



## STERLING TOOLS LIMITED

CIN : L29222DL1979PLC009668

**Regd. Office:** Unit No. 515, DLF Tower A, Jasola District Centre, New Delhi-110025

**Corporate Office:** Plot No. 4, DLF Industrial Estate, Faridabad-121003, Haryana

**E-mail:** csec@stlfasteners.com, Website: www.stlfasteners.com

**Tel:** 91 129 2270621-25 / **Fax :** 91 129 2277359

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

**Dear Member(s),**

**NOTICE** is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rule**”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the “**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special/ Ordinary Resolutions by the Members of Sterling Tools Limited (“**Company**”) through Postal Ballot by remote e-voting process only (“**remote e-voting**”).

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as the (“**NSDL**”) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching postal ballot forms. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent (FOR) or dissent (AGAINST) of the Members on the resolution would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, the Companies (Meetings of Board and its Powers) Rules, 2014, pertaining to the said Resolutions, setting out the material facts and the reasons thereof, is also appended. Pursuant to Rule 22(5) of the Companies (Management and Administration Rules) 2014, the Company has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647) as the scrutinizer (the “**Scrutinizer**”) to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence on Thursday, 28<sup>th</sup> March 2024 from 9:00 A.M (IST) and ends on Friday, 26<sup>th</sup> April 2024 at 05:00 P.M.(IST). The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 05:00 P.M. (IST) on Friday, 26<sup>th</sup> April 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The said result of Postal Ballot along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and would be available on their website at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Additionally, the results will also be uploaded on the Company’s website [www.stlfasteners.com](http://www.stlfasteners.com) and on the website of National Securities Depository Limited (NSDL) (Agency for providing e-voting platform) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).

## **SPECIAL BUSINESSES:**

### **Item No. 1 : Appointment of Ms. Rashmi Urdhwareshe (DIN: 08668140) as an Independent Director:**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED** that pursuant to the provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 read with Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee & Board, the approval of the Members of the Company be and is hereby accorded for the appointment of Ms. Rashmi Urdhwareshe (DIN: 08668140), who has submitted a declaration that she meets the criteria of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director of the Company to hold office for a period of 5 years commencing from 1<sup>st</sup> February, 2024 to 31<sup>st</sup> January, 2029 and she shall not be liable to retire by rotation.”

### **Item No. 2: Appointment of Mr. Anish Agarwal (DIN: 07056465) as a Non-executive Non-Independent Director:**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED** that pursuant to the provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee & Board, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Anish Agarwal (DIN: 07056465), as a Non-Executive Non-Independent Director of the Company w.e.f. 1<sup>st</sup> February, 2024 and he shall be liable to retire by rotation.”

### **Item No. 3 : Appointment of Mr. Vijay Madhav Paradkar (DIN: 00149410) as an Independent Director:**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED** that pursuant to the provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 read with Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee & Board, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Vijay Madhav Paradkar (DIN: 00149410), who has submitted a declaration that he meets the criteria of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director of the Company to hold office for a period of 5 years commencing from 25<sup>th</sup> March, 2024 to 24<sup>th</sup> March, 2029 and he shall not be liable to retire by rotation.”

**By Order of the Board of Directors of  
Sterling Tools Limited**

**Date: 26<sup>th</sup> March 2024**

**Place: Faridabad**

**Registered Office:  
Unit No. 515, DLF Tower A  
Jasola District Centre,  
New Delhi-110025**

**(Abhishek Chawla)**  
Company Secretary  
Membership No. A34399  
House No. 004, Tower B 12A  
RPS Savana, Sector 88  
Faridabad-121003

## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, as amended, of the Companies Act, 2013 setting out all material facts in respect of the resolutions contained in the above Postal Ballot Notice is appended and forms part of this Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. **A. Dispatch of Postal Ballot Notice through electronic mode**

In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members/ List of Beneficial Owners maintained by the Registrar and Share Transfer Agent (“RTA”)/ Depositories respectively as at closure of business hours on **Friday, 22<sup>nd</sup> March, 2024**, (the ‘cut-off date’) and whose e-mail IDs are registered with the Company/RTA/ Depositories. As per the MCA Circulars, physical copy of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent (FOR) or dissent (AGAINST) through remote e- voting only. Further, the members who have not registered their email IDs can get register the same in the manner provided in this Notice.

### **B. Registration of Email ID**

Members are requested to register their email ID permanently by following the procedure as mentioned below:

- (i) Members holding shares in physical mode are requested to send Form ISR-1, SH-13, ISR-2 (if signature is not match with Company’s record) to the registered office of the Registrar and Share Transfer Agent (‘RTA’) of the Company i.e. MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020 for receiving the Postal Ballot Notice, remote e-voting instructions and User ID & Password.
- (ii) Members holding shares in demat form are requested to register/update email ID with your Depository Participant (“DP”) and generate password as per procedure given in e-voting instructions as below.
- (iii) Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. **Friday, 22<sup>nd</sup> March, 2024** are eligible to e-vote on the resolution set forth in this Notice of Postal Ballot.

**For any queries in this regard send an e-mail request at [investor@masserv.com](mailto:investor@masserv.com).**

4. The Notice of Postal Ballot is also placed on the website of the Company i.e., [www.stlfasteners.com](http://www.stlfasteners.com) and the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).

6. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent (FOR) or dissent (AGAINST) of the Members in respect of the resolutions contained in this Notice dated 26<sup>th</sup> March 2024 is being taken through remote E-voting only.
7. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.
8. The remote e-voting period commences on Thursday, 28<sup>th</sup> March 2024 from 9:00 A.M (IST) and ends on Friday, 26<sup>th</sup> April 2024 at 05:00 P.M.(IST). During this period, the Members, whose names appear in the Register of Members /Beneficial Owners as on the record date (cut-off date) i.e., **Friday, 22<sup>nd</sup> March 2024**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, **Friday, 22<sup>nd</sup> March, 2024**.
9. The Board of Directors have appointed Mr. Santosh Kumar Pradhan (C.P. No. 7647), Practising Company Secretary as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated his willingness to be appointed for the said purpose.
10. The Scrutiniser will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e- voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting at the Corporate Office of the Company within two working days from the conclusion of remote e-voting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company website- [www.stlfasteners.com](http://www.stlfasteners.com) and the website of NSDL ([www.evoting.nSDL.com](http://www.evoting.nSDL.com)) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
11. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on **26<sup>th</sup> April 2024**, being the last date for e-voting. The Company will also display the results of the Postal Ballot at its registered office and at the corporate office.
12. All documents referred to in the accompanying the Postal Ballot Notice, Appointment of Directors and the statement under Section 102 of the Act, shall be open for inspection during normal business hours i.e. from 10:00 A.M. to 05:00 P.M. on all working days until the last working day specified for casting votes through remote e-voting.

### **13. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e- Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e- Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>
	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>
	<ol style="list-style-type: none"> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) **How to retrieve your 'initial password'?**
  - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - II. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [santosh@kritiadvisory.com](mailto:santosh@kritiadvisory.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@masserv.com or [csec@stlfasteners.com](mailto:csec@stlfasteners.com).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [csec@stlfasteners.com](mailto:csec@stlfasteners.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](http://evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

<b>Details of Directors seeking appointment through the postal ballot Notice dated 26<sup>th</sup> March 2024 (Pursuant to Regulation 36(3) of the SEBI (LODR) regulations, 2015 and Secretarial Standards are as follows):</b>			
<b>Name</b>	<b>Ms. Rashmi Urdhwareshe</b>	<b>Mr. Anish Agarwal</b>	<b>Mr. Vijay Madhav Paradkar</b>
<b>DIN</b>	08668140	07056465	00149410
<b>Age</b>	64 Years	34 Years	64 Years
<b>Qualification and Experience (including expertise in specific functional area) / Brief Resume</b>	Ms. Rashmi Urdhwareshe holds a master's degree in E&TC and possesses extensive experience in the automotive domain, spanning over 40 years. Her expertise covers areas such as vehicular safety, air quality, R&D, E-mobility, and green technologies.	Mr. Anish Agarwal, a third-generation entrepreneur, brings a wealth of expertise in developing and manufacturing products for the automotive industry. Holding degrees from the University of Warwick and Imperial College Business School, London, he supervises new initiatives at Sterling Tools Limited and plays a crucial role as a Director and Board observer in Sterling Gtake E-Mobility Limited.	Mr. Vijay Madhav Paradkar is a Mechanical Engineer by profession and holds a master's in management studies. He has overall 36 years of experience in the areas of Institutional & Corporate Finance, Funds Management as a Fund Manager of Proprietary Fund & Venture Fund, Investment Banking and M&A.
<b>Skills and Capabilities</b>	Detailed in Explanatory Statement (Item no. 1)	Detailed in Explanatory Statement (Item no. 2)	Detailed in Explanatory Statement (Item no. 3)
<b>Date of first appointment on the Board</b>	1 <sup>st</sup> February 2024	1 <sup>st</sup> February 2024	25 <sup>th</sup> March 2024
<b>Directorships held in other</b>	1. Kinetic Communications Limited 2. UNO Minda Kyoraku	1. Sterling Advanced Electric Machines Private Limited	None



<b>companies</b>	Limited 3. Addison & CO. Limited 4. UNO Minda Limited 5. BIMETAL Bearings Limited 6. UNO Mindarika Private Limited 7. Pinnacle Industries Limited 8. Pinnacle Mobility Solutions Private Limited; 9. Pune Knowledge Cluster Foundation	2. Sterling Tech-Mobility Limited 3. Sterling Gtake E-Mobility Limited 4. Jaycee Automobiles Private Limited 5. Sheeva Connected India Private Limited 6. Sterling Technologies Private Limited 7. Sterling E-Mobility Private Limited 8. Jaycee Premium Cars Private Limited 9. Haryana Ispat Private Limited 10. Sterling Automobiles Private Limited	
<b>Resignations from the Listed Companies in the past three years</b>	None	None	None
<b>Memberships/ Chairmanships of committees of other companies</b>	1. Pinnacle Industries Ltd. (Member- Audit Committee) 2. Uno Minda Ltd (Member- Audit Committee & Nomination & Remuneration Committee & CSR Committee) 3. Uno Mindarika Ltd (Chairmen- Audit Committee, Chairmen- Nomination and Remuneration Committee and 4. Uno Mindarika Kyorku Ltd. (Chairmen - CSR Committee)	None	None
<b>Number of Equity Shares held in the Company</b>	None	2728957 equity Shares in the Company of face value of Rs. 2/-	None
<b>Relationship between Directors and other KMPs inter-se</b>	None	1. Son of Managing Director- Mr. Anil Aggarwal 2. Brother of Mr. Akhill Aggarwal- Director	None
<b>Number of meetings of the Board, Audit Committee and the Stakeholders'</b>	None	None	None

<b>Relationship Committees attended during the last financial year (FY 2022-23)</b>			
<b>Remuneration (including sitting fees, if any) last drawn in financial year (FY 2022-23)</b>	None	None	None
<b>Remuneration proposed to be paid</b>	Sitting fees as may be approved by the Board from time to time.	NIL	Sitting fees as may be approved by the Board from time to time.
<b>Terms and conditions of Appointment/ Re-appointment</b>	As per the details provided under the resolution and explanatory statement for business item no. 1, 2 and 3.		

## **“EXPLANATORY STATEMENT**

### **Pursuant to Section 102 of the Companies Act, 2013 (‘the Act’)**

The following statements sets out all material facts relating to the businesses mentioned under Resolution Nos.1, 2 and 3 of the accompanying Notice of Postal Ballot along with the disclosures as required under the provisions of the Companies Act, 2013 and SEBI Regulations:

#### **Item No. 1**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and upon recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors at its meeting held on February 01, 2024, has approved the appointment of Ms. Rashmi Urdhwareshe (DIN: 08668140) as an additional Director in the capacity of Independent Director of the Company to hold office for a period of 5 (five) consecutive years starting from 01<sup>st</sup> February 2024 to 31<sup>st</sup> January 2029.

Ms. Rashmi Urdhwareshe is a highly accomplished individual who holds a master's degree in E&TC and possesses over 40 years of extensive experience in the automotive domain. Her expertise covers areas such as vehicular safety, air quality, R&D, E-mobility, and green technologies. Having retired as the Director at the Automotive Research Association of India (ARAI), her leadership was instrumental in establishing key facilities, including the Center of Excellence in E-Mobility and the Homologation & Technology Centre. Recognized for her outstanding contributions, she has received several awards, including the prestigious Nari Shakti Puraskar 2019, presented by the Hon'ble President of India.

Keeping in view about her skills, rich experience, knowledge, it is proposed to appoint Ms. Rashmi Urdhwareshe (DIN : 08668140) as an Independent Non-Executive Director of the Company, for the period of 5 (Five) years w.e.f. 01<sup>st</sup> February 2024 to 31<sup>st</sup> January, 2029. Further, Ms. Rashmi Urdhwareshe shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received from Ms. Rashmi Urdhwareshe, being eligible for appointment as Independent Director, her consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Ms. Rashmi Urdhwareshe confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Ms. Rashmi Urdhwareshe is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the approval of shareholders by way of a special resolution for the appointment of Ms. Rashmi Urdhwareshe as an Independent Director of the Company.

A copy of the draft letter for appointment of Ms. Rashmi Urdhwareshe setting out the terms and conditions of appointment is available for inspection between 10.00 a.m. to 2.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that her association would be of immense benefit to the Company. Accordingly, the consent of the Members is sought to pass a Special Resolution as set out in Item No. 1 of the Notice dated 26<sup>th</sup> March 2024 for the appointment of Ms. Rashmi Urdhwareshe as an Independent Director of the Company.

Except for Ms. Rashmi Urdhwareshe, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 1.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set forth in Item no.1 for the approval of the members by way of a Special Resolution.

## **Item No. 2**

The Board of directors of the Company in their meeting held on 01<sup>st</sup> February 2024 has appointed Mr. Anish Agarwal (Din: 07056465) as an Additional Director of the Company in the capacity of Non-Executive Director of the Company as per the recommendation of the Nomination & Remuneration Committee of the Company and he shall be liable to retire by rotation. Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the approval of shareholders by way of a resolution for the appointment of Mr. Anish Agarwal as a Non-executive & Non-Independent Director of the Company.

Mr. Anish Agarwal has over 14 years of experience in the field of the automobile business and other allied services related to the automobile sector. Mr. Agarwal holds a Manufacturing and Mechanical Engineering degree from the University of Warwick, as well as an MBA from Imperial College Business School in London. He is a third-generation entrepreneur engaged in the business of developing and manufacturing products for the automotive industry in India. He has played a prime role in establishing the Bangalore facility for the company. He is actively involved in the new Business opportunities both from new Product Development and adoption of new Technology for the Sterling Group, indicating a forward-looking approach and adaptability to industry trends. He is designated as Board Member on various other Sterling Group Companies. Mr. Anish Agarwal is the youngest son of Mr. Anil Aggarwal, Managing Director and Brother of Mr. Akhill Aggarwal, Director of the Company, and hold 2728957 shares of the Company.

Further, the Company has received consent from Mr. Anish Agarwal for his appointment as a Non-Executive Non-Independent Director of the Company who will be liable to retire by rotation.

Your Board considers that her association would be of immense benefit to the Company. Therefore, the consent of the Members is sought to pass an Ordinary Resolution, as outlined in Item No. 2 of the Notice dated March 26, 2024, for the appointment of Mr. Anish Agarwal as a Non-Executive Non-Independent Director of the Company.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anil Aggarwal, Mr. Atul Aggarwal and Mr. Akhill Aggarwal is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 2 for the approval of the members by way of an Ordinary Resolution.

## **Item No. 3**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and upon recommendation of the Nomination & Remuneration Committee of the Company, the Board via circular resolution has approved the appointment of Mr. Vijay Madhav Paradkar (DIN : 00149410) as an Additional Director in the capacity of Independent Director of the Company to hold office for a period of 5 years starting from 25<sup>th</sup> March 2024 to 24<sup>th</sup> March 2029.

Mr. Vijay Madhav Paradkar is a Mechanical Engineer by profession and also holds a Master's in Management Studies. He has also completed Executive Programs of American Institutions such as Ross Michigan School of Business at Michigan, Harvard Business School, Boston & New York Institute of Finance, NYC. He has overall 36 years of experience in the areas of Institutional & Corporate Finance, Funds Management as a Fund Manager of Proprietary Fund & Venture Fund, Investment Banking and M&A. Represented on the board of few listed & unlisted Cos. Curious Student of Stock markets.

In his tenure of last 12 years, Mr. Vijay held the position of Vice- President & Head of Mergers and Acquisition at Corporate Mahindra & Mahindra Limited, where he was responsible for all M&A, JV, Disinvestments, and PE Investments activities of the Group.

Keeping in view about his skills, rich experience, knowledge, It is proposed to appoint Mr. Vijay Madhav Paradkar (DIN : 00149410) as an Independent Non-Executive Director of the Company, to hold office for the period of 5 (Five) years w.e.f. 25<sup>th</sup> March 2024 to 24<sup>th</sup> March 2029. Further Mr. Vijay Madhav Paradkar shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received from Mr. Vijay Madhav Paradkar, being eligible for appointment as Independent Director, his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Vijay Madhav Paradkar confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Vijay Madhav Paradkar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the approval of shareholders by way of a special resolution for the appointment of Mr. Vijay Madhav Paradkar as an Independent Director of the Company.

A copy of the draft letter for appointment of Mr. Vijay Madhav Paradkar setting out the terms and conditions of appointment is available for inspection between 10.00 a.m. to 02.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his association would be of immense benefit to the Company. Accordingly, the consent of the Members is sought for passing a Special Resolution as set out in Item No. 3 of the Notice dated 26<sup>th</sup> March 2024 for the appointment of Mr. Vijay Madhav Paradkar as an Independent Director of the Company.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

Except for Mr. Vijay Madhav Paradkar, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 3.

This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set forth in Item no. 3 for the approval of the members by way of a Special Resolution.

**By Order of the Board of Directors of  
Sterling Tools Limited**

**Date: 26<sup>th</sup> March 2024**

**Place: Faridabad**

**Registered Office:  
Unit No. 515, DLF Tower A  
Jasola District Centre,  
New Delhi-110025**

**(Abhishek Chawla)**  
Company Secretary  
Membership No. A34399  
House No. 004, Tower B 12A  
RPS Savana, Sector 88  
Faridabad-121003