



STERLING POWERGENSYS LIMITED

(CIN - L29213MH1984PLC034343)

37TH
ANNUAL REPORT
2021-2022



STERLING POWERGENSYS LIMITED

(CIN - L29213MH1984PLC034343)

CORPORATE INFORMATION**BOARD OF DIRECTORS & KMP**

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

BANKER: BANK OF MAHARASHTRA**UNIT-I**

A -8/4, MIDC Industrial Area,
Murbad, Dist: Thane, - 421 401.
Maharashtra, India.

REGISTERED OFFICE

Office No. 121, Runwal Commercial Complex,
Co-Op Premises Ltd, L.B.S. Marg,
Mulund (West) Mumbai-400080,
Maharashtra, India.

UNIT – II

Indian Corporation, Bldg.No. 190,
Godow No - 8 Gundavaligaon,
Dapoda Village, Mankoli Naka,
Bhiwandi, Thane – 421302
Maharashtra, India.

STATUTORY AUDITORS**DGMS & CO.**

**(Previously Known as Doshi
Maru & Associates)**

Chartered Accountants
9, Shreepal Bldg., S. N. Road,
Tambe Nagar, Mulund (West),
Mumbai - 400 080.
Maharashtra, India.

SHARE TRANSFER AGENT & REGISTRAR**BIGSHARE SERVICES PVT. LTD.**

Office No S6-2, 6th Floor, Pinnacle
Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East)
Mumbai – 400093,
Maharashtra, India.

SECRETARIAL AUDITORS**CS DEEPAK CHHETA**

Company Secretary
Office No.5, Sheetal Arcade,
Indralok Phase II, Bhayander (East),
Thane-401105,
Maharashtra, India.

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STERLING POWERGENSYS LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the **37th Annual General Meeting** of the members of the Company will be held at Woodland Retreat Meghal Industrial Estate, Devidayal Road, opp. LBS Marg, near Fire Brigade, Mulund West, Mumbai-400080, Maharashtra, India on **10th September, 2022 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, 2022 together with Reports of the Board of Directors and the Auditors thereon.

Item No 2: Re-Appointment of Mrs. Rajlaxmi Iyar (DIN: 00107754) (Director Liable to Retire by Rotation):

To reappoint Mrs. Rajlaxmi Iyar (DIN: 00107754), Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment. Brief Resume is attached as Annexure- I.

Item No 3: To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held for the Financial Year 2026-27 and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. D. G. M. S. & Co., Chartered Accountants, bearing Registration No. 112187W issued by the Institute of Chartered Accountants of India (ICAI) Chartered Accountants, Mumbai, who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the second term, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held for the financial year 2026-27 on such remuneration as may be agreed upon by the Board of Directors and the Auditors and re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect, any Director of the Company be and is hereby authorised to do all such acts, deeds and things as it may deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time."

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

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

DATE: 16/08/2022

**REGISTERED OFFICE:
STERLING POWERGENSYS LIMITED
Office No. 121, Runwal Commercial Complex,
Co-Op Premises Ltd, L.B.S. Marg, Mulund (West),
Mumbai-400080, Maharashtra, India.
Email: investor@splsolar.in**

NOTES:

1. 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

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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.

Electronic Copy of the Notice Convening the 37th Annual General Meeting, interalia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form 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 along with Attendance Slip and Proxy Form 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 Sunday, 4th September, 2022 to Saturday, 10th September, 2022.

3. 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.
4. 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.
5. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.splsolar.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. 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.

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093

8. 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.
9. 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.



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10. 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.

11. 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:-

- (i) The voting period begins on Wednesday 07th September, 2022 at 9:00 A.M (IST) and ends on Friday 09th September, 2022 at 5:00 P.M (IST). 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 4th September, 2022 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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	<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).

- (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.

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- (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.
- (xviii) **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.**
- (xix) **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.
- (xx) 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 on Wednesday 07th September, 2022 at 9:00 A.M (IST) and ends on Friday 09th September, 2022 at 5:00 P.M (IST). 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 04th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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/-

**SANKARAN VENKATASUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)**

DATE: 16/08/2022

**REGISTERED OFFICE:
STERLING POWERGENSYS LIMITED
Office No. 121, Runwal Commercial Complex,
Co-Op Premises Ltd, L.B.S. Marg,
Mulund (West) Mumbai-400080,
Maharashtra, India.**



STERLING POWERGENSYS LIMITED

ANNEXURE TO THE NOTICE

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

ITEM NO. 2:

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	MRS. IYAR RAJLAXMI
Directors Identification Number (DIN)	00107754
Age	50 years
Qualification	Bachelor of Arts
Expertise in Specific Area	Business administration and management
Date of first Appointment on the Board of the Company	14.03.2018
Shareholding in Sterling Powergensys Ltd. (No. of Shares held)	9000
List of Directorship held in other companies	---
Membership/Chairmanship of Audit and Stakeholders Remuneration Committee	1. Member of Nomination and Remuneration Committee. 2. Member of Stakeholder Relationship Committee.
Relationship with Other Directors interse	Spouse of Mrs. Sankaran Venkata Subramanian, Managing Director
Brief Resume	Mrs. Iyar Rajlaxmi: Designation: Non-Executive Director Mrs. Iyar Rajlaxmi is under graduate in Arts and has got experience of more than 20 years. She is a part of promoter group and has valuable contribution in the growth and development of the company due to her efficiency and experience in the fields relating to business administration and management.
Terms and Conditions of re-appointment including remuneration payable	Same as original appointment
Number of meetings of Board attended during the year	8

No director, key managerial personnel or their relatives except Mr. Sankaran Venkata Subramanian, Managing Director of the Company who is the Spouse of Mrs. Iyar Rajlaxmi & Mrs. Iyar Rajlaxmi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 2.

The Board recommends the resolution set forth in item no. 2 for the approval of members.

ITEM NO 3:

REAPPOINTMENT OF M/S. D. G. M. S. & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY.

M/s. D.G.M.S & Co., Chartered Accountants (ICAI Firm Registration Number 112187W), (hereinafter referred to as D.G.M.S & Co.) were appointed as statutory auditors of the Company at the 32nd AGM held on September 28, 2017 to hold office from the conclusion of the said meeting till the conclusion of the 37th AGM to be held in the year 2022. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. D.G.M.S & Co. is eligible for reappointment for a further period of five years. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on May 30, 2022, approved the reappointment of D.G.M.S & Co as the statutory auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the

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ensuing AGM until the conclusion of the 42nd AGM to be held in the year 2027. The reappointment is subject to approval of the shareholders of the Company.

The remuneration to be paid to D.G.M.S & Co for audit services shall be such as may be approved by the Board of Directors in consultation with the Audit Committee plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the past performance, experience and expertise of D.G.M.S & Co and based on the recommendation of the audit committee, it is proposed to appoint D.G.M.S & Co as statutory auditors of the Company for a second term of five consecutive years till the conclusion of the 42nd AGM of the Company in terms of the aforesaid provisions.

Brief Profile of D.G.M.S & Co

D G M S & CO., is a practicing Chartered Accountants Partnership firm (Erstwhile Known as Doshi Maru & Associates) and has been established on 16/05/1991. The firm is rendering services since 31 years to its esteemed clients from various locations viz. Head Office at Jamnagar, four branches in India. There are five partners who constitute the firm. The Head Office of the firm is situated at 217-218-219, Manek Center, P.N.Marg, Jamnagar – 361001 Gujarat India.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 3 for the approval of members.

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

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

DATE: 16/08/2022

**REGISTERED OFFICE:
STERLING POWERGENSYS LIMITED
Office No. 121, Runwal Commercial Complex,
Co-Op Premises Ltd, L.B.S. Marg, Mulund (West),
Mumbai-400080, Maharashtra, India.
Email: investor@splsolar.in**

ROUTE MAP TO THE VENUE



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DIRECTORS' REPORT TO THE MEMBERS

Your Directors have great pleasure in presenting the 37th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2022.

FINANCIAL HIGHLIGHTS:

Particulars	Year ended 31.03.2022 (Rs. In Lakhs)	Year ended 31.03.2021 (Rs. In Lakhs)
Sales & Other Income	134.58	40.42
Total Expenses	124.28	120.62
Profit / (Loss) before exceptional items and tax	10.30	(80.20)
Less: Exceptional items	-	30.00
Less: Tax Expenses	-	-
Add: Provisions Reversed	-	-
Profit / (Loss) after tax	10.30	(110.20)
Add: Adjustment for depreciation as per Companies Act 2013	-	-
Add: Balance brought forward from previous year	-	-
Balance carried to Balance Sheet	10.30	(110.20)

OPERATIONAL REVIEW& STATE OF COMPANY'S AFFAIRS:

The Company has entered in the Solar Power Sector, incubated a business proposition for the last 6 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. During the year under review, Covid-19 situation impacted the business operations of the Company significantly.

During the year under review, the Company has recorded total revenue of Rs.134.58 Lakhs including the other income against the total revenue in the previous year of Rs.40.42 Lakhs. Company has posted a Profit of Rs.10.30 Lakhs for the year ended 31st March, 2022.

RESERVES:

Your Directors do not propose to transfer any amount to the General Reserve Account during the Financial Year 2021-22. The Profit for the Financial Year 2021-22 has been transferred to the Profit and Loss Account.

DIVIDEND:

Your Directors have not recommended any dividend for the year ended 31st March, 2022.

SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31st March, 2022 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:

During the financial year under review, the Company has not accepted or renewed any deposit falling within the purview of the provisions of Sections 73 and 74 of the Companies Act, 2013 (the "Act") read with the Companies (Acceptance of Deposits) Rules, 2014. Accordingly the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

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 2021-22.