



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: 26/10/2020

To,
The Manager,
Listing Department,
BSE Limited,
P.J.Towers,
Dalal Street, Fort,
Mumbai-400001.

Ref No.: Stock Code -513575

Subject: Notice of 34th Annual General Meeting of the Company.

Dear Sir,

Please find enclosed herewith Notice of 34th Annual General Meeting of the Members of the Company for the year 2019 scheduled to be held on Tuesday, 17th November, 2020 at 03.00 P.M. through Video Conferencing.

Kindly Acknowledge the receipt and take the same on record.

Yours faithfully,
FOR STERLING POWERGENSYS LIMITED



MR. VENKATA SANKARAN SUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)

Encl.: As Above

NOTICE TO THE MEMBERS

Notice is hereby given that the 34th Annual General Meeting of the members of the company will be held through Video Conferencing **on Tuesday, 17th November, 2020 at 03:00 pm** to transact with or without modification(s) the following business:

ORDINARY BUSINESS:

Item No 1: Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31st, 2019 together with Reports of the Board of Directors and the Auditors thereon.

Item No 2: Re-Appointment of Mrs. Rajlaxmi Iyar (Director Liable to Retire by Rotation):

To appoint a Director in place of **Mrs. Rajlaxmi Iyar (DIN: 00107754)**, Non-Executive Director who retires by rotation and being eligible, offers herself for re-appointment. Brief Resume is attached as **Annexure- I.**

SPECIAL BUSINESS:

Item No 3: Regularization of Independent Director Mr. Harishchandra Naukudkar:

To consider regularization of Mr. Harishchandra Naukudkar, Independent Director of the Company by passing the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013, Mr. Harishchandra Naukudkar (DIN: 07556138), who was appointed as an Independent Director to fill up the casual vacancy caused by resignation of Previous Independent Director in the meeting of the Board of Directors held on 18/11/2019 be and is hereby regularized as Independent Director of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all the acts, deeds, matters and things which are necessary to give effect to the above said resolution."

Item No 4: Regularization of Independent Director Mr. Ramesh Sharma:

To consider regularization of Mr. Ramesh Sharma, Independent Director of the company by passing the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ramesh Sharma (DIN: 02930402), who was appointed as an Independent Director to fill up the casual vacancy caused by resignation of Previous Independent Director in the meeting of the Board of Directors held on 18/11/2019 be and is hereby regularized as Independent Director of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all the acts, deeds, matters and things which are necessary to give effect to the above said resolution."

Item No 5: Change in designation of Mr. VENKATA SUBRAMANIAN from Whole Time Director (WTD) to Managing Director (MD):

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 202, 203 and other applicable provisions of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the Central Government or other Government authorities/ agencies, if any needed, the approval be and is hereby accorded to change the designation of Mr. Venkata Subramanian from Whole Time Director to Managing Director of the Company with effect from 29th May, 2020 for the remaining period of his tenure of two years (originally commencing from 01st April, 2019 and extending upto 31st March, 2021) , subject to review of his tenure by Board of Directors from time to time."

"RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Venkata Subramanian, the Company shall pay remuneration by means of a minimum remuneration by way of salary, perquisites and/ or allowance, performance based rewards/ incentives within the limits laid down in Schedule V to the Companies Act, 2013, and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if and to the extent necessary"

“RESOLVED FURTHER THAT any Director or Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution and to seek such approval/ consent from the government departments, if required, in this regard and make necessary filings relating to the Registrar of Companies and submission of any other necessary documents with the appropriate regulatory authorities, as may be required from time to time.”

**BY ORDER OF THE BOARD
FOR STERLING POWERGENSYS LIMITED**

Sd/-

VENKATA SUBRAMANIAN

MANAGING DIRECTOR

(DIN: 00107561)

DATE: 22/10/2020

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED

2/10, Meghal Service Industrial Estate,

Devidayal Road, Mulund West,

Mumbai – 400 080.

Email: investor@splsolar.in

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, Item No. 4 and Item No. 5 above are annexed hereto. The Relevant details of the Director seeking re-appointment, 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. A Proxy Form is enclosed herewith.

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.

Electronic Copy of the Notice Convening the 34th Annual General Meeting, interalia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email IDs are registered with their respective DPs. For those members who have not registered their email address, Physical copies of the said Notice, interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode. The Members may also send their requests for Copies of Annual Report to the Company's email Id cs.sterling01@gmail.com.

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. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 11th November, 2020 to Tuesday, 17th November, 2020.

3. 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.
4. 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.
5. 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.
6. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
7. 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

8. 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.
9. 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 A.M. and 3.00 P.M. upto the date of the Annual General Meeting.

10. 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.
11. 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.
12. 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.
13. **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.**

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of

India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.splsolar.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/ Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. 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. 10th November, 2020.
9. 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. 10th November, 2020, only shall be entitled to avail the facility of e-voting / remote e-voting.
10. 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. 10th November, 2020 may obtain the necessary details from M/s. Bigshare Services Pvt. Ltd. (Registrar & Transfer Agents of the Company).
11. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 17th November, 2020.

(i) The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins at 9:00 A.M. (IST) on 13th November, 2020 and ends at 5:00 P.M. on 16th November, 2020. 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 10th November,

2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on 16th November, 2020.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” tab.
- (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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials.

Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (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 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:

	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) 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.
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. • 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.

- (x) 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.
- (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) The Shareholder can vote on all the resolutions in one login or vote partially on certain resolutions.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) 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.

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 begins at 9:00 A.M. (IST) on 13th November, 2020 and ends at 5:00 P.M. (IST) on 16th November, 2020. During this period shareholders' of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date of 10TH November, 2020, 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **one day prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **one day prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.sterling01@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**BY ORDER OF THE BOARD
FOR STERLING POWERGENSYS LIMITED**

Sd/-

**VENKATA SUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)**

DATE: 22/10/2020

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED

2/10, Meghal Service Industrial Estate,

Devidayal Road, Mulund West,

Mumbai – 400 080.

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 as per Section 102 of the Act.

Mr. Harishchandra Naukudkar (DIN: 07556138) was appointed as an Independent Director of the Company to fill up the casual vacancy caused by resignation of Previous Independent Director with effect from 18th November, 2019. As per the current provisions of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), 2015, **Mr. Harishchandra Naukudkar (DIN: 07556138)** is not disqualified from being appointed as a Director in terms of section 164 of the Act. The company has also received declaration from **Mr. Harishchandra Naukudkar (DIN: 07556138)** that he meets with the criteria for being appointed as Independent Director under the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements), 2015. **Mr. Harishchandra Naukudkar (DIN: 07556138)** needs to be regularized as Director in this AGM.

Brief resume of **Mr. Harishchandra Naukudkar (DIN: 07556138)**, nature of his 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), 2015 with the stock exchanges, are provided in **Annexure - I**.

Copy of the draft letter for appointment of **Mr. Harishchandra Naukudkar (DIN: 07556138)** as Director, setting out terms and conditions are available for inspection by members at the registered office of the company.

The Board is of the Opinion that **Mr. Harishchandra Naukudkar's** (DIN: 07556138) addition to the Board of Directors of the Company will be a valuable addition and that Mr. Harishchandra Naukudkar is expected to contribute wholesomely to the decision making of the Board.

None of the directors and KMP are related and interested in the said resolution.

The Board recommends the **Ordinary Resolution** set out at Item No. 3 of the notice for approval by the shareholders.

ITEM NO.4:

This Explanatory Statement is provided as per Section 102 of the Act.

Mr. Ramesh Chandra Sharma (DIN: 02930402) was appointed as a Director of the Company to fill up the casual vacancy caused by resignation of Previous Independent Director with effect from 18th November, 2019. As per the current provisions of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), **Mr. Ramesh Chandra Sharma (DIN: 02930402)** is not disqualified from being appointed as a Director in terms of section 164 of the Act. The company has also received declaration from **Mr. Ramesh Chandra Sharma (DIN: 02930402)** that he meets with the criteria for being appointed as an Independent Director under the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements), 2015. **Mr. Ramesh Chandra Sharma (DIN: 02930402)** needs to be regularized as Director in this AGM.

Brief resume of **Mr. Ramesh Chandra Sharma (DIN: 02930402)**, nature of his 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), 2015 with the stock exchanges, are provided in **Annexure - I**.

Copy of the draft letter for appointment of **Mr. Ramesh Chandra Sharma (DIN: 02930402)** as Director, setting out terms and conditions are available for inspection by members at the registered office of the company.

The Board is of the Opinion that **Mr. Ramesh Chandra Sharma's (DIN: 02930402)** addition to the Board of Directors of the Company will be a valuable addition and that **Mr. Ramesh Chandra Sharma (DIN: 02930402)** is expected to contribute wholesomely to the decision making of the Board.

None of the directors and KMP 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.

ITEM NO.5:

Mr. Venkata Subramanian's (DIN: 00107561) designation was changed from Whole time Director to Managing Director (MD) by Board of Directors in their meeting dated 29.05.2020, subject to Members approval. As per provisions of Companies Act, 2013, the Members approval is needed for **Mr. Venkata Subramanian (DIN: 00107561)** to act as Managing Director for his existing tenure on existing terms and conditions. As per the current provisions of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), 2015 Mr. Venkata Subramanian is not disqualified from being appointed as a Director in terms of section 164 of the Act. Mr. Venkata Subramanian's change in designation to Managing Director needs to be approved in this AGM.

The Board is of the Opinion that Mr. Venkata Subramanian's performing the role and duties of Managing Director for the Company will be of great benefit and value to the Company and that he is expected to contribute wholesomely to the decision making of the Board and handling the operations of the Company.

Brief resume of **Mr. Venkata Subramanian (DIN: 00107561)**, nature of his 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), 2015 with the stock exchanges are provided in **Annexure - I.**

None of the directors and KMP are related and interested in the said resolution.

The Board recommends the **Ordinary Resolution** set out at Item No. 5 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	MRS. IYAR RAJLAXMI	MR. HARISH CHANDRA NAUKUDKAR	MR. RAMESH CHANDRA SHARMA	MR. VENKATA SUBRAMANIAN
Directors Identification Number (DIN)	00107754	07556138	02930402	00107561
Age	50 years	52 years	67 years	64 years
Qualification	Bachelor in Arts	Bachelor of Engineering	Science Graduate	Bachelor of Science
Expertise in Specific Area	Business administration and management	Operation and Maintenance of Power Plants	Mechanical Engineering	Service Executive
Date of first Appointment on the Board of the Company	14.03.2018	18.11.2019	18.11.2019	18.01.1989
Shareholding in Sterling Powergensys Ltd.	9000	-	-	4,64,350
List of Directorship held in other companies	-	-	-	1. AKSPL POWERGENSYS PRIVATE LIMITED
Membership/Chairmanships of Audit and Stakeholders Remuneration Committee	1. Member of Audit Committee. 2. Member of Nomination and Remuneration	1. Member and Chairman of Audit Committee. 2. Member and Chairman of	2. Member of Audit Committee. 3. Member of Nomination	-

	Committee. 3. Member of Stakeholder Relationship Committee.	Nomination and Remuneration Committee. 3. Member of Stakeholder Relationship Committee.	and Remuneration on Committee. 4. Member of Stakeholder Relationship Committee	
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**BY ORDER OF THE BOARD
FOR STERLING POWERGENSYS LIMITED**

Sd/-

VENKATA SUBRAMANIAN

MANAGING DIRECTOR

(DIN: 00107561)

DATE: 22/10/2020

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED

2/10, Meghal Service Industrial Estate,

Devidayal Road, Mulund West,

Mumbai – 400 080.

Email: investor@splsolar.in