

A.K.GOYAL
Company Secretary

" COCUSAN CHAMBERS"
D-62 Laxmi Nagar, Vikas Marg,
DELHI-110092
Ph. 22044974, 9810483669

Consolidated Report

The Chairman
Sterling Tools Limited
K-40, Connaught Circus
New Delhi-110 001.

Dear Sir,

Result of voting through electronic means conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Poll conducted pursuant to Section 109 of the Companies Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 for the 35th Annual General Meeting of the Company held on Tuesday, September 02, 2014 at 9.30 A.M. at Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016.

I, A. K. Goyal, Practicing Company Secretary, appointed as scrutinizer of **Sterling Tools Limited** (the Company), with respect to the captioned subject hereby submit my consolidated report as under:

Ordinary Business

Resolution-1 : Ordinary Resolution

Adoption of financial Statement for the year ended 31st March, 2014:

Particulars	Number of Members casted valid votes			Number of valid votes casted			Total	(%)
	E-voting	Poll	Total	E-voting	Poll	Total		
Assent	11	81	92	4823008	7352	4830360	99.99	
Dissent	-	2	2	-	2	2	0.00	
Invalid	-	5	5	-	6	6	0.01	
Total	11	88	99	4823008	7360	4830368	100.00	

Based on the above, the Resolution has been passed with requisite majority



**Resolution-2 : Ordinary Resolution
Declaration of Dividend:**

Particulars	Number of Members casted valid votes			Number of valid votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	11	81	92	4823008	7357	4830365	99.99
Dissent	-	2	2	-	2	2	0.00
Invalid	-	5	5	-	6	6	0.01
Total	11	88	99	4823008	7365	4830373	100.00

Based on the above, the Resolution has been passed with requisite majority

**Resolution-3 : Ordinary Resolution
Re-appointment of Mr. Atul Aggarwal, Director who retires by rotation:**

Particulars	Number of Members casted valid votes			Number of valid votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	11	81	92	4823008	7352	4830360	99.99
Dissent	-	2	2	-	2	2	0.00
Invalid	-	5	5	-	6	6	0.01
Total	11	88	99	4823008	7360	4830368	100.00

Based on the above, the Resolution has been passed with requisite majority

**Resolution-4 : Ordinary Resolution
Re-appointment Auditors**

Particulars	Number of Members casted valid votes			Number of valid votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	11	81	92	4823008	7357	4830365	99.99
Dissent	-	2	2	-	2	2	0.00
Invalid	-	5	5	-	6	6	0.01
Total	11	88	99	4823008	7365	4830373	100.00

Based on the above, the Resolution has been passed with requisite majority

SPECIAL BUSINESS

**Resolution-5 : Special Resolution
Appointment of Dr. T N Kapoor as an Independent Director**

Particulars	Number of Members casted valid votes			Number of valid votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	11	81	92	4823008	7352	4830360	99.99
Dissent	-	2	2	-	2	2	0.00
Invalid	-	5	5	-	6	6	0.01
Total	11	88	99	4823008	7360	4830368	100.00

Based on the above, the Resolution has been passed with requisite majority



