



STERLING POWERGENSYS LIMITED

(CIN - L29213MH1984PLC034343)

**35TH
ANNUAL REPORT
2019-2020**


STERLING POWERGENSYS LIMITED

(CIN - L29213MH1984PLC034343)

CORPORATE INFORMATION
BOARD OF DIRECTORS & KMP

VENKATA SANKARAN SUBRAMANIAN	:	MANAGING DIRECTOR
IYAR RAJLAXMI	:	NON EXECUTIVE DIRECTOR
YASH DHARMENDRA SANGHVI	:	NON EXECUTIVE DIRECTOR
RAMESH CHANDRA SHARMA	:	INDEPENDENT DIRECTOR
HARISHCHANDRA BHARAMA NAUKUDKAR	:	INDEPENDENT DIRECTOR AND CHAIRMAN
GAURAV KAUSHIK	:	COMPANY SECRETARY
PUNDLIK RANABA DAVANE	:	CHIEF FINANCIAL OFFICER

BANKER: BANK OF MAHARASHTRA

UNIT-I A -8/4, MIDC Industrial Area, Murbad, Dist: Thane, - 421 401.	REGISTERED & CORPORATE OFFICE 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai – 400 080.	UNIT – II Indian Corporation, Bldg. No. 190, Godown No - 8 Gundavaligaon, Dapoda Village, Mankoli Naka, Bhiwandi, Thane – 421302.
STATUTORY AUDITORS DOSHI MARU & ASSOCIATES Chartered Accountants 9, Shreepal Bldg., S. N. Road, Tambe Nagar, Mulund (West), Mumbai - 400 080.	SHARE TRANSFER AGENT & REGISTRAR BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Bldg., Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059	SECRETARIAL AUDITORS VIKRANT SUTRAVE AND ASSOCIATES Company Secretaries 109, West Mangalwar Peth, Solapur, Maharashtra, India.

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STERLING POWERGENSYS LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the 35th Annual General Meeting of the members of the Company will be held at **Meeting Hall, Ground Floor, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai-400080, Maharashtra, India on Friday, 29th January, 2021 at 03:00 p.m.** 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, 2020 together with Reports of the Board of Directors and the Auditors thereon.

Item No 2: Re-Appointment of Mr. Yash Dharmendra Sanghvi (Director Liable to Retire by Rotation):

To reappoint Mr. Yash Dharmendra Sanghvi (DIN: 06934650), as Director who retires by rotation and being eligible, offers himself for re-appointment. Brief Resume is attached as Annexure- I.

SPECIAL BUSINESS:

Item No 3: Re appointment of Mr. Venkata Sankaran Subramanian (DIN: 00107561) as Managing Director of the Company:

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 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Venkata Sankaran Subramanian as Managing Director of the Company for a period of 5 Years with effect from 01st April, 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”) (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Venkata Sankaran Subramanian.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

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

Sd/-

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

DATE: 31/12/2020

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.
Email: investor@spisolar.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 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.

3. Electronic Copy of the Notice Convening the 35th Annual General Meeting, interalia indicating the process and manner of E-voting 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 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 Saturday, 23rd January, 2021 to Friday, 29th January, 2021.

4. 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.

5. 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.

6. 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.

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

8. 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

9. 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.



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10. 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.
11. 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.
12. 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.
13. 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.
14. **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.**

The instructions for members for voting electronically are as under:-

The voting period begins at 9:00 A.M. (IST) on 25th January, 2021 and ends at 5:00 P.M. (IST) on 28th January, 2021. 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 22nd January, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders / Members
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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">● 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/Postal Ballot Form/ mail) in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- In case of members receiving the physical copy:**
- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins at 9:00 A.M. (IST) on 25th January, 2021 and ends at 5:00 P.M. (IST) on 28th January, 2021. 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 22nd January, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.

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

Sd/-

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

DATE: 31/12/2020

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.

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

ITEM NO.3:

Mr. Venkata Sankaran Subramanian's (DIN: 00107561) was appointed as Whole Time Director on 30th March, 2019 for the period of two years. Subsequently the designation was changed to Managing director on 29th May, 2020. The Members had subsequently approved the said change in designation and terms of his remuneration.

His current term of appointment as the Managing Director of the Company expires on 31st March, 2021. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Venkata Sankaran Subramanian should be available to the Company for a further period of 5 (Five) years with effect from 01st April, 2021.

The main terms and conditions for the re-appointment of Mr. Venkat Sankaran Subramanian are as under:

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 the 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 authorized officer(s) of the Company to 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 of the Company as per the recommendation of concerned units;
 - c) To increase the remuneration or salary of any employee or servant of the Company;
 - d) Singly or together with other authorized 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 judgement, proceed to judgement 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 said 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 endeavour to promote the interest thereof.
4. The main terms and conditions for the re-appointment of Mr. Venkat Sanakaran Subramanian are as under:
 - a) Period of Appointment: 5 years
 - b) Remuneration (Effective from 01st April, 2021): Rs. 25000 per month
 - c) The terms and conditions of the said appointment 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 of the Companies Act, 2013, or any amendment made hereinafter in this regard.
 - d) If at 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.



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- e) The Managing Director shall be entitled for leave benefits as per the rules of the Company i.e. 6 days Sick leave, 6 days Casual leave and 24 days paid leave.

Minimum Remuneration:

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

5. Other terms and Conditions:

- a) The Managing Director hereby agrees to follow the Code of Conduct adopted by the Company and any modification thereof.
 - b) No sitting fees will be paid to the Managing Director for attending the Meeting of Board of Directors or Committee thereof.
 - c) He shall be entitled to 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) 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.
 - f) The terms and conditions of 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 Companies act, 2013 or any amendments made thereto.
 - g) 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 control 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 it assigns and binds himself not to retain any 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 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 and 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 Director as 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

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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.

Brief resume of **Mr. Venkata Subramanian**, 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 except Mr. Venkata Subramanian and Mrs. Rajlaxmi Iyar.

The Board recommends the **Ordinary Resolution** set out at Item No. 3 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	MR. VENKATA SUBRAMANIAN	Mr. YASH DHARMENDRA SANGHVI
Directors Identification Number (DIN)	00107561	06934650
Age	64 years	28 years
Qualification	Bachelor of Science	Commerce Graduate and BBA-IT
Expertise in Specific Area	Technical Expertise of Main Business of Company and overall management, control and expertise	Commercial and Administration
Date of first Appointment on the Board of the Company	18.01.1989	10.11.2014
Shareholding in Sterling Powergensys Ltd.	4,64,350	NIL
List of Directorship held in other companies	1. AKSPL POWERGENSYS PRIVATE LIMITED	NIL
Membership/Chairmanship of Audit and Stakeholders Remuneration Committee	1. Member of Audit Committee	1. Member of Stakeholder's Relationship Committee

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

Sd/-

VENKATA SUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)

DATE: 31/12/2020

REGISTERED OFFICE:
STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.
Email: investor@splsolar.in

**DIRECTORS' REPORT TO THE MEMBERS**

Your Directors have great pleasure in presenting the 35th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2020.

FINANCIAL HIGHLIGHTS:

Particulars	Year ended 31.03.2020 (Rs. In Lakhs)	Year ended 31.03.2019 (Rs. In Lakhs)
Sales & Other Income	1116.06	104.29
Profit / (Loss) before tax and appropriations	-52.13	-69.11
Less: Provisions for Doubtful Assets	-	-
Less: Tax Expenses	-	-
Add: Provisions Reversed	-	-
Profit / (Loss) after tax	-52.13	-69.11
Add: Adjustment for depreciation as per Companies Act 2013	-	-
Add: Balance brought forward from previous year	-	-
Balance carried to Balance Sheet	-52.13	-69.11

OPERATIONAL REVIEW & STATE OF COMPANY'S AFFAIRS:

The Company has entered in the Solar Power Sector, incubated a business proposition for the last 5 years, launched during November, 2015 the Shop-on-line, plug-in-play, stock & sale model and integrated solar PV power generating system catering to B to C and B to B segments. We are overwhelmed with the response from our customers. Company has introduced the concept of product for solar power system against the prevailing practice of considering it as project irrespective of the size. Company has developed various standard solar power system. Details regarding Company operations are displayed on the company's website www.splsolar.in.

During the year under review, the Company has recorded a total revenue of Rs. 1116.06 Lakhs including the other income against the total revenue in the previous year of Rs.104.29 Lakhs. Company has posted a Loss of Rs. 52.13 Lakhs for the year ended 31st March, 2020.

RESERVES:

Your Directors do not propose to transfer any amount to the General Reserve Account In lieu of Loss.

DIVIDEND:

Your Directors have not recommended any dividend for the year ended 31st March, 2020 due to Losses during the year.

SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31st March, 2020 was Rs. 5,09,60,000/- divided into 50,96,000 Equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights neither granted any stock options nor sweat equity.

SUBSIDIARIES, ASSOCIATE COMPANIES & JOINT VENTURES:

The Company is not having any associate company, subsidiary company or Joint venture.

PUBLIC DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not issued any loans or provided any Guarantees or made Investments covered under the provisions of Section 186 of the Companies Act, 2013 for the Financial Year 2019-2020.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions of CSR activities under the Companies Act, 2013 are not applicable to the company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

Due to non-compliances with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), trading on Bombay Stock Exchange where Company is listed has been suspended with effect from 01st October, 2019. The Company has not paid Annual Listing Fees and is in violation of Certain SEBI Regulations/ Listing Requirements.

Except this, there were no significant and material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

CORPORATE GOVERNANCE REPORT: Not Applicable

As per Regulation 27(2) and Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Paid up Equity Share Capital of the Company being less than Rs. 10 Crore and Net worth is being less than Rs. 25 Crore as on 31st March, 2019, Corporate Governance Report is not applicable to the company.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is presented in the separate section forming part of this Annual Report as “**Annexure – D**”.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

DIRECTORS RESPONSIBILITY STATEMENT:

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section 134 (3)(c) of the Companies Act, 2013:

- (a) that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure ‘A’** and forms an integral part of this Report and the same is also available on the website of the Company on www.splsolar.in.

BOARD OF DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, during the year



STERLING POWERGENSYS LIMITED

1. Mr. Rajesh Ulhas Deshpande, Mrs. Payal Raju Savla and Mr. Harishchandra Bharama Naukudkar resigned from the post of Independent Director with effect from 14th June, 2019.
2. Mr. Girish Sharma and Mr. Ramesh Chandra Sharma were appointed Independent Director of the Company with effect from 21st June, 2019 and change in designation of Mrs. Rajlaxmi Iyar from executive director to non-executive director with effect from 21st June, 2019.
3. Mr. Girish Sharma and Mr. Ramesh Chandra Sharma ceased to be Director of the Company with effect from 14th November, 2019.
4. Thereafter, Mr. Harishchandra Bharama Naukudkar was appointed as Independent Director and Chairman of the Company with effect from 18th November, 2019 and Mr. Ramesh Chandra Sharma was appointed as Independent Director with effect from 18th November, 2019.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The following persons are the Directors and Key Managerial Personnel of the Company as on 31st March, 2020:

Sr. No.	Name of the person	Designation
1	Venkata Subramanian*	Managing Director and Compliance Officer
2	Rajlaxmi Iyar	Non-Executive Director
3	Yash Dharmendra Sanghvi**	Non-Executive Director
4	Ramesh Chandra Sharma	Independent Director
5	Harishchandra Bharama Naukudkar	Independent Director
6	Pundlik Ranaba Davane***	Chief Financial Officer

* Change in designation from whole time director to Managing Director with effect from 29th May, 2020.

** Mr. Yash Dharmendra Sanghvi, Director of the Company retires by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, offers himself for re-appointment.

*** Mr. Pundlik Ranaba Davane was appointed as Chief Financial Officer with effect from 21st June, 2019.

BOARD EVALUATION:

Pursuant to the provisions of Section 134 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

REMUNERATION POLICY:

The Company has a Nomination and Remuneration Committee. The Committee reviews and recommends the Board about remuneration for Directors and Key Managerial Personnel and other employee up to one level below of Key Managerial Personnel. During the Financial year 2019-20 the Company did not paid any sitting fees to the Non-Executive Director and Independent Directors for attending the Board Meetings. Remuneration to Executive Directors is governed under the relevant provisions of the Companies Act, 2013. The Company has devised the Nomination and Remuneration Policy for the appointment, re-appointment and remuneration of Directors & Key Managerial. All the appointment, re-appointment and remuneration of Directors and Key Managerial Personnel are in compliance of the Nomination and Remuneration Policy of the Company.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down pursuant to Section 149 (6) of the Companies Act, 2013.

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BOARD DIVERSITY:

None of the Directors of the Company is disqualified for being appointed as Director as Specified in Section 164(2) of the Companies Act, 2013.

FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS:

In compliance with the requirements of SEBI Listing Regulations, the Company has put in place a familiarisation program for Independent Directors' to familiarize them with their role, rights & responsibilities as Directors, the operations of the Company, business overview, etc.

The detail of familiarisation program is available on the website of the Company.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year ended 31st March, 2020, Nine Board Meetings were held on the following dates:

(1) 20th April, 2019 (2) 28th May, 2019 (3) 14th June, 2019 (4) 21st June, 2019 (5) 14th August, 2019 (6) 11th September, 2019 (7) 14th November, 2019 (8) 18th November, 2019 and (9) 13th February, 2020. The composition is as under:-

Name of the Directors	Category of Directors	Number of outside Directorship		Attendance		No. of Shares held in the Company As at 31.03.2020
		Directorship #		Board meeting	Last AGM	
		Public	Private			
Venkata Subramanian	Managing Director*	-	1	9	Yes	4,64,350
Rajlaxmi Iyar	Non-Executive Director	-	0	9	No	9000
Yash Dharmendra Sanghvi	Non-Executive Director	-	-	9	Yes	Nil
Ramesh Chandra Sharma	Independent Director	-	-	3	Yes	Nil
Harishchandra Bharama Naukudkar	Independent Director	-	-	2	Yes	Nil
Pundlik Ranaba Davane	Chief Financial officer	-	-	6	Yes	1000

* Change in designation from whole time director to Managing Director with effect from 29th May, 2020.

Excluding Directorships in Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Memberships of the Directors in various Committees are within the permissible limits of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Board have been provided with the requisite information mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 well before the Board Meetings.

COMMITTEE MEETINGS:

AUDIT COMMITTEE:

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is having in place an Audit Committee comprising of Independent Directors and Non-Executive Director. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

All the members of the Audit Committee are financially literate.

During the financial year ended 31st March, 2020, Audit Committee Meetings were held on the following dates:

(1) 20th April, 2019 (2) 28th May, 2019 (3) 14th August, 2019 (4) 11th September, 2019 (5) 12th November, 2019 and (6) 13th February, 2020.



STERLING POWERGENSYS LIMITED

The name and attendance of Audit Committee members are as under:

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Entitled to attend	Attended
Mr. Harishchandra Bharama Naukudkar	Chairperson	Independent Director	3	3
Mr. Ramesh Chandra Sharma	Member	Independent Director	4	4
Mr. Venkata Subramanian	Member	Managing Director*	4	4

* Change in designation from whole time director to Managing Director with effect from 29th May, 2020

At the invitation of the Committee, Executive Directors and other Financial Executives of the Company also attended the meetings to respond to queries raised at the Committee meetings.

NOMINATION & REMUNERATION COMMITTEE:

The Company is having in place the Nomination and Remuneration Committee ("NRC") for reviewing and recommending the remuneration payable to the Directors and senior executives of the Company and assisting the Board with respect to the process of appointment or re-election of Chairman of the Board of Directors and other executive and non-executive Directors.

The particulars of Members of Nomination & Remuneration Committee and their attendance at the Meetings are as under:

During the financial year ended 31st March, 2020, the **Nomination & Remuneration Committee** Meetings were held on the following dates:

(1) 28th May, 2019 (2) 14th August, 2019 (3) 12th November, 2019 and (4) 13th February, 2020.

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Entitled to attend	Attended
Mr. Ramesh Chandra Sharma	Chairperson	Independent Director	3	3
Mrs. Rajlaxmi Iyar	Member	Non-Executive Director	3	3
Mr. Harishchandra Bharama Naukudkar	Member	Independent Director	2	2

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee has framed a policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel (KMP), Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013. Pursuant to Section 134(3) of the Companies Act, 2013, the nomination and remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the Company's website www.splsolar.in. We affirm that the remuneration paid to Directors, senior management and other employees is in accordance with the remuneration policy of the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company is having in place the Stakeholders Relationship Committee ("SRC") for the redressal of the grievances of security holders of the Company.

Composition, Meetings and Attendance of the committee is as follows:

During the financial year ended 31st March, 2020, the **Stakeholders Relationship Committee** Meetings were held on the following dates:

(1) 20th April, 2019 (2) 14th August, 2019 (3) 12th November, 2019, and (4) 13th February, 2020.

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Entitled to attend	Attended
Mrs. Rajlaxmi Iyar	Chairperson	Non-Executive Director	3	3
Mr. Harishchandra Bharama Naukudkar	Member	Executive Director	2	2
Mr. Yash Dharmendra Sanghvi	Member	Independent Director	4	4

SEXUAL HARASSMENT:

The Company has constituted an Internal Complaint Committee and the Board monitors the implementation and assesses the efficiency of the methods employed as required (under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder). During the year under review, no complaints were reported.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism/Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism/Whistle Blower policy has been posted on the website of the Company i.e. www.splsolar.in.

RELATED PARTY TRANSACTIONS:

All transactions entered into with Related Parties for the year under review were on arm's length basis and were in the ordinary course of the business and thus provisions of Section 188 of the Companies Act, 2013 are not attracted. The disclosure in Form AOC-2 is accordingly, not required.

DEPOSITORY SERVICES:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE067E01013. Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

REPORTING OF FRAUDS:

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Acts & Rules framed thereunder either to the Company or to the Central Government.

CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code has been posted on the Company's website www.splsolar.in. All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

STATUTORY AUDITOR:

M/s. Doshi Maru & Associates, Chartered Accountants, Mumbai (FRN- 112187W), were appointed as the Statutory Auditors of the Company at its 32nd Annual General Meeting from the conclusion of the said meeting until the conclusion of the 37th Annual General Meeting. The report of the Statutory Auditors, M/s. Doshi Maru & Associates, Chartered Accountants on the financial statements of the Company for the Financial Year 2019-20 forms part of this Annual Report. The statutory auditors have submitted an unmodified opinion on the audit of financial statements for the Financial Year 2019-20 and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

SECRETARIAL AUDIT:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed M/s. Vikrant Sutrave and Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as **Annexure 'B'** and forms an integral part to this Report.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The observations of the Statutory Auditors contained in their Report have been adequately dealt with in the Notes to the Accounts which are self-explanatory and, therefore, do not call for any further comments.

With respect to Secretarial Auditors qualification in the Secretarial Audit Report, Your Directors wish to state that the Company is going through financial distress and severe cash flow problems, which has caused Employee/Resource Crunch leading to disturbance in Compliance Pattern/tax payments.



STERLING POWERGENSYS LIMITED

However, your Directors assure that the Company continues its principles of abiding by the Law in its Letter and Spirit. Your Directors assure that some of the Compliance/Tax payments reported as not done have subsequently done and balance too will be completed in due course.

Your Directors are putting maximum efforts to make company fully compliant in all respects and expect Company to be fully compliant at the earliest

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 'C'** to this Report.

RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The Board periodically reviews the risks and measures are taken for mitigation.

ENVIRONMENT AND SAFETY:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned compliances, environmental regulations and preservation of natural resources at the Plant.

PARTICULARS OF EMPLOYEES:

Disclosures with respect to remuneration required pursuant to Section 197 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is Annexed here as "**Annexure-E**". Further, the Company does not have any employee whose remuneration exceeds the limits prescribed in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

LISTING:

The Company's Shares are listed on Bombay Stock Exchange (BSE Limited).

IMPACT OF COVID-19:

The Country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly. By staying true to its purpose and its values, the top-most priority for the Company was to ensure the safety of its employees.

ACKNOWLEDGEMENT:

The Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review. The Directors also wish to place on record their appreciation for impressive growth achieved through the competence, hard work, solidarity, cooperation and support of employees at all levels.

DATE: 31/12/2020

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.
Email: investor@splsolar.in

By order of the Board

For STERLING POWERGENSYS LIMITED

Sd/-

VENKATA SUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)

Sd/-

RAJLAXMI IYAR
DIRECTOR
(DIN: 00107754)

ANNEXURE 'A'

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2020

(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS

1	C.I.N.	L29213MH1984PLC034343
2	Registration Date	22nd October, 1984.
3	Name of the Company	Sterling Powergensys Limited
4	Category / Sub-category of the Company	Public Company Limited by Shares
5	Address of the Registered office & contact details	2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai – 400 080. Tel:- 022-2560 5588
6	Whether listed company	Yes (Listed at BSE Limited)
7	Name, Address & contact details of the Registration & Transfer Agent, if any.	Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Bldg., Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai – 400059 Tel:- 022 - 62638200 Fax:- 022 - 62638299

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are given below:

Sr. No.	Name & Description of main products/Services	NIC Code of the Product/service	% to total turnover of the Company
1	Solar Power Generating System	3510	98.43
2	Roll Forming & Structural Fabrication, Job Work & Services	2811	1.57

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES: NIL

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year: 01/04/2019				No. of Shares held at the end of the year: 31/03/2020				% Change during the year
	Demat	Physical	Total Shares	% of Total Shares	Demat	Physical	Total Shares	% of Total Shares	
(I) (II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(IX)	(X)
(A) Shareholding of Promoter and Promoter Groups									
(a) INDIVIDUAL / HUF	2012675	742750	2755425	54.07	2012675	647350	2660025	52.20	(1.87)
(b) CENTRAL / STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0	0
(c) BODIES CORPORATE	0	439900	439900	8.63	0	439900	439900	8.63	0.00
(d) FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0	0
(e) ANY OTHERS (Specify)									
(i) DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0	0
(ii) GROUP COMPANIES	0	0	0	0.00	0	0	0	0	0
(iii) TRUSTS	0	0	0	0.00	0	0	0	0	0
SUB TOTAL (A)(1) :	20,12,675	11,82,650	31,95,325	62.70	20,12,675	10,87,250	30,99,925	60.83	(1.87)
2 FOREIGN									
(a) INDIVIDUAL	0	0	0	0.00	0	0	0	0	0
(b) BODIES CORPORATE	0	0	0	0.00	0	0	0	0	0
(c) INSTITUTIONS	0	0	0	0.00	0	0	0	0	0
(d) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0	0
(e) ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0	0
SUB TOTAL (A)(2):	0	0	0	0.00	0	0	0	0	0
Total holding for promoters (A)=(A)(1) + (A)(2)	20,12,675	11,82,650	31,95,325	62.70	20,12,675	10,87,250	30,99,925	60.83	(1.83)
(B) Public shareholding									
1. INSTITUTIONS									
(a) MUTUAL FUNDS / UTI	0	0	0	0.00	0	0	0	0	0
(b) FINANCIAL INSTITUTIONS / BANKS	0	7900	7900	0.16	0	7900	7900	0.16	0.00
(c) CENTRAL / STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0	0
(d) VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0	0
(e) INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0	0
(f) FII'S	0	0	0	0.00	0	0	0	0	0
(g) FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0	0
(h) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0	0
(i) ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0	0
SUB TOTAL (B)(1) :	0	7900	7900	0.16	0	7900	7900	0.16	0.00
2. NON-INSTITUTIONS									
(a) BODIES CORPORATE	5,583	18,200	23,783	0.47	3,883	18,200	22083	0.43	(0.03)
(b) INDIVIDUAL									
(i) (CAPITAL UPTO TO RS. 1 LAKH)	3,10,835	11,84,600	14,95,435	29.35	3,28,335	11,84,700	15,13,035	29.69	0.35
(ii) (CAPITAL GREATER THAN RS. 1 LAKH)	79,370	1,22,000	2,01,370	3.95	2,38,470	42500	2,80,970	5.51	1.56
(c) QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
(d) ANY OTHERS (Specify)	0	0	0	0	0	0	0	0	0
(i) HINDU UNDIVIDED FAMILY	11087	0	11087	0.22	11187	0	11187	0.22	0.00
(ii) TRUSTS	0	0	0	0	0	0	0	0	0
(iii) CLEARING MEMBER	1000	0	1000	0.02	700	0	700	0.01	(0.01)
(iv) DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
(v) EMPLOYEE	0	0	0	0	0	0	0	0	0
(vi) NON-RESIDENT INDIANS (NRI)	0	154400	154400	3.03	0	154400	154400	3.03	0.00
(vii) NON-RESIDENT INDIANS (REPAT)	5500	0	5500	0.11	5500	0	5500	0.11	0.00
(viii) NON-RESIDENT INDIANS (NON REPAT)	200	0	200	0.00	300	0	300	0.01	0.00
(ix) OVERSEAS BODIES CORPORATES	0	0	0	0	0	0	0	0	0
(x) UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	4,13,375	1479200	1892775	37.14	588375	1399800	1988175	39.01	1.87
Total Public Shareholding (B)=(B)(1) + (B)(2)	4,13,375	14,87,100	19,00,675	37.30	5,88,375	14,07,700	1996075	39.17	1.87
Total (A) + (B) :	24,26,050	26,69,750	50,96,000	100.00	26,01,050	24,94,950	50,96,000	100.00	0.04
(a) SHARES HELD BY CUSTODIANS									
(i) Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
(ii) Public	0	0	0	0	0	0	0	0	0
SUB TOTAL(C)(1):	0	0	0	0	0	0	0	0	0
(C)=(C)(1)	0	0	0	0	0	0	0	0	0
Grand Total (A) + (B) + (C)	2426250	2669750	5096000	100.00	2601050	2494950	5096000	100.00	(0.00)

ii) Share holding of promoters

Sr No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% total shares of the Company
		No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1.	DHARMENDRA GORAKHCHAND SANGHVI	5,31,875	10.44	0.00	5,31,875	10.44	0.00	10.44
2.	PARAM KAMLESH KAPADIA	5,20,000	10.20	0.00	5,20,000	10.20	0.00	10.20
3.	S. VENKATA SUBRAMANIAN	4,64,350	9.11	0.00	4,64,350	9.11	0.00	9.11
4.	PRADEEP GORAKHCHAND SANGHVI	2,54,650	5	0.00	2,54,650	5	0.00	5
5.	SWETA ALLOYS PVT LTD	2,48,900	4.88	0.00	2,48,900	4.88	0.00	4.88
6.	DEEPAKKUMAR SOMCHAND SHAH	2,45,050	4.81	0.00	2,45,050	4.81	0.00	4.81
7.	CHANDRA RISHI ESTATES PVT LTD	1,91,000	3.75	0.00	1,91,000	3.75	0.00	3.75
8.	P R SHAH	1,27,600	2.50	0.00	1,27,600	2.50	0.00	2.50
9.	P G KRISHNA DAS	76,200	1.49	0.00	76,200	1.49	0.00	1.49
10.	PREMCHAND MEPA SHAH	74,700	1.47	0.00	74,700	1.47	0.00	1.47
11.	JITENDRA V RAO	60,200	1.18	0.00	60,200	1.18	0.00	1.18
12.	BHANUMATHI N RAO	60,000	1.18	0.00	60,000	1.18	0.00	1.18
13.	BADAMI PAWAN BOTHRA	62,000	1.22	0.00	62,000	1.22	0.00	1.22
14.	SANGHAVI JATIN	40,000	0.78	0.00	0	0.00	0.00	0.00
15.	S RAJAGOPALAN	23,900	0.47	0.00	23,900	0.47	0.00	0.47
16.	E S SANKARAN	23,400	0.46	0.00	23,400	0.46	0.00	0.46
17.	SANGHAVI BAKUL	20,000	0.39	0.00	20,000	0.39	0.00	0.39
18.	SANGHAVI YOGEN	20,000	0.39	0.00	0	0.00	0.00	0.00
19.	PURUSHOTTAM NAIR	20,000	0.39	0.00	20,000	0.39	0.00	0.39
20.	SANGHAVI ROHIT	20,000	0.39	0.00	20,000	0.39	0.00	0.39
21.	GUPTA D NIRMAL	20,000	0.39	0.00	20,000	0.39	0.00	0.39
22.	SANGHAVI HARESH	20,000	0.39	0.00	0	0.00	0.00	0.00
23.	J M JAIN	15,400	0.30	0.00	0	0.00	0.00	0.00
24.	DINESH KUMAR AGARWAL	12,500	0.25	0.00	12,500	0.25	0.00	0.25
25.	PRAVEEN DULICHAND BOTHRA	10,000	0.20	0.00	10,000	0.20	0.00	0.20
26.	JAYAGOPI P PILLAI	9,600	0.19	0.00	9,600	0.19	0.00	0.19
27.	V RAJALAKSHMI	9,000	0.18	0.00	9,000	0.18	0.00	0.18
28.	VIMLA BOTHRA	7,000	0.14	0.00	7,000	0.14	0.00	0.14
29.	DULI CHAND S BOTHRA	4,000	0.08	0.00	4,000	0.08	0.00	0.08
30.	GEETA ARVIND BOTHRA	4,000	0.08	0.00	4,000	0.08	0.00	0.08
	TOTAL	31,95,325	62.70	0.00	30,99,925	60.84	0.00	60.84

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
SANGHAVI JATIN	40000	0.78	40000	0.78
Change during the year	Transfer of 20000 shares on 12th July, 2019 Transfer of 20000 shares on 15th November, 2019			
At the end of the year	0	0.00	0	0.00
SANGHAVI YOGEN	20000	0.39	20000	0.39
Change during the year	Transfer of 20000 shares on 15th November, 2019			
At the end of the year	0	0	0	0
SANGHAVI HARESH	20000	0.39	20000	0.39
Change during the year	Transfer of 20000 shares on 12th July, 2019			
At the end of the year	0	0.00	0	0.00
J M JAIN	15400	0.30	15400	0.30
Change during the year	Transfer of 15400 shares on 14th June, 2019			
At the end of the year	0	0.00	0	0.00



STERLING POWERGENSYS LIMITED

(i) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs & ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/Decrease	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	MAYA BHOJWANI							
	At the beginning of the year	104,400	2.05	01/04/19	0	N.A.	104,400	2.05
	At the end of the year	104,400	2.05	31/03/20	0	N.A.	104,400	2.05
2	RAKESH SAMRATHMAL JAIN							
	At the beginning of the year	0	0.00	01/04/19	0	SELL	0	0.00
			0.02	11/10/19	900	BUY	900	0.02
			1.20	27/12/19	60,300	BUY	61,200	1.20
	At the end of the year	61,200	1.20	31/03/20	0	N.A.	61,200	1.20
3	RAKESH S JAIN							
	At the beginning of the year	53,000	1.04	01/04/19	0	N.A.	53,000	1.04
			0.02	27/12/19	-43,000	SELL	10,000	0.02
	At the end of the year	10,000	0.02	31/03/20	0	N.A.	10,000	0.02
4	SURESH BHOJWANI							
	At the beginning of the year	50,000	0.98	01/04/19	0	N.A.	50,000	0.98
	At the end of the year	50,000	0.98	31/03/20	0	N.A.	50,000	0.98
5	JATIN VENILAL SANGHAVI							
	At the beginning of the year	0	0.00	01/04/19	0	SELL	0	0.00
			0.39	20/09/19	20000	BUY	20000	0.39
			0.78	15/11/19	20000	BUY	40000	0.78
	At the end of the year	40000	0.78	31/03/20	0	N.A.	40000	0.78
6	RAJENDRA KANTILAL MODY							
	At the beginning of the year	28,490	0.56	01/04 /19	0	N.A.	28,490	0.56
	At the end of the year	28490	0.56	31/03/20	0	N.A.	28490	0.56
7	HARESH SANGHAVI							
	At the beginning of the year	0	0.00	01/04/19	0	SELL	0	0.00
			0.78	09/08/19	40000	BUY	40000	0.78
			0.39	20/09/19	-20000	SELL	20000	0.39
	At the end of the year	20000	0.39	31/03/20	0	N.A.	20000	0.39
8	YOGEN D SANGHAVI							
	At the beginning of the year	0	0.00	01/04/19	0	SELL	0	0.00
	At the end of the year		0.39	15/11/19	20000	BUY	20000	0.39
9	JABARMAL MALAJI JAIN							
	At the beginning of the year	2500	0.05	01/04/19	0	N.A.	2500	0.05
			0.35	21/06/19	15400	BUY	17900	0.35
	At the end of the year	17900	0.35	31/03/20	0	N.A.	17900	0.35
10	MADHU RATHI							
	At the beginning of the year	16700	0.33	01/04/19	0	N.A.	16700	0.33
	At the end of the year	16700	0.33	31/03/20	0		16700	0.33

Note: The above information is based on the weekly beneficiary position received from the Depositories

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(ii) Shareholding of Directors and key Managerial Personnel:

Sr. No.	For Each of the Directors & Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	VENKATA SUBRAMANIAN At the beginning of the year Date wise increase/decrease in Shareholding during the year specifying the reasons for increase (e.g. allotment / transfer/bonus sweat equity etc) At the end of the year	4,64,350 No change 4,64,350	9.11 No change 9.11	4,64,350 No change 4,64,350	9.11 No change 9.11
2	IYAR RAJLAXMI At the beginning of the year Date wise increase/decrease in Shareholding during the year specifying the reasons for increase (e.g. allotment / transfer/bonus sweat equity etc) At the end of the year	9000 No change 9000	0.18 No change 0.18	9000 No change 9000	0.18 No change 0.18
3	YASH DHARMENDRA SANGHVI At the beginning of the year Date wise increase/decrease in Shareholding during the year specifying the reasons for increase (e.g. allotment / transfer/bonus sweat equity etc) At the end of the year	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—
4	RAMESH CHANDRA SHARMA At the beginning of the year Date wise increase/decrease in Shareholding during the year specifying the reasons for increase (e.g. allotment / transfer/bonus sweat equity etc) At the end of the year	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—
5	HARISHCHANDRA BHARAMA NAUKUDKAR At the beginning of the year Date wise increase/decrease in Shareholding during the year specifying the reasons for increase (e.g. allotment / transfer/bonus sweat equity etc) At the end of the year	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—
6	PUNDLIK RANABA DAVANE At the beginning of the year Date wise increase/decrease in Shareholding during the year specifying the reasons for increase (e.g. allotment / transfer/bonus sweat equity etc) At the end of the year	1000 No change 1000	0.02 No change 0.02	1000 No change 1000	0.02 No change 0.02
7	GAURAV KAUSHIK At the beginning of the year Date wise increase/decrease in Shareholding during the year specifying the reasons for increase (e.g. allotment / transfer/bonus sweat equity etc) At the end of the year	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—	—NIL— No change —NIL—



STERLING POWERGENSYS LIMITED

V. INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued by not due for payment:

(Rs. In lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	134.08	133.95		268.03
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.73	-	-	0.73
Total (I + ii + iii)	134.81	133.95	-	268.76
Change in indebtedness during the financial year				
Additions	2.57	2.24	-	4.81
Reduction (Net)	-	-	-	-
Net Change	2.57	2.24	-	4.81
i) Principal Amount	137.38	136.19	-	273.57
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	137.38	136.19	-	273.57

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager :

(Rs. In lakhs)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
		Whole Time Director Mr. Venkata Sankaran Subramanian	
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	3.00	3.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, (specify)	-	-
5	- Others, please specify	-	-
	Total (A)	3.00	3.00

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B. Remuneration to other Directors

(Rs. In lakhs)

SI.NO.	Particulars to remuneration	Names of Directors		Total Amount
		Ramesh Chandra Sharma	Harishchandra Naukudkar	
1.	Independent directors			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2.	Other Non-Executive Directors			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total Managerial Remuneration Total (B)=(1+2)	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. In lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	Total
		C.F.O.	
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act,1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act,1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- As % of profit	-	-
	- Others, (specify)	-	-
5	Others, please specify	-	-
	Total (C)	-	-

**Mr. Sanjay Jadhav resigned from post of CFO w.e.f. 06th June, 2019



STERLING POWERGENSYS LIMITED

vii) PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES

	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made if any (give details)
A	COMPANY					
	Penalty					
	Punishment					
	Compounding					
B	DIRECTORS					
	Penalty					
	Punishment					
	Compounding					
C	OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment					
	Compounding					

DATE: 31/12/2020

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.
Email: investor@splsolar.in

By order of the Board
For STERLING POWERGENSYS LIMITED

Sd/-
VENKATA SUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)

Sd/-
RAJLAXMI IYAR
DIRECTOR
(DIN: 00107754)

ANNEXURE 'B'

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Date: 31/12/2020

To,
The Members,
STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080, Maharashtra, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sterling Powergensys Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and rules and regulation made thereunder to the extent of foreign direct investment and External Commercial Borrowings; **(Not applicable to the Company during the audit period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009; **(Not applicable to the Company during the audit period);**
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period);**
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period);**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period);**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period).**



STERLING POWERGENSYS LIMITED

- vi. We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other following specifically applicable Acts, Laws and Regulations to the Company.
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
 - The Payment of Bonus Act, 1965.
 - The Payment of Gratuity Act, 1972.
 - The Payment of Wages Act, 1936.
 - The Bombay Shops & Establishment Act, 1948.
 - The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
 - The Environment (Protection) Act, 1986.
 - The Goods and Service Tax Act, 2017.
 - The Professional Tax Act, 1975.
 - The Income Tax Act, 1961.
 - The Finance Act, 1994 (Service Tax).

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards with respect to Board and General Meetings (SS-1 and SS-2) specified by the Institute of Company Secretaries of India;
- The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- Whereas in terms of the provisions of Section 203 of the Companies Act, 2013, the Company has not filled the casual vacancy within six months from the resignation of previous Company Secretary of the Company.*
- Whereas in the terms of Section 96 of Companies Act, 2013 the Annual General Meeting of the Financial Year 2018-19 was not held within the prescribed due dates and was held on 24th November, 2020.*
- Whereas in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has not submitted quarterly financial results to the BSE during the audit period but submitted the same late on 23/12/2020.*
- Whereas in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there was delayed in submission of disclosures/compliances/reports/filings to the BSE.*
- The Company has not filed E-forms with the Registrar of Companies, Mumbai within the prescribed time limit.*
- The Company has not paid the Annual listing fees for the financial year 2019-20 within the prescribed time limit.*
- Due to non-compliances with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), trading on Bombay Stock Exchange where Company is listed has been suspended with effect from 01st October, 2019.*
- The Company has not paid Provident Fund for more than 6 months as per Employees' Provident Funds and Miscellaneous Provisions Act, 1952.*
- The Company has not paid a part of Profession Tax under The Professional Tax Act, 1975.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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All decisions are carried out unanimously/majority voting at Board Meetings and Committee Meetings and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be except some Committee meeting have the lack of quorum.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the company has not undertaken any actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.

FOR VIKRANT SUTRAVE AND ASSOCIATES
Company Secretaries

Sd/-

[CS VIKRANT SUTRAVE]
PROPRIETOR

ACS No.: 50117

COP No.: 18174

PLACE: MUMBAI
DATE: 30/12/2020
UDIN: A050117B001771199

'ANNEXURE I'

To,
The Members,
STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR VIKRANT SUTRAVE AND ASSOCIATES
Company Secretaries

Sd/-

[CS VIKRANT SUTRAVE]
PROPRIETOR

ACS No.: 50117

COP No.: 18174

PLACE: MUMBAI
DATE: 30/12/2020
UDIN: A050117B001771199



ANNEXURE ‘C’

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

Information as per Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2020 is given here below and forms a part of the Directors’ Report.

A. CONSERVATION OF ENERGY:

The manufacturing process of the Company are not energy intensive, therefore impact of energy saving devices is insignificant.

B. TECHNOLOGY ABSORPTION:

The Company has not imported any technology at any time during the year under review.

RESEARCH AND DEVELOPMENT:

a)	Specific area in which R & D has carried out by the Company	The Company has carried out R & D in the area of product development & cost reduction
b)	Benefit derived as a result of R & D	Company is able to offer products with better quality at reduced price.
c)	Future Plan of action	The Company plans to strengthen its R & D activity and intensify its cost reduction programme.
d)	Expenditure on R & D	Expenditure on R & D is not accounted for separately.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(Amount in Rs.)

		2019-20	2018-19
a.	Foreign Exchange outgo	-	-
b.	Foreign Exchange earned	-	-

DATE: 31ST DECEMBER, 2020

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED
2/10, Meghal Service Industrial Estate,
Devidayal Road, Mulund West,
Mumbai – 400 080.
Email: investor@splsolar.in

By order of the Board
For STERLING POWERGENSYS LIMITED

Sd/-
VENKATA SUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)

Annexure D''

MANAGEMENT DISCUSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report of the year ended on 31st March, 2020.

1. Overall & Business Review:

The year 2019-20 started on a positive note with India emerging as the fastest growing major economy in the world. Improvement is expected in growth rate in the current financial year 2020-21 as the government is taking significant steps to rejuvenate the economy.

2. Industry Structure & Development:

Solar power in India is a fast-growing industry. The country added 3,010 MW of solar capacity in 2015-2016 and 5.55 GW in 2016-2017, the highest of any year, with the average current price of solar electricity dropping to 18% below the average price of its coal-fired counterpart. Government of India's initiative of 100 GW of solar energy by 2022 is an ambitious target. Government attention in the field of renewable energy makes the Company confident to continue substantial growth performance in the forthcoming period.

3. Opportunities & Threats:

The company's expertise to provide the industry well engineered solar power solution as per the specific need of the industry on Engineering Procurement & Construction (EPC) basis is expected to bring new areas of opportunity. Besides, company's expertise in providing the solar power solution on stock and sale model by offering standardized solutions, has brought in the concept of product from projects especially for smaller size roof top solutions, has opened new areas of opportunities. Looking towards the Government efforts towards promoting renewal energy, the Company sees immense future business opportunity in this field. Increase in raw material prices, except Solar PV panel, and having/retaining appropriate talent is an area of concern and may have adverse impact on the growth. Besides, the negative external factors are a matter of concern for the company. Along with EPC Business Company has entered into Project Management Consultancy (PMC) in the field of Solar Power Generation

4. Product wise performance:

During the year Company executed projects on EPC basis for solar power sector. Company has also supplied slandered roof top solar solution on stock and sale model. Company has rendered its Project Management Services to the Municipal Council for their Solar Power Generation Plants installed to utilize the power for WSSD and Streetlights.

5. Outlook:

The economic outlook is expected to be positive in view of stable & decisive government at centre. Government is taking steps to accelerate economic growth rate and it shall result in positive outcome for the industry in coming times. The declining trend in the interest rate should give much needed push to improve the economy and growth. In long term, outlook seems optimistic. Overall, with judicious utilization of it's experienced manpower, it is expected to generate a number of enquiries for the company in respective areas of operations. Considering the number of enquires and anticipated orders, it appears that the performance of the company will witness satisfactory improvement in the current year.

6. Risk and concern:

Continuous decreasing trend in solar power tariff, is forcing industry, specially the smaller players, to hold on their investment plan, which may affect growth adversely. High attrition rate of the skilled man power in the engineering sector is another area of concern for the industry. The company has no control over external factors which may adversely affect the company's operation. However, risk factors are continuously monitored by the management and necessary steps are taken to mitigate them.



7. Internal Control System and their adequacy:

The Company has proper and adequate systems of internal control, to safeguard assets against loss from unauthorized use or disposition. This also ensures that all transactions are authorized, recorded and reported correctly. Regular internal audit and checks are carried out to ensure the robustness of the system.

8. Financial Performance:

During the year under review, the Company has recorded a total revenue of Rs. 1116.06 Lakhs including the other income against the total revenue in the previous year of Rs.104.29 Lakhs. Company has posted a Loss of Rs. 52.13 Lakhs for the year ended 31st March, 2020.

9. Material Development in Human Resources / Industrial Relations:

The Company firmly believes that motivated and empowered employees are the cornerstone of competitive advantage. The Company's employee value proposition is based on a strong focus on employee development, providing a satisfying work environment, performance appraisal and counseling and appropriate empowerment.

10. Cautionary Statement:

Statement in this report on Management Discussion & Analysis describing the Company's projections and estimates may be forward looking and are based on certain assumptions and expectations of future events. Actual results may differ from projections due to demand-supply condition, prices of finished goods and raw material, changes in Government regulations, tax structure and other factors. The Company assumes no responsibility in respect of forward-looking statements which may undergo change on the basis of subsequent development events.

11. Impact of Covid-19:

The country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly. By staying true to its purpose and its values, the top-most priority for the Company was to ensure the safety of its employees.

Annexure E''

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The Ratio of remuneration of the Directors to the Median Remuneration of employees of the Company and percentage increase in the remuneration of Directors and KMPs:

Sr. No.	Name	Title	% increase in remuneration in F.Y. 31.03.2020 as compared to F.Y. 31.03.2019	Ratio of Remuneration to Median Remuneration
1	Venkata Sankaran Subramanian	Managing Director	N.A.	-
2	Yash Dharmendra Sanghvi	Non-Executive Director	-	-
3	Iyar Rajlaxmi	Non-Executive Director	-	-
4	Ramesh Chandra Sharma	Independent Director	-	-
5	Harishchandra B. Naukudkar	Independent Director	-	-
6	Pundlik Ranaba Davane	Chief Financial Officer	-	-
7	Gaurav Kaushik	Company Secretary	-	-

B.	The Percentage increase in the median remuneration of the employees during the Financial Year	0
C.	No. of Permanent Employees on the rolls of the Company as on 31.03.2020	14
D.	Average Percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Avg. increase in fixed salaries of employees other than managerial personnel in last financial year was -10% and increase in managerial remuneration was Rs. 3.00 lacs.
E.	Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms that remuneration paid is as per Remuneration Policy of the Company.
F.	Statement of particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 for the financial year ended 31.03.2019	None of the Employee was covered under the criteria of Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ended 31.03.2020.
F.	Any employee if employed throughout the Financial Year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two (2) percent of the equity shares of the Company.	None of the Employee was covered under the criteria of Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 for the financial year ended 31.03.2020.



MANAGING DIRECTOR AND CFO CERTIFICATION TO THE BOARD

To,
**The Board of Directors,
STERLING POWERGENSYS LIMITED**

We, S Venkata Subramanian, Managing Director and Pundlik Davane, CFO do hereby certify as follows:

I have reviewed the financial statements and the cash flow statement for the year and to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards applicable laws and regulations.

To the best of our knowledge and belief, these are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code conduct.

I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

I have indicated to the Auditors and the Audit Committee:

1. Significant changes in internal control over financial reporting during the year;
2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. There were no Instances of significant fraud of which we have become aware and there were no involvements therein, if any, of the management or an employee having a significant role in the Company's internal system over financial reporting. Hence, I have given Nil report in this matter.

I affirm that the Management have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any)

We further declare that all Board members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the current year.

FOR STERLING POWERGENSYS LIMITED

FOR STERLING POWERGENSYS LIMITED

**SD/-
VENKATA SUBRAMANIAN
(MANAGING DIRECTOR)**

**SD/-
PUNDLIK RANABA DAVANE
(CFO)**

PLACE: MUMBAI
DATE: 31/12/2020

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I, Venkata Subramanian, Managing Director of Sterling Powergensys Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the code of conduct as required under Regulation 17(5) of SEBI (Listing Obligation & Disclosure Regulation, 2015 for the year ended March 31, 2020.

DATE: 31/12/2020
PLACE: MUMBAI

**Sd/-
VENKATA SUBRAMANIAN
MANAGING DIRECTOR
STERLING POWERGENSYS LIMITED**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
STERLING POWERGENSYS LIMITED

1) Report on the financial statements

We have audited the accompanying financial statements of **STERLING POWERGENSYS LIMITED**, which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year then ended, Cash Flow Statements and a summary of significant accounting policies and other explanatory information.

2) Management responsibility for the financial statement

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("The Act"), with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule of the Companies (Accounts) Rules, 2014, as prescribed by the Institute of Chartered Accountants of India and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

3) Auditors responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes from 1-28, annexed thereon gives the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- a) In case of the Balance Sheet, of the state of the Company's affairs as at 31st March 2020
- b) In case of the Statement of Profit & Loss Account, of the profit for the year ended on that date, and
- c) Its cash flows for the year ended on that date



5) Report on other legal and regulatory requirements

As required by the Companies (Auditors' Report) Order, 2004, issued by the Central Government in terms of sub section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order

6) Further to our comments in the above Para on the basis of our audit, we report that:

- a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, the company has kept proper books of account as required by law so far as appears from our examination of the books of account;
- c. The Balance Sheet and Profit and Loss Account dealt with this report are in agreement with the books of Accounts;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For M/s. Doshi Maru & Associates
Chartered Accountants

Sd/-

(Atul Doshi)
Partner

FRN:112187W

Place: Mumbai
Dated: 31/12/2020

ANNEXURE TO THE AUDITORS REPORT

The Annexure referred to in our report to the members of STERLING POWERGENSYS LIMITED for the year Ended on March 31st, 2020. We report that:

S. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	The company has maintained fixed assets register showing full particulars, including quantitative details and situation of fixed assets.
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	The fixed assets has been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management;	The management has physically verified inventory of stock of material and stock in process and frequency of verification is reasonable.
	(b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported;	In our opinion, the procedure for physical verification of stocks and stock in process as followed by the management is reasonable and adequate in relation to size of the company and nature of its business.
	(c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	The company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material and the same have been properly dealt with in the books of accounts.
(iii)	(iii) whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,	The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
	(a) whether receipt of the principal amount and interest are also regular; and	As the company has not granted loans, this clause is Not Applicable.
	(b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;	As the company has not granted loans, this clause is Not Applicable.
(iv)	Is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system.	According to the information given to us and in our opinion there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase and sale of goods and services and fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
(v)	In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	In our opinion and according to the information and explanations given to us, we are of the opinion that company has not accepted any deposits during the year in contravention to provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.



STERLING POWERGENSYS LIMITED

(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;	According to the information given to us, the maintenance of cost records to the company has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
(vii)	(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	As informed to us, there are no undisputed amounts payable in respect statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities as at the last date of financial year, that were outstanding for a period of more than six months from the date they became payable except Professional Tax of Rs. 1,00,348/-, Service Tax of rs. 447368/- & Provident fund of Rs. 792331/-, TDS payable of Rs. 4,57,008/-. The above details does not include amount due for payment under sales tax deferral scheme.
	(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).	As there are no outstanding undisputed statutory dues, this clause is not applicable.
	(c) whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.	As per the information provided to us, the company is not required to transfer any amount to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
(viii)	whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;	As on March 31st, 2020, the company has accumulated losses. The company has incurred cash losses during the financial year covered by our audit and also incurred cash losses during the immediately preceding financial year.
(ix)	whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;	On the basis of the records examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or Bank.
(x)	whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;	As informed to us, the company has not given any guarantee for loans taken by others from bank of financial institutions.
(xi)	whether term loans were applied for the purpose for which the loans were obtained;	According to the information and explanations given to us and on overall examination of the Balance sheet of the company, we report that term loans were applied for the purpose for which the loans were obtained.
(xii)	whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year under audit.

For M/s. Doshi Maru & Associates
Chartered Accountants
FRN: 112187W

Sd/-
(Atul B. Doshi)
Partner
M.No. 102585

Place:- Mumbai
Date: - 31st December, 2020

ANNEXURE – A TO THE AUDITOR’S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **STERLING POWERGENSYS LIMITED** as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s. Doshi Maru & Associates
Chartered Accountants

Sd/-
(Atul Doshi)
Partner

Place: Mumbai
Dated: 31/12/2020

FRN:112187W



STERLING POWERGENSYS LIMITED

Audited Balance Sheet as at 31st March, 2020

Amount in Rs.

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	50,960,000	50,960,000
(b) Reserves and surplus	3	-60,173,811	(54,960,499)
		(9,213,811)	(4,000,499)
2 Non-current liabilities			
(a) Long-term borrowings	4	27,356,471	15,578,790
(b) Deffered tax liabilities	5	-	-
(c) Other long-term liabilities	6	24,446,488	24,446,488
(d) long-term Provisions	7	3,652,786	3,652,786
		55,455,745	43,678,064
3 Current liabilities			
(a) Short Term Borrowings	8	-	10,104,269
(b) Trade payables	9	121,605,158	12,208,616
(c) Other current liabilities	10	44,642,875	50,208,273
(d) Short-term provisions	11	-	-
		166,248,032	72,521,158
TOTAL		212,489,966	112,198,720
B ASSETS			
1 Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		23,654,361	26,189,298
(ii) Intangible assets		98,942	162,110
(iii) Capital work-in-progress (Refer note no. 33)		-	-
(b) Investment	13	13,000	13,000
(c) Long-term loans and advances	14	5,564,472	6,406,457
(d) Other non-current assets	15	5,600	561,061
		29,336,375	33,331,926
2 Current assets			
(a) Inventories	16	20,615,341	21,933,633
(b) Trade receivables	17	153,434,177	47,413,789
(c) Cash and cash equivalents	18	56,457	126,961
(d) Short-term loans and advances	19	9,047,616	9,386,925
(e) Other current assets	20	-	5,486
		183,153,591	78,866,794
TOTAL		212,489,966	112,198,720

Significant Accounting Policies
See accompanying Notes to the Financial Statements

1-39

As per the attached report of even date

For Doshi Maru & Associates
Chartered Accountants

FRN No. 112187W

Sd/-

Atul B. Doshi

Partner

(M.No. 102585)

Place : Mumbai

Date : 31st December, 2020

For and on behalf of the Board of Directors

Sd/-

S. Venkata Subramanian

Managing Director

DIN: 00107561

Sd/-

Pundlik Davane

CFO

Sd/-

Rajalakshmi Venkat

Director

DIN: 00107754

35TH ANNUAL REPORT 2019-2020

Profit & Loss for the Period 31st March, 2020

		Amount in Rs.		
Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019	
1	Revenue from operations	21	111,600,514	9,981,846
2	Other income	22	5,600	447,372
3	Total revenue		111,606,114	10,429,218
4	Expenses			
	(a) Cost of materials consumed	23	106,557,564	4,562,805
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	1,318,292	0
	(c) Employee benefits expense	25	3,108,398	7,062,372
	(d) Finance costs	26	1134232.27	1,921,653
	(e) Depreciation and amortisation expense	12	2,598,108	2,598,108
	(f) Other expenses	27	2,102,832	2,049,080
	Total expenses		116,819,427	18,194,018
5	Profit / (Loss) before prior period items		-5,213,312	(7,764,800)
6	Provision for Doubtful Debts		-	-853,474
7	Profit / (Loss) before tax		(5,213,312)	(6,911,326)
8	Tax expense:			
	Current tax expense		-	-
	Deffered tax		-	-
9	Profit / (Loss) for the year		(5,213,312)	(6,911,326)
10	Earnings per share (Face Value of Rs 10/- each):	28		
	Basic & Diluted (including extraordinary items)		(1.02)	-1.36
	Basic & Diluted (excluding extraordinary items)		(1.02)	-1.36
	Significant Accounting Policies See accompanying Notes to the Financial Statements	1-39		

As per the attached report of even date

For Doshi Maru & Associates
Chartered Accountants
FRN No. 112187W

Sd/-
Atul B. Doshi
Partner
(M.No. 102585)

Place : Mumbai
Date : 31st December, 2020

For and on behalf of the Board of Directors

Sd/-

S. Venkata Subramanian
Managing Director
DIN: 00107561

Sd/-

Pundlik Davane
CFO

Sd/-

Rajalakshmi Venkat
Director
DIN: 00107754



STERLING POWERGENSYS LIMITED

Cash flow statement for the year ended March 31, 2020

Amount in Rs.

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Cash flow from operating activities		
Net profit/(Loss) before tax	(5,213,312)	(6,911,326)
Adjustments for:		
Depreciation and amortization	2,598,108	2,598,108
Interest Expense	750,999	1,847,551
Interest Income	-	(447,372)
Foreign Exchange Fluctuation	-	5,840
Other Income	-	(115,315)
Profit on Conversion	-	-
Provision for Gratuity and Bonus	-	-
	(1,864,208)	(3,022,513)
Operating profit/(loss) before working capital changes		
Increase/(decrease) in long-term provisions/liabilities	-	-
Increase/(decrease) in trade payable	-	494,913
Increase/(decrease) in other current liabilities	-	649,104
Increase/(decrease) in short-term provision	-	(507,639)
Decrease/(increase) in Inventories	-	1,972,860
Decrease/(increase) in long-term loans and advances	-	(1,280,978)
Decrease/(increase) in Trade Receivable	-	(1,057,387)
Decrease/(increase) in Other Assets	-	(14,263)
Decrease/(increase) in Other Non-Current Assets	-	(345,393)
Decrease/(increase) in short-term loans and advances	-	(2,018,932)
	(1,864,210)	(5,130,228)
Cash generated from/(used in) operations		
Direct taxes paid (net)	-	-
	(1,864,210)	(5,130,228)
Net cash flow from/(used in) operating activities - (A)		
Cash flows from investing activities		
Purchase of fixed assets (Net)	-	(43,984)
Interest received	-	447,372
	-	403,388
Net cash used in investing activities - (B)		

35TH ANNUAL REPORT 2019-2020

	Amount in Rs.	
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Cash flow from financing activities		
Borrowings	552,612	5,940,568
Interest Paid	(750,999)	(1,847,551)
Net cash from financing activities - (C)	(198,387)	4,093,017
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(2,062,597)	(633,824)
Cash and cash equivalents at the beginning of the year	126,961	144,294
Cash and cash equivalents at the end of the year	(1,935,636)	(489,529)
Components of cash and cash equivalents		
Cash on hand	32,662	43,906
Balances with scheduled banks:		
- In current accounts	23,795	83,055
Total	56,457	126,961

Note :

1. All figures in bracket are outflow.
2. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. The total of cash and cash equivalent is as per balance sheet.
4. The cash flow statement has been prepared under indirect method as per Accounting Standard -3 " Cash Flow Statement " issued by The Institute of Chartered Accountants of India.

As per the attached report of even date

For Doshi Maru & Associates

Chartered Accountants

FRN No. 112187W

Sd/-

Atul B. Doshi

Partner

(M.No. 102585)

Place : Mumbai

Date : 31st December, 2020

For and on behalf of the Board of Directors

Sd/-

S. Venkata Subramanian

Managing Director

DIN: 00107561

Sd/-

Pundlik Davane

CFO

Sd/-

Rajalakshmi Venkat

Director

DIN: 00107754

**Audited Notes to financial statements for the year ended 31st March, 2020****1 SIGNIFICANT ACCOUNTING POLICIES :****1.1 Basis of accounting and preparation of financial statements**

The financial statements are prepared to comply in all material aspects under the Historical Cost convention and in accordance with generally accepted accounting principles in India and the mandatory Accounting Standards prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule- 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and current practices prevailing.

1.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions that affect the reported amount of assets and liabilities, and disclosure of contingent liabilities at that date of the financial statements and the result of operations during the reporting period. Although such estimates and assumptions are made on reasonable and prudent basis taking into account all available information, actual results could differ from these estimates and assumptions and such differences are recognised in the period in which results are crystallised.

1.3 Fixed Assets**a) Tangible Assets**

Fixed Assets are stated at historical cost less accumulated depreciation. Cost includes acquisition cost and directly attributable cost of bringing the assets to its working condition for its intended use

b) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation. The cost comprises purchase price, borrowing costs and directly attributable costs of bringing the asset to its working condition for the intended use.

c) **Capital Work in Progress** comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

1.4 Depreciation and Amortization

a) Depreciation on all tangible assets is charged on "Straight Line Method" according to the useful life mentioned in Schedule II Part C to the Companies Act, 2013 except for EDP Equipments for which based on internal assessment and independent technical evaluation carried out by external valuers the management believes that the useful life is 10 years which best represents the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

b) Intangible assets including software is amortised over the useful life not exceeding ten years.

c) Leasehold land is amortised over the period of lease.

1.5 Borrowing Cost

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are recognized as expense in the period in which these are incurred.

1.6 Inventories

Raw materials, stores, components and other consumables are valued at cost and net realisable value whichever is lower. The work-in-progress is valued at cost on estimate. Generally GST paid on purchases is consider for inventory valuation except where Input credit of GST paid on purchase is available than Inventories have been valued excluding GST paid on purchases.

Audited Notes to financial statements for the year ended 31st March, 2020

1.7 Cash and cash equivalents

Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

1.8 Revenue Recognition

- (a) Revenues from the sale of product are recognized upon delivery, which is when title passes to the customer.
- (b) Revenue from labour charges is recognized on completion of job. In case of divisible large contracts the revenue is recognized on completion of each relevant part of the contract.
- (c) Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable (accrual basis)

1.9 Employee benefits

Employee benefits such as salaries, allowances, non-monetary benefits which fall due for payment within a period of twelve months after rendering service, are charged as expense to the profit and loss account in the period in which the service is rendered.

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the Statement of Profit and Loss for the year as an expenditure, when an employee renders the related service. The Company has no obligation, other than the contribution payable to the provident fund.

The Company operates defined benefit plan for its employees, viz. gratuity. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the Statement of Profit and Loss.

1.10 Impairment Loss

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the statement of profit and loss. If at the Balance Sheet date, there is an indication that a previously assess impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciated historical costs.

1.11 Earning Per Share

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.12 Taxation

- (a) Tax expense comprises of current tax and deferred tax. (b) Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. (c) Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available to realize such assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

1.13 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.



Audited Notes to financial statements for the year ended 31st March, 2020

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

The estimated liability for product guarantee/warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise - being typically upto three years.

1.14 Foreign currency transactions and translations

Income and expenses in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

In respect of accounting periods commencing on or after 7th December, 2006, exchange difference arising on reporting of the long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in the previous financial statements are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset, if these monetary items pertain to the acquisition of a depreciable fixed asset.

Audited Notes to financial statements for the year ended 31st March, 2020**Note 2: Share Capital**

Particulars	As at 31st March, 2020		As at 31 March, 2019	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
Authorised Shares				
Equity Shares of Rs.10/- each	6,000,000	60,000,000	6,000,000	60,000,000
Issued, subscribed and paid up				
Equity Shares of Rs.10/- each fully paid up	5,096,000	50,960,000	5,096,000	50,960,000
	5,096,000	50,960,000	5,096,000	50,960,000

- a The company has only one class of shares referred to as equity shares having par value of Rs. 10/- each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion of the number of equity shares held by the shareholders.

b Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
Equity Shares with Voting Rights				
At the beginning of the year	5,096,000	50,960,000	5,096,000	50,960,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	5,096,000	50,960,000	5,096,000	50,960,000

- c None of the above shares are reserved for issue under options/contract/commitments for sale of shares or disinvestment.
- d Shares allotted, as fully paid up, pursuant to contracts without payment being effected in cash / bonus shares / bought back / forfeited / call unpaid in previous five years-NIL.
- e The company does not have any holding company.

f Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31st March, 2020		As at 31 March, 2019	
	No. of shares	% Holding	No. of shares	% Holding
Dharmendra Sanghvi	531,875	10.44	531,875	10.44
Param Kamlesh Kapadia	520,000	10.20	520,000	10.20
S. Venkata Subramanian	464,350	9.11	464,450	9.11
Pradeep G. Sanghvi	254,650	5.00	254,650	5.00



STERLING POWERGENSYS LIMITED

Audited Notes to financial statements for the year ended 31st March, 2020

Note 3: Reserves and Surplus

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Cash Subsidiary Reserve (Special Incentives from State Govt.)	5,253,100	5,253,100
Capital Reserve	18,002,073	18,002,073
<u>Balance in Statement of Profit and Loss</u>		
Opening Balance	(78,215,672)	(71,304,346)
Less: Adjustment for depreciation as per Companies Act, 2013	-	-
Add: Profit/(Loss) for the Year	(5,213,312)	(6,911,326)
Closing Balance	(83,428,984)	(78,215,672)
Total	(60,173,811)	(54,960,499)

Note 4: Long term Borrowings

Amount in Rs.

	As at 31st March, 2020		As at 31st March, 2019	
	Non-Current	Current	Non-Current	Current
<u>Secured Loan</u>				
Term Loan*	13,737,609	-	2,183,927	1,120,800
<u>Unsecured Loan</u>				
Loan from Related Party (Refer Note 35)	13,618,862	-	13,394,862	-
	27,356,471	-	15,578,789	1,120,800

* Secured against equitable mortgage of industrial shed, land, office premises and personal guarantee of Managing Director Mr. S. Venkata Subramanian.

Note 5: Deferred Tax Liability (Net)

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Major components of deferred tax balances consist of the following:		
Related to fixed assets	-	14,489
	-	14,489

Note 6: Other long term Liabilities

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Sales Tax payable under Deferral Scheme	24,446,488	24,446,488
	24,446,488	24,446,488

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Audited Notes to financial statements for the year ended 31st March, 2020

Note 7: long term Provisions

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Provision for Gratuity (Refer note no. 28)	3,652,786	3,652,786
	3,652,786	3,652,786

Note 8: Short term Borrowings

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Cash Credit from Bank*	-	10,104,269
	-	10,104,269

* Secured against hypothecation of stock and receivables, equitable mortgage of office premises and personal guarantee of Managing Director Mr. S. Venkata Subramanian.

Note 9: Trade Payables

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Sundry Creditors for Goods		
- Total outstanding dues of micro and small enterprises (Refer note no. 30)	-	-
- Total outstanding dues to others - Above Six Months	11,808,779	9,398,154
- Total outstanding dues to others - Six Months	109,796,379	2,810,462
	121,605,158	12,208,616

Note 10: Other current liabilities

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Sundry Creditors for Expenses	7,612,840	10,918,174
Advances from Customers	34,870,000	36,621,040
Current maturities of long term borrowings	-	1,120,800
Interest accrued on term loan	-	73,301
Statutory Dues Payable	2,160,035	1,474,958
	44,642,875	50,208,273

Note 11: Short term provisions

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Provision	-	-
Provision for Gratuity & Bonus	-	-
	-	-

Audited Notes to financial statements for the year ended 31st March, 2020

Note 12: Fixed Assets

Amount in Rs.

DETAILS	Gross Block			S				Net Block		
	As at 1st April, 2019	Additions	Deductions/ Adjustments	As at 31st March, 2020	Upto 1st April, 2019	For the year	Withdrawals/ Adjustment	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
A TANGIBLE ASSETS										
Lease Assets										
Leasehold Land	318586	-	-	318586	100,034	3,216	-	103,250	215,336	218,552
<u>Owned Assets</u>	-	-	-							
Land	3448250	-	-	3448250	-	-	-	-	3,448,250	3,448,250
Factory Building	17,352,315	-	-	17352315	7,480,133	624,540	-	8,104,673	9,247,642	9,872,182
Office Premises	1,575,102	-	-	1575102	581,769	25,792	-	607,561	967,541	993,333
Plant and Equipments*	37,704,469	-	-	37704469	28,576,571	1,122,804	-	29,699,375	8,005,094	9,127,895
Electrical Fittings	1,248,559	-	-	1248559	1,100,409	76,048	-	1,176,457	72,102	148,150
Furniture and Fixture	1,946,780	-	-	1946780	1,481,518	189,896	-	1,671,414	275,366	465,259
Air Conditioner	1,165,684	-	-	1165684	946,250	127,552	-	1,073,802	91,882	219,434
Office Equipments	913,908	-	-	913908	878,961	16,368	-	895,329	18,579	34,947
Die and Mould	654828	-	-	654828	299,127	48,940	-	348,067	306,761	355,704
Solar System	1,246,090	-	-	1246090	113,030	49,240	-	162,270	1,083,820	1,133,060
EDP Equipments	2,129,985	-	-	2129985	1,962,635	249,836	-	2,212,471	(82,486)	167,350
Vehicle	7,000	-	-	7000	1,818	708	-	2,526	4,474	5,182
Total	69,711,556	-	-	69,711,556	43,522,255	2,534,940	-	46,057,195	23,654,361	26,189,298
B INTANGIBLE ASSETS				-				-	-	
Software	536,623	-	-	536623	374,513	63168	-	437,681	98,942	162,110
Total	536,623	-	-	536,623	374,513	63,168	-	437,681	98,942	162,110
As at 31st March, 2020	70,248,179	-	-	70,248,179	43,896,768	2,598,108	-	46,494,876	23,753,303	26,351,408
As at 31st March, 2019	70,204,195	-	-	70,204,195	-	2,598,108	-	2,598,108	67,606,087	31,503,292



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Audited Notes to financial statements for the year ended 31st March, 2020

Note 13: Investment

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Investment in - AKSPL Powergensys Pvt. Ltd. 1300 shares of Rs. 10/- each fully paid	13000	13000

Note 14: Long Term Loans and Advances

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
(Considered unsecured, unless otherwise stated)		
Deposits with Statutory Authorities	-	11,000
Security Deposits	-	128,227
Advance to Suppliers	626,047	1,807,500
Balance With Revenue Authorities	4,654,778	4,205,872
Deposits	283,647	-
Capital Advance	-	253,858
	5,564,472	6,406,457

Note 15: Other non current assets

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
<u>Other Bank Balances</u>		
ii) In Fixed Deposit Account (Maturity of more than 12 months)	-	460,000
Interest Accrued on Fixed Deposit	5,600	101,061
	5,600	561,061

Note 16: Inventories

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Material, Stores and Components	-	20,579,808
Work In Progress	20,615,341	1,353,825
	20,615,341	21,933,633



Audited Notes to financial statements for the year ended 31st March, 2020

Note 17: Trade Receivables

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
<u>Outstanding for a period exceeding six months</u>		
Unsecured Considered good	46,089,163	29,374,873
Doubtful	-	-
Less: Provision for doubtful debts	0	0
	46,089,163	29,374,873
<u>Other Receivables</u>		
Unsecured Considered good	107,345,014	18,038,916
	107,345,014	18,038,916
	153,434,177	47,413,789

Note 18 Cash and Cash Equivalents

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Cash in Hand	32,662	43,906
<u>Balance with Banks</u>		
i) In Current Account	23,795	83,055
	56,457	126,961

Note 19: Short term loans and advances

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Advance to Suppliers (Unsecured)	9,047,616	9,386,925
	9,047,616	9,386,925

Note 20: Other Current Assets

Amount in Rs.

	As at 31st March, 2020	As at 31st March, 2019
Prepaid Expenses	-	5,486
	-	5,486

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Audited Notes to financial statements for the year ended 31st March, 2020

Note 21: Revenue from Operations

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Sale of Products	109,848,514	11,393,546
Less : Excise Duty	-	3,284,334
	109,848,514	8,109,212
Sale of Services	1,752,000	1,872,634
	111,600,514	9,981,846

Note 22: Other Income

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Interest on FD	0	447,372
Other Income - Rent	0	0
Provison on Gratuity	0	0
	-	447,372

Note 23: Cost of Raw Material consumed

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Materials, Stores and Spares		
Stock at the beginning of the year	-	19,633,825
Add: Purchases	106,557,564	5,508,788
	106,557,564	25,142,613
Less : Stock at the end of the year	-	20,579,808
	106,557,564	4,562,805

Note:-

(Stores and spares have not been identified and treated different from Raw material and hence included in the same and not treated as other expenses)

Note 24: Changes in Work in Progress

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Opening Work in Progress	21,933,633	1,353,825
Closing Work in Progress	20,615,341	1,353,825
	1,318,292	-



STERLING POWERGENSYS LIMITED

Audited Notes to financial statements for the year ended 31st March, 2020

Note 25: Employee Benefits Expense

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Salaries, Wages and Bonus	2,792,383	5,110,471
Gratuity	0	1,339,989
Staff Welfare Expenses	16,015	11,912
Directors Remuneration	300,000	600,000
	3,108,398	7,062,372

Note 26: Finance Cost

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Interest on:		
Term Loan	227,007	461,030
Cash Credit	523,961	1,256,819
Bank Charges	53,420	-
interest on WCTL	329,844	-
Other Borrowing Cost	-	203,804
	1,134,232	1,921,653

Note 27: Other Expenses

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Carriage Outward	0	23,450
Repairs and Maintenance	37,549	1,186
Carriage Inward	55,500	80,448
Computer exp	10,466	0
Power, Fuel and Water Charges	624,946	352,944
Travelling and Conveyance	92,196	286,774
Transport Charges	41,560	0
Postage and Telephone Expenses	24,220	70,054
Professional Charges	148,124	107,800
Printing and Stationery	85,057	82,864
Demat Facility Charges	0	45,000
Rates and Taxes	0	60,177

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Audited Notes to financial statements for the year ended 31st March, 2020

Note 27: Other Expenses (Contd.)

Amount in Rs.

	As at 31st March, 2020	Year ended 31st March, 2019
Listing Fee	300,000	250,000
Labour Charges	51,500	0
Loading & Unloading Expenses	159,500	0
Membership and Subscription Charges	24,000	14,534
Share Registrar Expenses	0	72,816
Insurance Exp.	5,486	27,792
Auditor's Remuneration	125,000	125,000
Electricity Charges	1,091	9,648
Society Charges	118,844	78,048
General Expenses	0	2,107
Advertisement and Sales Promotion	52,080	32,600
Internal Auditor Remuneration	0	20,000
GST Interest & Penalty	1,500	35,543
Sundry Balance written off	73,098	67,793
Interest on Others	31	129,702
Foreign Exchange Fluctuation Loss	0	5,840
Service Charges	26,085	0
Other Mis. Expenses	45,000	66,960
	2,102,832	2,049,080

Auditor's Remuneration

Amount in Rs.

Particulars	2019-2020	2018-2019
Statutory Audit Fees	70,000	70,000
Tax Audit Fees	25,000	25,000
Limited Review Fees	30,000	30,000
Total	125,000	125,000



Audited Notes to financial statements for the year ended 31st March, 2020

Note 28: Earnings Per Share (EPS):

	As at 31st March, 2020	Year ended 31st March, 2019
Net Profit/(Loss) after tax (in Rs.)	(5,213,312)	(6,911,326)
Weighted average number of equity shares (par value of Rs. 10/- each)	5,096,000	5,096,000
Earnings per share (Face value of Rs. 10/- each) -Basic and Diluted (in Rs.)	(1.02)	(1.36)
Net Profit/(Loss) after tax (in Rs.) (excluding extraordinary item)	(5,213,312)	(6,911,326)
Weighted average number of equity shares (par value of Rs.10/- each)	5,096,000	5,096,000
Earnings per share (Face value of Rs. 10/- each)- Basic and Diluted (in Rs.)	(1.02)	(1.36)

Note: 29 Gratuity and other post-employment benefit plans

I Defined Contribution Plan

The Company operate defined benefit plan for gratuity for employees. Under Gratuity Plan, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The maximum gratuity being Rs. 10,00,000/-

Amount in Rs.

	2019-2020	2018-2019
Contribution to Defined Contribution Plan, recognized as Expense for the year are under		
Employer Contribution to Provident Fund	482,582	482,582
Total	482,582	482,582

II Defined Benefit Plan

	Gratuity	
	(Un-Funded)	(Un-Funded)
	2019-2020	2018-2019
A Change in Present Value of Obligation		
Present Value of the Obligation at the beginning of Year	2,736,433	2,736,433
Interest Cost	-	-
Current Service Cost	832,353	832,353
Benefits Paid	84,000	-
Actuarial (gain)/ loss on obligations	-	-
Present Value of the Obligation at the end of Year	3,652,786	3,568,786
Fair value of plan assets	-	-
Un-funded liability	3,652,786	3,568,786

Audited Notes to financial statements for the year ended 31st March, 2020

		Gratuity	
		(Un-Funded)	(Un-Funded)
		2019-2020	2018-2019
B	Amount Recognised in the Balance Sheet		
	Present Value of the Obligation	3,652,786	3,568,786
	Fair value of plan assets	-	-
	Un-funded Liability	3,652,786	3,568,786
	Unrecognized actuarial gains/ losses	-	-
	Un-funded liability recognized in Balance Sheet	3,652,786	3,568,786
		Gratuity	
		(Un-Funded)	(Un-Funded)
		2019-2020	2018-2019
C	Amount Recognised in the Profit & Loss		
	Present Value of the Obligation	3,652,786	3,568,786
	Fair value of plan assets	-	-
	Un-funded Liability	3,652,786	3,568,786
	Unrecognized actuarial gains/ losses	-	-
	Un-funded liability recognized in Balance Sheet	3,652,786	3,568,786
		Gratuity	
		(Un-Funded)	(Un-Funded)
		2019-2020	2018-2019
D	Reconciliation of Balance Sheet		
	Present Value of the Obligation at the beginning of period	2,736,433	2,736,433
	Total expense recognised in the Profit and Loss Account	832,353	832,353
	Benefit paid during the period	84,000	-
	Fair value of plan assets	-	-
	Present Value of the Obligation at the end of period	3,652,786	3,568,786
		Gratuity	
		(Un-Funded)	(Un-Funded)
		2019-2020	2018-2019
E	The Assumptions used to determine the benefit		
	obligations are as follows :		
	Discount Rate	7.47%	7.96%
	Salary Escalation	4.00%	4.00%
	Attrition rate	2.00%	2.00%

The estimate of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary & relied upon by the Auditors.



Audited Notes to financial statements for the year ended 31st March, 2020

Note: 30

Contingent Liability

Amount in Rs.

Particulars	As at	As at
	31st March, 2020	31st March, 2019
Interest and Penalty on Sales tax*	4,362,886	4,362,886

* The company has taken the benefit of Sales Tax Deferral Scheme for deferment of sales tax of Rs. 2,44,46,488/- shown as other long term liabilities (Refer Note 6). The Department of Sales Tax has not allowed the deferment of sales tax amounting to Rs. 49,60,184/- and has levied interest and penalty on the same.

Note: 31

The Company has no amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31 March 2018

	As at	As at
	31st March, 2020	31st March, 2019
<u>Total outstanding dues of micro and small enterprises</u> <u>(as per the intimation received from vendors)</u>		
a) Principal amount and interest due thereon remaining unpaid	-	-
b) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
d) Interest accrued and remaining unpaid at the end of each accounting year	-	-
e) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure	-	-
Total	-	-

The company has not received any intimation from "Suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

The above information regarding Micro, Small and medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditor.

Note: 32

In the opinion of the Board the current assets, loans and advances, balances of which are subject to confirmation by respective parties and are outstanding for long time, if realized in the ordinary course of business have value on realization at least to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities, subject to confirmation by respective parties are adequate and not in excess of amount reasonably necessary.

Note: 33

In view of BIFR approval of Revival scheme dated 07.04.2011, Company has neither paid nor provided interest liability on unpaid statutory dues and liability of interest thereon has not also been ascertained.

Note: 34

The company is operating in one segment i.e. Solar Power.

Audited Notes to financial statements for the year ended 31st March, 2020

Note -35

Related Party Disclosure

Key Management Personnel (KMP)

Mr. S. Venkat Subrmanian Managing Director

Ms. Rajalakshmi Venkat Director

Details of Related Party Transactions

Amount in Rs.

Particulars	2019-20	2018-19
Remuneration		
Mr. S. Venkata Subramanian	300,000	300,000
Mr. Dinesh Kumar Agarwal	-	300,000
	300,000	600,000
Loan Taken during the year		
Mr. S. Venkat Subrmanian	490,000	572,000
Mr. Dinesh Kumar Agarwal	-	-
	490,000	572,000
Loan Repaid during the year		
Mr. S. Venkat Subrmanian	324,000	1,247,969
	324,000	1,247,969
Reimbursement of Expenses		
Mr. S. Venkat Subrmanian	-	30,000
Mr. Dinesh Kumar Agarwal	-	58,163
	-	88,163
Loan Outstanding at year end		
Mr. S. Venkat Subrmanian	9,864,298	9,698,298
Mr. Deepak S. Shah	3,696,564	3,696,564
Mr. Dinesh Kumar Agarwal	-	-
	13,560,862	13,394,862
Payable at the year end		
Mr. Deepak S. Shah	-	-
Mr. Dinesh Kumar Agarwal	58,000	175,203
	58,000	175,203



Audited Notes to financial statements for the year ended 31st March, 2020

Note: 36

Details Of Imported And Indigenous Consumption Of Raw Materials, Stores, Spares And Components

	For the year ended on 31 st March, 2020		For the year ended on 31 st March, 2019	
	Amount in Rs.	% of total consumption	Amount in Rs.	% of total consumption
Imported	0	0.00%	0	0.00%
Indigenous	106557564	97.00%	5370509	11.75%
Total	106557564	97.00%	5370509	11.75%

Note: 37

CIF VALUE OF IMPORTS

Amount in Rs.

	2019-2020	2018-2019
Raw Material	106557564	5370509
	106557564	5370509

Note: 38

Information in respect of foreign exchange inflow & outflow

Amount in Rs.

	2019-2020	2018-2019
Earning in Foreign Currency	-	-
Foreign Exchange Outflow	-	0

Note: 39

The figures of previous year have been regrouped or rearranged wherever necessary/practicable to conform to current year's presentation as per Schedule III to the Companies Act 2013.

Signature to Notes 1 to 39

In terms of our report attached.

For Doshi Maru & Associates

Chartered Accountants

FRN No. 112187W

Sd/-

Atul B. Doshi

Partner

(M.No. 102585)

For and on behalf of the Board of Directors

Sd/-

S. Venkata Subramanian

Managing Director

DIN: 00107561

Sd/-

Rajalakshmi Venkat

Director

DIN: 00107754

Sd/-

Pundlik Davane

CFO

Place : Mumbai

Date : 31st December, 2020

If undelivered please return to:

STERLING POWERGENSYS LIMITED

REGISTERED & CORPORATE OFFICE

2/10, Meghal Service Industrial Estate,

Devidayal Road, Mulund West,

Mumbai – 400 080.

STERLING POWERGENSYS LIMITED

CIN: L29213MH1984PLC034343

Regd. Office: 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai-400080, Maharashtra, India.

Phone No.: 022 25605588 Email id: investor@splsolar.in Website: www.splsolar.in

Form No. MGT-11 Proxy form

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

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
--

I/We, being the member (s) of shares of the above named company, hereby appoint

- 1. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him
- 2. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him
- 3. Name:
 Address:
 E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the Friday, 29th January, 2021 at 03:00 p.m. at Meeting Hall, Ground Floor, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai-400080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
Ordinary Business

- 1. Adoption of Audited Financial Statements.
- 2. Re-Appointment of Mr. Yash Dharmendra Sanghvi (Director Liable to Retire by Rotation).

Special Business

- 3. Re appointment of Mr. Venkata Sankaran Subramanian (DIN: 00107561) as Managing Director of the Company.

Signed this..... day of..... 20....

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)



STERLING POWERGENSYS LIMITED

Regd. Office: 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai-400080, Maharashtra, India.

CIN: L29213MH1984PLC034343

Phone No.: 022 25605588 Email id: investor@splsolar.in Website: www.splsolar.in

ATTENDANCE SLIP

35th Annual General Meeting, Friday, 29th January, 2021 at 03:00 p.m.,

Regd. Folio No._____/DP ID_____Client ID/Ben. A/C_____No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 35th Annual General Meeting of the Company on Wednesday, Friday, 29th January, 2021 at 03:00 p.m., at Meeting Hall, Ground Floor, Meghal Service Industrial Estate, Devidayal Road, Mulund (W), Mumbai-400080.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP TO THE VENUE OF THE MEETING IS AS FOLLOWS:

