



SCRUTINISER'S REPORT ON POSTAL BALLOT

22nd December, 2023

The Chairman
Sterling Tools Limited
(CIN: L29222DL1979PLC009668)
UNIT No. 515, DLF TOWER-A,
JASOLA DISTRICT CENTRE,
NEW DELHI-110025

Subject: Scrutinizer's Report on Postal Ballot Process conducted through Remote e-Voting pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and disclosure requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

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 30th October, 2023 pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 and 110 of Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 issued by the Ministry of Corporate Affairs (MCA) dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 to conduct the remote e-voting process through Postal ballot by the shareholders in respect of the proposed resolution on Item Nos. 1 to 4 as set out in the notice of the Postal Ballot dated 30th October, 2023.

As required under Section 108 and 110 of the Act, Notice dated 30th October, 2023 along with Explanatory Statement under Section 102 of the Act were dispatched to the shareholders, whose name(s) appeared on the register of members of the Company / list of beneficiaries as on the cut-off date (record date) i.e. 17th November, 2023, who were entitled to vote on the proposed resolution on Item Nos. 1 to 4 as set out in the notice of the Postal Ballot.

The Company has availed the e-voting facility offered by M/s. National Securities Depository Limited (NSDL) for conducting remote e-Voting by the Shareholders of the Company. The remote e-Voting period commenced on Wednesday, 22nd November, 2023 at 9:00 A.M. (IST) and ended on Thursday, 21st December, 2023 at 5:00 P.M. (IST) and the remote e-Voting platform was blocked thereafter. The votes cast under remote e-Voting facility were then unblocked by



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

me as a scrutinizer at 05.29 P.M. on 21st December, 2023 in the presence of Mr. Pankaj Pal and Mr. Ajay Singh, who are not in the employment of the company.

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

My responsibility as a Scrutinizer for the remote e-voting through Postal ballot is restricted to make a Scrutinizers report of the votes cast in favour or against the resolution.

Based on the data uploaded from NSDL platform, 157 (One Hundred & Fifty Seven) members have casted their votes on the remote e-voting platform. I hereby annex the scrutinizer's report on the resolution on Item Nos. 1 to 4 as Annexure-I as set out in the notice of the Postal Ballot dated 30th October, 2023.

Thanking You,

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



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

Place: Ghaziabad

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Annexure I

I. Resolution No. 1:-

Agenda Item No.	1
Subject matter of Resolution	To Approve the "STL - Employee Stock Option Plan 2023"
Type of Resolution	Special

Particulars	Number of Votes	Number of shares contained in valid votes	Percentage of shares in total valid votes cast
	Remote e-Voting	Remote e-Voting	
Total Received	157	25569906	100
Voted in favour	145	25396270	99.32
Voted against	12	173636	0.68
Invalid Vote	Nil	N.A	N.A

II. Resolution No. 2:-

Agenda Item No.	2
Subject matter of Resolution	To approve the grant of ESOP Options to the employees of subsidiary(ies) of Sterling Tools Limited under the "STL- Employee Stock Option Plan 2023"
Type of Resolution	Special

Particulars	Number of Votes	Number of shares contained in valid votes	Percentage of shares in total valid votes cast
	Remote e-Voting	Remote e-Voting	
Total Received	157	25569906	100
Voted in favour	145	25396270	99.32
Voted against	12	173636	0.68
Invalid Vote	Nil	N.A	N.A

III. Resolution No. 3:-

Agenda Item No.	3
Subject matter of Resolution	To approve the grant of ESOP Options exceeding one percent of the issued capital of the Company:
Type of Resolution	Special

Particulars	Number of Votes	Number of shares contained in valid votes	Percentage of shares in total valid votes cast
	Remote e-Voting	Remote e-Voting	
Total Received	157	25569906	100
Voted in favour	143	25396317	99.32
Voted against	14	173589	0.68
Invalid Vote	Nil	N.A	N.A



**SANTOSH KUMAR PRADHAN
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IV. Resolution No. 4:-

Agenda Item No.	4
Subject matter of Resolution	To approve payment of proposed remuneration to Mr. Jaideep Wadhwa (DIN: 00410019), Non-Executive Non-Independent Director, during the Financial Year ending March 31, 2024
Type of Resolution	Special

Particulars	Number of Votes		Number of shares contained in valid votes		Percentage of shares in total valid votes cast	
	Remote e-Voting		Remote e-Voting			
Total Received	156		25569656		100	
Voted in favour		141		25395989		99.32
Voted against		15		173667		0.68
Invalid Vote		Nil		N.A		N.A

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



Santosh Kumar Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973E003012052
Place: Ghaziabad