

MINUTE BOOK

PROCEEDINGS FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT OF STERLING TOOLS LIMITED HELD AT K-40, CONNAUGHT CIRCUS, NEW DELHI-110001 ON FRIDAY 9TH OCTOBER, 2015 AT 2 P.M.

Present:

Sh. M.L. Aggarwal	Chairman & Member
Sh. Anil Aggarwal	Managing Director & Member
Sh. Atul Aggarwal	Member

In attendance:

Vaishali Singh	Company Secretary
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Scrutinizer

Sh. A.K. Goyal	Scrutinizer
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Sh. M.L. Aggarwal, Chairman, chaired the proceedings.

Sh. A.K. Goyal, the Scrutinizer, appraised to Chairman the following facts:

- The Postal ballot process had been conducted in a fair and transparent manner under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
- The Company had also provided e-voting facility to its members as required under Companies Act, 2013 and the Listing Agreement.
- The scrutiny had been completed on all the postal ballot forms (electronic/physical) received upto 5 p.m. on Tuesday 6th October, 2015.
- The resolution had been passed with requisite majority.
- The resolution given in Postal Ballot would have to be considered as passed on 10th October, 2015, in terms of the Secretarial Standards on General Meetings(SS-2) issued by the Institute of Company Secretaries of India in terms of section 118 of Companies Act, 2013.

The Scrutinizer then submitted his report setting out the results on the voting by Postal Ballot / Remote e-voting to the Chairman.

The report submitted by Scrutinizer was taken on record and the Chairman announced the results of the voting by Postal Ballot as under:

SPECIAL RESOLUTION

Alteration in object clause

Particulars	Postal Ballot & Remote E-Voting
Number of valid ballots	61
Number of valid votes received	4811335


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Votes in favour of the Resolution	4807594
Votes against the resolution	3741
% of votes cast in favour(assent)	99.92
% of votes cast against(dissent)	0.08
RESULT	The Special Resolution was passed on 9 th October, 2015 as more than the requisite majority of votes were cast in favour of the resolution.

The Chairman declared that the following Special Resolution as set out in the Postal Ballot Notice dated 4th August, 2015 was carried out with more than requisite majority:

1. Alteration in object clause:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to alter object clause(A)(4) of the Memorandum of Association by substituting the same with the following clause:

4. To act as agents, sub-agents, distributors, Commission agents, representatives, warehousemen, merchants, traders, stockists, sales organizers and to provide testing facilities to outside parties.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

Vote of Thanks

There being no other matter to transact, the meeting concluded with a vote of thanks to the Chair.

Date: 10th October, 2015
Place: New Delhi



CHAIRMAN

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