

A.K.GOYAL
Company Secretary

"COCUSAN CHAMBERS"
D-62,Laxmi Nagar, Vikas Marg,
DELHI-110092
Ph. 22044974, 9810483669

Consolidated Report

The Chairman,
Sterling Tools Limited,
Unit No. 515, DLF Tower A
Jasola District Centre
New Delhi-110025

Dear Sir,

Sub.: Passing of Resolution(s) through Electronic Voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 20/2020 dated May 5, 2020, read with Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars") in the Annual General Meeting of the Company held on 25th September, 2020 at 10.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

I, A. K. Goyal, Practicing Company Secretary, appointed as Scrutinizer of Sterling Tools Limited (the Company), with respect to the captioned subject for submitting the report on the votes casted by the Shareholders through Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 41st AGM of the Company through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). :

I further submit that the **MCA & SEBI Circulars** provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic and I am fully familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **MCA & SEBI Circulars**.

As mentioned in the Notice, the proceedings of the 41st AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Four days from Monday, 21st September, 2020 at 9.00 A.M. to Thursday 24th September 2020 at



5:00 P.M. and in the 41st AGM of the Company held through VC / OAVM, on Friday, 25th September, 2020, after considering all the items of business, the facility to vote electronically through Insta poll was provided to facilitate those members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes. On 25th September 2020, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Subrat Panda and Mr. Rachit Nanda who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

The results of the Remote E-voting together with the e-voting conducted during the 41st AGM are as under:

Ordinary Business

Resolution- 1: Ordinary Resolution

Adoption of Accounts for the financial year ended March 31, 2020:

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	129	26,858,313	26,858,313	99.9999
Dissent	11	34	34	0.0001
Invalid	0	0	0	0
Total	140	26,858,347	26,858,347	100.00

Based on the above, the Resolution has been passed with requisite majority.

Ordinary Business

Resolution- 2: Ordinary Resolution

Ratification of payment of Interim Dividend:

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	129	26,858,313	26,858,313	99.9999
Dissent	11	34	34	0.0001
Invalid	0	0	0	0
Total	140	26,858,347	26,858,347	100.00

Based on the above, the Resolution has been passed with requisite majority



Ordinary Business

Resolution- 3: Ordinary Resolution

Reappointment of Retiring Director:

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	126	17,192,945	17,192,945	99.9998
Dissent	12	35	35	0.0002
Invalid	0	0	0	0
Total	138	17,192,980	17,192,980	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution- 4: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the Financial Year 2020-2021:

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	129	26,858,313	26,858,313	99.9999
Dissent	11	34	34	0.0001
Invalid	0	0	0	0
Total	140	26,858,347	26,858,347	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution- 5: Ordinary Resolution

Regularization of Shri Shailendra Swarup (DIN No. 00167799) as Independent Director of the Company

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	128	26,858,312	26,858,312	99.9999
Dissent	12	35	35	0.0001
Invalid	0	0	0	0
Total	140	26,858,347	26,858,347	100.00

Based on the above, the Resolution has been passed with requisite majority.



Special Business

Resolution- 6: Special Resolution

Approval of remuneration payable to Shri Jaideep Wadhwa (DIN No. 00410019), Non-Executive Non-Independent Director, during the Financial Year ending March 31, 2021 which is expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	126	26,858,258	26,858,258	99.9997
Dissent	14	89	89	0.0003
Invalid	0	0	0	0
Total	140	26,858,347	26,858,347	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution- 7: Special Resolution

Re-appointment and payment of remuneration to Shri Anil Aggarwal, Chairman Cum Managing Director of the Company

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	126	18,747,729	18,747,729	99.9998
Dissent	12	35	35	0.0002
Invalid	0	0	0	0
Total	138	18,747,764	18,747,764	100.00

Based on the above, the Resolution has been passed with requisite majority



Special Business

Resolution- 8: Special Resolution

Re-appointment and payment of remuneration to Shri Atul Aggarwal, Whole Time Director of the Company

Particulars	Number of Members casted valid votes	Number of valid votes casted (Share)		
	E-voting	E-voting	Total	(%)
Assent	126	17,192,945	17,192,945	99.9998
Dissent	12	35	35	0.0002
Invalid	0	0	0	0
Total	138	17,192,980	17,192,980	100.00

Based on the above, the Resolution has been passed with requisite majority.

You may accordingly declare the result of the voting through Remote E-voting and the E-Voting) conducted during the 41st AGM of the Company through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**.

Thanking You.



(A.K. Goyal)

Company Secretary in Practice
FCS-1565/CP-7461



Place: New Delhi

Date: 26.09.2020