

STERLING STRIPS LIMITED

REGISTER OFFICE: A 8/4, MIDC AREA, MURBAD-421401. DIST- THANE (MAHARASHTRA)
C.I.N. NO : L29213MH1984PLC034343

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)
TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 of The Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the resolution appended below are proposed to be passed as Special Resolutions by way of Postal Ballot. Members are requested to give their assent/dissent for the proposals contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

In accordance with the applicable rules for Postal Ballot and Clause 35B of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which its Equity Shares are listed, The Company is pleased to provide electronic voting ("e-voting") as an alternative to its member to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facilities to Members of the Company. It may be noted that e-voting is optional. If Members has voted through e-voting facilities, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, The vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com. It will start from 10.00 am 24th July, 2014 and will be available till 6.00 pm 16th August, 2014. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and manner in which e-voting has to be carried out.

Member opting to vote through the Postal Ballot Forms are requested to carefully read the instruction printed in the Postal Ballot form and return the form duly completed in the attached self-addressed, postage prepaid envelop, so as to reach the scrutinizer on or before the Closing of working hours on the 16th August, 2014. The Ballot form received after the said date will be treated as not to have been received. The scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by chairman on 19th August, 2014 at 11 am at the registered office of the Company.

The date of declaration of result of Postal Ballot shall be deemed to be the date of passing of the said Resolution i.e. 19th August, 2014

Item No.1

Change of Object of the Company

To consider and if though fit, to give assent/dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Main object clause of the Memorandum of Association of the Company be altered by replacing the following new clauses in place of existing clause 1, 2 & 3 thereof:

1. To carry on in India or abroad the business of engineering, contracting and constructions including the design, manufacture, construction, erection, consultancy, alteration, repair and installation of plants, buildings, structure, ways, works, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices.
2. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, Thermal, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description. To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise, and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms.
3. To plan, develop, establish, erect, construct, acquire, operate, run, manage, hire, lease, buy, sell, maintain, enlarge, alter, renovate, modernize, work and use power system networks of all types including ultra high voltage (UHV), extra-high voltage (EHV), high voltage (HV), high voltage direct current (HVDC), medium voltage (MV) and low voltage (LV) lines and associated stations, substations, transmission and distribution centers, systems and networks and to lay cables, wires, accumulators, plants, motors, meters, apparatus, computers, telecommunication and telemetering equipments and other materials connected with generation, transmission, distribution, supply and other ancillary activities relating to the electrical power and to undertake for and on behalf of others all these activities in any manner.



RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the abovementioned resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders. *

Item No.2

Change of Name of the Company

To consider and if though fit, to give assent/dissent to the following resolution as **Special Resolution**: "RESOLVED THAT pursuant to the provisions of Section 4 read with Section 13 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government or any other authority as may be necessary, consent of the Company be and is hereby granted for changing the name of the Company from "Sterling Strips Limited" to "Sterling Powergensys Limited"

RESOLVED FURTHER THAT post aforesaid approvals, the name "Sterling Strips Limited" whereby occurs in the Memorandum and Articles of Association of the Company and other documents and papers of the Company be substituted by the new name "Sterling Powergensys Limited" upon approval of the same by the Central Government." **RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

Place: Mumbai
Date: 14.07.2014

By order of the Board of Directors of
Sterling Strips Limited
Dinesh Kumar Agarwal
Company Secretary



NOTES:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 in respect of the proposed special business are annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the items of business set out in the Notice above are sought to be passed by Postal Ballot.
3. The Board vide its resolution passed on 14th July, 2014, has appointed Mr. Prabhat Maheshwari, Company Secretary in Practice as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Members having registered their e-mail IDs for receipt of the documents in electronic mode have been sent a link for postal Ballot Notice and Postal Ballot Form along with their Login ID and Password for the purpose of e-voting on their registered e-mail IDs. Members have an option to cast their vote either through e-voting or through ballot form. Members, who wish to cast their votes physically through postal ballot form, may do so by filling up the details required herein. The postal ballot form duly completed should be sent to the scrutinizer in the attached self-addressed postage prepaid envelope, so as to reach the scrutinizer on or before the close of working hours (6.00 pm) 16th August, 2014 to be eligible for being considered, failing which, it shall be strictly treated as if no reply has been received from the member.
5. The scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by chairman on 19th August, 2014 at 11 am at the registered office of the Company. The results of the Postal Ballot will be intimated to the Stock Exchanges and will also be published in the newspapers.
6. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on any working day during normal business hours.
7. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories as on 14th July, 2014.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Place: Mumbai
Date: 14.07.2014

By order of the Board of Directors of
Sterling Strips Limited
Dinesh Kumar Agarwal
Company Secretary



Explanatory Statement as required under Section 102(1) of the Companies Act, 2013

Item No.1

For past few years business of the company is consist of Engineering Activities, Heavy Industrial Fabrication, Execution Projects on EPC (Engineering Procurement, Construction & Commissioning) for mini Steel plant, Thermal Power Plant & Solar Power Plant. Company is looking huge opportunities in these sectors especially in power sector and in the process of establishes it-self a key player in these sectors. Hence it is necessary to incorporate these objects in the main object of the Company.

This requires change in Object Clause III of Memorandum of Association with the approval of shareholders by way of Special resolutions.

Hence the Board of Directors of the Company recommends the above resolution set out in item no.1 for your approval.

None of the directors and KMP of the Company or their relatives are, in any way, directly or indirectly concerned or interested in the above resolution.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 r/w Companies (Management and Administration) Rules, 2014 for passing the Resolution under items No.1
Item No.2

Business of the company is consist of Engineering Activities, Heavy Industrial Fabrication, Execution Projects on EPC (Engineering Procurement, Construction & Commissioning) for mini Steel plant, Thermal Power Plant & Solar Power Plant. Company is looking huge opportunities in these sectors and in the process of establishes it-self a key player in these sectors. In spite of Company's operations are from engineering, technology & power related the name of the company sounds as related to steel business. Hence it is necessary to have a company name which is commensurate with its business activities.

This requires change in Name Clause I of Memorandum of Association & Article of Association with the approval of shareholders by way of Special resolutions. The proposed change of name shall be in the interest of the Company and shall not affect any of the rights of the shareholders.

Hence the Board of Directors of the Company recommends the above resolution set out in item no.2 for your approval.

None of the directors and KMP of the Company or their relatives are, in any way, directly or indirectly concerned or interested in the above resolution.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 r/w Companies (Management and Administration) Rules, 2014 for passing the Resolution under items No.2

Place: Mumbai
Date: 14.07.2014

By order of the Board of Directors of
Sterling Strips Limited


Dinesh Kumar Agarwal
Company Secretary



INSTRUCTIONS

Member(s) can opt for only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting through Postal Ballot Form will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. Members desiring to exercise their vote by Postal Ballot shall send it to the Scrutinizer in the attached self addressed, Postage pre paid envelope. However, envelope containing postal ballot, if sent by courier/registered post at the expense of the Registered Member will also be accepted.
2. The self addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member. Consent received in any other form shall not be considered valid.
4. Duly completed postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 6.00 pm, 16th August, 2014. Postal Ballot forms received after this date will be strictly treated as 'invalid', as if no reply from the member has been received.
5. The Postal Ballot shall not be exercised by Proxy.
6. In case of shares held by Companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorized signatory/ies.
7. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper in such envelope shall be destroyed by the Scrutinizer and the Company would not be able to act on the same.
9. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Dinesh Kumar Agarwal, Company Secretary, Sterling Strips Limited.
Tel No. 022-25605588 Fax No. 022-25916496 or Email to: sterlingstrips84@gmail.com

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

- I. Log on to the e-voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- III. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- IV. Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.

- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. 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.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

