

NOTICE

Notice is hereby given that the **Eleventh** Annual General Meeting (“AGM”) of the members of Sterling Sez and Infrastructure Limited (Under Corporate Insolvency Resolution Process) (“Corporate Debtor/Company”) will be held on Wednesday, December 30, 2020 at 11.00 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OVAM”), to transact the following business:

BACKGROUND:

SREI Infrastructure Finance Limited, Financial Creditor had made an application for commencement of Corporate Insolvency Resolution Process (“CIRP”) of Sterling Sez and Infrastructure Limited (“Corporate Debtor/Company”) under Section 7 of Insolvency and Bankruptcy Code, 2016 (“IBC”) read with applicable rules made thereunder, before the Hon’ble National Company Law Tribunal, Mumbai bench (“Hon’ble NCLT”).

The Hon’ble NCLT vide its order dated July 16, 2018 allowed initiation of CIRP of the Company and Mr. Vishal Ghisulal Jain was appointed as the Interim Resolution Professional (“IRP”) for the Company. Further, Mr. Manoj Agarwal was appointed as the Resolution Professional (“RP”) of the Company by the Committee of Creditors (“CoC”) at their meeting held on August 27, 2018 and confirmed by the order of the Hon’ble NCLT dated October 11, 2018. As per Section 17 of the IBC, from the date of appointment of the IRP the management of affairs and powers of the board of directors of the Company were suspended and stood vested with IRP/RP of the Company.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended March 31, 2017 together with the reports of the Board of Directors’ and Auditor’s thereon.
2. None of the directors falling under the purview of retirement by rotation u/s 152(6) of the Companies Act, 2013 have offered themselves for reappointment.
3. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and hereby accorded to ratify all the appointment/s made by Committee of Creditor (“CoC”) and appoint of M/s. DRK & Associates., Chartered Accountants, (ICAI Firm Registration No. 130543W) as Statutory Auditor of the Company to hold office for the period of Five years i.e. from the Financial Year 2017-18 to 2022-23 respectively at the remuneration as may be determined by the CoC.

**For Sterling Sez and Infrastructure Limited
(Company under Corporate Insolvency Resolution Process)**



**CA Manoj Kumar Agarwal
Resolution Professional**

IBBI/IPA-001/IP-P00714/2017-2018/11222

Date: December 8, 2020

Place: Mumbai

: NOTES :

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Annual General Meeting (“the meeting” / “AGM”) will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provision of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditor of the Company should be made for a term of Five consecutive years. The Members are request to ratify all the resolutions passed for appointment of M/s DRK and Associates, LLP Chartered Accountant, having Firm Registration Number: 130543W, as the Statutory Auditor of the Company by the Committee of Creditors (“CoC”) constituted under the Insolvency and Bankruptcy Code, 2016 read with other applicable rules and regulation made thereunder.
 - Meeting held on October 4, 2018, appointed the Statutory Auditor of the Company for the FY 2017-18 and for the period April1, 2018 till July 16, 2018.
 - Letter issued by the Resolution Professional on October 10, 2019, the appointment of Statutory Auditor continued from period July 17, 2018 to March 31, 2019 i.e. appointed the Statutory Auditor of the Company for the FY 2018-19.
 - Letter issued by the Resolution Professional on June 24, 2020 appointed the Statutory Auditor of the Company for the FY 2019-20.

The members are requested to ratify above mentioned appointment made by the CoC & the Resolution Professional and appoint the said Statutory Auditor of the Company to hold office for the period of Five years i.e. from the Financial Year 2017-18 to 2022-23 respectively.

3. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
4. In compliance with the Circulars, the Annual Report for the Financial Year 2016-17, the Notice of the AGM, instructions for voting are being sent only through electronic mode to those members whose

email addresses are registered with the Company / depository participant(s).

5. Since the General Meeting will be held through VC or OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney, Authorization Letter to the Company.
8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sterlingsez.com.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the General Meeting. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of General Meeting. Members seeking to inspect available documents can send an email to rp.sterlingsez@gmail.com.
12. All correspondence pertaining to Equity Shares should be forwarded to the Company, Contact person: Mr. Manoj Kumar Agarwal, Email: rp.sterlingsez@gmail.com or the Company's Registrar and Transfer Agent M/s. Purva Shareregistry (India) Private Limited, situated at Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Lower Parel (E), Mumbai 400 011, Contact person: Mr. Rajesh Shah, Tel: 022-2301 2517/8261, Mob: 9969053005, Email: support@purvashare.com and requested to immediately inform their change of address, change of e-mail address or consolidation of folios, if any, to the Company or Company's said Registrar and Transfer Agent.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account

Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants and members holding shares in physical form can submit their PAN details to the Company.

14. The Company will send Notice of AGM in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company consenting to send the Annual Report and other document in electronic form at the said e-mail address.
15. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death, may do so by submitting the attached Nomination Form (Form SH - 13) to the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company at rp.sterlingsez@gmail.com .
17. The Notice for the Annual General Meeting will be available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon upto the date of Annual General Meeting. The Notice will also be available on the Company's website at: www.sterlingsez.com.
18. If a poll is ordered to be taken by the RP or demanded in accordance with Section 109 of the Act, members attending the AGM through VC /OAVM can cast their vote during the AGM by sending an e-mail to mihenhalani@gmail.com from their e-mail addresses registered with the Company.
19. M/s Mihen Halani and Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting by way of poll process, if demanded, in a fair and transparent manner.
20. The voting results will be declared during the AGM. In case poll is demanded, the Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the RP or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared or the Scrutinizer Report shall be placed on the website of the Company www.sterlingsez.com and notice board of the Company at the registered office immediately after the declaration of result by the RP or a person authorized by him in writing.

A. INSTRUCTIONS FOR MEMBERS FOR JOINING THE MEETING:

- i. *The link for attending the AGM through VC/OAVM along with user id and password shall be shared to all the shareholders separately via email.*
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. If you have any queries or issues regarding attending AGM through the link, you may contact 022-62638222 or write an email to agmparticipant@bigshareonline.com.
- vi. Shareholders may send their questions/queries in advance at least 48 working hours prior to the time fixed for meeting mentioning their Name, demat account number/folio number, email id, mobile number to Mr. Manoj Kumar Agarwal, Email: rp.sterlingsez@gmail.com. These queries will be replied to by the company suitably by email or answered during the AGM.

B. OTHER INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. The Members will be able to attend the AGM through VC/OAVM and vote on the resolutions by using their registered mail ID.
- ii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- iii. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
- iv. Please **Propose** and **Second** any of the Resolution by raising your hand/ Show of hands and by saying "I **Propose the Resolution**" or "I **Second the Resolution**" whenever it is asked by the RP.
- v. Please click on the "Mute" tab, when there is any disturbance or noise around you or not talking.
- vi. Please click on "Unmute" tab when you want to say something.
- vii. The Members who need any assistance or clarification while using the video conferencing facility can send an email at rp.sterlingsez@gmail.com.
- viii. The Members can raise questions seeking any information with regard to the accounts or any matter to be placed at the AGM during the meeting. In the said context, the Members are also requested to send their queries, if any, to the Company at rp.sterlingsez@gmail.com with a copy to, not less than 7 days before the date of AGM, so that the requisite information/explanations can be provided in time.
- ix. The documents referred to in this Notice and the Explanatory Statement along with statutory records and registers/ returns including the Register of Directors and Key Managerial Personnel and their shareholding, etc., as required to be kept open for inspection under the Act, shall be made available for inspection by the Members as per applicable statutory requirements in electronic mode. Members can inspect the same by sending an e-mail to rp.sterlingsez@gmail.com .

**For Sterling Sez and Infrastructure Limited
(Company under Corporate Insolvency Resolution Process)**



**CA Manoj Kumar Agarwal
Resolution Professional**

IBBI/IPA-001/IP-P00714/2017-2018/11222

Date: December 8, 2020

Place: Mumbai



STERLING SEZ AND INFRASTRUCTURE LIMITED

CIN No. U45201MH2006PLC162784

Corporate Office: Sandesara Estate, Padra Road, Atladra, Vadodara-390 012. Gujarat, India.

Tel.: +91-265-2680720/730 • Fax: +91-265-2680257, 2680732

E-mail Registration-Cum-Consent Form

To,
Manoj Kumar Agarwal,
Resolution Professional,
Sterling Sez and Infrastructure Limited
C-25, Laxmi Tower, 'A',-601, 6th floor, Bandra Kurla complex,
Bandra (east) Mumbai 400051 MH IN

I/We the members of the Company do hereby request you to kindly register/update my e-mail address with the Company. I/We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/mobile.

Folio No:..... DP-ID:..... Client ID:.....

Name of the Registered Holder (1st):.....

Name of the joint holder(s) (2nd):(3rd):.....

Registered Address:

..... PIN:

Mobile Nos. (to be registered):.....

Email id (to be registered):.....

Signature of the Shareholder(s)*

* Signature of all the shareholders is required in case of joint holding.

**Regd. Office: C-25, Laxmi Towers, 'A'-601, 6th Floor, BandraKurla Complex, Bandra (East), Mumbai-400 051.
India.**

Form No. SH-13 Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014)

To,
Manoj Kumar Agarwal,
Resolution Professional,
Sterling Sez and Infrastructure Limited
C-25, Laxmi Tower, 'A', -601, 6th floor, Bandra Kurla complex,
Bandra (east) Mumbai 400051 MH IN

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)-

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/ Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signatures: _____

Witness with name and address: _____

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else there quest will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the members.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.