



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 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 30th May 2024 from 9:00 A.M (IST) and ends on 28th June, 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 28th June, 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 and www.nseindia.com respectively. Additionally, the results will also be uploaded on the Company’s website www.stlfasteners.com and on the website of National Securities Depository Limited (NSDL) (Agency for providing e-voting platform) i.e. www.evoting.nsdl.com.

ITEM NO. 1: Change in designation of Mr. Anil Aggarwal from Chairman cum Managing Director to Chairman and Whole Time Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification to the earlier resolution passed by the Members in the Annual General Meeting of the Company held on 25th September 2020 and pursuant to the provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013, and Regulation 17(1C) and 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination and Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded to re-designate Mr. Anil Aggarwal (DIN: 00027214), who was appointed as Chairman cum Managing Director for a period of five years from 1st April 2021 to 31st March 2026, as Chairman and Whole Time Director of the Company, for the remaining period of his tenure, effective from 11th May 2024 on the terms and conditions as approved by the Members in the Annual General Meeting held on 25th September 2020.

RESOLVED FURTHER THAT the remuneration, as detailed in the explanatory statement and as approved by the Members in the AGM held on 25th September 2020 shall continue to be paid for the remaining tenure of Mr. Anil Aggarwal notwithstanding the same exceeds the limits prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT the Board (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution”

ITEM NO. 2: Change in designation of Mr. Atul Aggarwal from Whole Time Director to Managing Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification to the earlier resolution passed by the Members in the Annual General meeting of the Company held on 25th September, 2020 and pursuant to the provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and Regulation 17(1C) and 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination and Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded to re-designate Mr. Atul Aggarwal (DIN: 00125825), who was appointed as Whole Time Director for a period of five years from 1st April, 2021 to 31st March, 2026 to as Managing Director of the Company, for remaining period of his tenure, effective from 11th May, 2024 on the terms and conditions as approved by the Members in the Annual General Meeting held on 25th September 2020.

RESOLVED FURTHER THAT the remuneration, as detailed in the explanatory statement and as approved by the Members in the AGM held on 25th September 2020 shall continue to be paid for the remaining tenure of Mr. Atul Aggarwal notwithstanding the same exceeds the limits prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT the Board (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

ITEM NO. 3. Appointment of Mr. Akhill Aggarwal (DIN: 01681666) as Whole Time Director of the Company and payment of remuneration thereof:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17(6) (e) and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board, Mr. Akhill Aggarwal (DIN: 01681666) the Non-Executive Director of the Company, be and is hereby appointed as Whole Time Director of the Company for a period of 5 years commencing from 10th May 2024 till 09th May 2029 (liable to retire by rotation) at a remuneration of ₹1 crore per annum, as detailed in explanatory statement, for a duration of 3 years, commencing from 1st July 2024 till 30th June 2027, notwithstanding the same exceeds the limits prescribed under Section 197, 198 read with Schedule V of the Act with full liberty to the Board (hereinafter referred to as the “Board” which shall be deemed to include the Nomination and remuneration Committee of the Board) to revise/ alter/ modify/ amend/change the terms and conditions as may be agreed to by the Board and Mr. Akhill Aggarwal in compliance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

ITEM NO. 4. Appointment of Mr. Sanjiv Garg (DIN: 01681666) as Non-Executive Independent Director:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act 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 Listing Regulations, the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Sanjiv Garg (DIN: 00428757), 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 Listing Regulations and is eligible for appointment under the provisions of the Act read with the Rules made thereunder and the Listing Regulations, as a Non-Executive Independent Director of the Company to hold office for a period of 5 years commencing from 10th May, 2024 to 09th May, 2029 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

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

**Date: 10th May, 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 **24th May 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. **24th May 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.

4. The Notice of Postal Ballot is also placed on the website of the Company i.e., www.stlfasteners.com and the website of National Securities Depository Limited (NSDL) i.e. 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 and www.nseindia.com. Any member seeking the copy of this notice my write to us at csec@stlfasteners.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 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 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 **30th May, 2024** from 9:00 A.M (IST) and ends on **28th June, 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., **24th May, 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, **24th May, 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 and the website of NSDL (www.evoting.nsd.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 and www.nseindia.com, respectively.
11. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on **28th June, 2024**, being the last date for e-voting. The Company will place the results of the Postal Ballot on the website of the Company at www.stlfasteners.com and at its registered office and at the corporate office.
12. All documents referred to in the accompanying the Postal Ballot Notice, Appointment/Change in Designation 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 9th 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
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider i.e. NSDL 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 https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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</p>

	<p>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 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.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 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.
	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	<ol style="list-style-type: none"> 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.

- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on toll free no: 1800 1020 990 and 1800 22 44 30 or send a request at 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:

1. 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.

2. 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. 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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated 9th 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.

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

Date: 10th May, 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory statement sets out all material facts relating to the Special Business(es) as mentioned in the accompanying Notice:

Item No. 1

Mr. Anil Aggarwal was re-appointed as Chairman Cum Managing Director by the Members at their Annual General Meeting of the Company held on 25th September 2020 for a period of 5 (five) years with effect from 1st April, 2021 to 31st March, 2026. The terms and conditions of his re-appointment, including remuneration, were approved by the Members in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (*AGM Notice dated 25th September 2020 is available on the Company's website at: <https://stlfasteners.com/assets/upload/investors/2024011115308-sterling-tools-agm-notice-2019-20-10186802641.pdf>*).

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 10th May 2024, had approved the proposal for change in designation of Mr. Anil Aggarwal from Chairman cum Managing Director to Chairman and Whole Time Director of the Company w.e.f. 11th May 2024. This change is in alignment with the Company's succession planning objectives and aims to expedite its diversification plans into Electric Vehicle and other Electronic Component manufacturing journey, providing enhanced focus and momentum to its new ventures.

Mr. Anil Aggarwal, aged 66 years, is a Graduate in Commerce & has 47 years of rich experience of manufacturing, Projects, and Quality functions and is presently in charge of the entire manufacturing operations and Strategic Sourcing function. He is largely responsible for building up abiding business relationships with OEM's like Maruti Udyog limited, Hero Honda, Honda Motorcycle and Scooters India Limited, Eicher, Tata Motors etc. He has satisfactorily handled the production corporate planning/corporate finance/general administration functions since the inception of the Company. He is also a member of the Risk Management Committee, Share Transfer Committee, and the CSR Committee of the Company.

Since, the designation of Mr. Anil Aggarwal was specifically mentioned as Chairman cum Managing Director in the earlier resolution dated 25th September 2020 as approved by the Members, this resolution is being proposed to partially modify the same in pursuance to the provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013, and Regulation 17(1C) and 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Except for the change in designation, all other terms, and conditions as approved by the Members on 25th September 2020 remain unaltered. However, it is anticipated that for the remaining tenure, the aggregate remuneration payable to all Executive Directors may exceed 11% of the net profits of the Company computed in accordance with Section 198 of the Act. Therefore, the necessary details required under Schedule V are provided in Annexure-II to the Explanatory Statement for the approval of Shareholders.

Mr. Anil Aggarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act. Brief resume of Mr. Anil. Aggarwal, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as required pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement.

Mr. Anil Aggarwal, Mr. Atul Aggarwal, Mr. Akhill Aggarwal, and Mr. Anish Agarwal are interested in the resolutions set out respectively at Item No. 1 of the Notice, which pertain to Change in his Designation.

The other relatives of Mr. Anil Aggarwal may be deemed to be interested in the resolutions set out respectively in Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the Special Resolution set out in item no. 1 for approval by the Members.

Item No. 2

Mr. Atul Aggarwal, DIN: 001225825, was re-appointed as Whole time Director by the Members at the Annual General Meeting of the Company held on 25th September 2020 for a period of 5 (five) years with effect from 1st April 2021 to 31st March 2026. The terms and conditions of his re-appointment, including remuneration, were approved by the Members in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (*AGM Notice dated 25th September 2020 is available on the Company's website at: <https://stlfasteners.com/assets/upload/investors/20240111115308-sterling-tools-agm-notice-2019-20-10186802641.pdf>*).

As outlined in the Explanatory Statement of Item 1 and pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 10th May 2024, had approved the proposal for appointment of Mr. Atul Aggarwal as the Managing Director of the Company w.e.f. 11th May 2024 to enhance focus of the Company on Electric Vehicle and other Green Technology verticals. This appointment aims to lead the Company's diversification efforts, expedite its EV journey, and offer heightened focus and drive to its new ventures.

Mr. Atul Aggarwal, aged 60, is a graduate of Shri Ram College of Commerce, Delhi, and Management of Business Administration (MBA) from University of North Carolina at Chapel Hill. He has been associated with Sterling Tools since 1984 and has served on its Board since 1994. During this period Mr. Atul Aggarwal has at different times led STL's Market Development, Finance, IT & HR functions and has been responsible for the transformation of the Company into a leading auto component company in India. He has handled his various responsibilities with dedication and a high degree of competence. He is also a member of the Audit Committee, Stakeholders' Relationship Committee, Share Transfer Committee and Risk Management Committee of the Company.

Since the designation of Mr. Atul Aggarwal was specifically mentioned as Whole Time Director in the earlier resolution dated as 25th September 2020 as approved by the Members, this resolution is being proposed to partially modify the same in pursuance to the provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and Regulation 17(1C) and 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Except for the change in designation, all other terms, and conditions as approved by the Members on 25th September 2020 remain unaltered. However, it is anticipated that for the remaining tenure, the aggregate remuneration payable to all Executive Directors may exceed 11% of the net profits of the Company computed in accordance with Section 198 of the Act. Therefore, the necessary details required under Schedule V are provided in Annexure-II to the Explanatory Statement for the approval of Shareholders.

Mr. Atul Aggarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act. Brief resume of Mr. Atul Aggarwal, nature of his expertise in specific functional areas,

names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as required pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement.

Mr. Anil Aggarwal and Mr. Atul Aggarwal are interested in the resolutions set out respectively in Item No. 2 of the Notice, which pertains to Change in his Designation.

The other relatives of Mr. Atul Aggarwal may be deemed to be interested in the resolutions set out respectively in Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the Special Resolution set out in item no. 2 for approval by the Members.

Item No. 3

Mr. Akhill Aggarwal, DIN: 01681666, was appointed as an Additional Director of the Company in the Board meeting held on 2nd August 2019 and approved by shareholders effective from 27th September 2019, serving as a Non-executive Non-independent Director.

Mr. Akhill Aggarwal, aged 38, brings with him 14 years of experience in the automobile business and related services within the automobile sector. He holds a bachelor’s degree in economics from the University of Richmond. His responsibilities encompass OEM Sales and After Market Sales of the company, drawing upon his significant expertise in the automobile sector. Additionally, he serves as a member of the Risk Management Committee Meeting of the Company.

In recognition of his performance and involvement in the business, and to enable the Company to continue benefiting from his stewardship, the Board of Directors at their meeting held on 10th May 2024 approved the appointment of Mr. Akhill Aggarwal as Whole Time Director of the Company. His term will span five years, from 10th May 2024 to 09th May 2029, subject to retirement by rotation. The remuneration package proposed for a duration of three years, starting from 1st July 2024 to 30th June 2027, is anticipated to result in the overall managerial remuneration exceeding the overall limit on total managerial remuneration of 11% of the Net profit, as computed in accordance with the provisions of Section 197, 198 read with Schedule V of the Act.

The requisite information as stipulated in Schedule V of the Companies Act, 2013 is furnished in Annexure-II attached to the explanatory statement.

Remuneration Proposed: The details of remuneration payable to Mr. Akhill Aggarwal, as Whole Time Director are set out as below:

- a. **Basic Salary (Including HRA):** ₹ 96,00,000 per annum.
- b. **Perquisites and allowances:** ₹ 4,00,000 per annum. The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in

lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- c. **Reimbursement of Expenses:** Expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance/medical expenses incurred, surgery in India or abroad as well as travelling cost including for their respective family members shall be reimbursed at actuals and not considered as perquisites.
- d. **Club Fees:** Fees of clubs including admission and life membership fees shall not be considered as perquisite.
- e. **Personal Accident Insurance:** For self with a sum insured upto ₹ 50 Lacs P.A.
- f. **Gratuity:** Fifteen days salary for each completed year of service.
- g. **Provident Fund and Superannuation Fund:** Contribution to Provident Fund and Superannuation Fund in accordance with the rules of the Company.

General:

- (i) The Whole Time Director shall be liable to retire by rotation and he will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Management Personnel

Mr. Akhill Aggarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further Mr. Akhil Aggarwal is also not barred from appointment as a Director pursuant to any order of SEBI or any other authority. Brief resume of Mr. Akhill Aggarwal, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as required pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are set out in the Annexure -II to the Explanatory Statement.

Except Mr. Anil Aggarwal, Mr. Anish Agarwal, none of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in any way, concerned or interested financially or otherwise in the resolution set out in the notice.

The other relatives of Mr. Akhill Aggarwal may be deemed to be interested in the resolutions set out respectively at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the Special Resolution set out at item no. 3 for approval by the Members.

Item No. 4

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 and Remuneration Committee of the Company, the Board vide resolution dated 10th May, 2024 has approved the appointment of Mr. Sanjiv Garg (DIN : 00428757) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period of 5 years starting from 10th May 2024 to 09th May 2029.

Mr. Garg is a B. Tech in Civil Engineering from IIT Delhi and holds M. Science from Northwestern University, Evanston USA. He has overall 40 years of experience in the areas process management, software development, greenfield initiatives, and technological innovations. He is a co-founder of Wisdom Analytics Inc., Sanjiv directs a team at Wisdom Analytics Inc., which develops AI/ML-based SaaS platforms specializing in Pricing & Promotion Analytics and Revenue Growth Management.

Keeping in view about his skills, rich experience, knowledge, it is proposed to appoint Mr. Sanjiv Garg (DIN :00428757) as a Non-Executive Independent Director of the Company, to hold office for the period of 5 (Five) years w.e.f. 10th May 2024 to 9th May 2029. Further Mr. Garg 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. Garg, 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. Garg confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Garg is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. Further Mr. Garg is also not barred from appointment as a Director pursuant to any order of SEBI or any other authority. 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. Garg as an Independent Director of the Company.

A copy of the draft letter for appointment of Mr. Sanjiv Garg 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 to pass a Special Resolution as set out in Item No. 4 of the Notice dated 10th May 2024 for the appointment of Mr. Sanjiv Garg 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. Sanjiv Garg, 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. 4.

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. 4 for the approval of the members by way of a Special Resolution.

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

Date: 10th May, 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

ANNEXURE I

Details of Directors seeking appointment through the postal ballot Notice dated 28th May, 2024 (Pursuant to Regulation 36(3) of the SEBI (LODR) regulations, 2015 and Secretarial Standards are as follows):				
Name	Mr. Anil Aggarwal	Mr. Atul Aggarwal	Mr. Akhill Aggarwal	Mr. Sanjiv Garg
DIN	00027214	00125825	01681666	00428757
Age	66 Years	60 Years	38 Years	65 Years
Qualification and Experience (including expertise in specific functional area) / Brief Resume	Mr. Anil Aggarwal is a Graduate in Commerce & has 47 years of rich experience of manufacturing, Projects, and Quality functions and is presently in charge of the entire Manufacturing operations and Strategic Sourcing function of the Company.	Mr. Atul Aggarwal is a Graduate of Shri Ram College of Commerce, Delhi, and MBA from University of North Carolina at Chapel Hill. He is leading STL's Market Development, Finance, IT & HR functions and has been responsible for the transformation of the Company into a leading auto Component Company.	Mr. Akhill Aggarwal holds a bachelor's degree in economics from the University of Richmond & has 14 years of experience in the automobile business and related services within the automobile sector. His responsibilities encompass OEM Sales and After Market Sales of the Company, drawing upon his significant expertise in the automobile sector.	Mr. Sanjiv Garg is a B. Tech in Civil Engineering, Indian Institute of Technology, Delhi (1981) and M. Science from Northwestern University, Evanston, USA & is a founded Jindal Intellicom Limited and Co-Founder of Wisdom Analytics Inc.
Skills and Capabilities	Detailed in Explanatory Statement (Item no. 1)	Detailed in Explanatory Statement (Item no. 2)	Detailed in Explanatory Statement (Item no. 3)	Detailed in Explanatory Statement (Item no. 4)
Date of first appointment on the Board	30 th September 1994	30 th September, 1994	02 nd August, 2019	10 th May, 2024
Directorships held in other companies	NIL	<ol style="list-style-type: none"> 1. Sterling Gtack E-Mobility Limited 2. Sterling Advanced Electric Machines Private Limited 3. Sterling Automobiles Private Limited 4. Jaycee Automobiles Private Limited 5. Ester Industries Limited 6. Delton Cables Limited 	<ol style="list-style-type: none"> 1. Jaycee Automobiles Private Limited 2. Sterling Tech-Mobility Limited 3. Sterling Technologies Private Limited 4. Sheeva Connected India Private Limited 5. Sterling Automobiles Private Limited 6. Sterling E-Mobility Private Limited 7. Haryana Ispat Private Limited 	<ol style="list-style-type: none"> 1. Jindal Intellicom Limited 2. Shalimar Paints Limited 3. Icom Analytics Limited 4. Keystone Mines Private Limited 5. Amet Nanomaterials Private Limited
Resignations from the Listed Companies in the past three years	NIL	NIL	NIL	NIL

Chairman / member of the Committee of the Board of Directors of the Company as on date of Appointment	1. Risk management Committee-Member 2. Share Transfer Committee – Member 3. CSR Committee – Member	1.Audit Committee – Member 2.Stakeholders Relationship Committee – Member 3.Share Transfer Committee – Member 4.Risk management Committee-Member	Risk Management Committee -Member	Nil			
Memberships/ Chairmanships of committees of other companies	Nil	A. Ester Industries Limited 1.Audit Committee-Member 2.Nomination and Remuneration Committee- Member B. Delton Cables Limited 1.Nomination and Remuneration Committee- Member	Nil	A. Shalimar Paints Limited 1. Stakeholders Relationship Committee– Chairman B. Jindal Intellicom Limited 1. Corporate Social Responsibility- Chairman			
Number of Equity Shares held in the Company	6110583 Equity Shares of ₹ 2/- each.	9665367 Equity Shares of ₹ 2/- each.	2687957 Equity Shares of ₹ 2/- each.	NIL			
Relationship between Directors and other KMPs inter-se	1. Brother of Managing Director – Mr. Atul Aggarwal 2. Father Mr. Akhill Aggarwal, Whole Time Director & Mr. Anish Agarwal, Non-Executive Director	1. Brother of Chairman and Whole Time Director – Anil Aggarwal	1. Son of Chairman and Whole Time Director – Anil Aggarwal 2. Brother of Mr. Anish Agarwal, Non-Executive Director	None			
Number of meetings of the Board, Audit Committee and the Stakeholders' Relationship Committees attended during the last financial year (FY 2023-24)	Meeting	No.	Meeting	No.	Meeting	No.	Not appointed a director in this period.
	Board Meeting	4	Board Meeting	4	Board Meeting	4	
	Audit Committee	4	Audit Committee	Not a member	Audit Committee	Not a member	
	Stakeholders' Relationship Committees	Not a member	Stakeholders' Relationship Committees	1	Stakeholders' Relationship Committees	Not a member	

Remuneration (including sitting fees, if any) last drawn in financial year (FY 2023-24)	Refer resolution and explanatory statement thereto.	Refer resolution and explanatory statement thereto.	Refer resolution and explanatory statement thereto.	Sitting fees as may be approved by the Board from time to time.
Remuneration proposed to be paid and Terms and conditions of Appointment/ Re-appointment	Detailed in Explanatory Statement (Item no. 1)	Detailed in Explanatory Statement (Item no. 2)	Detailed in Explanatory Statement (Item no. 3)	Detailed in Explanatory Statement (Item no. 4)

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

Date: 10th May, 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

“Annexure II”

Disclosure required under Schedule V to the Company Act, 2013 is given below:

I GENERAL INFORMATION:

1. **Nature of Industry:** Manufacturing of cold forged, High tensile fasteners.
2. **Date or expected date of commencement of Commercial production:** The Company is in commercial production since the year 1979.
3. **In case of new Company, expected date of commencement of activities as per project approved by Financial Institutions appearing in prospectus:** N.A.
4. **Financial performance:** (in ₹ Lacs)

Particulars	2021-22	2022-23	2023-24
Total Income	47,462.55	60,353.83	61,369.79
Less: Expenses	43,495.97	55,026.18	56,195.10
Profit before extraordinary items	3,966.58	5,327.65	5,174.69
Less: extraordinary items	-	344.26	39.71
Profit before tax	3,966.58	5,671.91	5,214.40
Less: Tax	1,040.72	1,427.62	1,469.09
Deferred Tax	(46.95)	101.34	(139.22)
Net Profit after tax	2,972.81	4,142.95	3,884.53

5. **Foreign Investment or collaborations, if any:** N.A.

II INFORMATION ABOUT THE DIRECTOR:

S.No.	Particulars	Mr. Anil Aggarwal	Mr. Atul Aggarwal	Mr. Akhill Aggarwal		
1.	Background Details	Mr. Anil Aggarwal, aged 66, is a Graduate in Commerce & has 47 years of rich experience of manufacturing, Projects, and Quality functions and is presently in charge of the entire Manufacturing operations and Strategic Sourcing function of the Company.	Mr. Atul Aggarwal, aged 60, is a Graduate of Shri Ram College of Commerce, Delhi, and MBA from University of North Carolina at Chapel Hill & has overall 34 years of experience in Market Development, Finance, IT & HR functions and has been responsible for the transformation of the Company into a leading auto Component Company.	Mr. Akhill Aggarwal, aged 38, holds a Bachelor's degree in Economics from the University of Richmond & has 14 years of experience in the automobile business and related services within the automobile sector.		
2.	Past Remuneration for last 3 years	(in ₹ Crs.)	(in ₹ Crs.)	NIL		
		FY 2021-22	2.16		FY 2021-22	2.13
		FY 2022-23	2.61		FY 2022-23	2.55
		FY 2023-24	2.81		FY 2023-24	2.75

3.	Recognition or Awards (FY 2023-24)	Achieving “ZERO PPM” from Daimler Truck for the year 2022.	Daimler for reliable partner and achieving 100% in delivery for Year 2022.	a. VECV – Award for New Product Development category. b. Honda – Supplier for convenience Award-2023.
4.	Job profile and his suitability	With 47 years of long service with the Company, Mr. Anil Aggarwal served as Managing Director from 1 st October 1997. During his tenure, he held significant managerial responsibilities, overseeing manufacturing, projects, and quality functions, under the oversight of the Board of Directors. His leadership is instrumental in driving the Company's growth, resulting in significant market share gains and increased profitability.	Mr. Atul Aggarwal assumed the role of Executive Director, holding the position of whole-time Director of the Company, from 1 st July, 2007. He has been subsequently re-appointed upon the expiry of his term. With 34 years of experience, he oversees various aspects of the Company, including Business Strategy, Marketing & Sales, Finance, IT, Human Resources, and Strategic Sourcing. His sustained contributions have been instrumental in significantly enhancing the Company's performance, particularly leading to a successful turnaround in the EV sector.	Mr. Akhill Aggarwal has over 14 years in the field of automobile business and is responsible for OEM Sales and After Market Sales of the Company, drawing upon his significant expertise in the automobile sector.
5.	Remuneration proposed	As approved by the shareholder in the AGM 25 th September 2020.	As approved by the shareholder in the AGM 25 th September 2020.	The proposed remuneration and commission to be payable is ₹ 1 Crore per annum.
6.	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details	Considering the size of the company, the work profile and the responsibilities to be handled by Mr. Anil Aggarwal, and in accordance with industry standards, the proposed remuneration is in line with the	Considering the size of the company, the work profile and the responsibilities to be handled by Mr. Atul Aggarwal, and in accordance with industry standards, the proposed remuneration is in line with the compensation drawn	Considering the size of the company, the work profile and the responsibilities to be handled by Mr. Akhill Aggarwal, and in accordance with industry standards, the proposed remuneration is in line with the compensation

	would be with reference to the country of his origin.)	compensation drawn for similar positions in companies of similar size and scale.	for similar positions in companies of similar size and scale.	drawn for similar positions in companies of similar size and scale.
7.	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel, if any	The directors' shareholding details and relationships are provided in Annexure I, as per Regulation 36(3) of the SEBI (LODR) regulations, 2015, in this Notice.		

III. OTHER INFORMATION:

1. **Reasons for loss or inadequate profits:** At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
2. **Steps taken or proposed to be taken for improvement:** The Company is taking all steps and measures which to increase its revenue & achieve higher profitability through continuous efficiency improvements.
3. **Expected increase in productivity and profits in measurable terms:**
The Company is very conscious about improvement in productivity and undertakes constant measures to improve it and we foresee continuous improvement in profit margin in future.

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

Date: 10th May, 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**