

## STERLING POWERGENSYS LIMITED



### NOTICE TO THE MEMBERS

**Notice** is hereby given that the Thirtieth Annual General Meeting (AGM) 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 Monday the 28<sup>th</sup> September 2015 at 4.00 P.M. to transact, with or without modification(s) the following business :

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company which includes the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the financial year ended as on that date and Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditor thereon.
2. To appoint a Director in place of Mr. Dinesh Kumar Agarwal, (DIN: 02854858) , who retires by rotation and being eligible, offers himself for re-appointment
3. 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 relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. GMJ & Co., Chartered Accountants, Mumbai (Firm Registration Number 103429W with the Institute of Chartered Accountants of India), as Auditors of the Company, by resolution passed at the Twenty-ninth AGM until the conclusion of Thirty-second AGM, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the Thirtieth AGM until the conclusion of the Thirty-second AGM on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors.”

#### **SPECIAL BUSINESS:**

4. To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Payal Raju Savla (DIN: 06930673), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10<sup>th</sup> November 2014, 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 Independent Director of the Company to hold office for 5 (five) Consecutive years for a term upto March 31, 2020, not liable to retire by rotation.”

5. To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yash Dharmendra Sanghvi (DIN: 06934650), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10<sup>th</sup> November 2014, 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 his candidature for the office of Director, be and is hereby appointed as Director of the Company, whose term of office shall be liable to be determined to retire by rotation as per the Companies Act 2013 and Article of Association of the Company”

6. To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ranjit Charan Singh (DIN: 07089706), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 6<sup>th</sup> February 2015, 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 his candidature for the office of Director, be and is hereby appointed as Director of the Company, whose term of office shall be liable to be determined to retire by rotation as per the Companies Act 2013 and Article of Association of the Company.”

7. To approve the appointment of Mr. Ranjit Charan Singh (DIN: 07089706) as Managing Director, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section, 196, 197, 202 and 203 read with schedule V 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 Mr. Ranjit Charan Singh (DIN: 07089706), as Managing Director of the Company for a period of three (3)

years w.e.f. 15th February, 2015 on the remuneration and on such terms and conditions, as approved by the 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 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 Mr. Ranjit Charan Singh (DIN: 07089706) subject to the conformity with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER** that in the event of absence or inadequacy of profit in any financial year, the remuneration payable to Mr. Ranjit Charan Singh shall be governed by Schedule V of the Companies Act, 2013, or any modification(s) thereto.

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."

8. To consider and if thought fit, to pass with or without modification the following resolution as **Special Resolution**:

**"RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like, from time to time, any sum or sums at its discretion from Financial Institutions / Banks/ Others on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time exceed Rs. 100,00,00,000/- (Rupees One Hundred Crore Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

9. To consider and if thought fit, to pass with or without modification the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 100,00,00,000/- (Rupees One Hundred Crore Only)..

10. To consider and if thought fit to pass with or without modifications the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force) , the existing Articles of Association of the Company be and are hereby replaced with the new Articles of Association placed before the members at this meeting and initialed by the Company Secretary for the sake of identification, and the New Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all acts, deeds, matter and things and take all such steps as may be necessary, proper or expedient to give effect to the resolution."

**Registered Office:**

A-8/4, MIDC, INDUSTRIAL AREA  
MURBAD, DIST: THANE,  
MAHARASHTRA - 421401

or and on behalf of the Board  
For STERLING POWERGENSYS LIMITED

RANJIT CHARAN SINGH  
MANAGING DIRECTOR  
(DIN:07089706)

DATE : 12<sup>TH</sup> AUGUST , 2015

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than**

**ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 19.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking appointed / reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchange, are provided in the Annexure.
7. The Register of Members and the Share Transfer Books of the Company will remain closed on 28th September, 2015.
8. 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.
9. 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.
10. 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.
11. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
12. The Company's shares are listed on Bombay Stock Exchange, Delhi Stock Exchange, Ahmedabad Stock Exchange, Madras Stock Exchange & Kolkata Stock Exchange.
13. 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 below 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.  
**Registrar and Share Transfer Agents :**  
Bigshare Services Pvt. Ltd.,  
E -2/3, Ansa Industrial Estate, Sakinaka Road, Saki Naka, Andheri (E), Mumbai – 400 072.  
Tel No.-022- 40430200,  
E-mail Id.-info@bigshareonline.com
14. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office 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.
15. 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.
16. 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.
17. 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.
18. **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.**
19. Voting through electronic means:
  - (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing 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. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (iii) The facility for voting through e-voting system shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through e-voting.
- (iv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (v) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- (vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21<sup>st</sup> September 2015.
- (vii) 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. 21<sup>st</sup> September 2015, only shall be entitled to avail the facility of e-voting / remote e-voting.
- (viii) 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. 21<sup>st</sup> September 2015, may obtain the necessary details from Bigshare Services Pvt. Ltd. (Registrar & Transfer Agents of the company).
- (ix) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.sterlingpowergensysltd.com](http://www.sterlingpowergensysltd.com) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28<sup>th</sup> September 2015.
- (xi) **The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins at 9.00 A.M. (IST) on Thursday, 24<sup>th</sup> September 2015 and ends at 5.00 P.M. (IST) on Sunday, 27<sup>th</sup> September, 2015. 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 21<sup>st</sup> September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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 in the PAN Field.</li> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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)</li> </ul>

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

- (ix) Members holding shares in physical form will then directly reach 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 same 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) **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](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **ANNEXURE TO THE NOTICE**

##### **Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.**

##### **ITEM NO.4:**

Mrs. Payal Raju Savla was appointed as an Additional Director/Independent Director of the Company with effect from 10<sup>th</sup> November 2014. Your Board proposes to regularize her appointment and appoint her as an Independent Director of the Company under Section 149 and 161(1) of the Act and clause 49 of the Listing Agreement, for one term of Five Years, commencing from 1<sup>st</sup> April 2015.

As per the current provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, an Independent director is permitted to be appointed for a term of consecutive period of 5 years, without being liable to retire by rotation. Mrs. Payal Raju Savla is not disqualified from being appointed as a Director in terms of section 164 of the Act. The company has received notice in writing from a member along with deposits of requisite amount under section 160 of the Act proposing the candidature of Mrs. Payal Raju Savla for the office of Director of the Company. The company has also received declaration from Mrs. Payal Raju Savla that she meets with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under clause 49 of the Listing Agreement.

Brief resume of Mrs. Payal Raju Savla nature of her expertise in specific functional areas and names of Companies in which she hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the stock exchanges, are provided herein below.

Copy of the draft letter for appointment of Mrs. Payal Raju Savla as Independent Director, setting out terms and conditions are available for inspection by members at the registered office of the company.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

None of the Directors/ Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in this 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. Yash Dharmendra Sanghvi was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> November 2014. Your Board proposes to regularize his appointment.

Mr. Yash Dharmendra Sanghvi was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> November 2014. In terms of Section 161 (1) of the Companies Act, 2013 and as per Articles of Association of the Company, Mr. Yash Dharmendra Sanghvi holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director.

A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Yash Dharmendra Sanghvi's appointment as Director of the Company.

Brief resume of Mr. Yash Dharmendra Sanghvi nature of his expertise in specific functional areas and names of Companies in which he hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the stock exchanges, are provided herein below.

Copy of the draft letter for appointment of Mr. Yash Dharmendra Sanghvi as Director, setting out terms and conditions are available for inspection by members at the registered office of the company.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

None of the Directors/ Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 of the notice for approval by the shareholders.

**ITEM NO. 6 & 7 :**

Mr. Ranjit Charan Singh was appointed as an Additional Director of the Company with effect from 6th February 2015. Your Board proposes to regularize his appointment.

Mr. Ranjit Charan Singh was appointed as an Additional Director of the Company with effect from 6th February 2015. In terms of Section 161 (1) of the Companies Act, 2013 and as per Articles of Association of the Company, Mr. Ranjit Charan Singh holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Ranjit Charan Singh's appointment as Director of the Company

Mr. Ranjit Charan Singh has also been appointed as a Managing Director of the Company for a period of three (3) years effective 15th February 2015.

Mr. Ranjit Charan Singh is a Science Graduate from Bombay University. He has a vast diversified industry experience of around 4 decades. He has worked with conglomerate like HUL, and has hands on experience in different verticals like Personal care, home care & Foods. His industrial experience bouquet consists of various areas of operations like Project Management, Quality Assurance and Safety. He is advising industry on aspects like Product development, Project Management, and Industrial Safety.

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.

The principal terms and conditions of Mr. Ranjit Charan Singh's appointment as Managing Director are:

- 1 The Managing Director shall exercise and perform such powers and duties as the Board of Directors of the company (hereinafter called "The Board") shall, from time to time, determine and subject to any directions and restrictions, from time to time, given and imposed by the Board and subject to the restrictions contained hereinafter, he shall have the general control, management and superintendence of the business of the Company with power to appoint and dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.
2. Without prejudice to the generality of the powers vested in the Managing Director under the proceeding clause hereof, the Managing Director shall be entitled to exercise the following powers:-
  - a. Together with other authorised officer(s) of the company to open and operate on any banking or other account and to draw, make, accept, execute, endorse, discount, negotiate, retire, pay satisfy and assign cheques, drafts, bills of exchange, promissory notes, hundies, interest and dividend warrants and other negotiable or transferable instruments or securities;
  - b. To engage employees and other servants for the Company as per the recommendation of concerned units;
  - c. To increase the salary or the remuneration of any employee or servant of the Company;
  - d. Singly or together with other authorised officer (s) of the Company, to enter into contracts for the purchase of goods and hiring of services for the Company.
  - e. To institute, prosecute, defend, oppose, appear or appeal, to compromise, refer to arbitration, abandon subject to judgment, proceed to judgment and execution or become non-suited in any legal proceedings relating to customs or excise duties, tax on income, profits and capital and taxation generally or otherwise.
3. The Managing Director shall, throughout the said term, devote the whole of his time, attention and abilities to the business of the Company, and shall obey the orders, from time to time, of the Board and in all respects conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the Company and use his utmost endeavor to promote the interest thereof.
4. The principal terms & conditions of the agreement appointing Mr. Ranjit Charan Singh are as under:
  - A. Period of appointment : - Three years
  - B. Remuneration ( Effective 15th February, 2015)
    - (a) Salary:
      - i) Salary of Rs 9,00,000/- ( Rs. Nine lakh Only) Annually ( 1st Year)
      - ii) Salary of Rs. 10,50,000/- ( Rs. Ten lakh Fifty Thousand Only) Annually ( 2nd year )
      - iii) Salary of Rs. 12,00,000/- ( Rs. Twelve lakh Only) Annually ( 3rd Year)
    - C. The terms and conditions of the said appointment/re-appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, or any amendment made hereafter in this regard.
    - D. The agreement may be terminated by either party giving the other party three months' notice. However, the appointment may be terminated by less than three months' notice by mutual consent between the parties.

- E. If any time the Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director.
- F. The Managing Director shall be entitled to leave benefits as per the rules of the Company ie 6 days Sick Leave, 6 days Casual Leave & 24 days paid leave.

#### Minimum Remuneration

In the absence of inadequacy of profits in any financial year Mr. Ranjit Charan Singh , Managing Director may be paid remuneration by way of salary, perquisites and other allowance not exceeding the limits specified in Schedule V to the Act.

#### 5. Other terms and Conditions

- a) The Managing Director hereby agrees to follow the Code Conduct adopted by the Company and any modification thereof.
  - b) No sitting fees will be paid to Managing Director for attending the Meeting of the Board of Director or Committee thereof.
  - c) He shall be entitled to the reimbursement of entertainment expenses actually and properly incurred by him, in the course of business of the Company and travelling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company, as per the rules of the Company or as approved by the Board of Directors.
  - d) He shall not engage himself, either directly or indirectly or be interested in any capacity whatsoever or render assistance during the term of this agreement with the Company to any firm, company or persons whether a manufacturer, dealer or trader in goods or products which are of the same or similar kind and nature as those of the Company.
  - e) As long as he functions as Managing Director, he shall not be interested or otherwise concerned directly or indirectly, through his wife or children, in any selling agency of the company, without the prior approval of the Central Government.
  - f) The Company shall be entitled to terminate employment of the Managing Director, if he is unable to perform his duties by reason of ill health, accident or disability for a period of 90 days, in any period of twelve consecutive calendar months,
  - g) The terms and conditions of the appointment and / or Agreement may be altered and varied from time to time by the Board of Directors of the Company as it may be permissible and if deem fit. However, such variation shall not provide for payment of remuneration in excess of the limits specified in the Schedule V of the Companies Act, 2013 or any amendments made thereto.
  - h) Any property of the Company and any Information, trade secrets or other information relating to the business and affairs of the company, Including memorandum, notes, papers, records, reports, sketches, plans or other documents, which the Managing Director may be privy to or be in possession of or are under the controls of the Managing Director at the time of termination of his employment shall be delivered by the Managing Director to the company or as it shall direct, and the Managing Director shall not have any copyright over any such document, which he hereby acknowledges to have vested in the Company or its assigns and binds himself not to retain ay hard or soft copies of any of them.
6. The Managing Director shall not, during the continuance of his employment or any time thereafter, divulge or disclose to any person, firm, Company, body corporate or concern whatsoever or make any use whatever for his own or for whatever purpose of any confidential information or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Managing Director shall, during the continuance of his employment hereunder, also use his best endeavors to prevent any other person, firm, Company, body corporate or concern from doing so.
7. The Company, with a view to protect the Interest of the Managing Director, hereby agree to indemnify and keep Indemnified the Managing Director against any costs, charges and expenses that the Managing Director may suffer or is required to incur, in respect of any action, suit, proceedings or prosecution that may be taken or initiated against him by any person or persons, or any Government, either State or Central or any statutory authorities in respect of any matters relating to Finance, Accounts and / or legal affairs & taxation (both direct and indirect) of the Company during or after his employment with the Company.
8. It is hereby clarified that the company in view of such action, suit or proceedings or prosecution that may be initiated against the Managing Directors aforesaid will engage the services of the best legal advisors and directly arrange for and pay for all the legal fees and provide all the necessary information, instructions and legal advice, papers and documents as may be required to defend such legal proceeding and pay all actual fine or damages that the Managing Director may be required to suffer or incur in view of such actions that may be initiated against him. The indemnity granted hereunder shall survive this Agreement.
9. The Company shall be at liberty from time to time to appoint a person or persons to be Managing Director (s) jointly with the Managing Director.
10. The Managing Director hereby agrees that he will not, at any time, after the termination of this agreement, represent himself as being in any way connected with or interested in the business of the Company.

This may be treated as an abstract under Section 302 of the Companies Act, 2013 of the terms of the agreement with Mr. Ranjit Charan Singh.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

None of the Directors/ Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Item no 6 & 7 of the notice as Ordinary Resolution & Special Resolution respectively for approval by the shareholders.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

Name	Dinesh Kumar Agarwal	Payal Raju Savala	Yash Dharmendra Sanghvi	Ranjit Charan Singh
Directors Identification Number (DIN)	2854858	6930673	6934650	7089706
Age	40 Yrs	32 yrs	23 Yrs	60 Yrs
Qualification	ACA, ACS	ACA	Commerce Graduate & BBA- IT	Science Graduate
Expertise in Specific Area	Finance, Accounts & Statutory Compliance	Audit & Accounts	Commercial & Administration	Project Management
Date of first Appointment on the Board of the Company	27.05.2010	10.11.2014	10.11.2014	06.02.2015
Shareholding in Sterling Powergensys Ltd.	12500	Nil	Nil	Nil
List of Directorship held in other companies	Nil	Nil	Nil	Nil
Membership/Chairmanships of Audit and Stakeholders Remuneration Committee	Member of Stakeholder Relationship Committee.	Chairperson of Audit Committee.	N.A.	N.A.

**ITEM NO. 8 & 9 :**

Pursuant to the provisions of Section 180 (1) of the Companies Act, 2013, the Board of Directors of the Company shall exercise their borrowings powers in excess of the Paid Up Share Capital & Free Reserves, (apart from temporary loans obtained from the Company Bankers in ordinary course of business) only with the consent of the Shareholders at the General Meeting of the Company. The Board of Directors therefore seeks the approval of the Members at the ensuing Annual General Meeting under Section 180(1) (c) to borrow monies from time to time on behalf of the Company not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore Only). for the business of the Company.

The approval of the shareholders is also required for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings under Section 180(1)(a) of the Companies Act, 2013.

However, Section 180(1) of the Companies Act, 2013, provides that the Board of Directors of the Company shall exercise the said powers only with the consent of the Company by a Special Resolution. Hence, the Special Resolution at Item No. 8 & 9 is intended for this purpose.

It may be noted that Directors of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**ITEM NO. 10**

The existing Articles of Association ("AOA") of the Company are based on Companies Act, 1956 and several regulations in the existing Articles contain reference to specific sections of the Companies Act, 1956. Some regulations in the existing AOA are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Act, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of AOA.

A copy of the draft new set of AOA is available for inspection by the members at the Registered office of the Company on all working days (except Sundays and public holidays) between 11.00 to 01.00 p.m. up to the date of Annual General Meeting for perusal by the shareholders.

None of the Directors and/or, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

The Board of Directors accordingly recommends the Special Resolution set out in Item No.10 of the accompanying Notice for the approval of the members of the Company.

**Registered Office:**  
A-8/4, MIDC, INDUSTRIAL AREA  
MURBAD, DIST: THANE,  
MAHARASHTRA - 421401

For and on behalf of the Board  
For STERLING POWERGENSYS LIMITED

DATE :12<sup>TH</sup> AUGUST , 2015

RANJIT CHARAN SINGH  
MANAGING DIRECTOR  
(DIN: 07089706)