



# KIRTI BIHANI & ASSOCIATES

## Practicing Company Secretaries

Annexure IV

### Confirmation by Practicing Company Secretary on their letterhead:

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 10,59,710 Equity Shares fully paid up Equity Shares of face value of Rs.10/- each (Rupees Ten Only), of the Company (“Equity Shares”) for cash at a price of Rs. 24.96/- (including a premium of Rs. 14.96/-) (“Issue Price”) per Equity Share, aggregating up to Rs. 2,64,50,372 of Rs. 10 each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We M/s. Kirti Bihani & Associates, Practicing Company Secretaries, Mumbai (COP-24567), have verified the relevant records and documents of Sterling Powergensys Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) ~~has/~~ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ ~~are~~ promoter/ promoter group entity, then none of entities in the promoter and promoter group entities ~~has/ have~~ sold any equity share of the company during the 90 trading days preceding the relevant date.
- Some Allotees as per Annexure I hold equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- The pre-preferential shareholding of each of proposed allottee(s) has been in the process of lockin in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is/will be no sale/pledge of pre-preferential holding from 04/07/2024 (Relevant Date) till the date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Mr. S. Venkata Subramanian	IN30154934635351 Client id: 'S000003	464550	In process		Not applicable	



# KIRTI BIHANI & ASSOCIATES

## Practicing Company Secretaries

Mr. Dinesh Kumar Agarwal	IN30021413238686	12490		
Mr. Deepakkumar Somchand Shah	IN30045014493717 Client id: 'D000737, 'D000412, 'D000411, 'D000102'B000002	245050		
Mr. Mohan Harishchandra Badbe	1208160152520979 Client Id: '000012',000011	500		
Mr. Sanjay K. Pandit		200		
Mr. Pundlik Ranaba Davane	IN30302813160977 Client id: 'P000945	1000		
Mr. Sajit V. Nair	1204470027114902	100		
Ms. Prajakta Suresh Nandawade	1208870093215935	432		
Mrs. Shashikala Suresh Nandawade	1203320085147951	2000		
Mr. Arunachalam Muralidharan	IN30429553635640 Client id: 'M001135, 'A001030	1500		
Mr. Ganesan Appasamy	IN30131322055289	1237		
Mr. Simone Joshi	65907190	16		

(\*) client id/ folio no in case allottee hold the securities in physical form and are in the process of dematerialization.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.



# **KIRTI BIHANI & ASSOCIATES**

## **Practicing Company Secretaries**

- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is more than 5% of the post issue fully diluted share capital of the issuer

**Place: Mumbai**  
**Date: July 11, 2024**

**For Kirti Bihani & Associates**

**Kirti Bihani Chandak**  
**Proprietor**  
**Membership No.: 54519**  
**C.P. No.: 24567**

**UDIN: \_\_\_\_\_**  
**Peer Review Certificate no. 3584/2023**