



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.splsolar.in e-mail : info@splsolar.in

Date : 02.09.2017

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

Ref : Stock Code - 513575

Sub : Notice of 32nd Annual General Meeting of the Company

Dear Sir,

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 32nd Annual General Meeting of the Members of the company scheduled to be held on Thursday, 28th September, 2017 at 4.00 p.m. at registered office i.e. A 8/4, M.I.D.C. area Murbad, Dist: Thane - 421 401. Maharashtra.

Kindly Acknowledge the receipt and take the same on record.

Yours faithfully,
For **STERLING POWERGENSYS LTD.**


DINESH KUMAR AGARWAL
COMPLIANCE OFFICER



Encl. : As above

NOTICE TO THE MEMBERS

Notice is hereby given that the 32nd Annual General Meeting of the members of the company will be held at its Registered Office at A 8/4, M.I.D.C. Murbad, Dist: Thane 421 401, on Thursday the 28th September, 2017 at 4.00 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, 2017 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. S Venkata Subramanian (DIN: 00107561)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time and other applicable rules made thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], **DOSHI MARU & ASSOCIATES, Chartered Accountants, Mumbai (FRN : 112187W)** be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors **GMJ & Co., Chartered Accountants, Mumbai (FRN : 103429W)**, to hold office from the conclusion of this 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting (subject to ratification of their appointment at every Annual General Meeting, If so required under the Act), at such remuneration including applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item No 3 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**.

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.

2. 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 32nd 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, 28th September, 2017.
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. 21st September, 2017.
 - (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. 21st September, 2017, 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. 21st September, 2017, 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. 28th September, 2017.
 - (ix) **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins at 9.00 A.M. (IST) on Monday, 25th September, 2017 and ends at 5.00 P.M. (IST) on Wednesday, 27th September, 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 21st September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M on 27th September, 2017.
 - (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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)	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. <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 2017. 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, 25th September, 2017 and ends at 5.00 P.M. (IST) on Wednesday, 27th September, 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 Thursday 21st September, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

**By order of the Board
For STERLING POWERGENSYS LIMITED
SD/-
DINESH KUMAR AGARWAL
COMPANY SECRETARY**

DATE : 12TH AUGUST , 2017

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED

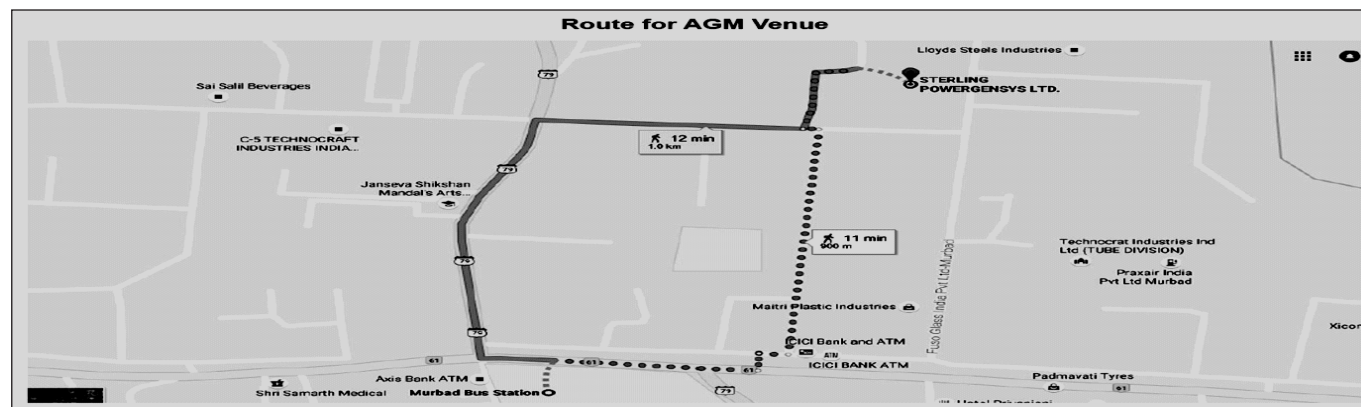
CIN : L29213MH1984PLC034343

A-8/4, MIDC, INDUSTRIAL AREA

MURBAD, DIST: THANE,

MAHARASHTRA – 421401

Email : investor@splsolar.in



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

ITEM NO. 3 :

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

GMJ & Co., Chartered Accountants, Mumbai (FRN : 103429W), were appointed as the Statutory Auditors of the Company in the 29th AGM held on 19th August, 2014. GMJ's appointment as Statutory Auditors of the Company will end at the conclusion of the 32nd AGM of the Company. GMJ have completed their tenure of appointment.

M/s. Doshi Maru & Associates, Chartered Accountants, Mumbai (FRN : 112187W) are proposed to be appointed as the Statutory Auditors of the Company for a period of five years, commencing from the conclusion of the 32nd AGM till the conclusion of the 37th AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Firm subject to the ratification of their appointment by the members every year. M/s. Doshi Maru & Associates, have consented to the said appointment and have confirmed that their appointment, if made, would be valid in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013, and the Rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution at item no. 3 for your approval.

Annexure I

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

Name	:	S Venkata Subramanian
DIN	:	00107561
Age	:	61 Years
Qualification	:	B.Sc.
Expertise in Specific Area	:	Innovative Energy Solution & Management Expertise more than 25 Years
Date of First Appointment on the Board of the Company	:	18th January, 1989
Shareholding in Sterling Powergensys Ltd.	:	4,64,350
List of Directorship held in other Companies	:	AKSPL Powergensys Pvt. Ltd.
Membership / Chairmanships of Committees	:	Nil

Brief Resume of Mr. S Venkata Subramanian

He is a Science Graduate has worked with M/s. Thermax Ltd., Mumbai till 1984 as Service Executive looking after erection and commissioning of Industrial Boilers and Incinerators. Self-motivated in business, he has grown as an entrepreneur having sound technical knowledge and strong managerial and Business Management capabilities. He has widely travelled in India and abroad and is fully updated on all the development in this field. The Technical team of STERLING POWERGENSYS LIMITED is headed by Mr. S. Venkata Subramanian. The entire design of Smoke Tube Package Type and Water Tube High Pressure Boilers and Gas Producer Plants have been developed by him along with a team of efficient design & development engineers and technical collaborators. The Nomination and the Remuneration committee and the Board of Directors (the "Board") is of the opinion that, with his industrial knowledge & experience, the Company will benefit immensely by his appointment.

By order of the Board
For STERLING POWERGENSYS LIMITED
SD/-
DINESH KUMAR AGARWAL
COMPANY SECRETARY

DATE : 12TH AUGUST , 2017

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED

CIN : L29213MH1984PLC034343

A-8/4, MIDC, INDUSTRIAL AREA

MURBAD, DIST: THANE,

MAHARASHTRA – 421401

Email : investor@splsolar.in



STERLING POWERGENSYS LIMITED

(CIN - L29213MH1984PLC034343)

Regd. Office - A – 8/4, MIDC Area, Murbad– 421 401. Dist Thane (Maharashtra)
Phone : (02524) 224728, E-mail investor@splsolar.in, Website : www.splsolar.in

Form No. MGT-11

PROXYFORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies(Management and Administration)Rules, 2014]

Name of the Member(s) : _____
Registered address : _____
E-mail Id.: _____ FolioNo./D.P. ID.and Client ID No.* _____

*Applicable for members holding shares in electronic form.

I/Webeing the member(s)of _____ shares of Sterling Power gensys Limited, hereby appoint:

1. Name: _____ E-mailId: _____
Address: _____

Signature: or failing him/her,
2. Name: _____ E-mailId: _____
Address: _____

Signature: or failing him/her,
1. Name: _____ E-mailId: _____
Address: _____

Signature: or failing him/her,

as my / our proxy to attend and vote (on poll) forme / us and on my / our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday, the 28th day of September, 2017 at 04.00 P.M. at A – 8/4, MIDC Area, Murbad– 421 401,Maharashtra and at any adjournment there of in respect of such resolutions and in such manner as indicated below:

Reso .No	Description	For	Against
ORDINARY BUSINESS			
1.	Adoption of the Financial Statements for the year ended 31st March, 2017 and Directors' and Auditors' Report thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Re-appointment of Mr. S Venkata Subramanian (DIN NO: 00107561), who retires by rotation.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Appointment of M/s. Doshi Maru & Associates, Chartered Accountants as Auditors of the Company and fixing their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2017.



Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. Please put a "X" in the Box in the appropriate column against the respective resolutions. if you leave the 'For' or 'Against' Column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company at A-8/4, MIDC Area, Murbad – 421 401, Dist. Thane, Maharashtra, not less than 48 hours before the commencement of the meeting.

STERLING POWERGENSYS LIMITED



Corporate Identification No. (CIN - L29213MH1984PLC034343)
Regd. Office - A – 8/4, MIDC Area, Murbad– 421 401. Dist Thane (Maharashtra)
Phone : (02524) 224728, E-mail investor@splsolar.in, Website : www.splsolar.in

ATTENDANCE SLIP

32ND ANNUAL GENERAL MEETING ON THURSDAY, 28TH SEPTEMBER, 2017

Please complete this Attendance Slip and hand over at the entrance of the Meeting Hall

DP & Client ID*		No. of Shares	
Registered Folio			
Name and Address of the Shareholder(s)/Proxy			
Joint Holder 1			
Joint Holder 2			

*Applicable for Members holding shares in an electronic form.

I hereby record my presence at the 32nd Annual General Meeting held on Thursday, 28th September, 2017 at 4:00 P.M at Registered Office - A – 8/4, MIDC Area, Murbad – 421 401. Dist Thane (Maharashtra).

SIGNATURE OF THE SHARE HOLDER/PROXY