



SCRUTINISER'S REPORT ON POSTAL BALLOT

29th June, 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 10th May, 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 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, 03/2022 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"), to conduct the remote e-voting process through Postal ballot by the shareholders in respect of the proposed resolution on Item Nos. 1 to 4 as set out in the notice of the Postal Ballot dated 10th May, 2024.

As required under Section 108 and 110 of the Act, Notice dated 10th May, 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. 24th May, 2024, who were entitled to vote on the proposed resolution on Item Nos. 1 to 4 as set out in the notice of the Postal Ballot.

The Company has availed the e-voting facility offered by M/s. National Securities Depository Limited (NSDL) for conducting remote e-Voting by the Shareholders of the Company. The remote e-Voting period commenced on Thursday, 30th May, 2024 at 09:00 A.M. (IST) and ended on Friday, 28th June, 2024 at 05:00 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

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scrutinizer at 10.46 A.M. on 29th June, 2024 in the presence of Ms. Anjali and Ms. Swati Tomar, 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, 169 (One Hundred & Sixty 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 4 as Annexure-I as set out in the notice of the Postal Ballot dated 10th May, 2024.

Thanking You,

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



Santosh Kumar Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973F000636349
P.R.C. No. 1388/2021
Place: Ghaziabad

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Annexure-I

I. Resolution No. 1:-

Agenda Item No.	1
Subject matter of Resolution	Change in designation of Mr. Anil Aggarwal from Chairman cum Managing Director to Chairman and Whole Time Director of the Company:
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	167	25570936	100
Voted in favour	149	25570259	99.997
Voted against	18	677	0.003
Invalid Vote	NIL	NIL	N.A

II. Resolution No. 2:-

Agenda Item No.	2
Subject matter of Resolution	Change in designation of Mr. Atul Aggarwal from Whole Time Director to Managing Director of the Company:
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	169	25571076	100
Voted in favour	151	25570399	99.997
Voted against	18	677	0.003
Invalid Vote	NIL	NIL	N.A

III. Resolution No. 3:-

Agenda Item No.	3
Subject matter of Resolution	Appointment of Mr. Akhill Aggarwal (DIN: 01681666) as Whole Time Director of the Company and payment of remuneration thereof:
Type of Resolution	Special

Particulars	Number of Votes	Number of shares	Percentage of
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		contained in votes	shares in total votes cast
	Remote e-Voting	Remote e-Voting	Remote e-Voting
Total Received	167	25570936	100
Voted in favour	148	25570159	99.997
Voted against	19	777	0.003
Invalid Vote	NIL	NIL	N.A

IV. Resolution No. 4:-

Agenda Item No.	4
Subject matter of Resolution	Appointment of Mr. Sanjiv Garg (DIN: 00428757) as Non-Executive 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	167	25570936	100
Voted in favour	148	25570159	99.997
Voted against	19	777	0.003
Invalid Vote	NIL	NIL	N.A

For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Kumar Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973F000636349
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