



STERLING POWERGENSYS LIMITED

(formerly known as STERLING STRIPS LIMITED) C.I.N.: L29213MH1984PLC034343
2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai - 400 080
Email: sterlingstrips84@gmail.com, sterlingepc@gmail.com, sales@splsolar.in
G 2560 5588 Mobile No.: +919321803234 | www.splsolar.in

Date: 25th August, 2021

To,
The Manager,
Listing Department,
BSE Limited,
P. J. Towers,
Dalal Street, Fort,
Mumbai-400001.

Ref No.: Stock Code -513575

Subject: Notice along with Annual Report of 36th Annual General Meeting of the Company.

Dear Sir,

Please find enclosed herewith Notice of 36th Annual General Meeting of the Members of the Company along with Annual Report for the year 2021 scheduled to be held on Wednesday, 22nd September, 2021 at 03.00 P.M. through Video Conferencing.

Kindly acknowledge the receipt and take the same on record.

Yours faithfully,

FOR STERLING POWERGENSYS LIMITED



**MR. SANKARAN VENKATA SUBRAMANIAN
MANAGING DIRECTOR
(DIN: 00107561)**

Encl: As above.



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
RAMESH CHANDRA SHARMA	: 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.	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 DGMS & CO. (Previously Known as 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 CS DEEPAK CHHETA Company Secretary Office No.5, Sheetal Arcade, Indralok Phase II, Bhayander (East), Thane-401105.

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STERLING POWERGENSYS LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the **36th Annual General Meeting** of the members of the Company will be held through Video Conferencing on **Wednesday, 22nd September, 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, 2021 together with Reports of the Board of Directors and the Auditors thereon.

Item No 2: Re-Appointment of Mr. Sankaran Venkata Subramanian (Director Liable to Retire by Rotation):

To reappoint Mr. Sankaran Venkata Subramanian (DIN: 00107561), as Managing 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: Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment or re-enactment made thereof), the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter called "the Board") to sell, lease or otherwise dispose off the undertakings of the Company which inter alia includes Unit I situated at A-8/4, MIDC Industrial Area, Murbad, Dist: Thane, - 421401 and Unit II situated at Indian Corporation, Bldg. No. 190, Godown No-8 Gundavaligaon, Dapoda Village, Mankoli Naka, Bhiwandi, Thane – 421302 and property situated at 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai – 400080 and property situated at 2/11, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai-400080 to repay its dues/Liabilities on such terms and conditions at such time(s) and in such form and manner as deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as maybe decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

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

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

DATE: 25/08/2021

REGISTERED OFFICE:

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

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
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.spsolar.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item No. 3 above is 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.
10. Electronic Copy of the Notice Convening the 36th 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. The Members may also send their requests for Copies of Annual Report to the Company Secretary's email Id cs.sterling01@gmail.com.



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11. 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 16th September 2021 to 22nd September, 2021.
12. The Company does not have 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.
13. 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.
14. 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.
15. 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.

16. 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.
17. 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.
18. 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.
19. 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 OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 18th September, 2021 at 9:00 A.M. (IST) and ends on 21st September, 2021 at 5:00 P.M. 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 15th September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (v).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However,

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shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Sterling Powergensys Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.sterling01@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



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6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **three days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs.sterling01@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **three days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs.sterling01@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

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

DATE: 25/08/2021

**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.

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	MR. SANKARAN VENKATA SUBRAMANIAN
Directors Identification Number (DIN)	00107561
Age	64 years
Qualification	Bachelor of Science
Expertise in Specific Area	Technical Expertise of Main Business of Company and overall management, control and expertise
Date of first Appointment on the Board of the Company	18.01.1989
Shareholding in Sterling Powergensys Ltd.	4,64,350
List of Directorship held in other companies	AKSPL POWERGENSYS PRIVATE LIMITED
Membership/Chairmanship of Audit and Stakeholders Remuneration Committee	1. Member of Audit Committee
Relationship with Other Directors interse	Spouse of Mrs. Rajlaxmi Iyar, Non- executive Director
Brief Resume	Mr. Sankaran Venkata Subramanian is a Science Graduate, worked as Service Executive looking after erection and commissioning of Industrial Boilers and Incinerators. Self-motivated in business, he has grown as an entrepreneur having sound technical knowledge and strong managerial and Business Management capabilities. He has widely travelled in India and abroad and is fully updated on all the development in this field.
Terms and Conditions of re-appointment including remuneration payable	Same as original appointment
Number of meetings of Board attended during the year	8

ITEM NO. 3: SALE OF UNDERTAKING UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013

Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.



STERLING POWERGENSYS LIMITED

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the undertakings i.e. Unit I situated at A-8/4, MIDC Industrial Area, Murbad, Dist: Thane, - 421401 and Unit II situated at Indian Corporation, Bldg. No. 190, Godown No-8 Gundavaligaon, Dapoda Village, Mankoli Naka, Bhiwandi, Thane – 421302 and property situated at 2/10, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai – 400080 and property situated at 2/11, Meghal Service Industrial Estate, Devidayal Road, Mulund West, Mumbai–400080. As the members are aware that the existing manufacturing units were not operational since last few months, and no other production are being carried on at these units, hence Board has decided to sale these undertakings to repay its existing dues which is payable to the Banks and others and bring back the Company on its financial stability and explore the different business opportunities as per the market scenario with motive to get the turnover of the Company increase and revive the Company financially. Meanwhile Company is also planning to change its registered office within the city limits.

The Board recommended the special resolution set out at Item No. 3 of the notice for approval by the shareholders.

None of the Director is interested in said resolution.

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

DATE: 25/08/2021

REGISTERED OFFICE:

STERLING POWERGENSYS LIMITED

2/10, Meghal Service Industrial Estate,

Devidayal Road, Mulund West,

Mumbai – 400 080.

Email: investor@splsolar.in

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

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have great pleasure in presenting the 36th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2021.

FINANCIAL HIGHLIGHTS:

Particulars	Year ended 31.03.2021 (Rs. In Lakhs)	Year ended 31.03.2020 (Rs. In Lakhs)
Sales & Other Income	40.42	1116.06
Total Expenses	120.62	1168.19
Profit / (Loss) before exceptional items and tax	-80.20	-52.13
Less: Exceptional items	30.00	-
Less: Tax Expenses	-	-
Add: Provisions Reversed	-	-
Profit / (Loss) after tax	-110.20	-52.13
Add: Adjustment for depreciation as per Companies Act 2013	-	-
Add: Balance brought forward from previous year	-	-
Balance carried to Balance Sheet	-110.20	-52.13

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 a total revenue of Rs. 40.42 Lakhs including the other income against the total revenue in the previous year of Rs.1116.06 Lakhs. Company has posted a Loss of Rs. 110.20 Lakhs for the year ended 31st March, 2021.

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, 2021 due to Losses during the year.

SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31st March, 2021 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 2020-2021.

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 10th January, 2019. The Company had not paid Annual Listing Fees within the prescribed time limit and was 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, 2021, Corporate Governance Report is not applicable to the Company.

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:

In terms of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at the link: <https://splsolar.in/R&R.html>.

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 2020-21 there was no change in the Composition of Board of Directors and the Committees of the Board.

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) Regulation, 2015.

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DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The following persons are the Directors and Key Managerial Personnel of the Company as on 31st March, 2021:

Sr. No.	Name of the person	Designation
1	Sankaran Venkata Subramanian*	Managing Director **
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
7	Gaurav Kaushik	Company Secretary and Compliance Officer***

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

**Mr. Sankaran Venkata Subramanian, Managing Director of the Company was the Compliance officer of the Company upto 10th September, 2020.

***Mr. Gaurav Kaushik was appointed as Company Secretary and Compliance officer with effect from 11th September, 2020.

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 2020-21 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.

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.



STERLING POWERGENSYS LIMITED

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year ended 31st March, 2021, Eight Board Meetings were held on the following dates:

- (1) 29th May, 2020 (2) 14th August, 2020 (3) 11th September, 2020 (4) 22nd October, 2020 (5) 21st December, 2020 (6) 31st December, 2020 (7) 10th February, 2021 and (8) 31st March, 2021. 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			
Sankaran Venkata Subramanian	Managing Director*	-	1	8	Yes	4,64,350
Rajlaxmi Iyar	Non Executive Director	-	-	6	Yes	9000
Yash Dharmendra Sanghvi	Non-Executive Director	-	-	6	Yes	Nil
Ramesh Chandra Sharma	Independent Director	-	-	3	No	Nil
Harishchandra Bharama Naukudkar	Independent Director	-	-	8	No	Nil
Pundlik Ranaba Davane	Chief Financial officer	-	-	8	Yes	1000

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

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 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, 2021, Audit Committee Meetings were held on the following dates:

- (1) 29th May, 2020 (2) 14th August, 2020 (3) 21st December, 2020 (4) 31st December, 2020 (5) 10th February, 2021 and (6)31st March, 2021.

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	6	6
Mr. Ramesh Chandra Sharma	Member	Independent Director	6	3
Mr. Sankaran Venkata Subramanian	Member	Executive Director	6	6

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.

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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, 2021, the Nomination & Remuneration Committee Meetings were held on the following dates:

(1) 29th May, 2020 (2) 11th September, 2020 (3) 22nd October, 2020 (4) 31st December, 2020 and (5) 31st March, 2021

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Entitled to attend	Attended
Mr. Ramesh Chandra Sharma	Chairperson	Independent Director	5	2
Mrs. Rajlaxmi Iyar	Member	Non-Executive Director	5	4
Mr. Harishchandra Bharama Naukudkar	Member	Independent Director	5	5

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, 2021, the Stakeholders Relationship Committee Meetings were held on the following dates:

(1) 29th May, 2020 (2) 14th August, 2020 (3) 11th September, 2020 (4) 21st December, 2020 and (5) 31st March, 2021.

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Entitled to attend	Attended
Mrs. Rajlaxmi Iyar	Chairperson	Non-Executive Director	5	4
Mr. Harishchandra Bharama Naukudkar	Member	Independent Director	5	5
Mr. Yash Dharmendra Sanghvi	Member	Non-Executive Director	5	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. D. G. M. S. & Co., Chartered Accountants, Mumbai (FRN- 112187W) (Previously known as M/s. Doshi Maru & Associates), 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. D. G. M. S. & Co, Chartered Accountants on the financial statements of the Company for the Financial Year 2020-21 forms part of this Annual Report. The Statutory Auditors have submitted an unmodified opinion on the audit of financial statements for the Financial Year 2020-21 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 CS Deepak Chheta, a Company Secretary in Practice having COP No.: 20966 to undertake the Secretarial Audit of the Company for the period under review. The Secretarial Audit report is annexed herewith as Annexure 'A' 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 the following:

Sr. No.	Secretarial Auditor's Qualifications	Management's view on the same
1.	In the terms of Section 96 of Companies Act, 2013 the Annual General Meeting of the Financial Year 2019-20 was not held within the prescribed due dates and was held on 29 th January, 2021.	Due to Covid-19 pandemic situation, the Company as well as the Auditors were unable to procure the necessary records which led to delay in Audit of the financial statements of the Company for the F.Y. 2019-20 and thus the delay in AGM.
2.	In terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has delayed in submission of quarterly financial results to the BSE during the audit period.	The Company as well as the Auditors had faced many problems in communicating during the pandemic which led to delay in submission of financial results.

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Sr. No.	Secretarial Auditor's Qualifications	Management's view on the same
3.	In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there was delayed in submission of some disclosures/compliances/reports/filings to the BSE.	The Company has tried to be fully compliant in relation to submission of compliances.
4.	The Company has not paid the Annual listing fees for the Financial Year 2020-21 within the prescribed time limit.	The Company is facing financial distress due to which there was delay in the payment of Annual Listing Fees which was duly paid on 31/12/2020.
5.	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 10th January, 2019 to till now.	Company had applied for the revocation of suspension of securities with BSE after complying with the norms of revocation except with the payment of penalty for which waiver has been applied for.
6.	During the period under review Company has not paid the Statutory dues including of Provident Fund as per Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Profession Tax under The Professional Tax Act, 1975 and TDS under Income Tax Act, 1961.	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. Company is trying its best to overcome from the financial issues and clear all the dues.

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 been 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 'B' to this Report.

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 – C".

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-D". 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.



STERLING POWERGENSYS LIMITED

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.

SECRETARIAL STANDARDS:

During the year under review, your Company has complied with all the applicable secretarial standards issued by the Institute of Company Secretaries of India.

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: 29/06/2021

**By order of the Board
For STERLING POWERGENSYS LIMITED**

REGISTERED OFFICE:

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

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

**Sd/-
RAJLAXMI IYAR
DIRECTOR
(DIN: 00107754)**

ANNEXURE 'A'

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

(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: 29/06/2021

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, 2021 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, 2021 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.
 - a. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
 - b. The Payment of Bonus Act, 1965.
 - c. The Payment of Gratuity Act, 1972.
 - d. The Payment of Wages Act, 1936.
 - e. The Bombay Shops & Establishment Act, 1948.
 - f. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
 - g. The Environment (Protection) Act, 1986.
 - h. The Goods and Service Tax Act, 2017.
 - i. The Professional Tax Act, 1975.
 - j. The Income Tax Act, 1961.
 - k. The Finance Act, 1994 (Service Tax).

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

- i. Secretarial Standards with respect to Board and General Meetings (SS-1 and SS-2) specified by the Institute of Company Secretaries of India;
- ii. 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:

- i. *Whereas in the terms of Section 96 of Companies Act, 2013 the Annual General Meeting of the Financial Year 2019-20 was not held within the prescribed due dates and was held on 29th January, 2021.*
- ii. *Whereas in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company was delayed in submission of quarterly financial results to the BSE during the audit period.*
- iii. *Whereas in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there was delayed in submission of some disclosures/compliances/reports/filings to the BSE.*
- iv. *The Company has not paid the Annual listing fees for the financial year 2020-21 within the prescribed time limit.*
- v. *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 10th January, 2019 to till now.*
- vi. *During the period under review Company has not paid the Statutory dues including of Provident Fund as per Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Profession Tax under The Professional Tax Act, 1975 and TDS under Income Tax Act, 1961.*

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.

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.

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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 CS DEEPAK CHHETA
PRACTISING COMPANY SECRETARY**

sd/-

ACS No.: 55656

COP No.: 20966

PLACE: MUMBAI

DATE: 29/06/2021

UDIN: A055656C000543385

'ANNEXURE A'

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 CS DEEPAK CHHETA
PRACTISING COMPANY SECRETARY**

sd/-

ACS No.: 55656

COP No.: 20966

PLACE: MUMBAI

DATE: 29/06/2021

UDIN: A055656C000543385



ANNEXURE ‘B’

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, 2021 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 available business opportunities for the Company.
b)	Benefit derived as a result of R & D	Company is trying to revive its financial position.
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.)

		2020-21	2019-20
a.	Foreign Exchange outgo	3,526,997	-
b.	Foreign Exchange earned	-	-

DATE: 29/06/2021

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

Annexure C''**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the management discussion and analysis report of the year ended on 31st March, 2021.

1. Overall & Business Review:

The year 2020-21 started with the Covid-19 pandemic which has impacted the world economy on a large scale. Improvement is expected in growth rate in the current financial year 2021-22 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.

4. Product wise performance:

During the year due to Covid -19 pandemic Company was not able to perform well in the solar power industry.

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 its experienced manpower, it is expected to generate several enquiries for the Company in respective areas of operations. Company is also planning to explore the opportunities with respect to diversification of its business.

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. 40.42 Lakhs including the other income against the total revenue in the previous year of Rs. 1116.06 Lakhs. Company has posted a Loss of Rs. 110.20 Lakhs for the year ended 31st March, 2021.

**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. Key financial Ratios:

Following are the key financial ratios computed on Standalone basis:

Particulars	FY 2020-21	FY 2019-20	Movement
Current Ratio	1.16	1.10	5.45%
Debt / Equity Ratio	-1.85	-2.97	37.71%
Debt Service Coverage Ratio	-2.18	-3.60	39.44%
Inventory Turnover (in days)	0.05	5.33	-99.06%
Debtors Turnover (in days)	10.39	405.62	-97.44%
Net Capital Turnover Ratio	0.05	9.45	-99.47%
Net Profit Margin Ratio	-2.73	-4.67	41.54%
Return on Capital Employed	-0.12	-0.09	-33.33%
Creditors Turnover (in days)	0.99	581.31	-99.83%
Interest Coverage Ratio	-2.18	-3.60	39.44%

There is significant change (i.e. 25% or more as compared to the immediate preceding financial year) in the above key financial ratios due to financial distress of the Company.

11. 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.

12. 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 D”

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. 31.03.2021 as compared to F.Y. 31.03.2020	Ratio of Remuneration to Median Remuneration
1	Sankaran Venkata Subramanian	Managing Director	NIL	30:18
2	Yash Dharmendra Sanghvi	Non-Executive Director	N.A.	-
3	Iyar Rajlaxmi	Non-Executive Director	N.A.	
4	Ramesh Chandra Sharma	Independent Director	N.A.	
5	Harishchandra B. Naukudkar	Independent Director	N.A.	-
6	Pundlik Ranaba Davane	Chief Financial Officer	NIL	71:18
7	Gaurav Kaushik	Company Secretary	N.A.	16.8:18.2

1. The percentage increase in remuneration of Non-Executive Director is not applicable, as no remuneration in the form of commission was paid for FY 2019-20 and FY 2020-21.
2. In view of the COVID pandemic, none of the Key Managerial Personnel of the Company were paid incremental remuneration for FY 2020-21 and therefore, percentage increase in remuneration in relation to Managing Director & CEO, Chief Financial Officer and Company Secretary is reported Nil.

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 31.03.2021	11
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 including managerial personnel in last financial year was 0%
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 31.03.2021	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 31.03.2021.
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 31.03.2021.



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:

We 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.

We 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 to 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.

We 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, We have given Nil report in this matter.

We 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

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

**PLACE: MUMBAI
DATE: 29/06/2021**

FOR STERLING POWERGENSYS LIMITED

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

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I, S. 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 Requirements) Regulation, 2015 for the year ended March 31, 2021.

**DATE: 29/06/2021
PLACE: MUMBAI**

**Sd/-
SANKARAN 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, 2021, 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 2021
- 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, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021, 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. D G M S & Co.
Chartered Accountants

Sd/-
(Atul Doshi)
Partner
FRN:112187W

Place: Mumbai
Dated: 29/06/2021

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, 2021. 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.

(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. 1,12,348/-, Service Tax of rs. 4,47,368/- & Provident fund of Rs. 9,23,827/-, TDS payable of Rs. 4,88,578/-. 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, 2021, 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. D G M S & Co
Chartered Accountants
FRN: 112187W

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

Place:- Mumbai
Date: - 29th June, 2021

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 2021 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 2021, 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.

Place: Mumbai
Dated: 29/06/2021

For M/s. D G M S & Co.
Chartered Accountants

Sd/-
(Atul Doshi)
Partner
FRN:112187W



STERLING POWERGENSYS LIMITED

Audited Balance Sheet as at 31st March, 2021

Amount in Rs.

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	50,960,000	50,960,000
(b) Reserves and surplus	3	-71,193,835	(60,173,811)
		(20,233,835)	(9,213,811)
2 Non-current liabilities			
(a) Long-term borrowings	4	37,414,267	27,356,472
(b) Deffered tax liabilities	5	-	-
(c) Other long-term liabilities	6	24,446,488	24,446,488
(d) long-term Provisions	7	3,288,786	3,652,786
		65,149,542	55,455,746
3 Current liabilities			
(a) Short Term Borrowings	8	-	-
(b) Trade payables	9	66,871,093	121,605,158
(c) Other current liabilities	10	46,607,417	44,642,875
(d) Short-term provisions	11	-	-
		113,478,510	166,248,033
TOTAL		158,394,217	212,489,966
B ASSETS			
1 Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		21,119,421	23,654,361
(ii) Intangible assets		35,774	98,942
(b) Investment	13	13,000	13,000
(c) Long-term loans and advances	14	5,427,522	5,564,472
(d) Other non-current assets	15	-	5,600
		26,595,717	29,336,375
2 Current assets			
(a) Inventories	16	18,841,215	20,615,341
(b) Trade receivables	17	105,630,350	153,434,177
(c) Cash and cash equivalents	18	111,523	56,457
(d) Short-term loans and advances	19	7,215,412	9,047,616
(e) Other current assets	20	-	-
		131,798,500	183,153,591
TOTAL		158,394,217	212,489,966

Significant Accounting Policies
See accompanying Notes to the Financial Statements

1-39

As per the attached report of even date

For D G M S & Co.

(Formerly known as Doshi Maru & Associates)

Chartered Accountants

FRN No. 112187W

Sd/-

Atul B. Doshi

Partner

(M.No. 102585)

Place : Mumbai

Date : 29th June, 2021

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

Sd/-

Gaurav Kaushik

Company Secretary

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Profit & Loss for the Period 31st March, 2021

		Amount in Rs.		
Particulars	Note No.	For the year ended 31st March, 2021	For the year ended 31st March, 2020	
1	Revenue from operations	21	3,686,718	111,600,514
2	Other income	22	355,733	5,600
3	Total revenue		4,042,451	111,606,114
4	Expenses			
	(a) Cost of materials consumed	23	256,557	106,557,564
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	1,774,126	1,318,292
	(c) Employee benefits expense	25	2,973,994	3,108,398
	(d) Finance costs	26	2517200.86	1,134,230
	(e) Depreciation and amortisation expense	12	2,598,108	2,598,108
	(f) Other expenses	27	1,942,489	2,102,834
	Total expenses		12,062,475	116,819,426
5	Profit / (Loss) before prior period items		-8,020,024	(5,213,312)
6	Provision for Doubtful Debts		-	-
7	Exceptional Item		-3,000,000	
7	Profit / (Loss) before tax		(11,020,024)	(5,213,312)
8	Tax expense:			
	Current tax expense		-	-
	Deffered tax		-	0
9	Profit / (Loss) for the year		(11,020,024)	(5,213,312)
10	Earnings per share (Face Value of Rs 10/- each):	28		
	Basic & Diluted (including extraordinary items)		(2.16)	-1.02
	Basic & Diluted (excluding extraordinary items)		(2.16)	-1.02
	Significant Accounting Policies See accompanying Notes to the Financial Statements	1-39		

As per the attached report of even date
For D G M S & Co.
 (Formerly known as Doshi Maru & Associates)
Chartered Accountants
 FRN No. 112187W

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

Place : Mumbai
 Date : 29th June, 2021

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

Sd/-
Gaurav Kaushik
 Company Secretary



STERLING POWERGENSYS LIMITED

Cash flow statement for the year ended March 31, 2021

Particulars	Amount in Rs.	
	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Cash flow from operating activities		
Net profit/(Loss) before tax	(11,020,024)	(5,213,311)
Adjustments for:		
Depreciation and amortization	2,598,108	2,598,108
Interest Expense	374,453	750,997
Interest Income	(6,250)	(5,600)
Foreign Exchange Fluctuation	-	-
Other Income	-	(115,315)
Profit on Conversion	(349,483)	-
Provision for Gratuity and Bonus	-	-
Operating profit/(loss) before working capital changes	(8,403,199)	(1,985,121)
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)
Cash generated from/(used in) operations	(8,403,201)	(4,092,836)
Direct taxes paid (net)	-	-
Net cash flow from/(used in) operating activities - (A)	(8,403,201)	(4,092,836)
Cash flows from investing activities		
Purchase of fixed assets (Net)	-	(43,984)
Interest received	6,250	5,600
Net cash used in investing activities - (B)	6,250	(38,384)

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	Amount in Rs.	
Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Cash flow from financing activities		
Cash flow from financing activities		
Borrowings	10,057,795	5,940,568
Interest Paid	(374,453)	(750,997)
Net cash from financing activities - (C)	9,683,342	5,189,571
Net increase/(decrease) in cash and cash equivalents (A+B+C)	1,286,391	1,058,351
Cash and cash equivalents at the beginning of the year	56,457	144,294
Cash and cash equivalents at the end of the year	1,342,848	1,202,646
Components of cash and cash equivalents		
Cash on hand	85,616	32,662
Balances with scheduled banks:		
- In current accounts	25,907	23,795
Total	111,523	56,457

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 D G M S & Co.
 (Formerly known as Doshi Maru & Associates)
Chartered Accountants
 FRN No. 112187W

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

Place : Mumbai
 Date : 29th June, 2021

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

Sd/-
Gaurav Kaushik
 Company Secretary

**Audited Notes to financial statements for the year ended 31st March, 2021****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.

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.

Audited Notes to financial statements for the year ended 31st March, 2021

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. 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.



Audited Notes to financial statements for the year ended 31st March, 2021

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, 2021**Note 2: Share Capital**

Particulars	As at 31st March, 2021		As at 31 March, 2020	
	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, 2021		As at 31st March, 2020	
	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, 2021		As at 31 March, 2020	
	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, 2021

Note 3: Reserves and Surplus

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
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	(83,428,984)	(78,215,672)
Less: Adjustment for depreciation as per Companies Act, 2013	-	-
Add: Profit/(Loss) for the Year	(11,020,024)	(5,213,312)
Closing Balance	(94,449,008)	(83,428,984)
Total	(71,193,835)	(60,173,811)

Note 4: Long term Borrowings

Amount in Rs.

	As at 31st March, 2021		As at 31st March, 2020	
	Non-Current	Current	Non-Current	Current
<u>Secured Loan</u>				
Term Loan*	23,447,140	-	13,737,609	-
<u>Unsecured Loan</u>				
Loan from Related Party (Refer Note 35)	13,967,127	-	13,618,862	-
	37,414,267	-	27,356,471	-

* 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, 2021	As at 31st March, 2020
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, 2021	As at 31st March, 2020
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, 2021

Note 7: long term Provisions

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Provision for Gratuity (Refer note no. 28)	3,288,786	3,652,786
	3,288,786	3,652,786

Note 8: Short term Borrowings

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Cash Credit from Bank*	-	-
	-	-

* 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, 2021	As at 31st March, 2020
Sundry Creditors for Goods		
- Total outstanding dues of micro and small enterprises (Refer note no. 30)	-	-
- Total outstanding dues to others - Above Six Months	65,375,836	11,808,779
- Total outstanding dues to others - Six Months	1,495,257	109,796,379
	66,871,093	121,605,158

Note 10: Other current liabilities

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Sundry Creditors for Expenses	9,479,084	7,612,840
Advances from Customers	34,954,420	34,870,000
Current maturities of long term borrowings	-	-
Interest accrued on term loan	-	-
Statutory Dues Payable	2,173,913	2,160,035
	46,607,417	44,642,875

Note 11: Short term provisions

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Provision	-	-
Provision for Gratuity & Bonus	-	-
	-	-

Audited Notes to financial statements for the year ended 31st March, 2021

Note 12: Fixed Assets

Amount in Rs.

DETAILS	Gross Block			S				Net Block		
	As at 1st April, 2020	Additions	Deductions/ Adjustments	As at 31st March, 2021	Upto 1st April, 2020	For the year	Withdrawals/ Adjustment	As at 31st March, 2021	As at 31st March, 2021	As at 31st March, 2020
A TANGIBLE ASSETS										
Lease Assets										
Leasehold Land	318586	-	-	318586	103,250	3,216	-	106,466	212,120	215,336
<u>Owned Assets</u>				-				-		
Land	3448250		-	3448250	-	-	-	-	3,448,250	3,448,250
Factory Building	17,352,315		-	17352315	8,104,673	624,540	-	8,729,213	8,623,102	9,247,642
Office Premises	1,575,102	-	-	1575102	607,561	25,792	-	633,353	941,749	967,541
Plant and Equipments*	37,704,469	-	-	37704469	29,699,375	1,122,804	-	30,822,179	6,882,290	8,005,094
Electrical Fittings	1,248,559	-	-	1248559	1,176,457	76,048	-	1,252,505	(3,946)	72,102
Furniture and Fixture	1,946,780	-	-	1946780	1,671,414	189,896		1,861,310	85,470	275,366
Air Conditioner	1,165,684	-	-	1165684	1,073,802	127,552		1,201,354	(35,670)	91,882
Office Equipments	913,908	-	-	913908	895,329	16,368	-	911,697	2,211	18,579
Die and Mould	654828	-	-	654828	348,067	48,940		397,007	257,821	306,761
Solar System	1,246,090	-	-	1246090	162,270	49,240		211,510	1,034,580	1,083,820
EDP Equipments	2,129,985	-	-	2129985	2,212,471	249,836	-	2,462,307	(332,322)	(82,486)
Vehicle	7,000	-		7000	2,526	708		3,234	3,766	4,474
Total	69,711,556	-	-	69,711,556	46,057,195	2,534,940	-	48,592,135	21,119,421	23,654,361
B INTANGIBLE ASSETS	-	-	-							
Software	536,623	-	-	536623	437,681	63168	-	500,849	35,774	98,942
Total	536,623	-	-	536,623	437,681	63,168	-	500,849	35,774	98,942
As at 31st March, 2021	70,248,179	-	-	70,248,179	46,494,876	2,598,108	-	49,092,984	21,155,195	23,753,303
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



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Audited Notes to financial statements for the year ended 31st March, 2021

Note 13: Investment

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
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, 2021	As at 31st March, 2020
(Considered unsecured, unless otherwise stated)		
Deposits with Statutory Authorities	-	-
Security Deposits	-	-
Advance to Suppliers	275,709	626,047
Balance With Revenue Authorities	4,757,889	4,654,778
Deposits	393,924	283,647
Capital Advance	-	-
	5,427,522	5,564,472

Note 15: Other non current assets

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
<u>Other Bank Balances</u>		
ii) In Fixed Deposit Account	-	-
(Maturity of more than 12 months)		
Interest Accrued on Fixed Deposit	-	5,600
	-	5,600

Note 16: Inventories

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Material, Stores and Components	-	-
Work In Progress	18,841,215	20,615,341
	18,841,215	20,615,341



Audited Notes to financial statements for the year ended 31st March, 2021

Note 17: Trade Receivables

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
<u>Outstanding for a period exceeding six months</u>		
Unsecured Considered good	105,493,989	46,089,163
Doubtful	-	-
Less: Provision for doubtful debts	0	0
	105,493,989	46,089,163
<u>Other Receivables</u>		
Unsecured Considered good	136,361	107,345,014
	136,361	107,345,014
	105,630,350	153,434,177

Note 18 Cash and Cash Equivalents

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Cash in Hand	85,616	32,662
<u>Balance with Banks</u>		
i) In Current Account	25,907	23,795
	111,523	56,457

Note 19: Short term loans and advances

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Advance to Suppliers (Unsecured)	7,215,412	9,047,616
	7,215,412	9,047,616

Note 20: Other Current Assets

Amount in Rs.

	As at 31st March, 2021	As at 31st March, 2020
Prepaid Expenses	-	-
	-	-

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Audited Notes to financial statements for the year ended 31st March, 2021

Note 21: Revenue from Operations

Amount in Rs.

	As at 31st March, 2021	Year ended 31st March, 2020
Sale of Products	926,718	109,848,514
Less : Excise Duty	-	-
	926,718	109,848,514
Sale of Services	2,760,000	1,752,000
	3,686,718	111,600,514

Note 22: Other Income

Amount in Rs.

	As at 31st March, 2021	Year ended 31st March, 2020
Interest on FD	6,250	5,600
Other Income - Rent	0	0
Balance written back	349,483	0
	355,733	5,600

Note 23: Cost of Raw Material consumed

Amount in Rs.

	As at 31st March, 2021	Year ended 31st March, 2020
Materials, Stores and Spares		
Stock at the beginning of the year	-	-
Add: Purchases	256,557	106,557,564
	256,557	106,557,564
Less : Stock at the end of the year	-	-
	256,557	106,557,564

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, 2021	Year ended 31st March, 2020
Opening Work in Progress	20,615,341	21,933,633
Closing Work in Progress	18,841,215	20,615,341
	1,774,126	1,318,292



STERLING POWERGENSYS LIMITED

Audited Notes to financial statements for the year ended 31st March, 2021

Note 25: Employee Benefits Expense

Amount in Rs.

	As at 31st March, 2021	Year ended 31st March, 2020
Salaries, Wages and Bonus	2,673,994	2,792,383
Gratuity	0	0
Staff Welfare Expenses	0	16,015
Directors Remuneration	300,000	300,000
	2,973,994	3,108,398

Note 26: Finance Cost

Amount in Rs.

	As at 31st March, 2021	Year ended 31st March, 2020
Interest on:		
Term Loan	374,453	227,006
Cash Credit	-	523,960
Bank Charges	250,245	53,420
interest on WCTL	1,245,703	329,844
Interest on FITL	436,652	-
Interest on Covid Loan	152,830	-
Interest on STL	57,318	-
Other Borrowing Cost	0	-
	2,517,201	1,134,230

Note 27: Other Expenses

Amount in Rs.

	As at 31st March, 2021	Year ended 31st March, 2020
Carriage Outward	0	0
Repairs and Maintenance	383,671	37,549
Carriage Inward	0	55,500
Computer exp	22,060	10,466
Power, Fuel and Water Charges	0	624,946
Travelling and Conveyance	76,493	92,196
Transport Charges	7,871	41,560
Postage and Telephone Expenses	3,681	24,220
Professional Charges	432,500	148,124
Printing and Stationery	134,173	85,057
Demat Facility Charges	65,000	0
Rates and Taxes	114,605	0

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Audited Notes to financial statements for the year ended 31st March, 2021

Note 27: Other Expenses (Contd.)

Amount in Rs.

	As at 31st March, 2021	Year ended 31st March, 2020
Listing Fee	0	300,000
Labour Charges	3,900	51,500
ROC Fees	34,500	0
Loading & Unloading Expenses	0	159,500
Membership and Subscription Charges	18,000	24,000
Share Registrar Expenses	129,152	0
Insurance Exp.	31,825	5,487
Auditor's Remuneration	125,000	125,000
Electricity Charges	0	1,091
Society Charges	104,586	118,844
General Expenses	1,000	0
Advertisement and Sales Promotion	36,720	52,080
Internal Auditor Remuneration	20,000	0
GST Expenses	12,094	1,500
Sundry Balance written off	0	73,098
Interest on Others	0	31
Foreign Exchange Fluctuation Loss	0	0
Service Charges	12,586	26,085
Other Mis. Expenses	43,571	45,000
Accounting charges	89,500	0
Brokerage & Commission	40,000	0
	1,942,489	2,102,834

Auditor's Remuneration

Amount in Rs.

Particulars	2020-2021	2019-2020
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, 2021

Note 28: Earnings Per Share (EPS):

	As at 31st March, 2021	Year ended 31st March, 2020
Net Profit/(Loss) after tax (in Rs.)	(11,020,024)	(5,213,312)
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.)	(2.16)	(1.02)
Net Profit/(Loss) after tax (in Rs.) (excluding extraordinary item)	(11,020,024)	(5,213,312)
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.)	(2.16)	(1.02)

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.

	2020-2021	2019-2020
Contribution to Defined Contribution Plan, recognized as Expense for the year are under		
Employer Contribution to Provident Fund	992,983	792,331
Total	992,983	792,331

II Defined Benefit Plan

	Gratuity	
	(Un-Funded)	(Un-Funded)
	2020-2021	2019-2020
A Change in Present Value of Obligation		
Present Value of the Obligation at the beginning of Year	3,652,786	2,736,433
Interest Cost	-	-
Current Service Cost	-	832,353
Benefits Paid	(364,000)	84,000
Actuarial (gain)/ loss on obligations	-	-
Present Value of the Obligation at the end of Year	3,288,786	3,652,786
Fair value of plan assets	-	-
Un-funded liability	3,288,786	3,652,786

Audited Notes to financial statements for the year ended 31st March, 2021

		Gratuity	
		(Un-Funded)	(Un-Funded)
		2020-2021	2019-2020
B	Amount Recognised in the Balance Sheet		
	Present Value of the Obligation	3,288,786	3,652,786
	Fair value of plan assets	-	-
	Un-funded Liability	3,288,786	3,652,786
	Unrecognized actuarial gains/ losses	-	-
	Un-funded liability recognized in Balance Sheet	3,288,786	3,652,786
		Gratuity	
		(Un-Funded)	(Un-Funded)
		2020-2021	2019-2020
C	Amount Recognised in the Profit & Loss		
	Present Value of the Obligation	3,288,786	3,652,786
	Fair value of plan assets	-	-
	Un-funded Liability	3,288,786	3,652,786
	Unrecognized actuarial gains/ losses	-	-
	Un-funded liability recognized in Balance Sheet	3,288,786	3,652,786
		Gratuity	
		(Un-Funded)	(Un-Funded)
		2020-2021	2019-2020
D	Reconciliation of Balance Sheet		
	Present Value of the Obligation at the beginning of period	3,652,786	2,736,433
	Total expense recognised in the Profit and Loss Account	-	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	3,652,786
		Gratuity	
		(Un-Funded)	(Un-Funded)
		2020-2021	2019-2020
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, 2021

Note: 30

Contingent Liability

Amount in Rs.

Particulars	As at	As at
	31st March, 2021	31st March, 2020
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 2021

	As at	As at
	31st March, 2021	31st March, 2020
<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, 2021

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	2020-21	2019-20
Remuneration		
Mr. S. Venkata Subramanian	300,000	300,000
	-	-
	300,000	300,000
Loan Taken during the year		
Mr. S. Venkat Subrmanian	3,981,000	490,000
Mr. Dinesh Kumar Agarwal	-	-
	490,000	572,000
Loan Repaid during the year		
Mr. S. Venkat Subrmanian	3,612,000	324,000
	3,612,000	324,000
Reimbursement of Expenses		
Mr. S. Venkat Subrmanian	30,200	-
	30,200	-
Loan Outstanding at year end		
Mr. S. Venkat Subrmanian	10,233,298	9,864,298
Mr. Deepak S. Shah	3,696,564	3,696,564
Mr. Dinesh Kumar Agarwal	-	-
	13,929,862	13,560,862
Payable at the year end		
Mr. S. Venkat Subrmanian	84,120	-
Mr. Dinesh Kumar Agarwal	37,265	58,000
	121,385	58,000



Audited Notes to financial statements for the year ended 31st March, 2021

Note: 36

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

	For the year ended on 31 st March, 2021		For the year ended on 31 st March, 2020	
	Amount in Rs.	% of total consumption	Amount in Rs.	% of total consumption
Imported	0	0.00%	0	0.00%
Indigenous	256557	100.00%	106557564	100.00%
Total	256557	100.00%	106557564	100.00%

Note: 37

CIF VALUE OF IMPORTS

Amount in Rs.

	2020-2021	2019-2020
Raw Material	256557	106557564
	256557	106557564

Note: 38

Information in respect of foreign exchange inflow & outflow

Amount in Rs.

	2020-2021	2019-2020
Earning in Foreign Currency	-	-
Foreign Exchange Outflow	3,526,997.00	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

As per the attached report of even date
For D G M S & Co.
(Formerly known as Doshi Maru & Associates)

Chartered Accountants

FRN No. 112187W

Sd/-

Atul B. Doshi

Partner

(M.No. 102585)

Place : Mumbai

Date : 29th June, 2021

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

Sd/-

Gaurav Kaushik

Company Secretary