



Gaurav Kaushik <cs.sterling01@gmail.com>

NOTICE AND AGENDA OF BOARD MEETING NO. 01 (ONE)/2022-23 TO BE HELD ON 30TH MAY, 2022 AT 1:30 PM

Gaurav Kaushik <cs.sterling01@gmail.com>

23 May 2022 at 18:02

To: svenkata56@gmail.com, YASH SANGHVI <yash@sanghvimetal.com>, Harishchandra Naukudkar <hbnaukudkar@gmail.com>, iyarrajlaxmi60@gmail.com, iyer.shankar.r@gmail.com, prdavane69@gmail.com
Cc: sterling powergensys ltd Solar products <sterlingstrips84@gmail.com>

Dear Sir/Madam,

Kindly ignore the previous email.

This is to inform you that a Meeting of the Board of Directors of Sterling Powergensys Limited will be held on Monday, 30th May, 2022 at 01:30 P.M. at the Registered Office of the Company situated at Office No. 121, Runwal Commercial Complex, Co-Op Premises Ltd, L.B.S. Marg, Mulund (West) Mumbai-400080 Maharashtra, India to transact the following business:

- 1.To take note of the presence of quorum throughout the Meeting.
- 2.To grant leave of absence, if any.
- 3.To take note of the minutes of the previous meetings.
- 4.To authorise any of the Director to sign and file forms or other documents with ROC.
- 5.To approve the financial statements of the Company for the Financial Year 2021-22.
- 6.To take note of the auditors' report.
- 7.To approve Draft Management Discussion and Analysis Report (MDAR).
- 8.To approve the Secretarial Audit Report for the Financial Year 2021-22.
- 9.To approve the Director's Report for the Financial Year 2021-22.
- 10.To recommend retiring Director by rotation.
- 11.To propose the reappointment of M/s. DGMS & CO, Chartered Accountant to be appointed for a second term of 5 years to hold office as Statutory Auditors of the Company.
- 12.To appoint Practicing Chartered Accountants as internal auditors of the Company for the F.Y.2022-23.
13. To appoint Practicing Company Secretaries as the Secretarial Auditors of the Company for the Financial Year 2022-23.
- 14.To appoint a scrutinizer for conducting the forthcoming Annual General Meeting.
15. To finalize the date, time and venue for convening the Annual General Meeting of the Company.
- 16.To fix the cut-off date for sending notice of Annual General Meeting.
- 17.To take note of Quarterly, Half Yearly & Annual Compliances for the year ended 31st March, 2022
18. Disclosures under section 184 of the Companies Act, 2013.
- 19.Declaration under Section 164 Of The Companies Act, 2013.
- 20.Declaration under Section 73 - Declaration pursuant to Companies (Acceptance Of Deposit) Rule, 2014.

21. Declaration under Section 149(6) Of the Companies Act, 2013.

22. Approval of Related Party Transactions.

23. To take note of the Register of Contracts under Section 189 (1) Of The Companies Act, 2013.

24. To take any other matter with the permission of the Chair.

The notes to the agenda & financial results for the FY 2021-22 are attached for your perusal.

Thanks and Regards,

Mr. Gaurav Kaushik

Company Secretary

Sterling Powergensys Limited

2 attachments

 **Q4_FY 2021-22_Results & Financials.xlsx**
2857K

 **Agenda_BM_1.pdf**
459K

NOTES TO AGENDA OF THE BOARD MEETING TO BE HELD ON MONDAY, 30TH MAY, 2022 AT 01:30 P.M.-

Agenda Item No. 1: To take note of the presence of quorum throughout the Meeting.

The Chairman shall ensure that the requisite quorum is present throughout the Meeting.

Agenda Item No. 2: To grant leave of absence.

Leave of absence is to be granted to the members who are unable to attend the meeting and have sought leave of absence, if any.

Agenda Item No. 3: To take note of the minutes of previous meetings.

The minutes of the last meeting of the Company, duly signed by the Chairman will be tabled at the meeting. The minutes will be noted and confirmed.

Agenda Item No. 4: To authorize the Director or Company Secretary to sign and file forms and other documents with the Registrar of Companies/Ministry of Corporate Affairs.

The Board of Directors will authorize any of the Director or Company Secretary to sign and file forms/e-forms and other documents with the Registrar of Companies/Ministry of Corporate Affairs as incidental.

Agenda Item No. 5: To consider and approve the Financial statements for the Financial Year ended 31st March, 2022.

The Board of Directors shall consider and approve the Financial Statements for the Financial Year ended on 31st March, 2022.

To consider the following resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of section 137, section 179 (3) (g) of the Companies Act, 2013 and other applicable provisions, if any, the Financial Statements of the Company as on 31st March, 2022 including the Balance Sheet and Profit & Loss A/c for the year ended as on that date thereon be and are hereby considered and approved by the Board of Directors.”

Agenda Item No. 6: To take note of the Independent Audit Report of the Company for the Financial Year ended 31st March, 2022.

The Board of Directors will take note of the Independent Audit Report of the Company for the Financial Year ended 31st March, 2022.

Agenda Item No.7: To approve Draft Management Discussion and Analysis Report (MDAR).

The Board will consider and approve Draft Management Discussion and Analysis Report (MDAR).

To consider and adopt the following resolution with or without modification:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the draft of Management Discussion and Analysis Report as placed before the meeting and the same would be provided in the Annual Report for the Financial year ended on 31st March, 2022 be and is hereby approved.”

Agenda Item No. 8: To consider the Secretarial Audit Report for the Financial Year 2021-22.

The Board will consider the Secretarial Audit Report for the Financial Year 2021-22.

To consider and adopt the following resolution with or without modification:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any, the Secretarial Audit Report of the Company for the financial year ended on 31st March, 2022 as given by M/s. Deepak N. Chetta, Practising Company Secretaries was tabled before the meeting, the Board duly considered the same.”

Agenda Item No. 9: To approve the Director's Report for the Financial Year 2021-22.

The Board will consider and approve Directors' Report for the year ended 31st March, 2022.

To consider and adopt the following resolution with or without modification:

“RESOLVED THAT pursuant to Section 134 of the Companies Act, 2013, the draft of Director’s Report for the year ended 31st March, 2022 along with its annexures as placed before the meeting, be and is hereby approved for being circulated to all Members of the Company and Mr. Sankarata Venkata Subramanian, Managing Director and Mrs. Rajlaxmi Iyar, Director of the Company, be and are hereby authorized to sign the same on behalf of the Board of Directors of the Company.”

Agenda Item No. 10: To recommend retiring Director by rotation.

The Board will recommend Directors that Ms. Rajlaxmi Iyar is liable to retire by rotation at the forthcoming Annual General Meeting and is eligible for reappointment by the Nomination and Remuneration Committee (NRC) subject to the approval of the members.

To consider and adopt the following resolution with or without modification:

“RESOLVED THAT pursuant of Section 152 of Companies Act, 2013 and other applicable rules thereof Ms. Rajlaxmi Iyar, Director, who is liable to retire by rotation, being eligible to be re-appointed as the Non Executive Director of the Company as proposed by the Nomination and Remuneration Committee, be and is hereby recommended to the Members for re-appointment in the forthcoming Annual General Meeting and on such terms and conditions to be decided by the Board of the Directors.”

Agenda Item No. 11: To propose the reappointment of M/s. DGMS & CO, Chartered Accountant to be appointed for a second term of 5 years to hold office as Statutory Auditors of the Company.

The Board of Directors based on the recommendation of the Audit Committee confirm and approve the appointment of M/s. DGMS & CO, Chartered Accountant to be appointed as Statutory Auditor of the Company to hold office for a term of 5 years till the conclusion of the Annual General Meeting to be held for the Financial Year 2026-27 subject to the approval of the members at the Annual General Meeting of the Company.

To Consider and approve the following resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies[Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, and subject to the approval of the members of the company at the ensuing Annual General Meeting, M/s. DGMS & CO, Chartered Accountants Firm Registration No.:112187W] be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held for the Financial Year 2026-27 of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.”

Agenda Item No. 12: To appoint Practicing Chartered Accountants as internal auditors of the Company for the F.Y. 22-23.

The Board will consider and approve the appointment of J.D. Gupta & Co. Practicing Chartered Accountants as proposed by the Audit Committee as internal auditors of the Company for the F.Y. 22-23.

To consider the following resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules made thereunder, J. D. Gupta & Co. (FRN: 102500), as recommended by Audit Committee, be and is hereby appointed as the Internal Auditor of the Company for the Financial Year 2022-23 at the remuneration to be decided mutually between the Board of Directors and the Auditors including reimbursement of out of pocket expenses, if any, incurred during the course of audit.

Agenda Item No. 13: To appoint Practicing Company Secretary as the Secretarial Auditors of the Company for the Financial Year 2022-23.

The Board will consider and approve the appointment of Practicing Company Secretary as the Secretarial Auditors of the Company for the Financial Year 2022-23.

To consider and appoint the following resolution with or without modification:

"RESOLVED THAT subject to the provisions of Section 204 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and Rule 8 of Companies (Meetings of Board and its Powers) Rules, 2014, M/s. Deepak N Chheta, Practising Company Secretary (Membership No.: 55656 and Certificate of Practice No.: 20966) as recommended by the Audit Committee. whose consent is duly received, be and are hereby appointed as Secretarial Auditors of the Company for the Financial Year 2022-23 , for a tenure of 1 year at remuneration and terms and conditions to be decided by the Board of Directors of the Company."

Agenda Item No. 14: To appoint scrutinizer for conducting the forthcoming Annual General Meeting.

The Board will consider and appoint scrutinizer for conducting Annual General Meeting for the Year ended 31st March, 2022.

To consider and adopt the following resolution with or without modification:

"RESOLVED THAT M/s Kirti Bihani & Associates, Practicing Company Secretaries, Mumbai, who has given her consent to act as a Scrutinizer, be and is hereby appointed as Scrutinizer for E-voting and/or Poll to be conducted for the 37th Annual General Meeting of the Company at such remuneration and out of pocket expenses as may be determined by the Board."

Agenda Item No. 15: To finalize the date, time and venue for convening Annual General Meeting of the Company.

The Board will discuss and finalize a suitable time, date and venue for convening Annual General Meeting for the Financial Year 2021-22.

To consider and adopt the following resolution with or without modification:

"RESOLVED THAT the 37th Annual General Meeting of the Members of the Company, for approval of the Financial Statements together with Director's Report thereon

alongwith other business matters for the year ended on 31st March, 2022 be convened at _____(VENUE) on _____(Day), _____(Date) at _____(time).”

Agenda Item No. 16: To fix the cut-off date for sending notice of Annual General Meeting.

On the basis of the date fixed for convening the Annual General Meeting, the Board will finalize the last date for sending the Notice of forthcoming Annual General Meeting.

To consider and adopt the following resolution with or without modification:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (including any modification or re-enactment thereof), if any and applicable rules thereof the Board of Directors after due deliberation fixed _____(day and date) as the cut-off date for sending notice of forthcoming Annual General Meeting.”

Agenda Item No. 17: To take note of Quarterly, Half Yearly & Annual Compliances for the year ended 31st March, 2022.

The Board will record the various compliances forming part of the quarterly compliances for the quarter, half year and year ended 31st March, 2022. The Compliances are stated as under:

17.1: To take on record reconciliation of Share Capital Audit Certificate for the Quarter ended 31st March, 2022.

17.2: To take on record the Investor Grievances Report pursuant to Regulations 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 31st March, 2022.

17.3: To take note on record of Shareholding Pattern report filed for the Quarter ended 31st March, 2022.

17.4: To take on record the Certificate under Regulation 74(5) of SEBI (Depositories & Participants) Regulations, 2018 for the quarter ended on 31st March, 2022.

17.5: To take on record the certificate issued under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2022.

17.6: To take on record the certificate issued under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2022.

Agenda Item No. 18: Disclosures under section 184 of the Companies Act, 2013.

The Board will consider the matter regarding Notices of Disclosure of Interest or Concern in Form MBP 1 received from all the present Directors of the Company pursuant to the provisions of Section 184 (1) of the Companies Act 2013, read with rule 9 (1) and 8 (5) of The Companies (Meetings of Board and its Powers) Rules, 2014.

Agenda Item No.19: To take note of Declaration under Section 164 of the Companies Act, 2013.

The Board will consider the matter regarding Declaration under Section 164 of the Companies Act, 2013 from all the Directors of the Company.

Agenda Item No. 20: To take a note of Declaration under section 73 - Declaration pursuant to Companies (Acceptance of Deposits) Rules, 2014.

The Directors will table before the Board the Declaration under Section 73 of the Companies Act, 2013 presenting a Declaration that the unsecured loans if any, given to the Company at any point of time will be out of their own funds but not out of the funds acquired by borrowing or accepting loans from others.

Agenda Item No. 21: To take a note of Declaration of independence under section 149(6) of the Companies Act, 2013.

The Independent Directors will table before the Board the Declaration under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 presenting a Declaration of compliance of all the criteria of independent director as envisaged in the Companies Act, 2013.

Agenda Item No. 22: Approval of the Related Party Transactions to be entered by the company based on the the review and approval of the Audit Committee.

The Board shall review & approve the related party transactions to be entered into by the Company during the financial year based on the omnibus approval obtained from the Audit Committee of the Company.

Agenda Item No.23: To take note of Registers of Contracts under section 189 (1) of the Companies Act, 2013.

The Board will take a note of the necessary entries, if any in the Register of Contracts maintained under section 189 (1) of the Companies Act, 2013 to be taken on record and to be signed.

Agenda Item No. 24: To undertake any other matter with the permission of the Chair.

The Board will consider any other matter connected with business with the permission of the Chair.