



STERLING TOOLS LIMITED

CIN : L29222DL1979PLC009668

Regd. Office : Unit No. 515, DLF Tower A, Jasola District Centre, New Delhi-110025

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

E-mail : csec@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 Resolution appended below for the appointment of Independent Non-Executive Director 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 Tuesday, the 28th January, 2020, 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 Thursday, the 30th January, 2020 at 1.00 P.M. at the Registered Office of the Company i.e. Unit No. 515, DLF Tower A, Jasola District Centre, 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

1. Appointment of Shri Shailendra Swarup (DIN 00167799) as an Independent Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 17th December, 2019 and pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018") and the other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Shri Shailendra Swarup (**DIN 00167799**), aged 75 years and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, who shall not be subject to retirement by rotation, to hold office for a period of 5 (five) years i.e. w.e.f. 17th December, 2019 to 16th December, 2024 on the Board of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Date : 17th December, 2019

Place : New Delhi

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

**Registered Office:
Unit No. 515, DLF Tower A,
Jasola District Centre,
New Delhi-110025**

**(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 17th December, 2019 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 20th December 2019. 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 Registered/Speed 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 Remote e-voting will prevail and voting through Postal Ballot of such member will be invalid.
8. The Voting through Postal ballot and Remote e-voting begins on Monday, 30th December 2019 at 9.00 am and end on Tuesday, 28th January 2020 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. 29th January 2020.
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 30th January 2020. 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****Item No. 1****Appointment of Shri Shailendra Swarup (DIN 00167799) as an Independent Non-Executive Director of the Company**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Mr. Shailendra Swarup (DIN- 00167799) as an Independent Non-Executive Director, for a term of five (5) years from 17th December, 2019 to 16th December, 2024, pursuant to Section 149, 150, 152, 161 of the Act. Further Shri Shailendra Swarup shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company. Mr. Shailendra Swarup, aged 75 years, holds a Bachelor's degree in Arts and is also a law graduate. He is a Corporate Lawyer and has also been practicing as an Advocate in the Delhi High Court and the Supreme Court for over 54 years. He is acting as an Independent Director on the Board of various listed as well as unlisted entities.

Mr. Swarup was a Member of the Task Force on Corporate Governance constituted by the Confederation of Indian Industry. He was a member of Ganguly Committee constituted by the Reserve Bank of India in the year 2002 on Corporate Governance of public sector Banks and financial institution with particular emphasis of role of Independent Directors. Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial Standard-2 on General Meetings are set out in the Annexure to this Notice.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Shri Shailendra Swarup is 75 years old and hence his appointment requires the approval of members by way of a special resolution.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri Shailendra Swarup to be appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for appointment of Shri Shailendra Swarup setting out the terms and conditions of appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered Office of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for appointment of Shri Shailendra Swarup as an Independent Non-Executive Director of the Company.

Except Shri Shailendra Swarup, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Date : 17th December, 2019

Place : New Delhi

By Order of the Board
For Sterling Tools Limited

Registered Office:
Unit No. 515, DLF Tower A,
Jasola District Centre,
New Delhi-110025

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

ANNEXURE

Details of Directors seeking appointment through Postal Ballot notice dated 17th December, 2019 (Pursuant to Regulation 36(3) of the SEBI(LODR) Regulation, 2015 and Secretarial Standards are as follows:

Name of Director	Shri Shailendra Swarup
Date of Birth	20/11/1944
Expertise in Specific Functional Areas	Corporate Lawyer and has also been practicing as an Advocate in the Delhi High Court
Qualification	Bachelor's degree in Arts and is also a law graduate
Board Membership of other Public Limited Companies as on 30 th November, 2019	J K Paper Limited Jagran Prakashan Limited GFL Limited Gujarat Fluorochemicals Limited Bengal & Assam Company Limited Subros Limited Inox Infrastructure Limited The India Thermit Corporation Limited
Chairman / member of the Committee of the Board of Directors as on 30 th November, 2019	NIL
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 30 th November, 2019.	Gujarat Fluorochemicals Limited Inox Infrastructure Limited The India Thermit Corporation Limited Audit Committee – Member
a. Audit Committee b. Stakeholders Relationship Committee c. Other Committees	
Number of Shares held of Sterling Tools Limited	NIL
Experience	54 Years
Term and Conditions of appointment / re-appointment and details of remuneration sought to be paid	Sitting fee Rs.25,000 per Board Meeting/Committee Meeting
Relationship with other Directors / members and other KMP	N.A.