



STERLING TOOLS LIMITED

CIN No.: L29222DL1979PLC009668

Regd. Office: Office No. 243 C-10, Regus Elegance, 2F, Elegance,
Jasola District Centre, Old Mathura Road, New Delhi-110025

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

General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, P. J. Towers
Dalal Street, Fort
Mumbai – 400001

National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051

Security Code: 530759

Scrip Code: STERTOOLS

Date: 13th November 2018

Ref.: STL/SD/01/2018-2019

Subject: Postal Ballot Notice u/s 110 of the Companies Act, 2013 and Rules made thereunder

Dear Sir/Madam,

Please find enclosed herewith, Copies of the Postal Ballot Notice & Calendar of Event issued under Section 110 of the Companies Act, 2013.

Further, we wish to inform you that the Company will complete the dispatch of notice by 19th November, 2018, in terms of the requirements of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 along with the Postal Ballot Forms and self-addressed postage pre-paid envelopes for seeking member's assent or dissent in relation to Resolution(s) as mentioned in postal ballot notice.

Kindly take the same on record and oblige.

Thanking you

Sincerely
For Sterling Tools Limited


Vaishali Singh
Company Secretary



Encl.: as above.



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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 Resolution appended below for alteration of the object clause of the memorandum of association of the company is proposed to be passed by the Members through Postal Ballot/Electronic voting (remote e-voting).

Pursuant to provisions of Section 102 of Companies Act, 2013 the Explanatory Statement pertaining to the Resolution setting out 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 Resolution.

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 Wednesday, the 19th December, 2018, 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 Friday, the 21st December 2018 at 1.00 P.M. at the Registered Office of the Company i.e. Office No. 243 C-10, Regus Elegance, 2F, Elegance, Jasola District Centre, Old Mathura Road, New Delhi-110025.

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

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the necessary registration, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the consent of the Company be and is hereby accorded for alteration/modification of the Objects Clause (Clause III) of the Memorandum of Association of the Company in the following manner: -

- (i) The existing heading of Clause III (A) be substituted by the new heading titled as **"The Objects to be pursued by the Company on its incorporation are as under:"**
- (ii) Further Clause III (A) of the MOA be altered by substituting existing sub-clause 1 with the following sub-clause 1:
 1. *To carry on the business of manufacturers, designing, developing, fabricating, assembling, improving, processing, melting, refining, cleaning, normalizing, buying, selling, importing exporting and dealing in all kinds of tools, including pneumatic tools, hand tools, machine tools, cutting Tools, dies, moulds, master models, gauges, gauges templates, jigs, fixtures, tools holders, boring bars, test instruments, industrial knives, saws, other precision Industrial Engineering products like steel Rolls, Segments etc., accessories and component thereof and to market them.*

(iii) Further following new sub-clauses (sub-clause 5-14) be inserted after existing sub-clause No. 4 of Clause III(A) therein:

5. *To design, develop, manufacture and promote mechanical, mechatronic and electronic components as well as solutions, service and support infrastructure for internal combustion engine powered, hybrid and electric vehicles.*
6. *To carry on the business of manufacture, fabricate assemble and deal in automobile parts and agricultural implements of all kinds descriptions, automotive and other gears, transmission axles, Universal joints, springs, spring leaves, head lamps, sealed beams, clutch facing and brake lining component parts, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, pressed and other engineering items and other related items for motor cars, motor truck, buses, tractors, vans, jeeps, lorries, motor launches, aeroplanes, motor cycles, cycles and vehicles and conveyances of all kinds.*
7. *To develop, manufacture, sell, import export and deal in forgings and castings of all types and all equipment, materials and stores used therein and in any relation thereof.*
8. *To develop and commercialize technologies in the field of automation including tools, dyes, moulds, jigs fixtures, special purpose machines and allied business.*
9. *To carry on the business of manufacturers, importers, exporters, distributors, dealers, agents of machine tools, workshop accessories, machinery and parts and electrical accessories of all descriptions and general merchandise and Engineering and motors car accessories and parts*
10. *To carry on the business of electrical and electronic engineers, electricians, contractors, designers, maintenance engineers, manufacturers and dealers in electrical and electronic products of all kinds, generators, accumulators, wires, cables and lamps and electronic devices and controls.*
11. *To manufacture, produce, process, buy, sell, import, export and otherwise deal in components, parts and accessories of all automotive vehicles of every kind.*
12. *To carry on the business of designing, manufacturing, developing, fabricating, machining, assembling, improving, buying, selling, importing, exporting and dealings in all kinds of pressings, forgings, stampings, rolling, castings, laminations, fabrications, extrusions, automatic machines, electrical, electronic, mechanical, component and auto parts.*
13. *To carry on the trade and business of manufacturing of trucks, special purpose vehicles (SPV), two-wheelers, Three-wheelers, four wheelers, SUVs and similar vehicles designed for Transport and allied products.*
14. *To buy, sell, import, export and deal in raw materials, plant and machinery used or required for the business referred to in clause (11) above.*

(iv) The existing heading of Clause III (B) be substituted by the new heading titled as “Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:”.

(v) The existing Clause III (C) comprising clauses 1 to 3 be deleted permanently.

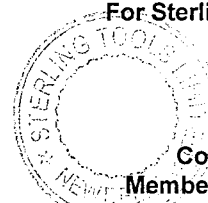
RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act,2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

Date: 12th November 2018
Place: Faridabad

Registered Office:
Office No. 243 C-10, Regus Elegance, 2F, Elegance,
Jasola District Centre, Old Mathura Road,
New Delhi-110025

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

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 12th November 2018 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 16th November 2018. 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 Tuesday, 20th November 2018 at 9.00 am and end on Wednesday, 19th December 2018 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. 20th December 2018.
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 2018. 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**Explanatory Statement pursuant to Section 102 of the Companies Act 2013**

The Company is presently engaged in manufacturing of high tensile cold forged fasteners and has already established its brand within the market by supplying 85% of its supplies to original equipment manufacturers (OEMs) in India.

The global automotive industry is on the verge of disruption due to the outcomes of four key technology driven trends i.e. electrification, shared mobility, Connectivity and autonomous driving. Stricter emission regulations, lower battery costs, more widely available fast charging infrastructure, increasing consumer acceptance and better total cost of ownership (TCO) will create new and strong momentum for the adoption of Electronic Vehicles in the near future.

The Government of India has also formulated the vision of 100% e-mobility by 2030. In line with the Government of India' vision and moving forward with the transition regime of Auto Industry, it is considered advisable to equip the Company' infrastructure and to develop the Company technically to enable it to manufacture electronic parts/accessories to be used in Electronic Vehicles in the times to come.

Further, keeping in view the changed Auto Industry requirements and in order to give the organic as well as inorganic growth to the Company, it is advisable to amend the existing objects given in Memorandum of Association to make them more elaborative and exhaustive to explore all the best possible business avenues available to the Company in the near future.

Further, having regard to the technical experience and financial resource of the Company, the Directors consider it advisable that the business activities set out in substituted sub-clause 1 and sub-clause 5-14 as set out in the Special Resolution are capable of being conveniently or advantageously combined with the business presently carried on by the Company, economically and efficiently.

To this end, it is proposed to alter Clause III (A) of the Company's Memorandum of Association, by substituting existing sub-clause 1 and inserting the new sub-clauses (Subclause 5-14) after the present sub-clause (4) thereof, new sub-clauses (5-14) set out in the text of the Special Resolution submitted with the Notice.

The Directors consider that the proposed alteration would be in the best interests of the Members. The Members are therefore requested to approve the proposed alteration to the Memorandum of Association.

Section 13 of the Companies Act, 2013 requires a Special Resolution for the alteration of the Main Object Clause of the Memorandum of Association of the Company. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is sought through Postal Ballot by way of Special Resolution.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection 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 declaration of results on the Friday, 21st December 2018.

The Board of Directors recommend the resolution for the approval of members of the Company as a Special Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Date: 12th November 2018

Place: Faridabad

Registered Office:

**Office No. 243, C-10, Regus Elegance, 2F, Elegance,
Jasola District Centre, Old Mathura Road,
New Delhi-110025**



**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**



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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:

1. Name & Address of the Sole/ First named :
Shareholder as registered with the
Company
2. Name(s) of the joint Shareholder(s), if any, :
registered with the Company
3. Registered Folio No./ DPID No.* & Client ID :
No.* (*Applicable to investors holding
shares in dematerialized form)
4. Number of shares held :
5. 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 12th November 2018 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.	ALTERATION OF THE OBJECT 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	PAN*

Notes:

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last date for receipt of postal Ballot Forms by Scrutinizer is Wednesday 19th December 2018.

INSTRUCTION FOR E-VOTING

The procedure and instructions for e-voting as given in the Notice dated 12th November 2018 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 so as to reach the Scrutinizer Mr. A. K. Goyal, Membership No. FCS1565 as per instruction hereinbelow at the address C/o MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Estate, Phase-II, New Delhi-110020. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
 - 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 Wednesday, 19th December 2018. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
 - i. 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 16th November, 2018.
- 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.stlfasteners.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.	30-10-2018 (Tuesday)
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.	12-11-2018 (Monday)
3.	Intimation to Stock Exchange/Outcomes of Meeting	13-11-2018 (Tuesday)
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.	16-11-2018 (Friday)
5.	Date of completion of dispatch of Postal Ballot Notice alongwith the Explanatory Statement and Postal Ballot Form. (Physically and through e mail)	19-11-2018 (Monday)
6.	E -Voting Period (commencement and ending period)	20-11-2018 (Tuesday 09.00 A M) to 19-12-2018 (Wednesday 5.00 P M)
7.	E-Voting ends and Last date for receiving duly filled and signed Postal Ballot Forms by the Scrutinizer.	19-12-2018 (Wednesday)
8.	Date of Submission of report by the Scrutinizer to the Chairman/ person authorised by the Chairman.	20-12-2018 (Thursday)
9.	Date of declaration of results of the Postal Ballot by the Chairman / person authorised by the Chairman.	21-12-2018 (Friday)
10.	Declaration of Results to BSE and uploading of results of Postal Ballot on the website of the company	21-12-2018 (Friday)