



STERLING TOOLS LIMITED

CIN No.: L29222DL1979PLC009668

Regd. Office : K-40, Connaught Circus, New Delhi-110001

Corporate Office : Plot No. 4, D L F Industrial Estate, Faridabad-121003

E-mail : sterling@stlfasteners.com, Website : www.stlfasteners.com

Tel : 91 129 2270621-25 / Fax : 91 129 2277359

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completion of this form)

Serial No

- Name & Address of the Sole/ First named Shareholder as registered with the Company
- Name(s) of the joint Shareholder(s), if any, registered with the Company
- Registered Folio No./ DPID No.* & Client ID No.* : (*Applicable to investors holding shares in dematerialized form)
- Number of shares held
- I/We hereby exercise my/our vote in respect of the Resolution (s) to be passed through e-voting/ Postal Ballot for the business stated in the Postal Ballot Notice dated 5th November, 2016 of the Company by conveying my/our assent or dissent to the said Resolution (s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Ordinary Resolution under Section 61 of the Companies Act, 2013 for Sub-division of Equity Shares of the Company having a face value of Rs. 10/each fully paid-up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- each fully paid-up.			
2.	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of Capital Clause of the Memorandum of Association of the Company.			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	PASSWORD

Notes :

- Please read carefully the instructions printed overleaf before exercising the vote.
- Last date for receipt of postal Ballot Forms by Scrutinizer is **Monday, December 19, 2016.**

P.T.O.

INSTRUCTION FOR E-VOTING

The procedure and instructions for e-voting as given in the Notice dated 5th November, 2016 for Postal Ballot, are reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
- a. Open e-mail and open PDF file viz."STL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Sterling Tools Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goyalsify11@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of postal Ballot (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 - c. A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form no other form or photocopy thereof is permitted, sign and send in the enclosed self-addressed postage pre-paid envelope.
 - d. The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
 - e. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
 - f. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
 - g. Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
 - h. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5 p.m. on Monday, December 19, 2016. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
 - l. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. h above.
- III. General**
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th November, 2016.
 - E. The Company has appointed Mr. A. K. Goyal, Practicing Company Secretary (FCS No. 1565, C-7461) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
 - F. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.stffasteners.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE and NSE.

TENTATIVE CALENDER Of EVENTS OF POSTAL BALLOT OF STERLING TOOLS LIMITED

S. No.	Events	Date
1.	Date on which consent was given by the Scrutinizer to act in that capacity.	05-11-2016 (Saturday)
2.	Date of Board Resolution approving the Postal Ballot Notice and authorizing the Directors/Director/Company Secretary to be responsible for the entire Postal Ballot Process	05-11-2016 (Saturday)
3.	Intimation to Stock Exchange/Outcome of Meeting	05-11-2016 (Saturday)
4.	Cut- off Date for determining List of Shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights	11-11-2016 (Friday)
5.	Date of completion of dispatch of Postal Ballot Notice alongwith the Explanatory Statement and Postal Ballot Form.(Physically and through e mail)	18-11-2016 (Friday)
6.	E -Voting Period (commencement and ending period)	20-11-2016 (Sunday 10.00 A M) to 19-12-2016 (Monday 5.00 P M)
7.	E-Voting ends and Last date for receiving duly filled and signed Postal Ballot Forms by the Scrutinizer	19-12-2016 (Monday)
8.	Date of Submission of report by the Scrutinizer to the Chairman/ person authorised by the Chairman	21-12-2016 (Wednesday)
9.	Date of declaration of results of the Postal Ballot by the Chairman / person authorised by the Chairman	21-12-2016 (Wednesday)
10.	Declaration of Results to BSE & NSE and uploading of results of Postal Ballot on the website of the company	21-12-2016 (Wednesday)



STERLING TOOLS LIMITED

CIN No.: L29222DL1979PLC009668

Regd. Office : K-40, Connaught Circus, New Delhi-110001

Corporate Office : Plot No. 4, D L F Industrial Estate, Faridabad-121003

E-mail : sterling@stlfasteners.com, Website : www.stlfasteners.com

Tel : 91 129 2270621-25 / Fax : 91 129 2277359

NOTICE OF POSTAL BALLOT & E-VOTING

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and as per Regulations of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and pursuant to other applicable laws and regulations, that the Resolutions appended below for sub-division of Equity Shares and consequential amendments to the Memorandum of Association are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

Pursuant to provisions of Section 102 of Companies Act, 2013 the Explanatory Statement pertaining to the Resolutions setting out to the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the 'Form') for your consideration. You are requested to send the duly filled Postal Ballot Form with your assent or dissent to the annexed Resolutions.

The Company has appointed Shri A. K. Goyal, Company Secretary in Practice as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, the 19th December, 2016, the last date for the receipt of the completed Postal Ballot forms.

The Scrutinizer will submit their report to the Chairman of the Board / Director after completion of the scrutiny and the result will be announced on Wednesday, the 21st December, 2016 at 4.00 P.M. at the Registered Office of the Company i.e. K-40, Connaught Circus, New Delhi-110001

The resolutions passed through the Postal Ballot shall be deemed to be passed in an **Extra Ordinary General Meeting** of the Company

ITEM NO. 1

Sub-division of 1 (one) Equity Share of face value of Rs. 10/- each into 5 (Five) Equity Shares of Rs. 2/- each.

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

RESOLVED that pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of Rs. 10/- each fully paid-up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- each fully paid-up.

RESOLVED FURTHER that on sub-division, 5 (Five) Equity Shares of face value of Rs. 2/- each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full in dividends to be declared after the sub- divided Equity Shares are allotted.

RESOLVED FURTHER that on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

ITEM NO. 2

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED that pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, and subject to such other approval(s) from the concerned Statutory Authority(ies), Clause V of

the Memorandum of Association of the Company be and is hereby substituted by the following clause:-

Clause V: - "The authorised share capital of the Company shall be Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores) Equity shares of Rs. 2/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

Date: 5th November, 2016

Place: Faridabad

**By Order of the Board
For Sterling Tools Limited**

**Registered Office:
K-40, Connaught Circus,
New Delhi-110001**

**(Vaishali Singh)
Company Secretary
Membership No. A15108
House No. 466, Second Floor
Ashoka Enclave Part-III
Faridabad-121003**

NOTES:

1. An Explanatory Statement setting out the material facts concerning the Resolution is annexed.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolution contained in the Notice dated 5th November, 2016 is being taken through Postal Ballot/Remote e-voting.
3. The Company has appointed Shri A. K. Goyal, Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot / Remote e-voting process.
4. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of members/ Record of Depositories as on 11th November, 2016. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date.
5. Under the 'Green Initiative' of the ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all other members by post alongwith Postal ballot Form.
6. The Company is extending Remote e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching Postal Ballot form. Remote e-voting is optional for members.
7. Please note that the members can opt for only one mode of voting, i.e. through Postal Ballot or Remote e-voting. In case of voting by both the modes, voting done through a valid physical Postal Ballot will prevail and Remote e-voting of such member will be ignored.
8. The Remote e-voting begins on Sunday, 20th November, 2016 at 9.00 am and end on Monday, 19th December, 2016 at 5.00 pm.
9. There will be one Postal Ballot Form/Remote e-voting for every Folio/ Client Id irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot form cannot be exercised by a proxy.
11. The Scrutinizer will submit his report after last date of receipt of Postal Ballot/ Remote e-voting i.e. 19th December, 2016.
12. The Scrutinizer's decision on the validity of a Postal Ballot/ Remote e-voting will be final.
13. The results of voting shall be declared by the Chairman of the Company on 21st December, 2016. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.stlfasteners.com and will be communicated to the BSE & NSE and also on the website of NSDL.

Instructions for Remote e-voting through electronic mode/physical mode is printed overleaf of Postal Ballot form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

The Equity Shares of your Company are listed and actively traded on the BSE and NSE.

The operations of the Company have grown significantly over the years, FY13-16 EBITDA CAGR of ~20% and EPS CAGR of ~38%. The market price of Company shares have also increased significantly over the years. In order to improve the liquidity of Company's shares, reduce volatility and to enhance the investor value by encouraging wider participation of small and retail investors the Board of Directors at its Meeting held on 5th November, 2016 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs.10/- each into 5 Equity Shares of face value of Rs.2/- each subject to approval of the Shareholders and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

Presently, the Authorised Share Capital of your Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- each.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item Nos. 2 of the Notice to reflect the change in face value of each Equity Share from Rs.10/- each to Rs. 2/- each.

The Directors recommend passing of the Resolutions at Item Nos. 1 & 2 of the Notice.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item Nos. 1 & 2 of the Notice except to the extent of their shareholding.

Date: 5th November, 2016

Place: Faridabad

**Registered Office:
K-40, Connaught Circus,
New Delhi-110001**

**By Order of the Board
For Sterling Tools Limited**

**(Vaishali Singh)
Company Secretary
Membership No. A15108
House No. 466, Second Floor
Ashoka Enclave Part-III
Faridabad-121003**