



22<sup>nd</sup> September, 2022

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 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, 8<sup>th</sup> 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 09<sup>th</sup> August 2022 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 43<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 22<sup>nd</sup> September, 2022.

The notice dated 9<sup>th</sup> August, 2022 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 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022 read with SEBI circular dated 12<sup>th</sup> May, 2020 in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2022.

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. 15<sup>th</sup> September, 2022 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the notice convening of the 43<sup>rd</sup> AGM of the Company.

The voting period for remote e-Voting commenced on Monday, 19<sup>th</sup> day of September, 2022 at 9:00 am (IST) and ended on Wednesday, 21<sup>st</sup> day of September, 2022 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 was diligently scrutinized and the votes cast thereunder were counted. The votes cast under remote e-Voting facility were then unblocked by me at 11:16 A.M. on 22<sup>nd</sup> September, 2022 in

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**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

the presence of Mr. Vishal Goel 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 43<sup>rd</sup> 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, 136 members have casted their votes on the e-voting platform and 5 members 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: 22<sup>nd</sup> September, 2022**  
**UDIN: F006973D001020326**

**I Resolution No. 1:-**

<b>Agenda No.</b>	1
<b>Subject matter of resolution</b>	Adoption of Accounts.
<b>Type of Resolution</b>	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	
<b>Total Received</b>	136	5	141	26024941	61	26025002	100
<b>Voted in favour</b>	127	5	132	26024920	61	26024981	99.9999
<b>Voted against</b>	9	0	9	21	0	21	0.0001
<b>Invalid Vote</b>	0	0	0	0	0	0	0

**II. Resolution No. 2:-**

<b>Agenda No.</b>	2
<b>Subject matter of resolution</b>	Declaration of Dividend for Financial Year 2021-22.
<b>Type of Resolution</b>	Ordinary



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

Resolution							
Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
<b>Total Received</b>	136	5	141	26024941	61	26025002	100
<b>Voted in favour</b>	126	5	131	26024877	61	26024938	99.9998
<b>Voted against</b>	10	0	10	64	0	64	0.0002
<b>Invalid Vote</b>	0	0	0	0	0	0	0

**III. Resolution No. 3:-**

<b>Agenda No.</b>	3
<b>Subject matter of resolution</b>	Reappointment of Retiring Director.
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
<b>Total</b>	136	5	141	26024941	61	26025002	100



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

<b>Received</b>							
<b>Voted in favour</b>	124	5	129	26021887	61	26021948	99.9883
<b>Voted against</b>	12	0	12	3054	0	3054	0.0117
<b>Invalid Vote</b>	0	0	0	0	0	0	0

**IV. Resolution No. 4:-**

<b>Agenda No.</b>	4
<b>Subject matter of resolution</b>	Appointment of Statutory Auditors of the Company
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
<b>Total Received</b>	136	5	141	26024941	61	26025002	100
<b>Voted in favour</b>	126	5	131	26024877	61	26024938	99.9998
<b>Voted against</b>	10	0	10	64	0	64	0.0002
<b>Invalid Vote</b>	0	0	0	0	0	0	0



**SANTOSH KUMAR PRADHAN**  
**COMPANY SECRETARIES**

**V. Resolution No. 5:-**

<b>Agenda No.</b>	5
<b>Subject matter of resolution</b>	To ratify the remuneration of the Cost Auditors for the Financial Year 2022-2023:
<b>Type of Resolution</b>	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	
<b>Total Received</b>	136	5	141	26024941	61	26025002	100
<b>Voted in favour</b>	126	5	131	26024877	61	26024938	99.9998
<b>Voted against</b>	10	0	10	64	0	64	0.0002
<b>Invalid Vote</b>	0	0	0	0	0	0	0

**VI. Resolution No. 6:-**

<b>Agenda No.</b>	6
<b>Subject matter of resolution</b>	Approval of remuneration payable to Sh. Jaideep Wadhwa (DIN No. 00410019), Non-Executive Non- Independent Director, during the Financial Year ending March 31, 2023 which is expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year.
<b>Type of</b>	Special



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

<b>Resolution</b>	
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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	
<b>Total Received</b>	135	5	140	26011024	61	26011085	100
<b>Voted in favour</b>	125	5	130	26010960	61	26011021	99.9998
<b>Voted against</b>	10	0	10	64	0	64	0.0002
<b>Invalid Vote</b>	0	0	0	0	0	0	0

Yours Faithfully,

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



**Santosh Ku. Pradhan**  
FCS No. 6973  
C.P. No. 7647  
UDIN: F006973D001020326

Place: Ghaziabad  
Date: 22<sup>nd</sup> September, 2022