



# SANTOSH KUMAR PRADHAN COMPANY SECRETARIES

## SCRUTINISER'S REPORT ON POSTAL BALLOT

28<sup>th</sup> March, 2026

**The Chairman,  
STERLING TOOLS LIMITED,  
(CIN: L29222DL1979PLC009668)  
DJ-1210, DLF Tower-B, Jasola District Center,  
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 having office at 706, 8<sup>th</sup> 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 DJ-1210, DLF Tower-B, Jasola District Center, New Delhi- 110025. vide resolution dated 3<sup>rd</sup> February, 2026 pursuant to the provisions of 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, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 2 as set out in the notice of the Postal Ballot dated 3<sup>rd</sup> February, 2026.

As required under Section 108 and 110 of the Act, Notice dated 3<sup>rd</sup> February, 2026, 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. 20<sup>th</sup> February, 2026, who were entitled to vote on the proposed resolution on Item Nos. 1 to 2 as set out in the notice of the Postal Ballot.

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706, 8<sup>th</sup> Floor, K.M. Trade Tower, Hotel Radisson Blu,  
Kaushambi, Ghaziabad-U.P.-201010  
Tel.: +91-9810278845, e-mail: info@kritiadvisory.com

**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

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, 26<sup>th</sup> February, 2026 at 09:00 A.M. (IST) and ended on Friday, 27<sup>th</sup> March, 2026 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 scrutinizer at 09.46 A.M. on 28<sup>th</sup> March, 2026 in the presence of Mr. Sambheet Dehury and Mr. Saroj Kumar 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, 141 (One Hundred & Forty One) 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 2 as Annexure-I as set out in the notice of the Postal Ballot dated 3<sup>rd</sup> February, 2026.

Thanking You,

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

**Santosh Kumar Pradhan**  
**FCS No. 6973**  
**C.P. No. 7647**  
**UDIN: F006973G004128849**  
**P.R.C. No. 1388/2021**  
**Place: Angul, Odisha**

**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

**Annexure-I**

**I. Resolution No. 1:-**

<b>Agenda Item No.</b>	1
<b>Subject matter of Resolution</b>	Re-appointment of Mr. Anil Aggarwal (DIN:00027214) as Chairman and Whole Time Director of the Company and payment of remuneration thereof:
<b>Type of Resolution</b>	Special

<b>Particulars</b>	<b>Number of Votes</b>	<b>Number of shares contained in votes</b>	<b>Percentage of shares in total votes cast</b>
	Remote e-Voting	Remote e-Voting	Remote e-Voting
<b>Total Received</b>	141	23782049	100
<b>Voted in favour</b>	119	23779982	99.9913
<b>Voted against</b>	22	2067	0.0087
<b>Invalid Vote</b>	NIL	NIL	N.A

**II. Resolution No. 2:-**

<b>Agenda Item No.</b>	2
<b>Subject matter of Resolution</b>	Reappointment of Mr. Atul Aggarwal, (DIN:00125825) as Managing Director of the Company and payment of remuneration thereof:
<b>Type of Resolution</b>	Special

<b>Particulars</b>	<b>Number of Votes</b>	<b>Number of shares contained in votes</b>	<b>Percentage of shares in total votes cast</b>
	Remote e-Voting	Remote e-Voting	Remote e-Voting
<b>Total Received</b>	140	23781989	100
<b>Voted in favour</b>	118	23779922	99.9913
<b>Voted against</b>	22	2067	0.0087
<b>Invalid Vote</b>	NIL	NIL	N.A

For Santosh Kumar Pradhan  
(Practicing Company Secretary)

Santosh Kumar Pradhan  
FCS No. 6973  
C.P. No. 7647  
UDIN: F006973G004128849  
P.R.C. No. 1388/2021  
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