



18th September, 2023

The Chairman,
STERLING TOOLS LIMITED,
(CIN: L29222DL1979PLC009668)
Unit No. 515, DLF Tower-A, Jasola District Centre,
New Delhi-110025

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and Electronic Voting facility provided at the 44th Annual General Meeting (AGM) conducted through Video Conferencing(VC)/ other audio-visual means (OVAM) pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Sterling Tools Limited (the Company) having its registered office at Unit No. 515, DLF Tower A, Jasola District Centre, New Delhi-110025 vide resolution dated 02nd August, 2023 pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Electronic Voting facility provided at the AGM by the shareholders in respect of the below mentioned resolutions passed at the 44th Annual General Meeting (AGM) of the Company held on 18th September, 2023.

The notice dated 02nd August 2023 convening AGM of the Company were sent to the Shareholders through electronic mode (E-mail), whose email addresses are registered with the Company/ Depositories in compliance with the MCA circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 5th May, 2022 and 28th December, 2022 read with SEBI circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 05 January, 2023 in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 18th September, 2023.

The Company has availed the voting through electronic means (remote e-voting) and Electronic Voting facility at the AGM as offered by NSDL for conducting remote e-Voting and Electronic Voting at the AGM by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 11th September, 2023 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 4 in the notice convening of the 44th AGM of the Company.

The voting period for remote e-Voting commenced on Friday, 15th day of September, 2023 at 9:00 am (IST) and ended on Sunday, 17th day of September, 2023 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated by me and the voting

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**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

was diligently scrutinized and the votes cast thereunder were counted. The votes cast under remote e-Voting facility were then unblocked by me at 11:32 A.M. on 18th September, 2023 in the presence of Ms. Chhavi Goyal and Ms. Rupal Pandey, who are not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting through electronic means (remote e-voting) and Electronic voting facility at the AGM and votes tendered therein based on the data downloaded from the NSDL platform.

The Management of the Company is responsible to ensure compliance with the requirements of the Act & Rules relating to remote e-voting prior to and voting during the AGM on the resolutions forming part of the notice of AGM.

My responsibility as a Scrutinizer for the remote e-voting and voting facility at the AGM is restricted to make a Scrutinizers report of the votes cast in favor or against the resolution.

All relevant records of remote e-voting and electronic voting facility will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 44th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

I have rendered scrutinizers' report separately on the remote e-voting and by Electronic Voting facility provided at the AGM. Based on the results made available to me, 123 members have casted their votes on the e-voting platform and 1 member have casted their vote through Electronic voting facility at the AGM. I hereby annex the consolidated scrutinizer's report pursuant to Rule 20(4) (xii) on all the resolutions contained in the notice of the aforesaid Annual General Meeting.

Thanking You.

Yours Faithfully,

For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647

Place: Ghaziabad
Date: 18th September, 2023
UDIN: F006973E001029764

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	Adoption of Accounts:
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote Voting	e- AGM	Total	Remote e-Voting AGM	E-Voting at the AGM	Total	
Total Received	123	1	124	25988778	32500	26021278	100
Voted in favour	111	1	112	25988757	32500	26021257	99.99999
Voted against	12	0	12	21	0	21	0.00001
Invalid Vote	Nil	Nil	Nil	Nil	Nil	Nil	Nil

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	Declaration of Dividend for Financial Year 2022-23:
Type of Resolution	Ordinary

Particulars	Number of Votes	Number of votes contained in votes	Percentage of Total valid votes cast



	Remote Voting	e-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	123	1	124	25988778	32500	26021278	100
Voted in favour	111	1	112	25988757	32500	26021257	99.99999
Voted against	12	0	12	21	0	21	0.0001
Invalid Vote	Nil	Nil	Nil	Nil	Nil	Nil	Nil

III. Resolution No.3:-

Agenda No.	3
Subject matter of resolution	Reappointment of Retiring Director:
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote Voting	e-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	123	1	124	25988778	32500	26021278	100
Voted in favour	111	1	112	25988757	32500	26021257	99.99999
Voted against	12	0	12	21	0	21	0.0001
Invalid Vote	Nil	Nil	Nil	Nil	Nil	Nil	Nil

IV. Resolution No.4:-



Agenda No.	4
Subject matter of resolution	To ratify the remuneration of the Cost Auditors for the Financial Year 2023-2024:
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote Voting	e-AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	123	1	124	25988778	32500	26021278	100
Voted in favour	111	1	112	25988757	32500	26021257	99.99999
Voted against	12	0	12	21	0	21	0.00001
Invalid Vote	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Yours Faithfully,

For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973E001029764

Place: Ghaziabad
Date: 18th September, 2023