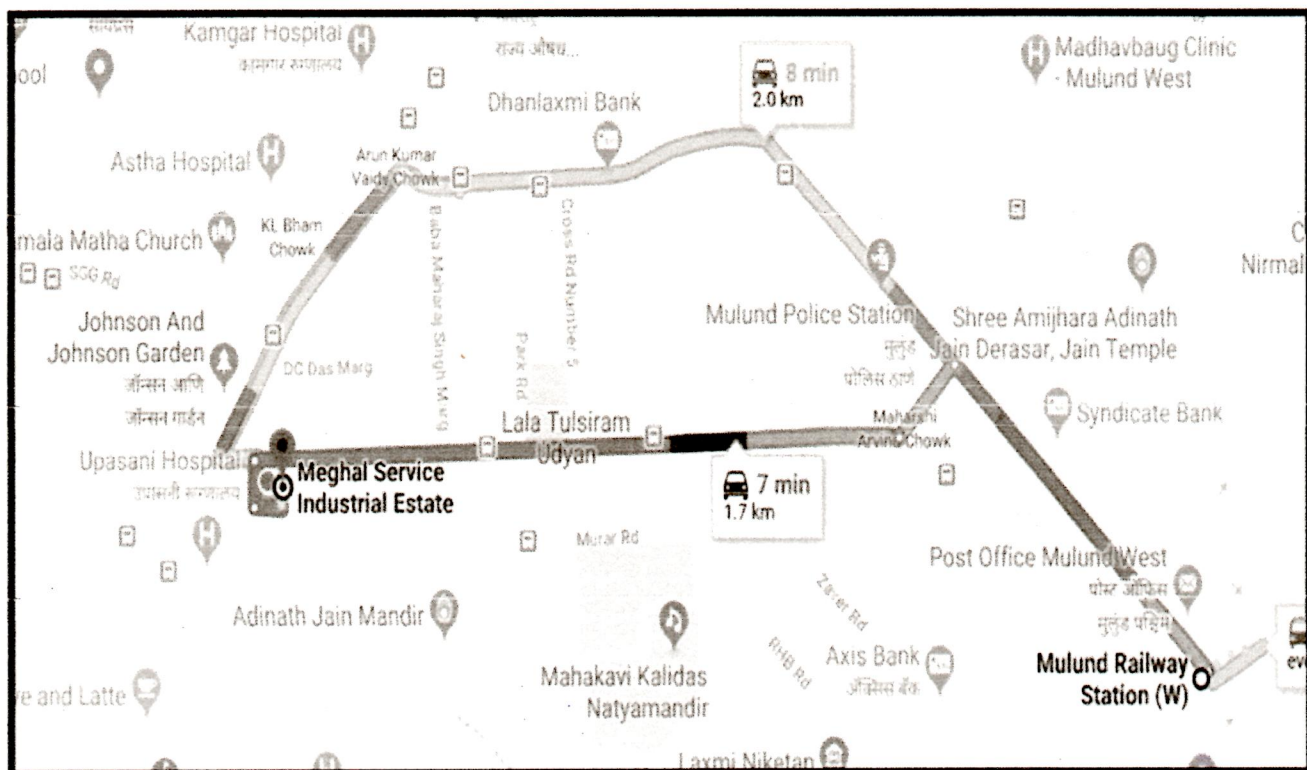


BY ORDER OF THE BOARD
FOR STERLING POWERGENSYS LIMITED

S VENKATA SUBRAMANIAN
CHAIRMAN & EXECUTIVE DIRECTOR

DATE : 17TH SEPTEMBER, 2018
REGISTERED OFFICE:
STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.
Email : investor@splsolar.in

ROUTE MAP OF VENUE



ANNEXURE TO THE NOTICE
Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

ITEM NO. 4 :

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Ms. IYAR RAJLAXMI (DIN: 00107754) was appointed as an Additional Director of the Company with effect from 14th March, 2018. As per the current provisions of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Ms. IYAR RAJLAXMI is not disqualified from being appointed as a Director in terms of section 164 of the Act. The company has also received declaration from Ms. IYAR RAJLAXMI that she meets with the criteria of under the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements).

Brief resume of Ms. IYAR RAJLAXMI, nature of her expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) with the stock exchanges, are provided in Annexure - I.

Copy of the draft letter for appointment of Ms. IYAR RAJLAXMI as Director, setting out terms and conditions are available for inspection by members at the registered office of the company.

None of the directors and KMP except Mr. S Venkata Subramanian, Chairman and Executive Director of the company are related and interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No.4 of the notice for approval by the shareholders.

Annexure I

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name	Mr. YASH DHARMENDRA SANGHVI	Ms. IYAR RAJLAXMI
Directors Identification Number (DIN)	06934650	00107754
Age	26 Years	48 Years
Qualification	Commerce Graduate & BBA-IT	H.S.C.
Expertise in Specific Area	Commercial & Administration	Human Resource
Date of first Appointment on the Board of the Company	10.11.2014	14.03.2018
Shareholding in Sterling Powergensys Ltd.	NIL	9,000
List of Directorship held in other companies	NIL	NIL
Membership/Chairmanships of Audit and Stakeholders Remuneration Committee	1) Chairman of Stakeholders Relationship Committee ; 2) Member of Audit Committee & Nomination and Remuneration Committee.	-

DATE : 17TH September , 2018
REGISTERED OFFICE:
STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.
Email : investor@splsolar.in



By order of the Board
For STERLING POWERGENSYS LIMITED

S VENKATA SUBRAMANIAN
CHAIRMAN & EXECUTIVE DIRECTOR