



SANTOSH KUMAR PRADHAN COMPANY SECRETARIES

21st September, 2021

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, 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 11th August, 2021 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 42nd Annual General Meeting (AGM) of the Company held on 21st September, 2021.

The notice dated 11th August, 2021 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 5th May, 2020 readwith Circular dated 8th April, 2020 & 13th April, 2020 and SEBI circular dated 12th May, 2020 in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 21st September, 2021.

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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. 14th September, 2021 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the notice convening of the 42nd AGM of the Company.

The voting period for remote e-Voting commenced on Friday, 17th day of September, 2021 at 9:00 am (IST) and ended on Monday, 20th Day of September, 2021 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 11:38 A.M on 21st September, 2021 in the presence of Mr. Aman Sahu and Ms. Smita Madhumita, 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 42nd 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, 174 members have casted their votes on the e-voting platform and 2 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.

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Thanking You.
Yours Faithfully,

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

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

Place: Angul, Odisha
Date: 21st September, 2021
UDIN: F006973C000979857

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the Standalone & Consolidated Financial Statements containing the balance Sheet as at 31 st March, 2021 and the Profit & Loss Account for the financial year ended on that date alongwith the Cash flow statements, Notes & Schedules appended thereto, together with the Director's Report and the Auditor's Reports thereon.
Type of Resolution	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	
Total Received	173	2	175	26345952	10000	26355952	100
Voted in favour	160	2	162	26344282	10000	26354282	99.99
Voted against	13	0	13	1670	0	1670	0.01
Not Voted*	NIL	NIL	N.A	N.A	N.A	N.A	N.A

*1 shareholder has not voted for this resolution.

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	Declaration of Dividend for Financial Year 2020-21.

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Type of Resolution	Ordinary
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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	
Total Received	174	2	176	26345977	10000	26355977	100
Voted in favour	162	2	164	26344309	10000	26354309	99.99
Voted against	12	0	12	1668	0	1668	0.01
Not Voted	NIL	NIL	N.A	N.A	N.A	N.A	N.A

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 e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	

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Total Received	172	2	174	26332031	10000	26342031	100
Voted in favour	156	2	158	26326098	10000	26336098	99.99
Voted against	16	0	16	5933	0	5933	0.01
Not Voted*	NIL	NIL	N.A	N.A	N.A	N.A	N.A

*2 shareholders have not voted for this resolution.

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To ratify the remuneration of the Cost Auditors for the financial year 2021-22.
Type of Resolution	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	
Total Received	173	2	175	26345950	10000	26355950	100
Voted in favour	158	2	160	26342230	10000	26352230	99.99
Voted against	15	0	15	3720	0	3720	0.01
Not Voted*	NIL	NIL	N.A	N.A	N.A	N.A	N.A

*1 shareholder has not voted for this resolution.

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	Appointment & Regularization of appointment of Sh. Rakesh Batra (DIN No. 06511494) as an Independent Director of the Company.
Type of Resolution	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	
Total Received	173	2	175	26345949	10000	26355949	100
Voted in favour	156	2	158	26340008	10000	26350008	99.98
Voted against	17	0	17	5941	0	5941	0.02
Not Voted*	NIL	NIL	N.A	N.A	N.A	N.A	N.A

*1 shareholder has not voted for this resolution.

VI. Resolution No. 6:-

Agenda No.	6
Subject	Approval of Remuneration payable to Sh. Jaideep Wadhwa (DIN: 00410019), Non-Executive Non-Independent Director of the Company during the Financial Year ending 31 st March, 2022.

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matter of resolution	
Type of Resolution	Special

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	
Total Received	173	2	175	26345952	10000	26355952	100
Voted in favour	155	2	157	26339627	10000	26349627	99.98
Voted against	18	0	18	6325	0	6325	0.02
Not Voted*	NIL	NIL	N.A	N.A	N.A	N.A	N.A

*1 shareholder has not voted for this resolution.

Yours Faithfully,

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

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

Place: Angul, Odisha
Date: 21st September, 2021
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