



**STERLING POWERGENSYS LIMITED**

(Formerly known as STERLING STRIPS LIMITED) C.I.N.: L29213MH1984PLC034343  
Reg. Off.: Office No. 121, Runwal Commercial Complex, Near Santoshmata Mandir,  
L.B.S. Marg, Mulund West, Mumbai 400080  
Email: sterlingstrips84@gmail.com, sterlingepc@gmail.com, sales@splsolar.in  
Tel.: 2560 5588 Mobile No.: +91 9321803234 www.splsolar.in

Date: July 11, 2024

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

**Ref No.: Stock Code -513575**

**Subject: Annual Report along with the Notice of the 39<sup>th</sup> Annual General Meeting of the Company**

**Dear Sir,**

Please find enclosed herewith the Annual Report for the financial year 2023-24 along with the Notice of 39<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on Saturday, 03<sup>th</sup> August, 2024 at 03:00 P.M. at Wynd Banquet, B-201, 2<sup>nd</sup> Floor, Shah Ind Estate, Behind Finch Restaurant, Saki Vihar Road, Andheri East, Mumbai-400072, Maharashtra, India.

Kindly acknowledge the receipt and take the same on record.

Yours faithfully,

**FOR STERLING POWERGENSYS LIMITED**

**SANKARAN VENKATA SUBRAMANIAN  
MANAGING DIRECTOR  
DIN: 00107561**

Encl: As above.



**STERLING POWERGENSYS LIMITED**  
(CIN - L29213MH1984PLC034343)

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**CORPORATE INFORMATION**

**BOARD OF DIRECTORS & KMP**

MR. NANDAKUMAR KALATH	: CHAIRMAN AND ADDITIONAL NON EXECUTIVE DIRECTOR
MR. SANKARAN VENKATA SUBRAMANIAN	: MANAGING DIRECTOR
MRS. RAJLAXMI IYAR	: NON EXECUTIVE DIRECTOR
MR. NAVINCHANDRA JOSHI	: ADDITIONAL EXECUTIVE DIRECTOR
MR. SHANKAR RAMNATH IYER	: INDEPENDENT DIRECTOR
MR. TARANG MEHTA	: ADDITIONAL INDEPENDENT DIRECTOR
MR. MANISH JAIN	: ADDITIONAL INDEPENDENT DIRECTOR
MR. DINESH KUMAR AGARWAL	: ADDITIONAL DIRECTOR-FINANCE AND CHIEF FINANCIAL OFFICER
MR. HARISHCHANDRA BHARAMA NAUKUDKAR	: CHIEF EXECUTIVE OFFICER
MR. GAURAV KAUSHIK	: COMPANY SECRETARY AND COMPLIANCE OFFICER

**BANKER: BANK OF MAHARASHTRA**

**REGISTERED OFFICE**

\*Address: Office No. 121, Runwal Commercial Complex,  
Co-Op Premises Ltd, L.B.S. Marg Mulund (West),  
Mumbai, Maharashtra, India, 400080.  
Email Id: sterlingstrips84@gmail.com  
Mobile No: 9619572230/9321803234

\* Registered office change with effect from August 1, 2024 at Chemtrols Industries Pvt. Ltd. Premises, Amar Hill, Opposite Saki Vihar Telephone Exchange, Saki Vihar Road, Powai, Mumbai-400072.

<p><b><u>STATUTORY AUDITOR</u></b> <b>DGMS &amp; CO.</b> (Previously Known as Doshi Maru &amp; Associates) Chartered Accountants 9, Shreepal Bldg., S. N. Road, Tambe Nagar, Mulund (West), Mumbai – 400080, Maharashtra, India.</p>	<p><b><u>SHARE TRANSFER AGENT &amp; REGISTRAR</u></b> <b>BIGSHARE SERVICES PVT. LTD.</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.</p>	<p><b><u>SECRETARIAL AUDITOR</u></b> <b>CS DEEPAK CHHETA</b> Company Secretary Office No.5, Sheetal Arcade, Indralok Phase II, Bhayander (East), Thane-401105, Maharashtra, India.</p>
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## 39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED

### NOTICE TO THE MEMBERS

**Notice** is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of the Sterling Powergensys Limited (**"the Company"**) will be held at Wynd Banquet, B-201, 2<sup>nd</sup> Floor, Shah Ind Estate, Behind Finch Restaurant, Saki Vihar Road, Andheri East, Mumbai-400072 on **Saturday, 03<sup>th</sup> August, 2024** 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 of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.

*To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

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

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, if any (including any statutory modifications or reenactment thereof) and the Articles of Association of the Company, Mrs. Rajlaxmi Iyar (DIN: 00107754) Non-Executive Director, who retires by rotation at this meeting and being eligible, has offered herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

##### **Item No 3: Regularisation of Directorship of Mr. Nandakumar Kalath (DIN: 00041727), an Additional Non-Executive Non Independent Director, by appointing him as a Non-Executive Non Independent Director of the Company:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nandakumar Kalath (DIN: 00041727), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, on the Board of the Company notwithstanding the fact that he already attain the age of Seventy-five (75) years

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on November 2, 2023, be appointed as a Non-Executive Non Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No 4: Regularisation of Mr. Manish Jain (DIN: 01310249), an Additional Non-Executive Independent Director by appointing him as a Non-Executive Independent Director of the Company:**

*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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Mr. Manish Jain, (DIN: 01310249), who was appointed by the Board of Directors, as an Additional Non-Executive Independent Director, designated as an Independent Director of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from May 25, 2024 to May 24, 2029.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No 5: Regularisation of Mr. Tarang Mehta (DIN: 01528135), an Additional Non-Executive Independent Director by appointing him as a Non-Executive Independent Director of the Company**

*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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Mr. Tarang Mehta (DIN: 01528135), who was appointed by the Board of Directors, as an Additional Non-Executive Independent Director, designated as an Independent Director of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from May 25, 2024 to May 24, 2029, on the Board of the Company notwithstanding the fact that he shall attain the age of Seventy-five (75) years on December 13, 2027, till the expiry of his current term till May 24, 2029.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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#### **Item No 6: Regularisation of Mr. Dinesh Agarwal (DIN: 02854858) an Additional Director-Finance and Chief Financial Officer (CFO) by appointing him as a Director-Finance and Chief Financial Officer (CFO )**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, 161, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Dinesh Agarwal (DIN: 02854858) as a Director-Finance and Chief Financial Officer (CFO) of the Company with effect from July 06, 2024, the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as mentioned below:

**Salary** (Inclusive of perquisite and allowances and as per the applicable rules and policies of the Company): Maximum upto Rs. 24,00,000 per annum.

Reimbursement of actual traveling, Boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company’s business.

The incentive amount payable would be at the discretion of the Board subject to his performance and performance of the Company.

**RESOLVED FURTHER THAT** Mr. Dinesh Agarwal (DIN: 02854858), who is not disqualified under Section 164(2) of the Companies Act.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be continued to be paid as minimum remuneration to the above Director, subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** Board be and are hereby severally or jointly authorised to do all such acts, deeds, things etc. as may be required to implement the above resolutions.“

#### **Item No 7: Regularisation of Mr. Navinchandra Joshi (DIN: 10700698) an Additional Executive Director by appointing him as an Executive Director.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, 161, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Navinchandra Joshi (DIN: 10700698) as a Executive Director of the Company with effect from July 09, 2024, the period of his office shall be liable to retire by rotation, on the terms and conditions and

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remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as mentioned below:

**Salary** (Inclusive of perquisite and allowances and as per the applicable rules and policies of the Company):  
Maximum upto Rs. 18,00,000 per annum.

Reimbursement of actual traveling, Boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company’s business.

The incentive amount payable would be at the discretion of the Board subject to his performance and performance of the Company.

**RESOLVED FURTHER THAT** Mr. Navinchandra Joshi (DIN: 10700698) who is not disqualified under Section 164(2) of the Companies Act.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be continued to be paid as minimum remuneration to the above Director, subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** Board be and are hereby severally or jointly authorised to do all such acts, deeds, things etc. as may be required to implement the above resolutions.“

#### **Item No 8: Increase in the authorised share capital of the Company and consequential amendment in Memorandum of Association (MoA) of the Company**

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the e-Memorandum of Association of the Company by substituting in its place and stated the following: -

V. The Authorised Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps

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as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

#### **Item No 9: To approve the Issue of Equity Shares on a preferential basis to a Promoter and Non-Promoter**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, (**“SEBI SAST Regulations”**) and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities, including the BSE (**the “Stock Exchange”**) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchange where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted/to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company, be and is hereby accorded to the Board to create, offer, issue and allot up to 10,59,710 (Ten Lakh Fifty Nine Thousand Seven Hundred and Ten) fully paid up Equity Shares of face value of Rs.10/- each (Rupees Ten Only), of the Company (**“Equity Shares”**) for cash at a price of Rs. 24.96/- (including a premium of Rs. 14.96/-) (**“Issue Price”**) per Equity Share, aggregating up to Rs. 2,64,50,372/- (Rupees Two Crore Sixty Four Lakh Fifty Thousand Three Hundred and Seventy Two Only), from time to time in one or more tranches, to the Promoter and Non-Promoter category/Public as specified below, in accordance with the Chapter V of the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws:

<b>Sr. no</b>	<b>Name of the Allottee</b>	<b>Category</b>	<b>Number of equity shares Applied for</b>
1.	Mr. S. Venkata Subramanian	Promoter	2,60,417
2.	Mr. Dinesh Kumar Agarwal	Promoter Group	40,065
3.	Mr. Deepakkumar Somchand Shah	Promoter Group	80,129
4.	Mr. Sundaresh Krishnaji Dave	Non-Promoter	8,013
5.	Mr. K. Rathinasabapathy	Non-Promoter	4,007

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6.	Mrs. Joshi Nileema Sanjay	Non-Promoter	4,007
7.	Mr. Mohan Harishchandra Badbe	Non-Promoter	4,007
8.	Mr. Sanjay K. Pandit	Non-Promoter	4,007
9.	Mr. Pundlik Ranaba Davane	Non-Promoter	8,013
10.	Mr. Sajit V. Nair	Non-Promoter	4,007
11.	Ms. Prajakta Suresh Nandawade	Non-Promoter	6,010
12.	Mrs. Shashikala Suresh Nandawade	Non-Promoter	8,013
13.	Mr. Suresh B. Nandawade	Non-Promoter	6,010
14.	Mr. Vivek Kumar R Singh	Non-Promoter	40,065
15.	M/s. Chemtrols Holdings Pvt. Ltd.	Non-Promoter	4,00,642
16.	Mr. Arunachalam Muralidharan	Non-Promoter	20,033
17.	Mrs. Bhumi Kanaiyalal Mehta	Non-Promoter	50,081
18.	Mr. Harishchandra B. Naukudkar	Non-Promoter	28,045
19.	Mr. Jitendra N. Redekar	Non-Promoter	4,007
20.	Mr. Dasharath V. Managutte	Non-Promoter	4,007
21.	Mr. Ganesan Appasamy	Non-Promoter	20,033
22.	Mrs. Keyuri Harendra Dwivedi	Non-Promoter	8,013
23.	Mr. Harendra Mulshankar Dwivedi	Non-Promoter	8,013
24.	Mrs. Hema Joshi	Non-Promoter	32,052
25.	Mr. Simone Joshi	Non-Promoter	4,007
26.	Mr. Jason Joshi	Non-Promoter	4,007
<b>Total</b>			<b>10,59,710</b>

**RESOLVED FURTHER THAT** in terms of Regulation 161(a) of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of determination of floor price for the issue and allotment of Equity Shares, shall be **Thursday, 04<sup>th</sup> July, 2024**, being the date, 30 (thirty) days prior to the date of this Annual General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

(a) The proposed Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals. The allotment of Equity Shares to the Promoter is proposed to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub-regulation (1) of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations;

(b) An amount equivalent to 100% of the issue price will be payable at the time of subscription of Equity Shares, as prescribed by the SEBI (ICDR) Regulations



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(c) The consideration for allotment of relevant equity shares shall be paid to the Company by the proposed allottee from their respective bank accounts.

(d) The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing equity shares of the Company

(e) The equity shares will be listed on BSE Limited i.e., where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

(f) The Equity Shares issued shall be locked-in as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.

(g) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the proposed allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013 offer complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s) / Company Secretary or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**Item No 10: To ratify the increase in remuneration of Mr. Sankaran Venkata Subramanian, (DIN: 00107561) as a Managing Director with effect from June 01, 2024**

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

**"RESOLVED THAT** pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and recommendation of the Nomination and Remuneration Committee and approval of the Board and the Articles of Association of the Company and subject to such other approvals as may be necessary, the

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approval of the members be and hereby accorded for the ratify the increment in the payment of the remuneration of Mr. Sankaran Venkata Subramanian (DIN: 00107561), Managing Director, to Rs 72000/- (Rupees Seventy Two Thousand Only) per month with effect from June 01, 2024 and reimbursement of actual expenses as may be incurred by him from time to time, in connection with the Company's business.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution."

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

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

**DATE: JULY 11, 2024**

**REGISTERED OFFICE:  
STERLING POWERGENSYS LIMITED  
OFFICE NO. 121, RUNWAL COMMERCIAL COMPLEX,  
CO-OP PREMISES LTD, L.B.S. MARG MULUND (WEST),  
MUMBAI, MAHARASHTRA, INDIA, 400080.  
Email: investor@splsolar.in**

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### NOTES:

1. The relevant details of the Director seeking re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is provided in Annexure I.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote. A Proxy Form is enclosed herewith.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Electronic Copy of the Notice Convening the 39<sup>th</sup> Annual General Meeting, interalia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email IDs are registered with their respective DPs. The Members may also send their requests for e-Copies of Annual Report to the Company's email Id [cs.sterling01@gmail.com](mailto:cs.sterling01@gmail.com).

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday 28<sup>th</sup> July, 2024 to Saturday 3<sup>rd</sup> August, 2024.

3. The Company was not having any pending unclaimed dividend to be transferred to Investor Education and Protection Fund (IEPF) in Pursuant to the provisions of Section 125 of the Companies Act, 2013.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
5. Members desirous of seeking any information concerning the accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.splsolar.in](http://www.splsolar.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. [www.bigshareonline.com](http://www.bigshareonline.com).

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7. In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. Physical as well as Demat, the Company has already appointed M/s. Bigshare Services Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfers i.e. Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below:

**BIGSHARE SERVICES PVT. LTD.**

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

8. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given above and in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.
9. All documents referred to in the Notice and in the Explanatory Statements are open for inspection at the Company's registered office of the Company during normal business hours on all working days except public holidays between 11:00 A.M. and 3:00 P.M. upto the date of the Annual General Meeting.
10. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

**Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder.**

**Item No. 2:**

Mrs. Rajlaxmi Iyar (DIN: 00107754) joined the Board of the Company in March 2018 as a non-executive director. She is a member of the Nomination and Remuneration Committee and Chairperson of the Stakeholder Relationship Committee of the Company.

Mrs. Rajlaxmi Iyar is an Arts graduate and has expertise in Business Administration and management. Pursuant to the provisions of section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Rajlaxmi Iyar is due to retire by rotation at the meeting and has offered herself for re-appointment.

Mr. Sankaran Venkata Subramanian, Managing Director, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 2.

Details of Mrs. Rajlaxmi Iyar are provided in the “**Annexure I**” to the Notice.

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### Item No. 3

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, has approved the appointment of Mr. Nandakumar Kalath (DIN: 00041727) as an Additional Non-Executive Non Independent Director of the Company with effect from May 25, 2024. Pursuant to the provisions of Section 161(1) of the Act, Mr. Nandakumar Kalath hold office upto the date of this Meeting.

Mr. Nandakumar Kalath is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Nandakumar Kalath for the office of a Non-Executive Non Independent Director of the Company.

He has vast experience in the field of refinery operations, process engineering, project management, sales and marketing, strategic planning, business development, finance and corporate management. He is Proficient in conducting research, performing experiments, and analyzing data to improve production efficiency, quality, and safety. Prior to joining Sterling he held various key managerial positions in various Companies.

He shall be paid Sitting fee for attending Board and Committee Meetings, if any of the Company, as may be decided by the Board.

Mr. Nandakumar Kalath already has attained the age of 75 on November 02, 2023. Even though corporate governance provisions are not applicable currently but in view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Nandakumar Kalath as a Non-Executive Director, the consent of the Members would be required by way of a Special Resolution. Having regard to his qualifications, knowledge and rich experience, his appointment on the Board of the Company as a Non- Executive Director will be in the best interest of the Company.

A brief profile of Mr. Nandakumar Kalath as required under Regulations 36(3) of the Listing Regulations with the Stock Exchange is given in **Annexure I** to this Explanatory Statement.

Except Mr. Nandakumar Kalath, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution.

The Board of Directors therefore, recommend passing of the Special Resolution as set out in Item No. 3 of the accompanying Notice for the approval of the Members.

### Item No. 4

Mr. Manish Jain (DIN: 01310249) who was appointed as an Additional Non-Executive & Independent Director on the Board of the Company w.e.f. May 25, 2024. In terms of Section 161(1) of the Companies Act, 2013, Mr. Manish Jain holds office as an Additional Director upto the date of this Annual General Meeting. As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of

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Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Manish Jain is being proposed to be appointed as an Independent Director of the Company for the period of 5 (five) consecutive years with effect May 25, 2024 to May 24, 2029 and during the period, he shall not be liable to retire by rotation.

Mr. Manish Jain is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director (in the category of Independent Director). Further, the Company has also received declaration from Mr. Manish Jain that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Manish Jain fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent to the management. The copy of the letter of appointment of Mr. Manish Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

He has more than 30 years experience in the field of direct tax, indirect tax financial systems, processes, development, implementation and improvisations.

Details of Mr. Manish Jain are provided in the “**Annexure I**” to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Manish Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Manish Jain as an Independent Director, for approval by the members of the Company.

Except Mr. Manish Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 4 as a Special Resolution.

The Board of Directors therefore, recommend passing of the Special Resolution as set out in Item No. 4 of the accompanying Notice for the approval of the Members.

### **Item No. 5**

Mr. Tarang Mehta (DIN: 01528135) who was appointed as an Additional Non-Executive & Independent Director on the Board of the Company w.e.f. May 25, 2024. In terms of Section 161(1) of the Companies Act, 2013, Mr. Tarang Mehta holds office as an Additional Director upto the date of this Annual General Meeting. As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Tarang Mehta is being proposed to be appointed as an

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Independent Director of the Company for the period of 5 (five) consecutive years with effect May 25, 2024 to May 24, 2029 and during the period, he shall not be liable to retire by rotation.

Mr. Tarang Mehta is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director (in the category of Independent Director). Further, the Company has also received declaration from Mr. Tarang Mehta that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Tarang Mehta fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent to the management. The copy of the letter of appointment of Mr. Tarang Mehta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

Mr. Tarang Mehta, is aged 71 years. Mr. Tarang Mehta will be attaining the age of 75 years on December 13, 2027. Even though corporate governance provisions are not applicable currently but in view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Tarang Mehta as a Non Executive-Independent Director of the Company for the term of 5 years effective from May 25, 2024 to May 24, 2029, notwithstanding that on December 13, 2027 he attains the age of 75 years during the aforesaid tenure, consent of the Members is required by way of a Special Resolution.

He has over 35 years of experience in legal, client servicing, compliance, finance, and HR with various companies of repute. He has held senior management positions like director, consultant, Company secretary, and vice president. His appointment on the Board of the Company as a Non Executive-Independent Director would be of immense benefit to the Company and it is desirable to avail services of Mr. Tarang Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Tarang Mehta as an Independent Director, for approval by the members of the Company.

A brief profile of Mr. Tarang Mehta as required under Regulations 36(3) of the Listing Regulations with the Stock Exchange, is given in Annexure I to this Explanatory Statement. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Except Mr. Tarang Mehta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 5 as a Special Resolution.

The Board of Directors therefore, recommend passing of the Special Resolution as set out in Item No. 5 of the accompanying Notice for the approval of the Members.

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### Item No. 6

Mr. Dinesh Agarwal (DIN: 02854858) was appointed as an Additional Director-Finance and Chief Financial Officer (CFO) of the Company with effect from 06<sup>th</sup> July, 2024 by the Board of Directors under Section 161 of the Companies Act, 2013.

Mr. Dinesh Agarwal holds office as an Additional Director upto the date of this Annual General Meeting. As per the provisions of the 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and Audit Committee, Mr. Dinesh Agarwal is being proposed to be regularize as an Director-Finance and Chief Financial Officer (CFO) of the Company with effect from 03<sup>rd</sup> August, 2024 and during the period, he shall be liable to retire by rotation.

Mr. Dinesh Agarwal is not disqualified from being appointed as an Director-Finance and Chief Financial Officer (CFO) in terms of Section 164 of the Act and has given his consent to act as a Director-Finance and Chief Financial Officer (CFO). The copy of the letter of appointment of Mr. Dinesh Agarwal as an Director-Finance and Chief Financial Officer (CFO) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

Mr. Dinesh Agarwal, ACA, ACS is an experienced Chartered Accountant and Company Secretary and lends his strength not only to the Company's finance and accounts but also to the Company's efforts to provide comprehensive financial services as part of its turnkey offer for client's projects.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2024, the profits of the Company may not be adequate due to undertaking new research hydrogen and solar projects and therefore the remuneration payable to Mr. Dinesh Agarwal as a Director-Finance and Chief Financial Officer (CFO) as the Key Managerial Personnel would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year. Mr. Dinesh Agarwal shall be entitled to a minimum remuneration comprising salary, reimbursement of actual traveling, Boarding and lodging expenses and other amenities subject to such revisions as may be recommended by the Nomination and Remuneration Committee and same approved by the Board from time to time during with effect from July 6, 2024.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 6 is annexed hereto

Details of Mr. Dinesh Agarwal are provided in the "**Annexure I**" to the Notice. He shall be paid remuneration maximum upto Rs. 24,00,000/- per annum and reimbursement of actual traveling, Boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.



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Accordingly, pursuant to the recommendations of Nomination and Remuneration Committee your Board of Directors recommends the resolution in relation to appointment of Mr. Dinesh Agarwal as a Director-Finance and Chief Financial Officer (CFO), for approval by the members of the Company.

Except Mr. Dinesh Agarwal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 6 as a Ordinary Resolution.

The Board of Directors therefore, recommend passing of the special resolution as set out in Item No. 6 of the accompanying Notice for the approval of the Members.

### **Item No. 7**

Mr. Navinchandra Joshi (DIN: 10700698) was appointed as an Additional Executive Director of the Company with effect from 09<sup>th</sup> July, 2024 by the Board of Directors under Section 161 of the Companies Act, 2013.

Mr. Navinchandra Joshi holds office as an Additional Executive Director upto the date of this Annual General Meeting. As per the provisions of the 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Navinchandra Joshi is is being proposed to be regularize as an Additional Executive Director of the Company with effect from 03<sup>rd</sup> August, 2024 and during the period, he shall be liable to retire by rotation.

Mr. Navinchandra Joshi is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Act and has given his consent to act as a Executive Director. The copy of the letter of appointment of Mr. Navinchandra Joshi as an Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

Mr. Navinchandra Joshi, Navinchandra Joshi is a seasoned professional with expertise in IT/OA service management, logistics, digital transformation, and team leadership. With over 30 years of experience, he has a proven track record of driving business growth and improving efficiency. Skilled in ITIL, Agile, and DevOps, Navinchandra has worked with top companies in the Middle East and Afghanistan. He is passionate about innovation, collaboration, and continuous learning, and is dedicated to leveraging his expertise to drive success.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2024, the profits of the Company may not be adequate due to undertaking new research hydrogen and solar projects and therefore the remuneration payable to Mr.

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Navinchandra Joshi as a Executive Director as the Key Managerial Personnel would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year. Mr. Navinchandra Joshi shall be entitled to a minimum remuneration comprising salary, reimbursement of actual traveling, Boarding and lodging expenses and other amenities subject to such revisions as may be recommended by the Nomination and Remuneration Committee and same approved by the Board from time to time during with effect from July 9, 2024.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto

Details of Mr. Navinchandra Joshi are provided in the “**Annexure I**” to the Notice. He shall be paid remuneration maximum upto Rs. 18,00,000/- per annum and reimbursement of actual traveling, Boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company’s business.

Accordingly, pursuant to the recommendations of Nomination and Remuneration Committee your Board of Directors recommends the resolution in relation to appointment of Mr. Navinchandra Joshi as a Executive Director, for approval by the members of the Company.

Except Mr. Navinchandra Joshi, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 7 as a Special Resolution.

#### **Item No. 8**

The present Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crore Only) comprising of 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- each.

Considering the proposed issue of Equity Shares, in order to accommodate the issue of Equity Shares, the Board at its Meeting held on Saturday, July 06, 2024 had accorded its approval for increasing the Authorized Share Capital from Rs. 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- /- each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Share of Rs. 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholder’s approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. Therefore, the proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of the Company duly amended will be available for Inspection on the request of Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution no. 8 of the notice as an Ordinary Resolution.

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### Item No. 9

The Company is planning for the expansion of its business through the installation of a green hydrogen project plant, and hence the Company requires working capital by raising funds through preferential allotment. As discussed in the Board Meeting dated May 25, 2024, it is proposed to raise funds from Promoters and Non-Promoters/ Public of the Company. In accordance with the provisions of section 42, 62(c) and other provisions, applicable, if any, of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("the SEBI ICDR Regulations") approval of the Board is sought in the Board Meeting dated July 06, 2024.

Therefore, the new allottees, along with the existing promoter, intend to raise the fund for green hydrogen project plan of the Company by bring in aggregate of Rs. 2,64,50,372/- (Rupees Two Crore Sixty Four Lakh Fifty Thousand Three Hundred and Seventy Two Only) by way of preferential issue of 10,59,710 (Ten Lakh Fifty Nine Thousand Seven Hundred and Ten) Equity Shares having face value of Rs. 10/- (Rupees Ten only) at Rs. 24.96/- (Rupees Twenty Four and Ninety Six Paisa Only) including premium of Rs. 14.96/- (Rupees Fourteen and Ninety Six Paisa only) per Equity Share.

As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI ICDR to is as stated below.

#### 1. Objects of the preferential issue

The object of this preferential issue is to utilize the proceeds of the Preferential Issue of Equity Shares as under:

#### Utilization of Gross Proceeds

The broad range of intended use of the gross proceeds of the issue is as under:

Sr. No.	Particulars	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Green Hydrogen Project	Within 12 months receipts of funds
2.	Working capital requirement as envisaged by the Company as outlined in the business.	Within 12 months receipts of funds
3.	Corporate Purpose	Within 12 months receipts of funds

Note: Estimated Amount to be utilized shall be inter-se decided by the Board at their own discretion.

Further in terms of BSE Notice No. 20221213-47 dated December 13, 2022, if the issue size of preferential issues exceeds Rs. 100 Crore (Rupees Hundred Crores) then each object for which the funds are proposed to be raised, amount of funds to be utilized against each object, tentative timeline for utilization of issue proceeds for each object to be stated. Since the issue does not exceed Rs. 100 Crore (Rupees Hundred Crore), the provisions of said notice are not applicable, however as matter of good corporate governance the Company has disclosed the details of each object and tentative timeline for utilization of issues proceeds.

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### **2. The maximum number of specified securities to be issued**

The Board, in consultation with the Committee, at its meeting held on Saturday, July 06, 2024, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 10,59,710 (Ten Lakh Fifty Nine Thousand Seven Hundred and Ten) Equity Shares at issue price of Rs. 24.96/- per share (Rupees Twenty Four and Ninety Six Paise Only) for a consideration at cash not exceeding an aggregate amount of 2,64,50,372/- (Rupees Two Crore Sixty Four Lakh Fifty Thousand Three Hundred and Seventy Two Only), on a preferential basis.

### **3. Price at which the allotment is proposed**

The Equity Shares to be issued and allotted will be of the face value of Rs. 10/- (Rupees Ten Only) each and will be issued at Rs. 24.96/- per share (Rupees Twenty Four and Ninety Six Paise Only).

### **4. Basis on which the price has been arrived**

The Equity Shares of the Company are listed on the BSE Limited and are frequently traded in accordance with ICDR Regulations. In terms of the applicable provisions of Regulation 165 of the ICDR Regulations and Companies Act, 2013.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs. Rs. 24.96/- per share (Rupees Twenty Four and Ninety Six Paise Only) of the Equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated July 06, 2024 issued by Mrs. Dipti Zaveri Registered Valuer of IBBI having (IBBI registration no. IIBBI/RV/03/2020/13005) having office at Office No 145, 1st Floor, Kesar Residency, Above Bhagwati Restaurant, Charkop Sector 3, Kandivali West, Mumbai – 400067, in accordance with Regulation 166A of the ICDR Regulations and Companies Act, 2013(“Valuation Report”). The Valuation Report shall be available for inspection by the members on the Company’s website. As per the Valuation Report, the Value of the Company Stands at Rs. 24.96/- per share (Rupees Twenty Four and Ninety Six Paise Only).

### **5. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date is Thursday, 04th July, 2024 which is thirty days prior to the date of this Annual General Meeting (AGM).

### **6. The class or classes of persons to whom the allotment is proposed to be made**

It is proposed to allot 10,59,710 (Ten Lakh Fifty Nine Thousand Seven Hundred and Ten) Equity Shares to the Promoters and Non-Promoter / Public category including individual and body corporate on a preferential basis at cash.

### **7. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue**

As per the list given below.

### **8. Proposed time within which the allotment shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any

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regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**9. Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them**

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by:

<b>Sr. no</b>	<b>Name of Applicant</b>	<b>No. of Equity Shares to be allotted</b>	<b>Pre-Share holding*</b>	<b>% Pre-Share Holding#</b>	<b>Post-Share holding</b>	<b>% Post-Share Holding#</b>	<b>Category</b>
1.	Mr. S. Venkata Subramanian	2,60,417	4,64,350	9.11	7,24,767	11.77	Promoter
2.	Mr. Dinesh Kumar Agarwal	40,065	12,490	0.25	52,555	0.85	Promoter Group
3.	Mr. Deepakkumar Somchand Shah	80,129	2,45,050	4.81	3,25,179	5.28	Promoter Group
4.	Mr. Sundaresh Krishnaji Dave	8,013	0	0.00	8,013	0.13	Non-Promoter
5.	Mr. K. Rathinasabapathy	4,007	0	0.00	4,007	0.07	Non-Promoter
6.	Mrs. Joshi Nileema Sanjay	4,007	0	0.00	4,007	0.07	Non-Promoter
7.	Mr. Mohan Harishchandra Badbe	4,007	500	0.01	4,507	0.07	Non-Promoter
8.	Mr. Sanjay K. Pandit	4,007	200	0.00	4,207	0.07	Non-Promoter
9.	Mr. Pundlik Ranaba Davane	8,013	1000	0.02	9,013	0.15	Non-Promoter
10.	Mr. Sajit V. Nair	4,007	100	0.00	4,107	0.07	Non-Promoter
11.	Ms. Prajakta Suresh Nandawade	6,010	432	0.01	6,442	0.10	Non-Promoter
12.	Mrs. Shashikala Suresh Nandawade	8,013	2000	0.04	10,013	0.16	Non-Promoter
13.	Mr. Suresh B. Nandawade	6,010	0	0.00	6,010	0.10	Non-Promoter
14.	Mr. Vivek Kumar R Singh	40,065	0	0.00	40,065	0.65	Non-Promoter
15.	M/s. Chemtrols Holdings Pvt. Ltd.	4,00,642	0	0.00	4,00,642	6.51	Non-Promoter
16.	Mr. Arunachalam Muralidharan	20,033	1500	0.03	21,533	0.35	Non-Promoter
17.	Mrs. Bhumi Kanaiyalal Mehta	50,081	0	0.00	50,081	0.81	Non-Promoter
18.	Mr. Harishchandra B. Naukudkar	28,045	0	0.00	28,045	0.46	Non-Promoter
19.	Mr. Jitendra N. Redekar	4,007	0	0.00	4,007	0.07	Non-Promoter
20.	Mr. Dasharath V. Managutte	4,007	0	0.00	4,007	0.07	Non-Promoter
21.	Mr. Ganesan Appasamy	20,033	1237	0.02	21,270	0.35	Non-Promoter
22.	Mrs. Keyuri Harendra Dwivedi	8,013	0	0.00	8,013	0.13	Non-Promoter

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23.	Mr. Harendra Mulshankar Dwivedi	8,013	0	0.00	8,013	0.13	Non-Promoter
24.	Mrs. Hema Joshi	32,052	0	0.00	32,052	0.52	Non-Promoter
25.	Mr. Simone Joshi	4,007	16	0.00	4,023	0.07	Non-Promoter
26.	Mr. Jason Joshi	4,007	0	0.00	4,007	0.07	Non-Promoter

Note- \*Pre-Shareholding pattern dated June 30, 2024.

# pre and post shareholding in percentage is rounded off till second decimal.

**10. The change in control if any, of the Company that would occur consequent to preferential offer**

This Preferential Issue would not cause any change in control or change management of the Company.

**11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

The Company has not made any preferential allotment during the current financial year 2024-25.

**12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not Applicable.

**13. Shareholding Pattern before and after preferential issue of the capital would be as follows:**

Sr. No	Category	*Pre-Issue		Post Issue	
		No. of Shares held	% of shares Held	No of Shares held	% of Share Holding
<b>A</b>	<b>Promoters' holding</b>				
	<b>1. Indian Promoters</b>				
	a) Individual / HUF	21,06,415	41.33	24,87,026	40.40
	b) Bodies Corporate	4,39,900	8.63	4,39,900	7.15
	<b>Sub-Total (A1)</b>	<b>25,46,315</b>	<b>49.97</b>	<b>29,26,926</b>	<b>47.55</b>
	<b>2. Foreign Promoter : Nil</b>	-	-	-	-
	<b>Sub-Total (A2)</b>	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A1) + (A2)</b>	-	-	-	-
<b>B</b>	<b>Non-Promoters / Public Shareholding</b>				
	<b>Institutions</b>	<b>7,900</b>	<b>0.16</b>	<b>7,900</b>	<b>0.13</b>
	<b>Non-Institution</b>				
	a) Individuals / Public	22,36,988	43.90	25,15,445	40.86
	b) Body Corporate	75,421	1.48	4,76,063	7.73
	c) Non Resident Indians (NRIs)	1,74,607	3.43	1,74,607	2.84
	d) Any other (Clearing Member & HUF)	54,769	1.07	54,769	0.89
	<b>Sub-Total (B2)</b>	<b>25,41,785</b>	<b>49.88</b>	<b>32,20,884</b>	<b>52.32</b>
	<b>Total Public Shareholding (B)=</b>	<b>25,49,685</b>	<b>50.03</b>	<b>32,28,784</b>	<b>52.45</b>

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	<b>(B1) + (B2)</b>				
	<b>Grand Total (A+B)</b>	<b>50,96,000</b>	<b>100.00</b>	<b>61,55,710</b>	<b>100.00</b>

Note- \*Pre-issue Shareholding pattern as on June 30, 2024.

**14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control**

<b>Sr. No</b>	<b>Name of Allottee</b>	<b>Beneficial owner</b>
1.	M/s. Chemtrols Holdings Pvt. Ltd.	Nandakumar Kalath

**Note: The prospective allottees, except mentioned above, are individual. Therefore, the ultimate beneficial owners of the shares are same persons to whom the equity shares are proposed to be allotted.**

**Note:**

- a) As per the SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013, amended time to time, specifying the Guidelines on Identification of Beneficial Ownership, a natural person holding more than 25% of shares of the Investor Company shall be the ultimate beneficiary for the Investments made by that Investor Company in another Investee Company. Accordingly, the Company has identified the ultimate beneficiaries where Body Corporate is the Allottee. Further, as per the above circular, where Individual beneficial holder is not disclosed, the names Directors of the Allottee Body Corporate is disclosed.
- b) The prospective allottees except mentioned above, are individuals. Therefore, the ultimate beneficial owners of the shares are same persons to whom the Equity Shares are proposed to be allotted.
- c) Disclosure of Beneficial holders in not applicable where Allottee Body Corporate is a listed Entity.
- d) Further, where the Allottee is holding jointly with the other person, the beneficial holder is the concerned Allottee and the person who holds shares jointly with such allottee.

**15. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter**

<b>Sr. No</b>	<b>Name of the Allottee</b>	<b>Pre Issue Category</b>	<b>Post Issue Category</b>
1.	Mr. S. Venkata Subramanian	Promoter	Promoter
2.	Mr. Dinesh Kumar Agarwal	Promoter Group	Promoter Group
3.	Mr. Deepakkumar Somchand Shah	Promoter Group	Promoter Group
4.	Mr. Sundaresh Krishnaji Dave	Non-Promoter	Non-Promoter
5.	Mr. K. Rathinasabapathy	Non-Promoter	Non-Promoter
6.	Mrs. Joshi Nileema Sanjay	Non-Promoter	Non-Promoter
7.	Mr. Mohan Harishchandra Badbe	Non-Promoter	Non-Promoter
8.	Mr. Sanjay K. Pandit	Non-Promoter	Non-Promoter
9.	Mr. Pundlik Ranaba Davane	Non-Promoter	Non-Promoter
10.	Mr. Sajit V. Nair	Non-Promoter	Non-Promoter
11.	Ms. Prajakta Suresh Nandawade	Non-Promoter	Non-Promoter
12.	Mrs. Shashikala Suresh Nandawade	Non-Promoter	Non-Promoter
13.	Mr. Suresh B. Nandawade	Non-Promoter	Non-Promoter
14.	Mr. Vivek Kumar R Singh	Non-Promoter	Non-Promoter
15.	M/s. Chemtrols Holdings Pvt. Ltd.	Non-Promoter	Non-Promoter
16.	Mr. Arunachalam Muralidharan	Non-Promoter	Non-Promoter

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17.	Mrs. Bhumi Kanaiyalal Mehta	Non-Promoter	Non-Promoter
18.	Mr. Harishchandra B. Naukudkar	Non-Promoter	Non-Promoter
19.	Mr. Jitendra N. Redekar	Non-Promoter	Non-Promoter
20.	Mr. Dasharath V. Managutte	Non-Promoter	Non-Promoter
21.	Mr. Ganesan Appasamy	Non-Promoter	Non-Promoter
22.	Mrs. Keyuri Harendra Dwivedi	Non-Promoter	Non-Promoter
23.	Mr. Harendra Mulshankar Dwivedi	Non-Promoter	Non-Promoter
24.	Mrs. Hema Joshi	Non-Promoter	Non-Promoter
25.	Mr. Simone Joshi	Non-Promoter	Non-Promoter
26.	Mr. Jason Joshi	Non-Promoter	Non-Promoter

#### 16. Undertakings

The Company hereby undertakes that, In accordance with the SEBI ICDR Regulations:

- I. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- II. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.

#### 17. Other Undertakings:

- I. None of the Allottees have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date
- II. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them; and
- III. Valuation requirement is not applicable as the securities are proposed to be issued for cash consideration. However, the Company has obtained Valuation Report as required under Regulation 166A of the SEBI ICDR Regulations. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

#### 18. Lock-in Period

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

#### 19. Listing:

The Company will make an application to the Bombay Stock Exchange for listing of the equity shares to be allotted to the Investor. Such equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

#### 20. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:



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None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

### **21. Other disclosures**

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Promoter/Non-Promoter/Public being sought by way of a special resolution as set out in the said item of the Notice.

The Authorized Equity Share Capital of the Company is proposed to be increased subject to shareholders approval, in order to issue equity shares.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;

The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

The Company is in compliance with the conditions for continuous listing;

Except Mr. Sankaran Venkata Subramanian, Mrs. Rajlaxmi Iyer and Mr. Dinesh Agarwal none of the Key Managerial Personnel and Director of the Company or their respective relatives, is concerned or interested in the above said resolution; However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any.

### **22. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

### **23. Practicing Company Secretary Certificate:**

A Certificate from Mrs. Kirti Bihani, Proprietor of M/s. Kirti Bihani & Associates, Practicing Company Secretary confirming that the proposed issue of equity shares is in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and annexed to this Notice. Also, the certificate is available on the website of the Company under the weblink [www.splsolar.in](http://www.splsolar.in)

### **24. Monitoring Agency:**

Since the issue size is not above One hundred Crores, the Company will not have to make arrangements for the use of proceeds of the issue to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

**25. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of a special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the public on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

**Item No. 10**

Mr. Sankaran Venkata Subramanian is a prominent and successful Industrialist with a wide and varied experience in the industrial product. Mr. Sankaran Venkata Subramanian has professional approach with great business acumen. Due to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting re-appointed him as Managing Director of the Company w.e.f. April 01, 2021 till March 31, 2026, which was subsequently approved by Shareholders in the 35th AGM of the Company.

Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has, in its meeting held on May 25, 2024, unanimously recommended the increase in the remuneration of Mr. Sankaran Venkata Subramanian, Managing Director of the Company from Rs. 25,000/- per month to Rs. 72,000/- per month with effect from June 01, 2024.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2024, the profits of the Company may not be adequate due to undertaking new research solar projects and therefore the remuneration payable to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

**NOTES:-**

- a) Net profit for this purpose shall be as per computation of net profit as per Section 198 of the Companies Act, 2013.
- b) In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Sankaran Venkata Subramanian shall be entitled to a minimum remuneration comprising salary, reimbursement of actual traveling, Boarding and lodging expenses and other amenities subject to such revisions as may be recommended by the Nomination and Remuneration Committee and same approved by the Board from time to time during with effect from July 6, 2024.

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- c) Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.9 is annexed hereto.

In view of the provisions of Section 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, pursuant to the recommendations of Nomination and Remuneration Committee your Board of Directors recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

Except Mr. Sankaran Venkata Subramanian and Ms. Rajalakshmi Iyer, Non Executive Director none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

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

Sd/-

**DATE: JULY 11, 2024**

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

**REGISTERED OFFICE:  
OFFICE NO. 121, RUNWAL COMMERCIAL COMPLEX,  
CO-OP PREMISES LTD, L.B.S. MARG MULUND (WEST),  
MUMBAI, MAHARASHTRA, INDIA, 400080**

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The **voting** period begins on **Wednesday, 31<sup>st</sup>, July, 2024 at 09:00 A.M. IST and ends on Friday, 02<sup>nd</sup>, August, 2024 at 05:00 P.M. IST**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Saturday, 27<sup>th</sup> July, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- 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.
1. 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
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<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>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 is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.<b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for</li> </ol>

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	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 <b>Depository Participants</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’(User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

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**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any Company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.  
*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

#### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any Company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.  
*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

#### **Investor Mapping:**

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- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or Board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or Board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

#### **Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

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

Sd/-

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

**DATE: JULY 11, 2024**

**REGISTERED OFFICE:  
OFFICE NO. 121, RUNWAL COMMERCIAL COMPLEX,  
CO-OP PREMISES LTD, L.B.S. MARG MULUND (WEST),  
MUMBAI, MAHARASHTRA, INDIA, 400080.**



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**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

<b>Name of Directors</b>	<b>Mrs. Rajlaxmi Iyar</b>	<b>Mr. Nandakumar Kalath</b>	<b>Mr. Manish Jain</b>	<b>Mr. Tarang Mehta</b>	<b>Mr. Dinesh Agarwal</b>	<b>Mr. Navinchandra Joshi</b>
<b>Directors Identification Number (DIN)</b>	00107754	00041727	01310249	01528135	02854858	10700698
<b>Date of Birth (age)</b>	05/02/1960 (64 years)	02/11/1948 (75 years)	29/08/1971 (52 years)	13/12/1952 (71 years)	08/11/1974 (49 years)	05/12/1972 (51 years)
<b>Qualification</b>	Bachelor in Arts	Chemical Engineer in petroleum refining from University of Kerala,	B.Com from University of Mumbai, CA (Inter)	B.Com in (Finance & Accounts) LLB(GEN), LLB(SP), PGDBA, FCS	B.Com, ACA (Chartered Accountant) and ACS (Company Secretary)	Diploma in Electronics & Instrumentation, Master of Business Administration - Logistics & Entrepreneurship Management, Diploma in Business Administration - Indian Management School & Research Center, India, E-Learning Course in ISO 9001-2008 (QMS) - Indian Management School & Research Center, India
<b>Experience and Expertise</b>	Business administration and management	Strategic planning, business development, finance and corporate management	Direct Tax, Indirect Tax and Financial Systems.	Finance, Human Resource and Law.	Direct Tax, Indirect Tax, Financial Systems, Corporate Law and Corporate Governance	Business Development, Strategic Planning & Leadership, Product Development and Operations Management
<b>Date of first Appointment on the</b>	14.03.2018	25.05.2024	25.05.2024	25.05.2024	06.07.2024	09.07.2024

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<b>Board of the Company</b>						
<b>Shareholding in Sterling Powergensys Ltd.(No. of Shares held)</b>	9,000	Nil	Nil	Nil	12,490	900
<b>List of Directorship held in other companies</b>	NIL	<ol style="list-style-type: none"> <li>1. Process Plant And Machinery Association of India (Nominee Director);</li> <li>2. Chemtrols Industries Private Limited;</li> <li>3. Envirex India Private Limited;</li> <li>4. Chemtrols Samil (India) Private Limited;</li> <li>5. ERC Chemtrols Private Limited;</li> <li>6. Chemtrols Holdings Private Limited CN;</li> <li>7. Chemtrols Solar Private Limited;</li> <li>8. Chemtrols Infotech Private</li> </ol>	<ol style="list-style-type: none"> <li>1. Magic Touch Corporate Advisors Private Limited;</li> <li>2. Vardhak Mining &amp; Infrastructure Private Limited,</li> </ol>	<ol style="list-style-type: none"> <li>1. Rikhav Securities Limited</li> </ol>	Nil	Nil

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		Limited				
<b>Membership /Chairmans hips in Committees</b>	1. Member of Nomination and Remuneration Committee.	1. Member of Nomination and Remuneration Committee. 2. Member of Stakeholder's Relationship Committee.	1. Member of Audit Committee. 2. Member of Stakeholder's Relationship Committee.	1. Member of Nomination and Remuneration Committee. 2. Member of Stakeholder's Relationship Committee.	1. Member of Audit Committee.	Nil
<b>Relationship with Other Directors interse</b>	Wife of Mr. Sankaran Venkata Subramanian	NA	NA	NA	NA	NA
<b>Brief Resume</b>	Mrs. Rajlaxmi Iyar: Designation: Non-Executive Director. Mrs. Rajlaxmi Iyar is an Arts graduate and has vast experience and expertise in business management and administration. She has actively contributed at various levels in	He has worked in functions as diverse as refinery operations, process engineering, project management, sales and marketing, strategic planning, business development, finance and corporate management	He has more than 30 years experience in the field of direct tax, indirect tax financial systems, processes, development, implementation and improvisations.	Over 35 years of experience in Legal, client servicing, compliance, Finance and HR with various Companies of repute. Have held Senior management positions like Director, Consultant, Company Secretary, and Vice President.	Mr. Dinesh Agarwal has vast experience in the field of experience in the field of direct tax, indirect tax, corporate law and corporate governance.	Navinchandra Joshi is a seasoned professional with expertise in IT/OA service management, logistics, digital transformation, and team leadership. With over 30 years of experience, he has a proven track record of driving business growth and improving efficiency. Skilled in ITIL, Agile, and DevOps, Navinchandra has worked with top companies in the

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	developing the Company.					Middle East and Afghanistan. He is passionate about innovation, collaboration, and continuous learning, and is dedicated to leveraging his expertise to drive success.
<b>Terms and Conditions of appointment / re-appointment</b>	Same as original appointment	Same as original appointment	Same as original appointment	Same as original appointment	Same as original appointment	Same as original appointment
<b>Number of meetings of Board attended during the year</b>	2	2	2	2	1	1
<b>Details of remuneration sought to be paid and last drawn</b>	Nil	Nil	Sitting fee for attending Board and Committee Meetings, if any of the Company.	Sitting fee for attending Board and Committee Meetings, if any of the Company.	As per remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.	As per remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.
<b>Skills and capabilities required for the role and the manner in which the proposed person</b>	She has several years of experience in the sector of Commercial and	He has vast experience in the field of refinery operations, process engineering, project	Mr. Manish Jain Specialized expertise in direct and indirect taxation coupled with	Mr. Tarang Mehta is Currently practice as Advocate. He has a Dynamic and results-oriented	He has strong business understanding, communication skills, and ethical conduct to	Mr. Navinchandra Joshi has several years of experience in the sector of IT/OA service

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<p><b>meets such requirements</b></p>	<p>Administrati on. Her expertise in this field can bring invaluable insights for the Company and further potentially increase profitability</p>	<p>management , sales and marketing, strategic planning, business development , finance and corporate management . He is Proficient in conducting research, performing experiments, and analyzing data to improve production efficiency, quality, and safety. Skilled in utilizing engineering principles and technologies to solve complex problems and achieve organization al objectives.</p>	<p>a strong background in implementin g and optimizing financial systems to drive efficiency and compliance. Proven track record of leading successful tax planning initiatives, managing tax risks, and implementin g robust financial processes. Adept at leveraging technology to streamline operations and enhance financial reporting capabilities</p>	<p>professional with a diverse background in finance, law, and corporate governance. He has vast experience in managing financial operations, legal compliance, and corporate governance functions. Skilled in strategic planning, risk management, and fostering stakeholder relationships to drive organizational growth and sustainability</p>	<p>provide high-quality financial advice and services to their clients additionally he has expertise in corporate law, regulations, and compliance.</p>	<p>management, logistics, digital transformation, and team leadership. He is passionate about innovation, collaboration, and continuous learning, and is dedicated to leveraging his expertise to drive success. He will be the asset for the Company for Dubai branch business.</p>
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**BY ORDER OF THE BOARD  
FOR STERLING POWERGENSYS LIMITED**

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

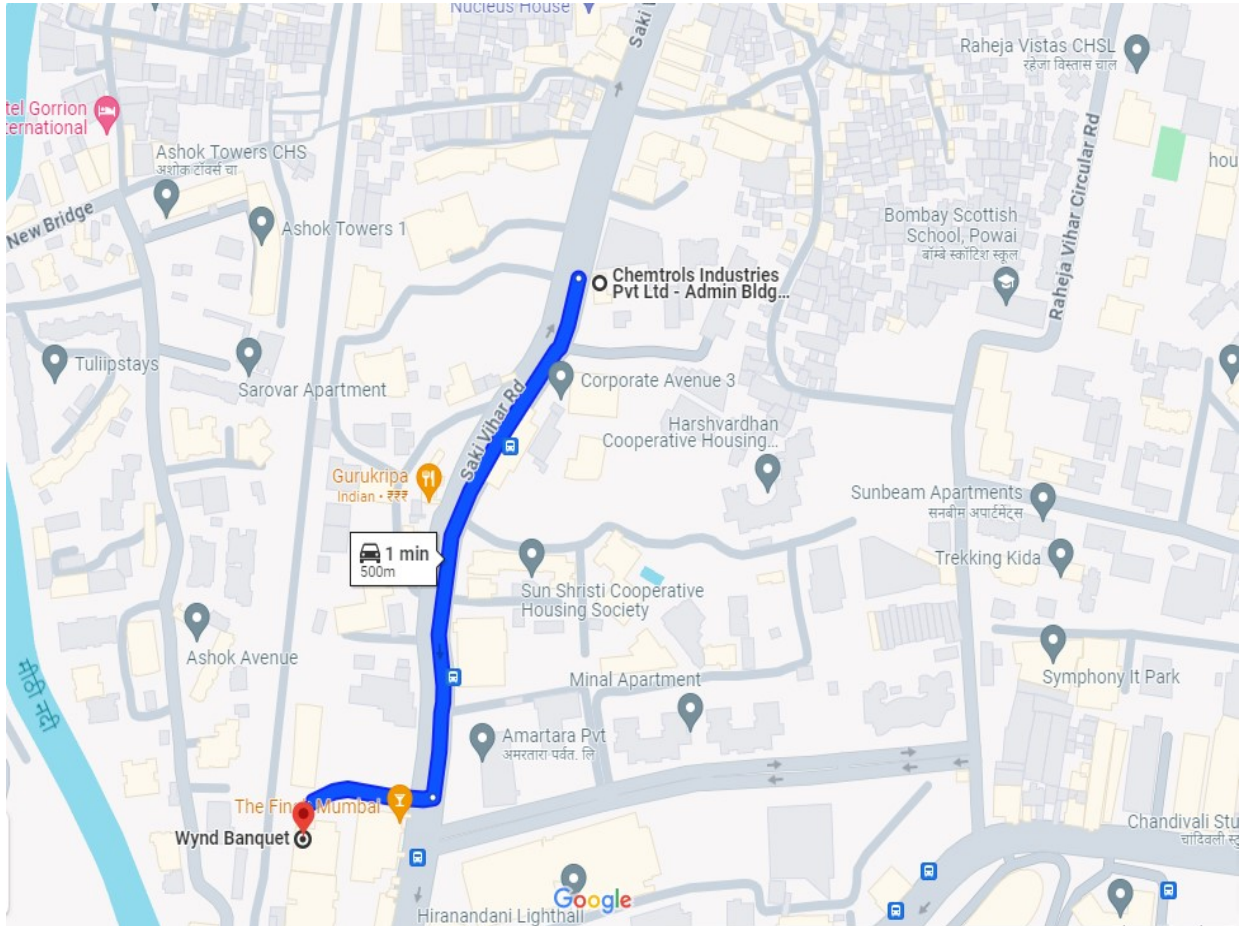
**DATE: JULY 11, 2024**

**REGISTERED OFFICE:  
OFFICE NO. 121, RUNWAL COMMERCIAL COMPLEX,  
CO-OP PREMISES LTD, L.B.S. MARG MULUND (WEST),  
MUMBAI, MAHARASHTRA, INDIA, 400080.**

**STERLING POWERGENSYS LIMITED**

Email: investor@splsolar.in

**ROUTE MAP TO THE VENUE**



Wynd Banquet, B-201, 2nd Floor, Shah Ind Estate, Behind Finch Restaurant, Saki Vihar Road, Andheri East, Mumbai-400072.

**Contact:** Mr. S. Venkata Subramanian – 96195 72230  
Mr. Pundlik R. Davane – 93218 03234

## 39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED

### DIRECTORS' REPORT TO THE MEMBERS

Your Directors have great pleasure in presenting the 39<sup>th</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2024.

#### FINANCIAL HIGHLIGHTS:

Particulars	(Rs. In Lakhs)	
	Year ended 31.03.2024	Year ended 31.03.2023
Sales & Other Income	1,061.16	33.24
Total Expenses	777.64	104.02
Profit / (Loss) before exceptional items and tax	283.52	(70.78)
Less: Exceptional items	-	-
Less: Tax Expenses	-	-
Add: Provisions Reversed	-	-
Profit / (Loss) after tax	<b>283.52</b>	<b>(70.78)</b>
Add: Adjustment for depreciation as per Companies Act 2013	-	-
Add: Balance brought forward from previous year	-	-
Balance carried to Balance Sheet	<b>283.52</b>	<b>(70.78)</b>

#### OPERATIONAL REVIEW& STATE OF COMPANY'S AFFAIRS:

During the financial year 2023-24, the Company has been generating revenue through Solar projects and sale of commodities and further focusing on the research for new projects to be undertaken in the future. The Company was able to generate higher revenues from its previous year. The Company recorded revenue from operations of Rs. 688.48 Lakhs, as against the revenue of Rs. 33 Lakhs in the previous year. The Company has turned around its fortune and earned a profit of Rs. 283.52 Lakhs for the year ended 31<sup>st</sup> March, 2024 as against a loss of Rs. 70.78 Lakhs for the previous financial year.

#### RESERVES:

Considering the need for retention of profits and enhancing internal revenue generation capabilities of the Company during the financial year under review, the Directors do not propose the transfer of any amount to the general reserve account. The profit for the Financial Year 2023-24 has been transferred to the Profit and Loss Account.

#### DIVIDEND:

Considering the future expansion, your Directors do not recommend any dividend for the financial year 2023-24.

#### SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31<sup>st</sup> March, 2024 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.

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### **SUBSIDIARIES, ASSOCIATE COMPANIES& JOINT VENTURES:**

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

### **PUBLIC DEPOSITS:**

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

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not issued any loans or provided any Guarantees or made Investments covered under the provisions of Section 186 of the Companies Act, 2013 during the Financial Year 2023-24.

### **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:**

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 being less than Rs. 25 Crore as on 31<sup>st</sup> March, 2024. Since the paid up capital of the Company is Rs. 5,09,60,000/-and net worth is Rs. 14,20,490/- the 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 Board of Directors 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.

### **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;



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- (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://spl solar.in/Investor/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 2023-24 there was no change in the Composition of Board of Directors except resignation of Mr. Yash Dharmendra Sanghvi DIN No: (06934650) due to his pre-occupation in other business.

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).

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The following persons are the Directors and Key Managerial Personnel of the Company as on 31<sup>st</sup> March, 2024:

Sr. No.	Name of the person	Designation
1	Sankaran Venkata Subramanian	Managing Director
2	Rajlaxmi Iyar *	Non-Executive Director
3	Shankar Ramnath Iyer	Independent Director
4	Harishchandra Bharama Naukudkar ***	Independent Director
5	Pundlik Ranaba Davane ****	Chief Financial Officer
6	Gaurav Kaushik	Company Secretary and Compliance Officer

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*In accordance with Section 152 of the Companies Act, 2013, \*Mrs. Rajlaxmi Iyar Non Executive Director of the Company retires by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, offers herself for re-appointment.*

### **Note: Following changes in the composition of Board of Directors of the Company:**

1. *\*\*Mr. Yash Dharmendra Sanghvi, director of the Company resigned from the post of director of the Company with effect from March 29, 2024:*
2. *\*\*\*Mr. Harishchandra Naukudkar (DIN: 07556138), Chairman and Independent Director of the Company resigned from the post of Chairman and Independent Director of the Company with effect from July 06, 2024 and appointed as a Chief Executive officer of the Company with effect from July 06, 2024;*
3. *Mr. Nandakumar Kalath (DIN: 00041727) appointed as a Non-Executive Director of the Company with effect from May 25, 2024 and Chairman with effect from July 06, 2024;*
4. *Mr. Tarang Mehta, (DIN: 01528135) appointed as a Independent Director of the Company with effect from May 25, 2024;*
5. *Mr. Manish Jain, (DIN: 01310249) appointed as a Independent Director of the Company with effect from May 25, 2024;*
6. *\*\*\*\*Mr. Pundlik Ranaba Davane, Chief Financial Officer (CFO) of the Company resigned from the post of Chief Financial Officer (CFO) of the Company and re-designated as a Compliance Officer of the Company with effect from July 06, 2024 and*
7. *Mr. Dinesh Agarwal (DIN: 02854858) appointed as a Director-Finance and Chief Financial Officer (CFO) of the Company with effect from July 06, 2024.*
8. *Mr. Navinchandra Joshi (DIN: 10700698) appointed as a Executive Director of the Company with effect from July 09, 2024.*

### **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, Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee and the Board of 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 throughout the standard set of questionnaire to be evaluated on a scale of 1 to 5 in accordance with the Companies Act and the SEBI guidelines. 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

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the Board about remuneration for Directors and Key Managerial Personnel and other employees up to one level below of the Key Managerial Personnel. During the Financial year 2023-24 the Company did not pay 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 and in accordance with NRC Policy. 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:

The Company conducts programmes/presentations periodically to familiarize the Independent Directors with the nature of industry in which the Company operates, business model of the Company, Board dynamics & functions, Management techniques and role, rights & responsibilities of Independent Directors through its Executive Directors. The details of such familiarization programmes have been disclosed on the Company's website at (<https://www.splsolar.in/>).

#### NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year ended 31<sup>st</sup> March, 2024, Five (5) Board Meetings were held on the following dates:

1. 17<sup>th</sup> May, 2023
2. 14<sup>th</sup> August, 2023
3. 13<sup>th</sup> November, 2023
4. 10<sup>th</sup> February, 2024
5. 29<sup>th</sup> March, 2024.

The composition and Category of Board of Directors as on 31<sup>st</sup> March, 2024 is as under:-

Name of the Directors	Category of Directors	Number of Directorship		Attendance		No. of Shares held in the Company As at 31.03.2024
		Directorship #		Board meeting	Last AGM held on 26th June, 2023	
		Public	Private			
Sankaran Venkata Subramanian	Managing Director	-	-	5	Yes	4,64,350
Rajlaxmi Iyar *	Non Executive Director	-	-	5	Yes	9000
Yash Dharmendra	Non-Executive	-	-	1	No	Nil

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Sanghvi **	Director					
Shankar Ramnath Iyer	Independent Director	-	2	5	Yes	Nil
Harishchandra Bharama Naukudkar ***	Independent Director	-	-	5	Yes	Nil

*\*Mrs. Rajlaxmi Iyar, Non Executive Director of the Company retires by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, offers herself for re-appointment.*

*\*\* Mr. Yash Dharmendra Sanghvi, director of the Company resigned from the post of director of the Company with effect from March 28, 2024.*

*\*\*\*Mr. Harishchandra Naukudkar (DIN: 07556138), Chairman and Independent Director of the Company resigned from the post of Chairman and Independent Director of the Company with effect from July 06, 2024.*

*#Excluding Directorships in Foreign Companies.*

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

**COMMITTEE MEETINGS:****AUDIT COMMITTEE:**

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

Audit Committee meets **Four (4) times** in the financial year ended 31<sup>st</sup> March, 2024, on following dates:

1. 17<sup>th</sup> May, 2023
2. 14<sup>th</sup> August, 2023
3. 13<sup>th</sup> November, 2023
4. 10<sup>th</sup> February, 2024.

The composition of the Committee and name and attendance of Audit Committee as on 31<sup>st</sup> March, 2024 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	4	4
Mr. Sankaran Venkata	Member	Executive Director	4	4

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Subramanian				
Mr. Shankar Ramnath Iyer	Member	Independent Director	4	4

**Note:**

*\*Mr. Harishchandra Naukudkar (DIN: 07556138), Chairman and Independent Director of the Company, resigned from the post of director of the Company with effect from July 06, 2024 Due to the resignation of Mr. Harishchandra Naukudkar and appointment of new directors, the Board has reconstituted the Audit Committee as follows effective as on the date of report:*

Mr. Manish Jain	:	Chairperson
Mr. Shankar Ramnath Iyer	:	Member
Mr. Venkat Sankaran Subramanian	:	Member

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

**NOMINATION & REMUNERATION COMMITTEE:**

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

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

During the financial year ended 31<sup>st</sup> March, 2024, Nomination & Remuneration Committee meet one (1) time on the following date:

1. 17<sup>th</sup> May, 2023.

The composition and attendance of Nomination & Remuneration Committee as on 31<sup>st</sup> March, 2024 are as under: -

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Entitled to attend	Attended
Mrs. Rajlaxmi Iyar	Member	Non-Executive Director	1	1
*Mr. Harishchandra Bharama Naukudkar	Member	Independent Director	1	1
Mr. Shankar Ramnath Iyer	Chairperson	Independent Director	1	1

**Note:**

*\*Mr. Harishchandra Naukudkar (DIN: 07556138), Chairman and Independent Director of the Company, resigned from the post of director of the Company with effect from July 06, 2024 Due to the resignation of Mr. Harishchandra Naukudkar and appointment of new directors, the Board has reconstituted the Nomination & Remuneration Committee as follows effective as on the date of report:*

### 39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED

Mr. Shankar Ramnath Iyer	:	Chairperson
Mrs. Rajlaxmi Iyar	:	Member
Mr. Nandakumar Kalath	:	Member
Mr. Tarang Mehta	:	Member

#### 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 <https://splsolar.in/Policies>. 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 31<sup>st</sup> March, 2024, Stakeholders Relationship Committee meet **One (1) time** on the following date:

1. 17<sup>th</sup> May, 2023.

The composition and attendance of Stakeholders Relationship Committee as on 31<sup>st</sup> March, 2024 are as under: -

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Entitled to attend	Attended
Mrs. Rajlaxmi Iyar	Chairperson	Non-Executive Director	1	1
*Mr. Harishchandra Bharama Naukudkar	Member	Executive Director	1	1
**Mr. Yash Dharmendra Sanghvi	Member	Independent Director	1	1

*\*Mr. Harishchandra Naukudkar (DIN: 07556138), Chairman and Independent Director of the Company, resigned from the post of director of the Company with effect from July 06, 2024 and*

*\*\*Mr. Yash Dharmendra Sanghvi, director of the Company resigned from the post of director of the Company with effect from March 29, 2024*

## **39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

*Due to the resignation of Mr. Harishchandra Naukudkar and Mr. Yash Dharmendra Sanghvi and appointment of new directors, the Board has reconstituted the Stakeholders Relationship Committee as follows effective as on the date of report:*

Mr. Tarang Mehta	:	Chairperson
Mr. Nandakumar Kalath	:	Member
Mr. Manish Jain	:	Member

### **SEXUAL HARASSMENT:**

The Constitution of Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“the Act”) is not applicable to the Company since the Company has less than 10 employees. Yet as a part of good governance, the Board monitors and assesses the complaints received, if any from the employees relating to sexual harassment at workplace in accordance with the Act and rules made there under. 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](http://www.splsolar.in).

### **RELATED PARTY TRANSACTIONS:**

During the financial year 2023-24, the Company during the year has not entered into transactions as specified under section 188(1) of the Companies Act, 2013 with related parties.

### **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

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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](http://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 37<sup>th</sup> Annual General Meeting from the conclusion of the said meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting at such remuneration as fixed by the Board of Directors of the Company. They have audited the financial statements of the Company for the year under review.. 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 2023-24 forms part of this Annual Report. The Statutory Auditors have submitted an unmodified opinion on the audit of financial statements for the Financial Year 2023-24 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 Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013, the Company has appointed CS Deepak Chheta, a Practicing Company Secretary having COP No.: 20966 to undertake the Secretarial Audit of the Company for the period under review. The Secretarial Audit report for the Financial Year 2023-24 is annexed herewith as **Annexure A** and forms an integral part to this Report.

### AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The Statutory Auditor's Report does not contain any qualifications, reservations or adverse remarks, but Secretarial Audit Report contains qualifications pursuant to Regulations 31 (2) of Listing Obligation, Disclosure Requirements, Regulations, 2015 stated the following:

Sr. no	Secretarial Auditor's Qualifications	Management's view on the same
1.	During the period under review the Company has not Dematerialized 100 % of Shareholding of Promoter and Promoter Group as per Regulation 31 (2) of Listing Obligation and Disclosure requirements, Regulations 2015. 7,03,250 [Seven Lakh Three Thousand Two Hundred and Fifty] Equity shares constituting to 13.80% of the entire promoter holding are yet to be Dematerialised	The Company had informed every promoter to convert their shares and some of them are in process but other Promoters being distant persons of each other are scattered all over and for some even re-classification of shares applied for and hence it is very difficult to convert each promoter's physical holding into Demat.
2.	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 dues which are pending are of interest amount of Covid period which needs to be ratified.
3.	The Company had received notices from the stock exchange regarding delayed	Due to some matter with RTA, submission were in delay. Matter resolved and applicable penalties



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submission of Shareholding pattern of quarter ended December, 2023 and board meeting date to the stock exchange in financial year 2023-2024 and hence the stock exchange had imposed a penalty on the company as per SEBI (LODR) Regulation. However the penalties so imposed were paid by the company in the financial year 2023-2024	were paid.
--	------------

However, your Directors assure that the Company continues its principles of abiding by the Law in its Letter and Spirit. 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 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.

#### **LISTING:**

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

## **39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

### **MATERIAL CHANGES AND COMMITMENTS:**

There have been no material changes and there are no commitments, affecting the financial position of the Company, which occurred between the end of the financial year to which these financial statements relate and the date of this Report.

### **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.

### **OTHER DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Buyback of shares.
4. No application was made or any proceeding is pending under Insolvency and Bankruptcy Code, 2016.
5. Requirement of one-time settlement with Banks or Financial Institutions was not applicable.

### **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: MAY 25, 2024**

**REGISTERED OFFICE:**

**OFFICE NO. 121, RUNWAL COMMERCIAL COMPLEX,  
CO-OP PREMISES LTD, L.B.S. MARG MULUND (WEST),  
MUMBAI, MAHARASHTRA, INDIA, 400080.**

**STERLING POWERGENSYS LIMITED**

**Email: [investor@splsolar.in](mailto:investor@splsolar.in)**

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

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

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

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**ANNEXURE 'A'**

**FORM MR - 3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH,2024**

(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

**To,**

**The Members,**

**STERLING POWERGENSYS LIMITED**

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

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 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2024 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, 2018; **(Not applicable to the Company during the audit period)**;
  - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**;
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not applicable to the Company during the audit period)**

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- 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, 2021; **(Not applicable to the Company during the audit period);**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period).**
- 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 subject to the following observation.

- 1. The Company has not Dematerialized 100 % of Shareholding of Promoter and Promoter Group as per Regulation 31 (2) of Listing Obligation and Disclosure requirements, Regulations 2015. 7,03,250 [Seven Lakh Three Thousand Two Hundred and Fifty] Equity shares constituting to 13.80% of the entire promoter holding are yet to be Dematerialised.**
- 2. 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.**
- 3. The Company had received notices from the stock exchange regarding delayed submission of Shareholding pattern of quarter ended December, 2023 and board meeting date to the stock exchange in financial year 2023-2024 and hence the stock exchange had imposed a penalty on the company as per SEBI (LODR) Regulation. However the penalties so imposed were paid by the company in the financial year 2023-2024.**

We further report that:

## **39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

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

1. Resignation of Mr. Yash Dharmendra Sanghvi, Director of the Company on March 29, 2024.

Adequate notice and shorter notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days and less than seven days in case of shorter notice 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.

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 audit period;

- The Company in its Board in its meeting held on 17th May, 2023 and in its 38th Annual General Meeting held on 26th June, 2023 had passed ordinary resolution for re-classification of its Promoters/Promoters Group from "Promoter" category to "public' category. Company has filed the application for re-classification of its Promoters/Promoters Group from "Promoter" category to "Public' category on 25th July, 2023 to Bombay Stock Exchange which is pending for approval with Bombay Stock Exchange as on the date of its report.
- The Company in its 38th Annual General Meeting held on 26th June, 2023 had passed special resolution for Alteration of Object Clause of the Memorandum of Association of the Company.
- The Company in its 38th Annual General Meeting held on 26th June, 2023 had passed special resolution for Sale of the Property of the Company situated at Murbad.
- The Company in its 38th Annual General Meeting held on 26th June, 2023 had passed special resolution for open a branch office in Dubai.

We further report that during the year under report, During the audit period, there were no such specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards, etc. referred to above.

**FOR CS DEEPAK CHHETA  
PRACTISING COMPANY SECRETARY**

Sd/-

**ACS No.: 55656**

**COP No.: 20966**

**PLACE: MUMBAI**

**DATE: JULY 6, 2024**

**UDIN: A055656F000681435**

**Peer Review No.-2386/2022**

**39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

This report is to be read with our letter of even date which is annexed as **Annexure A**

**'ANNEXURE A'**

**To,**

**The Members,**

**STERLING POWERGENSYS LIMITED**

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

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**

**DATE: JULY 6, 2024  
UDIN: A055656F000681435  
Peer Review No.-2386/2022**

## 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, 2024 is given here below and forms a part of the Directors' Report.

**A. CONSERVATION OF ENERGY:**

During the Financial Year 2023-24, the Company has not undertaken the manufacturing process and has focused on research for implementation of new projects in near future. Thus the Company has not taken any special measures towards conservation of energy during the period under review. However, the Company endeavors to take all possible measures to conserve energy.

**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.)

		2023-24	2022-23
a.	Foreign Exchange outgo	-	-
b.	Foreign Exchange earned	-	-

**DATE: MAY 25, 2024**

**REGISTERED OFFICE:**

**STERLING POWERGENSYS LIMITED  
OFFICE NO. 121, RUNWAL COMMERCIAL COMPLEX,  
CO-OP PREMISES LTD, L.B.S. MARG MULUND (WEST),  
MUMBAI, MAHARASHTRA, INDIA, 400080.**

**Email: [investor@splsolar.in](mailto: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 31<sup>st</sup> March, 2024.

**1. Overall & Business Review:**

Post COVID era has been fruitful for the Company in terms of opening up of various opportunities in the solar power sector – the main object of the Company. The Company, in previous financial year 2023-24 has seen considerable progress in its research and development programs, which are expected to bear positive results for the Company in the near future. The Company has been following the roadmap and specific goals which it had set for itself in the financial year 2022-23 and has been on the right track towards achieving the set goals in the near future. The Company's leadership team has been working tirelessly towards developing better and proactive strategies for achieving its core business purpose.

The Governments continued commitment towards 'Net Zero' by 2070 has also seen the Government taking major steps in enhancing viability gap funding program for green energy, The Government further aims to strengthen the domestic solar manufacturing eco-system aligned with its 'Aatmanirbhar Bharat Vision' and shall achieve the target of 500 GW renewable by 2030.

Some of the initiatives taken by the Government of India to boost India's renewable energy sector is as follows –

- In the Interim Budget for 2024-2025, The Government of India doubled funding for the National Green Hydrogen Mission, allocating Rs. 600 crore (US\$ 72 million). Additionally, Rs. 17,490 crore (US\$ 2.10 billion) were allocated for the Green Hydrogen Mission and the Strategic Interventions for Green Hydrogen Transition (SIGHT) Programme, highlighting a commitment to sustainable energy transition.
- In the Interim Budget for 2024-25, the fiscal allocation for solar power grid infrastructure development surged to Rs. 8,500 crore (US\$ 1.02 billion), a significant rise from the previous year's Rs. 4,970 crore (US\$ 0.60 billion.)
- As of January 2, 2024, the Government of India is implementing the Production Linked Incentive (PLI) Scheme for the National Programme on High Efficiency Solar PV Modules, aimed at achieving gigawatt-scale manufacturing capacity. Under Tranche-II, with a budget allocation of Rs 19,500 crore (US\$ 2.35 billion), Letters of Award were issued in April 2023 for the establishment of 39,600 MW of fully or partially integrated solar PV module manufacturing units.
- The Ministry of New and Renewable Energy (MNRE) has proposed the establishment of a 13,000 MW renewable energy (RE) capacity along with a 12,000 MWh Battery Energy Storage System (BESS) in Ladakh. On October 18, 2023, the Cabinet Committee on Economic Affairs approved the construction of an Inter-State Transmission System (ISTS) to facilitate the power evacuation and grid integration of these RE projects in Ladakh.
- Proposed solar cities and parks: The Solar Park Scheme launched in December 2014 with a capacity of 20,000 MW was expanded to 40,000 MW by March 2017. As of November 30, 2023, 50 solar parks have been approved, totaling around 37,490 MW capacity across 12 states. Of these, 10,401 MW has been commissioned, including 284 MW in 2023.



### **39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

- On February 13, 2024, Prime Minister Mr. Narendra Modi launched PM Surya Ghar Muft Bijli Yojana, offering free rooftop solar electricity to 1 crore households, backed by subsidies and concessional loans.
- On December 12, 2023, the Union Minister for New & Renewable Energy and Power reported the installation of 140 MW solar power plants and 2.73 lakh standalone solar pumps under PM-KUSUM, aimed at farmer welfare and environmental sustainability.
- The Indian government's commitment to reaching net-zero emissions by 2070 and increasing its renewable energy target to 500 GW by 2030 at the COP26 summit has provided great support to the industry and spurred unprecedented growth.
- On November 9, Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman, approved the final Sovereign Green Bonds framework of India. The Paris Agreement's Nationally Determined Contribution (NDC) targets will be further strengthened by this approval, which will also aid in attracting foreign and domestic capital to green projects.
- In the Budget, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules.
- Indian Railways is making increased efforts through sustained energy efficient measures and maximum use of clean fuel to cut down emission levels by 33% by 2030.

Further note trading of commodity from Dubai branch is also much cost saving and revenue generating segment for the Company as branch situated in free zone and opens the avenues for global trading.

#### **2. Industry Structure & Development:**

India has recorded its highest annual installed renewable energy capacity of 18.5 (GW) for the fiscal year ending March 2024. India generated approximately 32 Billion Units (BU) of Solar Power in the last quarter of financial year 2023.24 which is an increase of 8.80% year over year. Rajasthan, Karnataka and Tamil Nadu were the top states for Solar Power generation amongst them Rajasthan witnessed the highest solar generation with 10.1 BU followed by Karnataka (4.3 BU) and Tamil Nadu (3.9 BU). Solar power accounted for 18.50 % of India's total installed capacity and 42.90 % of the installed renewable capacity as on March 2024. To encourage project developers to add capacities The Ministry of Power (MoP) has amended the guidelines to the tariff-based competitive bidding process for procurement of firm and dispatchable renewable power from grid-connected solar, wind, wind-solar hybrid and renewable energy projects with energy storage in February 2024.

In addition, the Government has launched the National Programme on High Efficiency Solar PV Modules, which aims to promote the use of domestically manufactured high-efficiency solar panels in the country's solar energy projects. The programme includes funding for research and development of new technologies and for the establishment of testing and certification facilities for solar panels.

#### **3. Opportunities & Threats:**

Opportunities – India is the third largest energy consuming economy across the Globe. India has also made significant progress towards universal electrification but it still has one of the largest energy demand growth globally. The Indian sources have potential sources of power system flexibility includes not just demand side flexibility, power plant flexibility, storage and grid flexibility but also market and regulatory solutions that are to be implemented by 2030. Policy and tariff reforms will support the transformation of electricity demand from passive consumption to proactive participation. There is a rise in rooftop solar system as discussed earlier. The reduction in cost implies that the demand for wind and solar is increasing cost reduction is also a reason for the rapid transformation in global electricity.

## **39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

Government finalizes all the wind and solar PV projects and provides Government backed auctions and incentives such as Tax Credits, relaxes concessions etc. Renewable sources of energy depends weather and topographical conditions. India is rich when it comes to renewable energy such as sunlight, water and air. This makes India a lucrative and flexible option to invest in renewable energy.

Threats: Besides the supply chain dynamics for solar power equipments as was discussed in the previous report, the management has also identified certain issues like grid management with unpredictable environments, continuously evolving energy policy and regulations, Increased cybersecurity risk from expanded infrastructure as the major threats looming over the renewable energy sector however, with increased technological advancements in the distribution sector these threats can be easily overcome in near future.

### **4. Product wise performance:**

The research and development undertaken by the Company for expansion of Companies business in the green hydrogen projects for which Company is planning to raise the funds. Along with that commodity trading and solar segment is performed very well in the financial year 2023-24 and expecting to grow in the current financial year.

### **5. Outlook:**

The outlook for the solar sector and hydrogen sector has never been so positive; India's energy demand is expected to increase more than that of any other country in the coming decades due to its sheer size and enormous potential for growth and development. Therefore, most of this new energy demand must be met by low-carbon, renewable sources. India's announcement that it intends to achieve net zero carbon emissions by 2070 and to meet 50% of its electricity needs from renewable sources by 2030 marks a historic point in the global effort to combat climate change.

India was ranked fourth in wind power capacity and solar power capacity, and fourth in renewable energy installed capacity, as of 2023. Installed renewable power generation capacity has increased at a fast pace over the past few years, posting a CAGR of 15.4% between FY16 and FY23. India has 125.15 GW of renewable energy capacity in FY23. India is the market with the fastest growth in renewable electricity, and by 2026, new capacity additions are expected to double.

With the increased support of the Government and improved economics, the sector has become attractive from an investor's perspective. As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role.

### **6. Risk and concern:**

Besides the supply chain dynamics for hydrogen and solar power equipments as was discussed in the previous report, the management has also identified certain issues like grid management with unpredictable environments, continuously evolving energy policy and regulations, Increased cybersecurity risk from expanded infrastructure as the major threats looming over the renewable energy sector however, with increased technological advancements in the distribution sector these threats can be easily overcome in near future. Eventhough the Company has no control over external factors which may adversely affect the Company's operation. These 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 strong internal control procedures in place that are commensurate with its size and operations. This 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:**

### 39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED

During the year under review, the Company has recorded total revenue of Rs.1,061.16 Lakhs including the other income against the total revenue in the previous year of Rs. 33.24 Lakhs. Company has generated a Profit of Rs. 283.52 Lakhs for the year ended 31st March, 2024 as against loss in the previous year of Rs. 70.78 Lakhs.

#### 9. Material Development in Human Resources / Industrial Relations:

Company recognizes the importance of motivated and empowered employees and has a clear employee value proposition focused on employee development, a satisfying work environment, performance appraisal, and appropriate empowerment. Further the Company believes motivated and empowered employees are the cornerstone of competitive advantage.

#### 10. Key financial Ratios:

Following are the key financial ratios computed on Standalone basis:

Particulars	FY 2023-24	FY 2022-23	Movement	Remarks
Current Ratio	1.11	1.12	-0.33%	
Debt / Equity Ratio	17.07	-2.01	948.68%	Due to reduction in EBITDA, Equity has reduced.
Debt Service Coverage Ratio	1.07	-1.49	-171.75%	Due to reduction in EBITDA during the current year
Inventory Turnover Ratio	-1.91	0.00	0.00%	
Debtors Turnover	1.44	24.55	-94.15%	Due to realisation of Trade receivables
Net Capital Turnover Ratio	3.80	0.24	1462.23%	Due to reduction in Net Current Assets
Net Profit Margin Ratio	0.41	-2.14	119.20%	Due to reduction in EBITDA during current year
Return on Capital Employed	1960.32%	29.96%	-7171.83%	Due to reduction in EBITDA during current year
Creditors Turnover (in days)	1.97%	20.13%	90.20%	Due to payments made to Trade Payables
Interest Coverage Ratio	22.66%	3.87%	485.24%	Due to reduction in EBITDA during current year

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.



“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. 31.03.2024 as compared to F.Y. 31.03.2023.	Ratio of Remuneration to Median Remuneration
1	Sankaran Venkata Subramanian	Managing Director	NIL	1.43:1
2	Yash Dharmendra Sanghvi	Non-Executive Director	N.A.	-
3	Iyar Rajlaxmi	Non-Executive Director	N.A.	-
4	Shankar Ramnath Iyer	Independent Director	N.A.	-
5	Harishchandra B. Naukudkar	Independent Director	N.A.	-
6	Pundlik Ranaba Davane	Chief Financial Officer	NIL	3.38:1
7	Gaurav Kaushik	Company Secretary	25.56%	1.1:1

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 2022-23 and FY 2023-24.

B.	The Percentage increase in the median remuneration of the employees during the Financial Year	14.30
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C.	No. of Permanent Employees on the rolls of the Company as on 31.03.2024	8
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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%
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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.
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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 31.03.2024	None of the Employee was covered under the criteria of Rule 5(2)
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		& (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ended 31.03.2024.
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 31.03.2024.

**39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

**MANAGING DIRECTOR AND CFO CERTIFICATION TO THE BOARD**

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

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

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

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

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

I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have 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.

I have indicated to the Auditors and the Audit Committee:

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

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

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

**FOR STERLING POWERGENSYS LIMITED**

**SD/-**

**SANKARAN VENKATA SUBRAMANIAN  
(MANAGING DIRECTOR)**

**PLACE: MUMBAI**

**DATE: MAY 25, 2024**

**FOR STERLING POWERGENSYS LIMITED**

**SD/-**

**PUNDLIK RANABA DAVANE  
(CFO)**

**39<sup>TH</sup> ANNUAL REPORT 2023-24 STERLING POWERGENSYS LIMITED**

**CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT**

I, Sankaran Venkata Subramanian, Managing Director of Sterling Powergensys Limited, hereby declare that all the Members of the Board of Directors and the Senior Management personnel have affirmed compliance with the code of conduct as required under Regulation 17(5) of SEBI (Listing Obligation & Disclosure Regulation, 2015 for the year ended March 31, 2024.

**Sd/-**

**DATE: MAY 25, 2024**

**PLACE: MUMBAI**

**SANKARAN VENKATA SUBRAMANIAN**

**MANAGING DIRECTOR**

**STERLING POWERGENSYS LIMITED**





**STERLING POWERGENSYS LIMITED**  
(CORPORATE IDENTIFICATION NO.: L29213MH1984PLC034343)

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

Phone: 022 2560 5588 / 5161, E-mail: sterlingstrips84@gmail.com, Website: www.splsolar.in

**Form No. MGT-11**

**PROXYFORM**

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

Name of the Member(s) : _____
Registered address : _____
E-mail Id.: _____ Folio No./D.P. ID. and Client ID No.* _____

\*Applicable for members holding shares in electronic form.

I/We being the member(s) of \_\_\_\_\_ shares of Sterling Powergensys Limited, hereby appoint:

1. Name: \_\_\_\_\_ E-mailId: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature:  or failing him/her,
2. Name: \_\_\_\_\_ E-mailId: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature:  or failing him/her,
3. Name: \_\_\_\_\_ E-mailId: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature:  or failing him/her,

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 26<sup>th</sup> day of June, 2023 at 03:00 p.m. at Nisarga Restaurant, Runwal Towers, Lal Bahadur Shastri Rd, Mulund West – 400080, Maharashtra, India and at any adjournment thereof in respect of such resolutions and in such manner as indicated below:

Resolution No.	Description	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Audited Financial Statements.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Re-Appointment of Mrs. Rajlaxmi Iyar (DIN: 00107754) (Director Liable to Retire by Rotation)	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS</b>			
3.	Regularisation of Directorship of Mr. Nandakumar Kalath (DIN: 00041727), an Additional Non-Executive Non Independent Director, by appointing him as a Non-Executive Non Independent Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4.	Regularisation of Mr. Manish Jain (DIN: 01310249), an Additional Non-Executive Independent Director by appointing him as a Non-Executive Independent Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5.	Regularisation of Mr. Tarang Mehta (DIN: 01528135), an Additional Non-Executive Independent Director by appointing him as a Non-Executive Independent Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6.	Regularisation of Mr. Dinesh Agarwal (DIN: 02854858) an Additional Director-Finance and Chief Financial Officer (CFO) by appointing him as a Director-Finance and Chief Financial Officer (CFO).	<input type="checkbox"/>	<input type="checkbox"/>

7.	Regularisation of Mr. Navinchandra Joshi (DIN: 10700698) an Additional Executive Director by appointing him as an Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>
8.	Increase in the authorised share capital of the Company and consequential amendment in Memorandum of Association (MoA) of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
9.	To approve the Issue of Equity Shares on a preferential basis to a Promoter and Non-Promoter.	<input type="checkbox"/>	<input type="checkbox"/>
10.	To ratify the increase in remuneration of Mr. Sankaran Venkata Subramanian, (DIN: 00107561) as a Managing Director with effect from June 01, 2024.	<input type="checkbox"/>	<input type="checkbox"/>

day of

2023

Signed this

\_\_\_\_\_



Signature of Shareholder

Signature of Proxy holder(s)

**Notes:**

1. Please put a "X" in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company at Office No. 121, Runwal Commercial Complex, Co-Op Premises Ltd, L.B.S. Marg Mulund West, Mumbai – 400080 not less than 48 hours before the commencement of the meeting.

STERLING POWERGENSYS LIMITED



Corporate Identification No. (CIN - L29213MH1984PLC034343)  
Regd. Office - Office No. 121, Runwal Commercial Complex, Co-Op Premises Ltd, L.B.S. Marg Mulund West,  
Mumbai – 400 080.  
Phone: 9619572230/ 9321803234, E-mail : sterlingstrips84@gmail.com Website : www.splsolar.in

**ATTENDANCE SLIP**

**39<sup>TH</sup> ANNUAL GENERAL MEETING ON SATURDAY, 03<sup>TH</sup> AUGUST, 2024**

**Please complete this Attendance Slip and hand over at the entrance of the Meeting Hall**

DP & Client ID*		No. of Shares	
Registered Folio			
Name and Address of the Shareholder(s)/Proxy			
Joint Holder 1			
Joint Holder 2			

\*Applicable for Members holding shares in an electronic form.

I hereby record my presence at the 39<sup>th</sup> Annual General Meeting held on Saturday, the 03<sup>rd</sup> day of August, 2024 at 03:00 P.M. at Wynd Banquet, B-201, 2nd Floor, Shah Ind Estate, Behind Finch Restaurant, Saki Vihar Road, Andheri East, Mumbai-400072

**SIGNATURE OF THE SHARE HOLDER/PROXY**

---

# D G M S & Co.

Chartered Accountants

9, Shreepal Building,  
S N Road, Tambe Nagar,  
Mulund- (West),  
Mumbai - 400 080.  
Tel: (O)23472578

Independent Auditor's Report on the Quarterly and Year to Date Standalone Audited Financial Results of Sterling Powergensys Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To

Board of Directors of **STERLING POWERGENSYS LIMITED**

## Report on the audit of the Standalone Financial Results

### Opinion

We have audited the accompanying statement of quarterly and year to date standalone financial results of **Sterling Powergensys Limited** (the "Company") for the quarter ended March 31, 2024 and for the year ended March 31, 2024 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i) is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii) gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter ended March 31, 2024 and for the year ended March 31, 2024.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matter

We draw your attention on the notes to the impact on the Company's operations and financial results as assessed by the Management of the Company. Our opinion is not modified in respect of this matter.



# D G M S & Co.

Chartered Accountants

9, Shreepal Building,  
S N Road, Tambe Nagar,  
Mulund- (West),  
Mumbai - 400 080.  
Tel: (O)23472578  
(R) 25654859

## Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit / loss and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

### **As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:**

o Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

o Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.



# D G M S & Co.

Chartered Accountants

9, Shreepal Building,  
S N Road, Tambe Nagar,  
Mulund- (West),  
Mumbai - 400 080.  
Tel: (O)23472578  
(R) 25654859

o Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

o Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

o Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

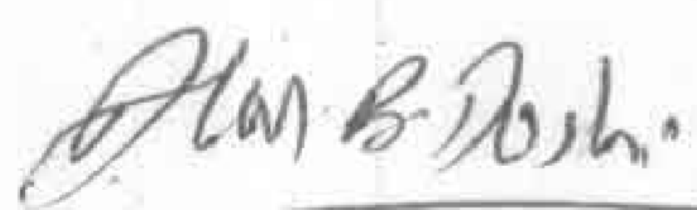
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Other Matter

The Statement includes the results for the quarter ended March 31, 2024 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2024 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For M/s. D G M S & Co.  
Chartered Accountants  
FRN: 112187W



(Atul B. Doshi)  
Partner

M.No: 102585

Place: Mumbai

Dated: 25<sup>TH</sup> May 2024

UDIN : 24102585BJZYEU6558



STERLING POWERGENSYS LTD  
(CIN : L29213MH1984PLC034343)  
BALANCE SHEET AS AT MARCH 31, 2024

(Rs. in Thousand)

Sr. No.	Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>A</b>	<b>ASSETS</b>			
<b>1)</b>	<b>Non-Current Assets</b>			
	Property, plant and equipment	3	10,538.88	16,141.31
	Other intangible assets	3	25.83	25.83
	Intangible assets under development		-	-
	Financial assets			
	(i) Investments	4	13.00	13.00
	(ii) Other financial assets	6(e)	161.06	161.06
	Other non current assets	7	-	-
	<b>Total Non-Current Assets</b>		<b>10,738.78</b>	<b>16,341.20</b>
<b>2)</b>	<b>Current Assets</b>			
	Inventories	5	16,094.82	15,817.95
	Financial assets			
	(i) Trade receivables	6(a)	98,897.13	81,024.45
	(ii) Cash and cash equivalents	6(b)	5,028.41	281.16
	(iii) Bank balance other than (iii) above	6(c)	-	-
	(iv) Loans	6(d)	437.42	432.42
	(v) Other financial assets	6(e)	306.41	306.41
	Other current assets	7	57,533.49	31,888.54
	<b>Total Current Assets</b>		<b>1,78,297.67</b>	<b>1,29,750.93</b>
	<b>TOTAL ASSETS</b>		<b>1,89,036.45</b>	<b>1,46,092.13</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1)</b>	<b>EQUITY</b>			
	Equity share capital	8	50,960.00	50,960.00
	Other equity	9	(49,539.51)	(77,242.07)
	<b>Total Equity</b>		<b>1,420.49</b>	<b>(26,282.07)</b>
<b>2)</b>	<b>LIABILITIES</b>			
<b>a)</b>	<b>Non-Current Liabilities</b>			
	Financial liabilities			
	(i) Borrowings	10(a)	24,249.86	52,867.26
	(ii) Lease Liabilities		-	-
	(iii) Other financial liabilities	10(c)	-	-
	Provisions	10(d)	3,195.94	3,329.94
	Deferred tax liabilities (Net)		-	-
	Other non-current liabilities	11	-	-
	<b>Total Non-Current Liabilities</b>		<b>27,445.80</b>	<b>56,197.20</b>
<b>b)</b>	<b>Current Liabilities</b>			
	Financial liabilities			
	(i) Borrowings	10(a)	-	-
	(ii) Lease Liabilities		-	-
	(iii) Trade payables	10(b)		
	- Outstanding Dues of MSME		-	-
	- Outstanding Dues of other than MSME		1,35,787.39	66,429.95
	(iv) Other financial liabilities	10(c)	17,167.85	12,866.77
	Provisions	10(d)	-	-
	Other current liabilities	11	7,214.93	36,880.28
	<b>Total Current Liabilities</b>		<b>1,60,170.17</b>	<b>1,16,177.00</b>
	<b>Total Liabilities</b>		<b>1,87,615.96</b>	<b>1,72,374.20</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,89,036.45</b>	<b>1,46,092.13</b>

Significant Accounting Policies

2

The accompanying notes are an integral part of these financial statements

As per the attached report of even date

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

For and on behalf of the Board of Directors of  
STERLING POWERGENSYS LTD

Atul B Doshi  
Partner  
Mem No.: 102585

Sd/-  
S. Venkata Subramanian  
Chairman  
DIN No - 00107561

Sd/-  
Rajalakshmi Venkat  
Director  
DIN No - 00107754

Place: Mumbai  
Date : 06/05/2024

Sd/-  
Pundalik Davane  
CFO

Sd/-  
CS Gaurav Kaushik  
Company Secretary

STERLING POWERGENSYS LTD  
(CIN : L29213MH1984PLC034343)

STATEMENT OF PROFIT AND LOSS FOR THE HALF YEAR ENDED MARCH 31, 2024

(Rs. in Thousand)

Sr.No.	Particulars	Note	For the Half Year ended March 31, 2024	For the Year ended March 31, 2023
	<b>INCOME</b>			
1	Revenue from operations	12	68,848.27	3,300.01
2	Other income	13	37,268.09	24.13
3	<b>Total income</b>		<b>1,06,116.36</b>	<b>3,324.14</b>
4	<b>EXPENSES</b>			
	Cost of materials consumed		-	-
	Purchase of Stock in Trade		64,790.03	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	14	(276.86)	-
	Employee benefits expense	15	2,078.20	2,099.92
	Depreciation and amortisation expense	16	2,350.46	2,446.39
	Finance costs	17	1,417.70	1,884.47
	Other expenses	18	7,404.40	3,971.43
	<b>Total expenses</b>		<b>77,763.91</b>	<b>10,402.21</b>
5	<b>Profit / (loss) before exceptional items and tax</b>		<b>28,352.44</b>	<b>(7,078.08)</b>
	Exceptional Item		-	-
	<b>Profit / (loss) before tax</b>		<b>28,352.44</b>	<b>(7,078.08)</b>
6	<b>Tax expense</b>			
	Current tax		-	-
	Deferred tax		-	-
	<b>Total tax expense</b>		<b>-</b>	<b>-</b>
7	<b>Profit / (loss) for the year</b>		<b>28,352.44</b>	<b>(7,078.08)</b>
8	<b>Other comprehensive income</b>			
	(i) Items that will not be reclassified to profit or loss			
	- Remeasurements of defined benefit obligations		-	-
	- Income tax relating to the above items	19	-	-
	<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
9	<b>Total comprehensive income for the year</b>		<b>28,352.44</b>	<b>(7,078.08)</b>
10	<b>Earnings per equity share</b>	21		
	Basic (Face value of Rs.10 each)		5.56	(1.39)
	Diluted (Face value of Rs.10 each)		5.56	(1.39)
	Significant accounting policies	2		
	See accompanying notes to the Financial Statements			

As per the attached report of even date

For Doshi Maru & Associates

Chartered Accountants

FRN No. 112187W

For and on behalf of the Board of Directors of

STERLING POWERGENSYS LTD

Atul B Doshi

Partner

Mem No.: 102585

Place: Mumbai

Date : 06/05/2024

Sd/-

S. Venkata Subramanian

Chairman

DIN No - 00107561

Sd/

Pundalik Davane

CFO

Sd/-

Rajalakshmi Venkat

Director

DIN No - 00107754

Sd/-

CS Gaurav Kaushik

Company Secretary



## STERLING POWERGENSYS LTD

(CIN : L29213MH1984PLC034343)

## STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED MARCH 31, 2024

(Rs. in Thousand)

Sr No	Particulars	For the Half Year ended March 31, 2024	For the Year ended March 31, 2023
<b>A</b>	<b><u>Cash flow from operating activities</u></b>		
	Profit before income tax	28,352.44	(7,078.08)
	<b>Adjustments for :</b>		
	Depreciation and amortisation expense	2,350.46	2,446.39
	Interest Income	(20.06)	(20.01)
	Profit on sale of PPE	(37,248.03)	-
	Sundry Balances Written Back	-	(4.12)
	Interest Expense	1,417.70	1,884.47
	<b>Operating profit before working capital changes</b>	<b>(5,147.50)</b>	<b>(2,771.35)</b>
	<b>Change in operating assets and liabilities:</b>		
	(Increase) / Decrease in Trade receivables	(17,872.67)	28,492.19
	(Increase) / Decrease in Inventories	(276.86)	-
	(Increase) / Decrease in Loans	(5.00)	(175.90)
	(Increase) / Decrease in Other Financial Assets	-	-
	(Increase) / Decrease in Other current & non current Assets	(26,294.84)	(3,268.29)
	Increase / (Decrease) in Trade Payables	69,357.44	(25,470.16)
	Increase / (Decrease) in Other Financial Liabilities	4,301.08	4,979.18
	Increase / (Decrease) in Other current & non current Liabilities	(29,665.35)	327.27
	Increase / (Decrease) in Provisions	(134.00)	(42.85)
	<b>Cash generated from operations :</b>	<b>(5,737.71)</b>	<b>2,070.09</b>
	Direct taxes paid (net)	-	-
	<b>Net cash from operating activities (A)</b>	<b>(5,737.71)</b>	<b>2,070.09</b>
<b>B</b>	<b><u>Cash flows from investing activities</u></b>		
	Capital expenditure on property, plant and equipment (PPE)	-	-
	Proceeds from disposal of property, plant and equipment	40,500.00	-
	Interest received	20.06	20.01
	Investment in other financial asset	-	-
	<b>Net cash (used) in Investing activities (B)</b>	<b>40,520.06</b>	<b>20.01</b>
<b>C</b>	<b><u>Cash flows from financing activities</u></b>		
	Proceeds/Repayment from of Non-Current borrowings	(28,617.41)	41.30
	Proceeds/Repayment from of Current borrowings	-	-
	Interest paid	(1,417.70)	(1,884.47)
	<b>Net cash (used) in financing activities (C)</b>	<b>(30,035.10)</b>	<b>(1,843.17)</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]</b>	<b>4,747.25</b>	<b>246.93</b>
	<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>281.16</b>	<b>34.23</b>
	<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>5,028.41</b>	<b>281.16</b>

## Notes :

- All figures in bracket are outflow.
- Direct taxes paid are treated as arising from operating activities, thus not bifurcated between investing and financing activities.
- The total of cash and cash equivalent is as per balance sheet.
- The cash flow statement has been prepared under indirect method as per Ind AS -3 " Cash Flow Statement ".

As per the attached report of even date

For Doshi Maru &amp; Associates

Chartered Accountants

FRN No. 112187W

For and on behalf of the Board of Directors of

-

Atul B Doshi

Partner

Mem No.: 102585

Sd/-

S. Venkata Subramanian

Chairman

DIN No - 00107561

Sd/-

Rajalakshmi Venkat

Director

DIN No - 00107754

Place: Mumbai

Date : 06/05/2024

Sd/-

Pundalik Davane

CFO

Sd/-

CS Gaurav Kaushik

Company Secretary

**STERLING POWERGENSYS LTD**  
**STATEMENT OF CHANGES IN EQUITY**

<b>A. Equity Share Capital</b>		<b>(Rs. in Thousand)</b>
	<b>Notes</b>	<b>Amount</b>
<b>As at March 31, 2023</b>		<b>50,960</b>
Changes in equity share capital during the year	9	-
<b>As at March 31, 2024</b>		<b>50,960</b>

<b>B. Other Equity</b>		<b>(Rs. in Thousand)</b>		
<b>Particulars</b>	<b>Notes</b>	<b>Reserves and Surplus</b>		<b>Total other equity</b>
		<b>Capital Reserve</b>	<b>Retained earnings</b>	
<b>As at March 31, 2023</b>		<b>23,255</b>	<b>(1,00,497)</b>	<b>(77,242)</b>
Transfer made during the year		-	-	-
Profit for the year		-	28,352	28,352
Other comprehensive income for the year	10	-	-	-
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>28,352</b>	<b>28,352</b>
<b>As at March 31, 2024</b>		<b>23,255</b>	<b>(72,145)</b>	<b>(48,890)</b>

Significant accounting policies

2

See accompanying notes to the Financial Statements

**As per the attached report of even date**

**For Doshi Maru & Associates**

**Chartered Accountants**

**FRN No. 112187W**

**Atul B Doshi**

Partner

Mem No.: 102585

**For and on behalf of the Board of Directors of**

**STERLING POWERGENSYS LTD**

**Sd/-**

**S. Venkata Subramanian**

Chairman

DIN No - 00107561

**Sd/-**

**Rajalakshmi Venkat**

Director

DIN No - 00107754

**Sd/-**

**Pundalik Davane**

CFO

**Sd/-**

**CS Gaurav Kaushik**

Company Secretary

**Place: Mumbai**

Date : 06/05/2024

**STERLING POWERGENSYS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**1 Company overview**

Sterling Powergensys Limited was incorporated in 22nd October, 1984. It is a BSE listed company and incorporated under the provision of Companies Act, 1956. The company is engaged in the business of manufacturing Industrial Boilers and Thermal Power Plants up to 10 MW and Solar Solutions, both in Solar Products and Solar EPC projects.

**2 Significant accounting policies**

**2.1 Basis of preparation**

**(i) Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the 'Act' ) read with Companies (Indian Accounting Standards Rules, 2015; and the other relevant provisions of the Act and Rules there under.

**(ii) Functional and Presentation Currency**

These financial statements are presented in Indian rupees, which is the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest lacs, except otherwise indicated.

**(iii) Basis of measurement**

These Financial statements are prepared under the historical cost convention unless otherwise indicated.

**(iv) Use of Estimates and Judgements**

The preparation of financial statements in accordance with Ind AS requires management to use of certain critical accounting estimates, judgements and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise. Estimates and underlying assumptions are reviewed on an ongoing basis.

**2.2 Current versus non-current classification**

The Company presents assets and liabilities in its Balance Sheet based on current versus non-current classification.

An asset is classified as current when it is:

- a) Expected to be realized or intended to sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- a) it is expected to be settled in normal operating cycle,
- b) it is held primarily for the purpose of trading,
- c) it is due to be settled within twelve months after the reporting period
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**2.3 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company operates in one reportable business segment i.e. "Manufacturing Industrial Boilers and Thermal Power Plants".

#### **2.4 Foreign Currency Transactions / Translations**

In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

#### **2.5 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised:

##### **Sale of goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

##### **Income from Services**

Revenues resulting from services rendered by the Company are recognized over the period of the contract as and when services are rendered in accordance with the terms of the underlying contracts. The Company collects service tax / Goods and Service Tax (GST) on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

##### **Interest income**

Revenue is recognized using effective interest rate on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head "Other income" in the statement of profit & loss.

#### **2.6 Income Tax**

Income tax expense comprises current tax and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates items recognised directly in equity or in OCI.

##### Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- i) has a legally enforceable right to set off the recognised amounts; and
- ii) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes (including those arising from adjustments such as unrealised profit on inventory etc.).

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- i) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Minimum Alternate Tax ('MAT') credit entitlement is generally recognised as a deferred tax asset if it is probable (more likely than not) that MAT credit can be used in future years to reduce the regular tax liability.

## **2.7 Impairment of non-financial assets**

The carrying values of assets at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount rate.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

## **2.8 Inventories**

Raw materials, components, stores and spares - Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Excess and obsolete inventories are fully provided for based on the age and usage pattern of individual items in inventory. Inventory items not consumed in the trailing twelve months are considered obsolete. Management also identifies specific items that may be unusable or obsolete, which are written down regardless of age or usage pattern.

## **2.9 Financial instruments**

### **A. Financial Assets**

#### Classification

On initial recognition the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

#### Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### Financial assets at amortised cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- i) the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii) contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Financial assets included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

#### Derecognition

A financial asset (or, where applicable, a part of a financial asset ) is primarily derecognised (i.e. removed from the Company's financial statements) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - i) the Company has transferred substantially all the risks and rewards of the asset, or
  - ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

**STERLING POWERGENSYS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- i) financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- ii) trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

**B. Financial Liabilities**

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities measured at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value with changes in fair value being recognised in the Statement of Profit and Loss.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, at amortised cost (loans and borrowings, and payables), or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings.

**STERLING POWERGENSYS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Derivative financial instruments**

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the Statement of Profit and Loss.

**2.10 Property, plant and equipment**

**Recognition and Measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by Management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Company incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce Inventories during that period.
- income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

The Company has elected to continue with the carrying value of all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

**Subsequent Expenditure:**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

**Depreciation:**

The Company is providing depreciation based on straight line method at rate based on useful life of assets as prescribed in the Companies Act, 2013.



Further, Schedule II allows Companies to use higher/lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets.

Depreciation method, useful live and residual values are reviewed at each financial year end and adjusted if appropriate. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

### **2.11 Intangible assets**

Recognition and measurement

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

The Company has elected to continue with the carrying value of all its intangible assets as recognized in the standalone financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Amortisation methods and periods

#### **Research and development costs**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future sales from the related project, not exceeding ten years. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### **2.12 Provisions and contingent liabilities**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. If effect of the time value of money is material, provisions are discounted using an appropriate discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed in the Notes to the financial statements. Contingent liabilities are disclosed for:

- i) possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

### **2.13 Employee Benefits**

#### Short-term obligations

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund.

#### Defined Benefit Plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

#### Defined contribution plan

Obligations for contributions to defined contribution plans are expensed as the related service is provided and the Company will have no legal or constructive obligation to pay further amounts. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

#### Termination benefits

Termination benefits are recognised as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### Other long-term employee benefit obligations

The Company's current policies permit certain categories of its employees to accumulate and carry forward a portion of their unutilised compensated absences and utilise them in future periods or receive cash in lieu thereof in accordance with the terms of such policies.

The Company measures the expected cost of accumulating compensated absences as the additional amount that the Company incurs as a result of the unused entitlement that has accumulated at the balance sheet date. Such measurement is based on actuarial valuation as at the balance sheet date carried out by a qualified actuary.

**STERLING POWERGENSYS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**2.14 Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

**2.15 Operating cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**2.16 Cash and cash equivalents**

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Company's cash management, are also included as a component of cash and cash equivalents.

STERLING POWERGENSYS LTD  
NOTES TO THE FINANCIAL STATEMENTS

3 PROPERTY, PLANT AND EQUIPMENT

(Rs. in Thousand)

	ASSETS	Gross Block			Depreciation				Net Block		
		As at 1st April, 2023	Additions	Deductions/ Adjustments	As at March 31, 2024	Upto 1st April, 2023	For the year	Withdrawals/ Adjustment	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
<b>A</b>	<b>TANGIBLE ASSETS</b>										
	<u>Lease Assets</u>										
	Leasehold Land	318.59	-	-	318.59	112.90	3.22	-	116.11	202.47	205.69
	<u>Owned Assets</u>										
	Land	3,448.25	-	-	3,448.25	-	-	-	-	3,448.25	3,448.25
	Factory Building	17,352.32	-	7,655.12	9,697.20	9,978.29	348.67	4,230.13	6,096.83	3,600.37	7,374.02
	Office Premises	945.00	-	-	945.00	-	-	-	-	945.00	945.00
	Plant and Equipments*	45,109.39	-	182.35	44,927.04	42,046.76	1,948.92	605.45	43,390.23	1,536.81	3,062.63
	Die and Mould	654.83	-	-	654.83	494.89	48.94	-	543.83	111.00	159.94
	Solar System	1,246.09	-	523.14	722.95	302.66	-	273.06	29.60	693.34	943.43
	Vehicle	7.00	-	-	7.00	4.65	0.71	-	5.36	1.64	2.35
	<b>Total</b>	<b>69,081.45</b>	<b>-</b>	<b>8,360.61</b>	<b>60,720.85</b>	<b>52,940.15</b>	<b>2,350.46</b>	<b>5,108.64</b>	<b>50,181.97</b>	<b>10,538.88</b>	<b>16,141.31</b>
<b>B</b>	<b>INTANGIBLE ASSETS</b>										
	Software	536.62	-	-	536.62	510.79	-	-	510.79	25.83	25.83
	<b>Total</b>	<b>536.62</b>	<b>-</b>	<b>-</b>	<b>536.62</b>	<b>510.79</b>	<b>-</b>	<b>-</b>	<b>510.79</b>	<b>25.83</b>	<b>25.83</b>
	<b>As at March 31, 2024</b>	<b>69,618.08</b>	<b>-</b>	<b>8,360.61</b>	<b>61,257.47</b>	<b>53,450.94</b>	<b>2,350.46</b>	<b>5,108.64</b>	<b>50,692.76</b>	<b>10,564.71</b>	<b>16,167.14</b>
	<b>As at March 31, 2023</b>	<b>70,204.20</b>	<b>-</b>	<b>-</b>	<b>70,204.20</b>	<b>-</b>	<b>2,598.11</b>	<b>-</b>	<b>2,598.11</b>	<b>67,606.09</b>	<b>31,503.29</b>

**4 INVESTMENTS**

	31 March 2024	31 March 2023
<b>Investment in Subsidiary</b>		
<b>At Amortised Cost</b>		
AKSPL Powergensys Pvt. Ltd. - 1300 share of Rs . 10/- each fully paid	13.00	13.00
	<b>13.00</b>	<b>13.00</b>

**5 INVENTORIES**

	31 March 2024	31 March 2023
Material, Stores and Components	-	-
Work In Progress	13,184.83	15,817.95
Stock in Trade	2,909.98	-
Finished Goods	-	-
<b>Total</b>	<b>16,094.82</b>	<b>15,817.95</b>

**6 FINANCIAL ASSETS**

**6(a) TRADE RECEIVABLES**

	31 March 2024	31 March 2023
Considered good, Secured	-	-
Considered good, Unsecured	98,897.13	81,024.45
Significant increase in credit risk	-	-
Less: Allowance for doubtful debts	-	-
<b>Total receivables</b>	<b>98,897.13</b>	<b>81,024.45</b>
Current portion	98,897.13	81,024.45
Non-current portion	-	-

**Break-up of security details**

	31 March 2024	31 March 2023
<b>Trade receivables</b>		
Secured, considered good	-	-
Unsecured, considered good	98,897.13	81,024.45
Doubtful	-	-
<b>Sub-total</b>	<b>98,897.13</b>	<b>81,024.45</b>
Allowance for doubtful debts	-	-
<b>Total</b>	<b>98,897.13</b>	<b>81,024.45</b>

**Note:**

1. Trade receivable are non interest bearing and are generally on terms of 30 to 90 days.
2. No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**6(b) CASH AND CASH EQUIVALENTS**

	31 March 2024	31 March 2023
Cash on hand	24.21	126.95
Balances with banks		
- Current accounts	5,004.19	154.21
<b>Total</b>	<b>5,028.41</b>	<b>281.16</b>

**6(c) LOANS**

	31 March 2024	31 March 2023
<b>Current</b>		
<b>Unsecured, Considered good</b>		
Security deposits	437.42	432.42
<b>Total</b>	<b>437.42</b>	<b>432.42</b>

6(d) OTHER FINANCIAL ASSETS

	31 March 2024	31 March 2023
<b>Non Current</b>		
Fixed deposits with banks with more than 12 months maturity	60.00	60.00
Interest accrued on bank deposits	101.06	101.06
	<b>161.06</b>	<b>161.06</b>
<b>Current</b>		
Other receivable	306.41	306.41
<b>Total</b>	<b>306.41</b>	<b>306.41</b>

7 OTHER ASSETS

	31 March 2024	31 March 2023
<b>Non Current</b>		
Capital Advances	-	-
Advance to suppliers	-	-
	-	-
<b>Current</b>		
Prepaid expenses	-	-
Balance with government authorities	1,048.97	4,640.52
Advance to suppliers	56,484.52	27,248.02
	<b>57,533.49</b>	<b>31,888.54</b>

**STERLING POWERGENSYS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

**8 SHARE CAPITAL**

**(a) Equity share capital**

**(Rs. in Thousand)**

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised</b>				
Equity shares of Rs. 10 each	60,00,000	60,000	60,00,000	60,000
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of Rs. 10 each fully paid	50,96,000	50,960	50,96,000	50,960
<b>Total</b>	50,96,000	50,960	50,96,000	50,960

**Terms / rights, preferences and restrictions attached to equity shares:**

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

None of the above shares are reserved for issue under options/contract/commitments for sale of shares or disinvestment.

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.

The company does not have any holding company

**[b] Details of shareholders holding more than 5% of the aggregate shares in the Company:**

**Equity shares of (face value: 10 each)**

	31 March 2024		31 March 2023	
	No. of shares	% of total equity shares	No. of shares	% of total equity shares
Dharmendra Sanghvi	5,31,875	10.44	5,31,875	10.44
Param Kamlesh Kapadia	3,94,495	7.74	5,20,000	10.20
S. Venkata Subramanian	4,64,350	9.11	4,64,350	9.11
Pradeep G Sanghvi	2,54,650	5.00	2,54,650	5.00

**[c] Disclosures of Shareholding of Promoters :**

	31 March 2024		% Change during the year
	No. of shares	% of total equity shares	
JAYAGOPI P PILLAI	9,600	0.19	NA
PRADEEP GORAKHCHAND SANGHVI	2,54,650	5.00	NA
DHARMENDRA GORAKHCHAND SANGHVI	5,31,875	10.44	NA
S VENKATA SUBRAMANIAN	4,64,350	9.11	NA
BADAMI PAWAN BOTHRA	62,000	1.22	NA
PRAVEEN DULICHAND BOTHRA	10,000	0.20	NA
DULI CHAND S BOTHRA	4,000	0.08	NA
GEETA ARVIND BOTHRA	4,000	0.08	NA
DEEPAKKUMAR SOMCHAND SHAH	2,45,050	4.81	NA
DINESH KUMAR AGARWAL	12,500	0.25	NA
BANUMATHI NARASINGHA RAO	60,000	1.18	NA
VIMLA GAJESH BOTHRA	7,000	0.14	NA
PARAM KAMLESH KAPADIA	3,94,495	7.74	NA
E S SANKARAN	23,400	0.46	NA
GUPTA D NIRMAL	20,000	0.39	NA
JITENDRA RAO V	60,200	1.18	NA
PURUSHOTTAM NAIR	20,000	0.39	NA
P G KRISHNA DAS	76,200	1.50	NA
P R SHAH	1,27,600	2.50	NA
S RAJAGOPALAN	23,900	0.47	NA
SANGHAVI BAKUL	20,000	0.39	NA
SANGHAVI ROHIT	20,000	0.39	NA
V RAJALASHMI	9,000	0.18	NA
CHANDRA RISHI ESTATES PVT LTD	1,91,000	3.75	NA
SWETA ALLOYS PVT LTD	2,48,900	4.88	NA
PREMCHAND MEPA SHAH	74,700	1.47	NA



STERLING POWERGENSYS LTD  
NOTES TO THE FINANCIAL STATEMENTS

9 Other Equity

(Rs. in Thousand)

	31 March 2024	31 March 2023
<b>Capital Reserve</b>		
Balance at the beginning of the year	23,255	23,255
Add/(Less): Transfer during the the year	-	-
<b>Balance at the end of the year</b>	<b>23,255</b>	<b>23,255</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	(1,00,497)	(93,419)
Profit for the year	28,352	(7,078)
Adjustments made during the year	(650)	
Items of other comprehensive income recognised directly in retained earnings	-	-
- Remeasurements of post-employment benefit obligation, net of tax	-	-
<b>Balance at the end of the year</b>	<b>(72,795)</b>	<b>(1,00,497)</b>
<b>Total</b>	<b>(49,540)</b>	<b>(77,242)</b>

10(a) BORROWINGS

i) Non-Current borrowings

	31 March 2024	31 March 2023
<b>Secured</b>		
Loan from Banks*	11,296.83	14,989.93
<b>Unsecured</b>		
Loan from Related Parties	12,953.02	13,430.84
Deferred Sales Tax Liability	-	24,446.49
	<b>24,249.86</b>	<b>52,867.26</b>

ii) Current borrowings

	31 March 2024	31 March 2023
<b>Secured</b>		
Loan from Banks	-	-
	-	-

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

10(b) TRADE PAYABLES

	31 March 2024	31 March 2023
<b>Current</b>		
<b>Trade payables</b>		
Payables to Micro, Small and Medium Enterprises*	-	-
Payables to others	1,35,787.39	66,429.95
	<b>1,35,787.39</b>	<b>66,429.95</b>

\*There are no amounts due to the suppliers covered under the Micro, Small and Medium Enterprises Development Act, 2006. This information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose.

Particulars	Outstanding for following periods from due date of payment#			Total
	Less than 1 year	1 - 2 Years	2 - 3 Years	
i) MSME	-	-	-	-
ii) Others	63,899.99 (1,364.30)	56,694.63 (56,694.63)	15,192.77 (8,371.02)	<b>1,35,787.39</b> <b>(66,429.95)</b>
iii) Disputed dues - MSME	-	-	-	-
iv) Disputed dues - Others	-	-	-	-

*Amount in brackets relates to Previous Year*

10(c) OTHER FINANCIAL LIABILITIES

	31 March 2024	31 March 2023
<b>Non-current</b>		
Security Deposits	-	-
	-	-
<b>Current</b>		
Interest accrued on term loan	-	-
Accrued expenses	17,167.85	12,866.77
	<b>17,167.85</b>	<b>12,866.77</b>

10(d) PROVISIONS

	31 March 2024	31 March 2023
<b>Non-current</b>		
Provision for Gratuity	3,195.94	3,329.94
	<b>3,195.94</b>	<b>3,329.94</b>
<b>Current</b>		
Other Provisions	-	-
	-	-

11 OTHER LIABILITIES

	31 March 2024	31 March 2023
<b>Current</b>		
Statutory dues	760.51	1,925.86
Advance from Customers	6,454.42	34,954.42
	<b>7,214.93</b>	<b>36,880.28</b>

**12 REVENUE FROM OPERATIONS**

	For the year ended as on	
	31 March 2024	31 March 2023
<b>Revenue from sale of products (Gross)</b>		
Sale of Solar System	421.96	-
Sale of Sugar	1,561.91	-
Sale of Electrolyser System & Accessories	63,114.40	-
	<b>65,098.26</b>	-
<b>Revenue from rendering services</b>		
Sale of Services	3,750.01	3,300.01
	<b>3,750.01</b>	<b>3,300.01</b>
	<b>68,848.27</b>	<b>3,300.01</b>

**13 OTHER INCOME**

	For the year ended as on	
	31 March 2024	31 March 2023
Interest income on bank deposits	-	20.01
Interest on Incme Tax Refund	20.06	-
Profit on Sale of Assets	37,248.03	-
Sundry Balances written back	-	4.12
	<b>37,268.09</b>	<b>24.13</b>

**14 COST OF MATERIALS CONSUMED**

	For the year ended as on	
	31 March 2024	31 March 2023
Opening stock	-	-
Add: Purchases made during the year	-	-
Less: Closing stock	-	-
	-	-

**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)

**15 PURCHASE OF STOCK IN TRADE**

	For the year ended as on	
	31 March 2024	31 March 2023
Purchase of stock in trade during the year	64,790.03	-
	<b>64,790.03</b>	-

**16 CHANGES IN WORK IN PROGRESS**

	For the year ended as on	
	31 March 2024	31 March 2023
Opening Work in Progress	15,817.95	15,817.95
Opening of Stock in Trade	-	-
Opening of Finished Goods	-	-
<b>Total</b>	<b>15,817.95</b>	<b>15,817.95</b>
Closing Work in Progress	13,184.83	15,817.95
Closing of Stock in Trade	2,909.98	-
Closing of Finished Goods	-	-
<b>Total</b>	<b>16,094.82</b>	<b>15,817.95</b>
	<b>(276.86)</b>	-

**17 EMPLOYEE BENEFITS EXPENSE**

	For the year ended as on	
	31 March 2024	31 March 2023
Salaries, wages and bonus	1,778.20	1,799.92
Staff Welfare	-	-
Contribution to funds	-	-
Directors Remuneration	300.00	300.00
	<b>2,078.20</b>	<b>2,099.92</b>

**18 DEPRECIATION AND AMORTISATION EXPENSE**

	For the year ended as on	
	31 March 2024	31 March 2023
Depreciation and amortisation	2,350.46	2,446.39
	<b>2,350.46</b>	<b>2,446.39</b>

**19 FINANCE COSTS**

	For the year ended as on	
	31 March 2024	31 March 2023
Bank Charges	29.77	5.24
Interest on WCTL	1,020.77	1,320.26
Interest on Term Loan	367.15	558.97
Other Borrowing Cost	-	-
	<b>1,417.70</b>	<b>1,884.47</b>

**20 OTHER EXPENSES**

	For the year ended as on	
	31 March 2024	31 March 2023
Repairs and Maintenance	21.00	254.54
Factory Expenses	1,233.83	-
Computer Expenses	39.60	22.08
Travelling and Conveyance	1,358.37	253.47
Telephone Expenses	12.23	12.72
Legal and Professional Charges	606.80	467.40
Postage Printing and Stationery	322.59	23.58
Demat Facility Charges	185.04	244.57
Rent Rates and Taxes	299.82	871.01
Listing Fee	410.80	1,500.00
Membership and Subscription Charges	24.58	5.00
Auditor's Remuneration	-	125.00
Electricity Charges	20.74	44.65
Society Charges	-	8.42
Advertisement and Sales Promotion	48.00	50.40
GST Interest & Penalty	36.66	-
Service Charges	16.80	-
Sundry Balance written off	1,150.78	-
Other Mis. Expenses	1,616.76	88.61
	<b>7,404.40</b>	<b>3,971.43</b>

**20 Auditors remuneration**

	31 March 2024	31 March 2023
Statutory Audit Fees	70.00	70.00
Tax Audit Fees	25.00	25.00
Limited Review Fees	30.00	30.00
	<b>125.00</b>	<b>125.00</b>

21 EARNING PER SHARE

	31 March 2024	31 March 2023
<b>Basic and diluted earning per share (face value of Rs. 10 each)</b>		
- Profit attributable to the equity share holders of the	28,352.44	(7,078.08)
- Weighted average number of equity shares (par value of Rs. 10/- each)	50,96,000	50,96,000
<b>Basic earnings per share</b>	<b>5.56</b>	<b>(1.39)</b>
- Profit attributable to the equity share holders of the	28,352.44	(7,078.08)
- Weighted average number of equity shares (par value of Rs. 10/- each)	50,96,000	50,96,000
<b>Diluted earnings per share</b>	<b>5.56</b>	<b>(1.39)</b>

**22 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 departrure @ 15 days of last drawn salary for each completed year of service. The maximum gratuity being Rs. 10,00,000/-

(Rs. in Thousand)

	2023-24	2022-23
Contribution to Defined Contribution Plan, recognized as Expense for the year are under:	-	-
Employer Contribution to Provident Fund	62.69	86.54
<b>Total</b>	<b>62.69</b>	<b>86.54</b>

**II Defined Benefit Plan**

	Gratuity	
	(Un-Funded )	(Un-Funded )
	2023-24	2022-23
<b>A Change in Present Value of Obligation</b>		
Present Value of the Obligation at the beginning of Year	3,568.79	3,568.79
Interest Cost	-	-
Current Service Cost	-	-
Benefits Paid	(372.85)	-
Actuarial (gain)/ loss on obligations	-	-
Present Value of the Obligation at the end of Year	3,195.94	3,568.79
Fair value of plan assets	-	-
Un-funded liability	3,195.94	3,568.79

	Gratuity	
	(Un-Funded )	(Un-Funded )
	2023-24	2022-23
<b>B Amount Recognised in the Balance Sheet</b>		
Present Value of the Obligation	3,195.94	3,568.79
Fair value of plan assets	-	-
Un-funded Liability	3,195.94	3,568.79
Unrecognized actuarial gains/ losses	-	-
Un-funded liability recognized in Balance Sheet	3,195.94	3,568.79

	Gratuity	
	(Un-Funded )	(Un-Funded )
	2023-24	2022-23
<b>C Amount Recognised in the Profit &amp; Loss</b>		
Present Value of the Obligation	3,195.94	3,568.79
Fair value of plan assets	-	-
Un-funded Liability	3,195.94	3,568.79
Unrecognized actuarial gains/ losses	-	-
Un-funded liability recognized in Balance Sheet	3,195.94	3,568.79

	Gratuity	
	(Un-Funded )	(Un-Funded )
	2023-24	2022-23
<b>D Reconciliation of Balance Sheet</b>		
Present Value of the Obligation at the beginning of period	3,568.79	3,568.79
Total expense recognised in the Profit and Loss Account	-	-
Benefit paid during the period	(372.85)	-
Fair value of plan assets	-	-
Present Value of the Obligation at the end of period	3,195.94	3,568.79



		Gratuity	
		(Un-Funded )	(Un-Funded )
		2023-24	2022-23
<b>E</b>	<b>The Assumptions used to determine the benefit obligations are as follows :</b>		
	Discount Rate	7.47%	7.47%
	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.

### 23 Contingent Liability

(Rs. in Thousand)

		As at March 31, 2024	As at March 31, 2023
	Particulars		
	Interest and Penalty on Sales tax	-	4,362.89
	Bank Guarantee	-	-

The Company has no amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31 March 2024

		As at March 31, 2024	As at March 31, 2023
	Total outstanding dues of micro and small enterprises (as per the intimation received from vendors)		
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.

- 24** 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.

**STERLING POWERGENSYS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

- 25 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.
- 26 The company is operating in one segment i.e. Solar Power. Thus, the segment reporting is not required.

**27 Related Party Disclosure**

**Key Management Personnel (KMP)**

Mr. S. Venkat Subrmanian  
 Ms. Rajalakshmi Venkat  
 Mr. Deepak Shah

Chairman  
 Director  
 Director

**Details of Related Party Transactions**

Particulars	2023-24	2022-23
<b>Remuneration</b>		
Mr. S. Venkata Subramanian	300.00	300.00
	<b>300.00</b>	<b>300.00</b>
<b>Loan Taken during the year</b>		
Mr. S. Venkat Subrmanian	3,943.78	2,971.50
Mr. Deepak S. Shah	-	-
	<b>3,943.78</b>	<b>2,971.50</b>
<b>Loan Repaid during the year</b>		
Mr. S. Venkat Subrmanian	4,421.60	3,433.02
	<b>4,421.60</b>	<b>3,433.02</b>
<b>Reimbursement of Expenses</b>		
Mr. S. Venkat Subrmanian	550.75	77.40
	<b>550.75</b>	<b>77.40</b>
<b>Loan Outstanding at year end</b>		
Mr. S. Venkat Subrmanian	9,256.46	9,734.28
Mr. Deepak S. Shah	3,696.56	3,696.56
	<b>12,953.02</b>	<b>13,430.84</b>
<b>Payable at the year end</b>		
Mr. S. Venkat Subrmanian	26.93	16.02
Mr. Deepak S. Shah	-	-
	<b>26.93</b>	<b>16.02</b>

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

	For the Half Year ended March 31, 2024			For the Year ended March 31, 2023	
			% of total consumption		% of total consumption
Imported	-	-	0.00%	-	0.00%
Indigenous	-	-	0.00%	-	0.00%
<b>Total</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>

**29 CIF VALUE OF IMPORTS**

	2023-24	2022-23
Raw Material	-	-
Total	-	-

**30 Information in respect of foreign exchange inflow & outflow**

	2023-24	2022-23
Earning in Foreign Currency	-	-
Foreign Exchange Outflow	-	-

**STERLING POWERGENSYS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

**31** 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.

**32 Trade Receivables ageing schedule:**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 mths - 1 year	1 - 2 years	2 - 3 years	> 3 years	
(i) Undisputed – considered good	-	-	-	-	<b>98,897.13</b> <i>(81,024.45)</i>	<b>98,897.13</b> <i>(81,024.45)</i>
(ii) Undisputed – considered doubtful	-	-	-	-	-	-
(iii) Disputed – considered good	-	-	-	-	-	-
(iv) Disputed – considered doubtful	-	-	-	-	-	-
						<b>98,897.13</b> <i>(81,024.45)</i>

*\* Amount in brackets relates to Previous Year.*

**33** There are no transactions which were not recorded in books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under Income tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**34** During the year, the Company has not executed any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

STERLING POWERGENSYS LTD  
NOTES TO THE FINANCIAL STATEMENTS

35 Analytical Ratios

Particulars	Numerator Denominator	As at March 31, 2024	Numerator Denominator	As at March 31, 2023	Variance	Remarks (Only for change in ratio by more than 25%)
(a) Current Ratio	1,782.98	1.11	1,297.51	1.12	-0.33%	
	1,601.70		1,161.77			
(b) Debt-Equity Ratio	242.50	17.07	528.67	-2.01	948.68%	Due to Reduction in EBITDA, Equity has reduced.
	14.20		-262.82			
(c) Debt Service Coverage Ratio	321.21	1.07	(27.47)	-1.49	-171.75%	Due to Reduction in EBITDA during current year
	300.35		18.43			
(d) Interest Coverage Ratio	321.21	22.66	72.96	3.87	485.24%	Due to Reduction in EBITDA during current year
	14.18		18.84			
(e) Return on Equity	283.52	1995.97%	(70.78)	26.93%	-7311.35%	Due to Reduction in EBITDA during current year
	14.20		(262.82)			
(f) Inventory turnover ratio	(2.77)	-1.91%	-	0.00%	0.00%	
	145.01		145.01			
(g) Trade Receivables turnover ratio	988.97	1.44	810.24	24.55	-94.15%	Due to Realisation of Trade Receivables
	688.48		33.00			
(h) Trade payables turnover ratio	1,357.87	1.97	664.30	20.13	90.20%	Due to Payments made to Trade Payables
	688.48		33.00			
(i) Net capital turnover ratio	688.48	3.80	33.00	0.24	1462.23%	Due to Reduction in Net Current Assets
	181.28		135.74			
(j) Net profit ratio	283.52	0.41	(70.78)	-2.14	119.20%	Due to Reduction in EBITDA during current year
	688.48		33.00			
(k) Return on Capital employed	283.52	1960.32%	(70.78)	26.96%	-7171.83%	Due to Reduction in EBITDA during current year
	14.46		(262.56)			
(l) Return on investment		NA		NA		

### **36 FINANCIAL RISK MANAGEMENT**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Market risk; and
- Liquidity risk

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are monitored & reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The key risks and mitigating actions are placed before management of the Company who then evaluates and takes the necessary corrective action.

#### **[A] Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instruments fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, cash and cash equivalents, deposits with banks and other financial instruments measured at amortised cost.

The carrying amounts of financial assets represents maximum credit risk exposure. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and deposits.

However, the credit risk arising on cash and cash equivalents and bank deposits is limited as the Company invest in deposits with banks and financial institution with credit ratings and strong repayment capacity.

#### **Trade receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer,

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

	<b>(Rs. in Thousand)</b>	
	<b>31 March 2024</b>	<b>31 March 2023</b>
Not due	-	-
Past due 1-180 days	-	-
Past due for more than 180 days	98,897	81,024
	<b>98,897</b>	<b>81,024</b>

#### **Expected credit loss assessment**

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

**STERLING POWERGENSYS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

**Cash and cash equivalent**

As at the year end, the Company held cash and cash equivalents of Rs. 50,28,409/- (31.03.2023 - Rs. 2,81,159/-). The cash and cash equivalents are held with banks with good credit rating.

**Other bank balances**

Other bank balances are held with banks with good credit rating.

**Investments**

The Company limits its exposure to credit risk by generally investing in fixed deposits of counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties.

**Other financial assets**

Other financial assets are neither past due nor impaired.

**[B] Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. The Company has obtained fund and non-fund based working capital lines from various banks. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

**Maturities of financial liabilities**

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

	(Rs. in Thousand)			
	Carrying amount	Within 1 year	More than 1 year	Total
<b>31 March 2024</b>				
<b>Non-derivatives</b>				
Current borrowings	-	-	-	-
Trade payables	1,35,787.39	1,35,787.39	-	1,35,787.39
Other financial liabilities	17,167.85	17,167.85	-	17,167.85
<b>Total</b>	<b>1,52,955.24</b>	<b>1,52,955.24</b>	<b>-</b>	<b>1,52,955.24</b>
<b>31 March 2023</b>				
<b>Non-derivatives</b>				
Current borrowings	-	-	-	-
Trade payables	66,429.95	66,429.95	-	66,429.95
Other financial liabilities	12,866.77	12,866.77	-	12,866.77
<b>Total</b>	<b>79,296.72</b>	<b>79,296.72</b>	<b>-</b>	<b>79,296.72</b>

**[C] Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The Company is exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

**STERLING POWERGENSYS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

**(i) Interest rate risk**

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During the year ended March 31, 2023 and March 31, 2022

(a) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

	(Rs. in Thousand)	
	31 March 2024	31 March 2023
Variable rate borrowings	8,952.78	11,484.95
Fixed rate borrowings	2,344.06	3,504.98
<b>Total borrowings</b>	<b>11,296.83</b>	<b>14,989.93</b>

(b) Sensitivity

	(Rs. in Thousand)	
	Impact on profit after tax	
	31 March 2024	31 March 2023
USD		
- Increase by 1%	112.97	149.90
- Decrease by 1%	-112.97	-149.90

**(A) Financial instruments by category**

(Rs. in Thousand)						
31 March 2024	FVTPL	Amortised Cost	FVTOCI	Level 1	Level 2	Level 3
<b>Financial assets</b>						
<b>Current</b>						
Loans - Deposits	-	437.42	-	-	-	437.42
	-	<b>437.42</b>	-	-	-	<b>437.42</b>

31 March 2023	FVTPL	Amortised Cost	FVTOCI	Level 1	Level 2	Level 3
<b>Financial assets</b>						
<b>Current</b>						
Loans - Deposits	-	432.42	-	-	-	432.42
	-	<b>432.42</b>	-	-	-	<b>432.42</b>

The management assessed that carrying values of financial assets i.e. trade receivable, cash and cash equivalents, loans, trade payables and other

**(B) FAIR VALUE HEIRARCHY**

Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction. The Company has made certain judgements and estimates in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company as classified the financial instruments into

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities. This includes mutual funds and listed equity instruments that have quoted price. The mutual funds are valued using the closing NAV.

Level 2: Level 2 hierarchy includes financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.

**STERLING POWERGENSYS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

Level 3: If one or more of the significant inputs is not based on the observable market data, the instrument is included in Level 3 hierarchy.

**(C) VALUATION TECHNIQUES**

Specific valuation techniques used to value financial instruments include

- the use of quoted market prices for mutual funds
- the use of quoted market prices for equity instruments

There are no items in the financial instruments, which required level 3 valuation.

**37 CAPITAL MANAGEMENT**

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

In terms of our report attached.

**For Doshi Maru & Associates**

**Chartered Accountants**

**FRN No. 112187W**

**Atul B. Doshi**  
Partner  
Mem No.: 102585

**For and on behalf of the Board of Directors**

**Sd/-**  
**S. Venkata Subramanian**  
**Chairman**  
**DIN: 00107561**

**Sd/-**  
**Rajalakshmi Venkat**  
**Director**  
**DIN: 00107754**

**Place : Mumbai**  
Date : 06/05/2024

**Sd/-**  
**Pundalik Davane**  
**CFO**

**Sd/-**  
**CS Gaurav Kaushik**  
**Company Secretary**