



SANTOSH KUMAR PRADHAN COMPANY SECRETARIES

SCRUTINISER'S REPORT ON POSTAL BALLOT

27th April, 2024

**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 26th March, 2024 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 3 as set out in the notice of the Postal Ballot dated 26th March, 2024.

As required under Section 108 and 110 of the Act, Notice dated 26th March, 2024, 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. 22nd March, 2024, who were entitled to vote on the proposed resolution on Item Nos. 1 to 3 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 Thursday, 28th March, 2024 at 9:00 A.M. (IST) and ended on Friday, 26th April, 2024 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 me as a scrutinizer at 05.54 P.M. on 26th April, 2024 in the

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**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

presence of Mr. Ashok Kumar Pradhan and Ms. Madhumita Pradhan, 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, 159 (One Hundred & Fifty Nine) 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 3 as Annexure-I as set out in the notice of the Postal Ballot dated 26th March, 2024.

Thanking You,

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

Santosh Kumar Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973F000255562
P.R.C. No. 1388/2021
Place: Cuttack, Odisha

Annexure-I

I. Resolution No. 1:-

Agenda Item No.	1
Subject matter of Resolution	Appointment of Ms. Rashmi Urdhwareshe (DIN: 08668140) as an Independent Director.
Type of Resolution	Special

Particulars	Number of Votes	Number of shares contained in votes	Percentage of shares in total votes cast
	Remote e-Voting	Remote e-Voting	Remote e-Voting
Total Received	159	25556100	100
Voted in favour	138	25555639	99.9982
Voted against	21	461	0.0018
Invalid Vote	Nil	N.A	N.A

II. Resolution No. 2:-

Agenda Item No.	2
Subject matter of Resolution	Appointment of Mr. Anish Agarwal (DIN: 07056465) as a Non-executive Non-Independent Director.
Type of Resolution	Ordinary

Particulars	Number of Votes	Number of shares contained in votes	Percentage of shares in total votes cast
	Remote e-Voting	Remote e-Voting	Remote e-Voting
Total Received	158	25556030	100
Voted in favour	134	23874763	93.4213
Voted against	24	1681267	6.5787
Invalid Vote	Nil	N.A	N.A

III. Resolution No. 3:-

Agenda Item No.	3
Subject matter of Resolution	Appointment of Mr. Vijay Madhav Paradkar (DIN: 00149410) as an Independent Director.
Type of Resolution	Special

Particulars	Number of Votes	Number of shares contained in votes	Percentage of shares in total votes cast
	Remote e-Voting	Remote e-Voting	Remote e-Voting
Total Received	158	25556030	100
Voted in favour	137	25555511	99.9980
Voted against	21	519	0.0020
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: F006973F000255562
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