



STERLING TOOLS LIMITED

CIN No.: L29222DL1979PLC009668

Regd. Office: Office No. 243 C-10, Regus Elegance, 2F Elegance
Old Mathura Road, Jasola District Centre, New Delhi-110025

Corporate Office: Plot No. 4, D L F Industrial Estate, Faridabad-121003

E-mail: sterling@stlfasteners.com, Website: www.stlfasteners.com

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

Notice for the Annual General Meeting

Notice is hereby given that Forty Annual General Meeting of the Members of **Sterling Tools Limited** will be held at **The Little Theatre Group (LTG) Auditorium**, Copernicus Marg, New Delhi-110001 on Friday, 27th September, 2019 at 10:00 A.M. to transact the following business(s):

Ordinary Business

1. Adoption of Accounts

To receive, consider and adopt the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2019 and the Profit and Loss Account for the financial year ended on that date alongwith the Cash Flow Statements, Notes & Schedules appended thereto together with the Directors' Report and Auditors' Report thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2019 and the Profit and Loss Account ended on that date alongwith the Cash Flow Statements, Notes & Schedules appended thereto for the Financial Year ended 31st March 2019 together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. Ratification of payment of Interim Dividend

To confirm & ratify the payment of Interim Dividend of 100% for the Financial Year 2018-2019 as Final Dividend for the said Financial Year and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of Interim Dividend declared & paid @100% by the Board of Directors in their meeting held on 11th August, 2018, be and is hereby confirmed & ratified as Final Dividend for Financial Year 2018-2019."

3. Reappointment of Retiring Director

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

"**RESOLVED THAT** Shri Anil Aggarwal (DIN 00027214) who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director".

Special Business

4. To ratify the remuneration of the Cost Auditors for the Financial Year 2019-2020:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditors viz. M/s Jitender, Navneet & Co., Cost Accountants appointed by the Board of Directors of the Company on the recommendations of the Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020, be and is hereby ratified as set out in the Statement annexed to the Notice convening this Meeting.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment and Regularization of appointment of Shri Rahoul Kabir Bhandari (DIN No. 00019495) as an Independent Director of the Company:

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

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 2nd August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Shri Rahoul Kabir Bhandari (DIN No. 00019495), aged 57 years and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the

Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of 5 (five) consecutive years i.e. w.e.f. 2nd August, 2019 to 1st August, 2024 on the Board of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 read with rules made there under, Shri Rahoul Kabir Bhandari (DIN No. 00019495) who was appointed as an Additional Director in the meeting of the Board of Directors held on 2nd August, 2019 and in respect of whom the Company has received a notice in writing proposing his candidature, be and is hereby appointed as Director of the Company.”

“**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 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.”

6. Regularization of Shri Jaideep Wadhwa (DIN No. 00410019) as Director of the company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 161 read with Section 188(1)(f) of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, Shri Jaideep Wadhwa (DIN No. 00410019) who was appointed as an Additional Director in the meeting of the Board of Directors held on 7th February, 2019 and also approved by shareholders through postal ballot on 27th March, 2019, be and is hereby appointed as Director of the Company.

“**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 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.”

7. Approval of remuneration payable to Shri Jaideep Wadhwa (DIN No. 00410019), Non-Executive Non-Independent Director during the Financial Year ending March 31, 2020 which is expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year

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

“**RESOLVED THAT** pursuant to the amended Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the Company be and is hereby accorded to the payment of remuneration by way of advisory fee of Rs. 5 Lacs per month, to Shri Jaideep Wadhwa, Non-Executive Non-Independent Director during the financial year ending March 31, 2020, exceeding 50% (Fifty Percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said year.”

“**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 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.”

8. Regularization of Shri Akhill Aggarwal (DIN No. 01681666) as director of the company

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 read with rules made there under, Shri Akhill Aggarwal (DIN No.01681666) who was appointed as an Additional Director in the meeting of the Board of Directors held on 2nd August, 2019 and in respect of whom the Company has received a notice in writing proposing his candidature, be and is hereby appointed as Director of the Company.

“**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 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.”

By Order of the Board
For Sterling Tools Limited

(Vaishali Singh)

Company Secretary

Membership No. A15108

House No. 466, Second Floor

Ashoka Enclave Part-III

Faridabad-121003

Date: 2nd August, 2019

Place: Faridabad

Registered Office:

Office No. 243 C-10, Regus Elegance, 2F,

Elegance Jasola District Centre,

Old Mathura Road, New Delhi-110001



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 4 to 8 of the accompanying Notice is annexed hereto.
3. Members who hold shares in the dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the Meeting.
4. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. For the convenience of the Members, attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
7. The Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2019 and the Profit and Loss Account for the financial year ended on that date are enclosed.
8. In terms of Article 89 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Anil Aggarwal, Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his respective re-appointment. The relevant details as required by Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges of the person seeking re-appointment as the director under Item No. 3 are annexed herewith.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 10 A.M. to 2 P.M. and upto the date of the Meeting.
10. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019 (both days inclusive) in connection with the ensuing Annual General Meeting.
11. The Company has designated an exclusive e-mail ID called csec@stlfasteners.com for redressal of shareholders' / investors' complaints / grievances. In case you have any queries / complaints or grievances, then please write to us at the above e-mail address.
12. Members holding shares in electronic form may please note that the bank account details and 9-digit MICR code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants wherever applicable. Members are therefore requested to update their bank account particulars, change of address and other details with their respective Depository Participants for shares held in Demat mode and to the Registrar and Share Transfer Agent for shares held in physical form.
13. Pursuant to the provisions of Section 205A (5) and 205 (c) of the Companies Act, 1956, read with Section 125 of the Companies Act, 2013 followed by the issue of Investor Education & Protection Fund (Awareness and Protection of the Investors) Rules, any dividend transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to a fund called the Investor Education and Protection Fund (the fund) set up by the Central Government.

Accordingly, unpaid / unclaimed dividend for the Financial Year 2010-2011 has already been transferred in the said fund on 7th September, 2018 and for the financial year 2011-2012 will be transferred on or before 10th September, 2019. No claim shall lie thereafter against the fund or the company in respect of such amounts transferred. Shareholders are therefore requested to verify their records and send claims, if any, for the relevant years from 2011-2012 onwards, before the respective amounts become due for transfer to the fund. The following are the details of the dividends declared by the Company and respective last dates for claiming by the shareholders:

Dividend Year	Date of declaration of dividend	Last Date for claim
2011-2012	06/07/2012	10/08/2019
2012-2013 Interim	18/02/2013	26/03/2020
2013-2014 Interim	22/01/2014	01/03/2021
2014-2015 Interim	11/08/2014	18/09/2021
2015-2016 Interim	04/08/2015	11/09/2022
2015-2016 Interim	08/02/2016	15/03/2023
2015-2016 Interim	14/03/2016	21/04/2023
2016-2017 Interim	08/08/2016	15/09/2023
2016-2017 Interim	11/02/2017	18/03/2024
2017-2018 Interim	07/09/2017	14/10/2024
2017-2018 Interim	13/02/2018	20/03/2025
2018-2019 Interim	11/08/2018	18/09/2025

Those members who have not so far claimed their dividend for the Financial Year 2011-2012, 2012-2013-Interim, 2013-2014-interim, 2014-2015-Interim, 2015-2016-Interim, 2015-2016-Interim, 2015-2016-Interim, 2016-2017-Interim, 2016-2017-Interim, 2017-2018-Interim, 2017-2018-Interim and 2018-2019-Interim are requested to make their claims to the Company for obtaining duplicate dividend warrants.

14. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.stlfasteners.com/Investors>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact MAS Services Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority.
15. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.
16. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in the individual name are advised to avail of the nomination facility by filing Form No. 2BV in their own interest. A blank form can be had from MAS Services Limited on request. Members holding shares in dematerialized form may contact their respective DP's for registration of nomination.
17. In case of any query, Members are requested to send the same to the Company Secretary atleast 10 days before the date of the meeting so that information can be made available at the meeting.
18. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
19. The entire Annual Report is also available at the Company's Website www.stlfasteners.com/new/news.asp.
20. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Items of Business given in AGM Notice may be transacted through electronic voting system and the Company is providing remote e-voting facility to the members who are the members as on 20th September, 2019 (End of Day) being the "Cut-off Date" fixed for the purpose, to exercise their right to vote at the 40th AGM by electronic means through the remote e-voting platform provided by National Securities Depository Limited (NSDL).
21. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of the Institute of Company

Secretaries of India ("ICSI"), in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.

22. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.

An electronic copy of the Annual Report for FY 2018-19 is uploaded on the Company's website <http://www.stlfasteners.com> and is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in the dematerialized form) or with MAS Services Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). An electronic copy of this Notice of the 40th AGM is uploaded on the Company's website www.stlfasteners.com and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: csec@stlfasteners.com

23. The procedure and instructions for remote e-voting as given in the Notice of the 40th Annual General Meeting are again reproduced hereunder for easy reference:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open the e-mail and open PDF file viz. "STL REMOTE EVOTING.pdf" with your Client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch an internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "STL LIMITED".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting an appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goyalsify11@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 40th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting a physical copy)

- a. The initial password is provided in the box overleaf.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. The Company has appointed Mr. A.K. Goyal, Practicing Company Secretary (FCS No.1565, C-7461) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.stlfasteners.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Bombay Stock Exchange and National Stock Exchange.
24. The remote e-voting period begins Tuesday, 24th September, 2019 at 9:00 A.M. and ends on Thursday, 26th September, 2019 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
25. For any further details in this regard, you may contact MAS Services Limited, RTA of the Company located at T-34, Okhla Industrial Area, Phase-II, New Delhi-110020 (011-26387281) or Sterling Tools Limited, Share Department, Plot No. 4, DLF Industrial Estate, Faridabad-121003 (0129-2270621) or NSDL (1800-222-990).
26. The Facility for voting, either through an electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
27. **Details of Director seeking appointment/re-appointment in the Annual General Meeting scheduled on Friday, 27th September, 2019 (Pursuant to Regulation 36(3) of the SEBI (LODR) regulations, 2015 and Secretarial Standards are as follows:**

Name of Director	Shri Anil Aggarwal	Shri Akhill Aggarwal	Shri Rahoul Kabir Bhandari	Shri Jaideep Wadhwa
Date of Birth	07/05/1958	03/02/1986	14/05/1962	20/02/1964
Expertise in Specific Functional Areas	Production	Having an experience of more than 9 years in Automobiles Industry.	dynamic entrepreneur and have an experience over 30 years in automobile industry	In Machinery, Auto & Industrial Component and Packaging Industries as well as in Private Equity
Qualification	B. Com.	BA. (Economics) from University of Richmond	Mechanical Engineering from MIT USA	MBA
Board Membership of other Public Limited Companies as on 31st March, 2019	NIL	NIL	NIL	NIL

Name of Director	Shri Anil Aggarwal	Shri Akhill Aggarwal	Shri Rahoul Kabir Bhandari	Shri Jaideep Wadhwa
Chairman/member of the Committee of the Board of Directors as on 31st March, 2019	Audit Committee – Member Share Transfer Committee – Member CSR Committee – Member	NIL	NIL	NIL
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2019. a. Audit Committee b. Stakeholders Relationship Committee c. Other Committees	NIL	NIL	NIL	NIL
Number of Shares held of Sterling Tools Limited	8035583	660000	NIL	13917
Experience	41 Yrs	9 Years	30 Years	30 Years
Terms and Conditions of appointment/ reappointment and details of remuneration sought to be paid	Basic Salary Rs. 121.89 Lacs p.a., Perquisite & Allowances Rs. 5 Lacs p.a., Commission 1% of profit., Other terms and conditions as approved by shareholders vide their special resolution dated 28 th September, 2017	NIL	NIL	Monthly Advisory Fee of Rs. 5 Lacs Per Month
Relationship with other Directors/ members and other KMP	Brother of Whole Time Director – Atul Aggarwal Father of Non-Executive Director – Akhill Aggarwal	Son of Managing Director	N.A.	N.A.

By Order of the Board
For Sterling Tools Limited

(Vaishali Singh)
Company Secretary
Membership No. A15108
House No. 466, Second Floor
Ashoka Enclave Part-III
Faridabad-121003

Date: 2nd August, 2019

Place: Faridabad

Registered Office:

Office No. 243 C-10, Regus Elegance, 2F,
Elegance Jasola District Centre,
Old Mathura Road, New Delhi-110001

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 as mentioned in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors – M/s Jitender, Navneet & Co., Cost Accountants to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020 at an Annual Fee of Rs. 1,05,000 plus Taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, is concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 4 for the approval of Members.

Item No. 5

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 the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 40th Annual General Meeting to be held on 27th September, 2019, It is proposed to appoint Shri Rahoul Kabir Bhandari as an Independent Director of the Company for a period of 5 (five) consecutive years upto 1st August, 2024.

Shri Rahoul Kabir Bhandari, aged 57 years who is a professionally qualified person in the stream of Mechanical Engineering from MIT USA. Mr. Bhandari is a dynamic entrepreneur and has an experience over 30 years in the automobile industry, have good knowledge and hold over the business. Mr. Bhandari is the promoter of "Padmini Group" and has been Managing Director since the date of incorporation. Shri Bhandari is a member at the Board of various companies, which include Padmini VNA Mechatronics Pvt Ltd, Padmini VNA Emission Control System Pvt Ltd, Padmini VNA Securities Pvt Ltd, Padmini, Quadsun Solar Pvt Ltd, Padmini Diesel Emission Control Pvt Ltd and Clear Drive India Pvt Ltd. As on date, he does not hold any shares of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 2nd August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, It is proposed to appoint Shri Rahoul Kabir Bhandari (DIN No. 00019495) as an Independent Non-Executive Director of the Company, for the period of 5 (Five) years w.e.f. 2nd August, 2019 to 1st August, 2024. Further Shri Rahoul Kabir Bhandari shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received from Shri Rahoul Kabir Bhandari, 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 Shri Rahoul Kabir Bhandari 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. Shri Rahoul Kabir Bhandari 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.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri Rahoul Kabir Bhandari to be appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for appointment of Shri Rahoul Kabir Bhandari 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 his association would be of immense benefit to the Company and it is desirable to avail his services. Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out in this item of the Notice for the appointment of Shri Rahoul Kabir Bhandari as an Independent Director of the Company.

Further, in terms of the requirements of the provisions of Section 161 of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Rahoul Kabir Bhandari as Independent Director of the Company.

Except for Shri Rahoul Kabir Bhandari, 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 at Item No. 5. 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.5 for the approval of the members.

Item No. 6

Mr. Jaideep Wadhwa was appointed as a Non-Executive Non-Independent Additional Director of the Company vide Board Meeting held on 07th February, 2019 at a monthly Advisory Fee of Rs. 5 lacs p.m. and is eligible to hold office upto ensuing Annual General Meeting of the Company.

Mr. Jaideep Wadhwa, aged 55 years, is an MBA from the University of Virginia and is having more than 30+ years of industry experience with 20+ years as Executive Director, CEO, Managing Director or President. He had worked in Machinery, Auto & Industrial Component and Packaging industries as well as in Private Equity.

His experience spans in growth, operational improvements, new business model development, acquisitions & integration and turnarounds.

The Board considers that Mr. Jaideep Wadhwa's association is required for providing strategic guidance to achieve Domestic as well as International business development by the Company and to support the Company to diversify and develop new business avenues by supporting collaboration/acquisitions within and outside India.

The Company has already received a notice from one of the Member under Section 160 of the Companies Act, 2013 proposing Mr. Jaideep Wadhwa' candidature as Director of the Company.

Accordingly, in terms of the requirements of the provisions of Section 161 of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Jaideep Wadhwa as Non-Executive Non-Independent Director of the Company.

Except Shri Jaideep Wadhwa, 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 at Item No. 6. 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.6 for the approval of the members.

Item No. 7

Mr. Jaideep Wadhwa (DIN 00410019) has been appointed as Non-Executive Non-Independent Director through postal ballot on March 27, 2019 at an Annual advisory fee of Rs. 60 lacs.

As per the amended regulation 17(6) (ca) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 effective from 01st April, 2019, the approval of shareholders by special resolution shall be obtained every year wherein the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

Since Mr. Jaideep Wadhwa has been getting an advisory fee of Rs. 60 lacs annually for advising the Company by providing Strategic guidance to achieve domestic as well as international business development by the Company and to support the Company to diversify and develop new business avenues and whereas the other Non-Executive Directors are getting only the sitting fees for attending the Board as well as Committee meetings.

Thus the remuneration by way of said advisory fee which is paid to Mr. Jaideep Wadhwa exceed 50% (Fifty Percent) of the total remuneration payable to all the Non-Executive Directors of the company for the Financial Year 2019-20.

Except Shri Jaideep Wadhwa, being the interested Director, 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 at Item No. 7. 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.7 for the approval of the members.



Item No. 8

The Board of directors of the Company in their meeting held on 2nd August, 2019 has appointed Shri Akhill Aggarwal as an Additional Director of the Company and Mr. Akhill Aggarwal holds office of the Director till the conclusion of this Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Section 161 of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Akhill Aggarwal as Director of the Company.

Mr. Akhill Aggarwal has over 9 years of experience in the field of the automobile business and other allied services related to the automobile sector. He is a Bachelor's in economics from the University of Richmond. He is designated as Board Member on various other Sterling Group Companies.

Shri Akhill Aggarwal is the elder son of Shri Anil Aggarwal, Managing Director of the Company, and hold 6,60,000 shares of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri Anil Aggarwal, Shri Atul Aggarwal and Shri Akhill Aggarwal is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.8 for the approval of the members.

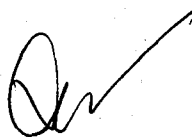
**By Order of the Board
For Sterling Tools Limited**

Date: 2nd August, 2019

Place: Faridabad

Registered Office:

**Office No. 243 C-10, Regus Elegance, 2F,
Elegance Jasola District Centre, Faridabad-121003
Old Mathura Road, New Delhi-110001**



**(Vaishali Singh)
Company Secretary
Membership No. A15108
House No. 466, Second Floor
Ashoka Enclave Part-III**

PROXY FORM (MGT-11)

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014



STERLING TOOLS LIMITED

CIN No.: L29222DL1979PLC009668

Regd. Office: Office No. 243 C-10, Regus Elegance, 2F Elegance
Old Mathura Road, Jasola District Centre, New Delhi-110025

Corporate Office: Plot No. 4, D L F Industrial Estate, Faridabad-121003

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

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

Name of the Member(s) :
Registered address :
E Mail Id:
Folio No. / *Client ID:
*DP ID:

I / We, being the member(s) of _____ equity shares of the above named Company, hereby appoint:

- 1) Name: _____ E Mail: _____
Address: _____
Signature _____, Or failing him / her
- 2) Name: _____ E Mail: _____
Address: _____
Signature _____, Or failing him / her
- 3) Name: _____ E Mail: _____
Address: _____
Signature _____

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company to be held on **Friday, the 27th day of September, 2019 at 10:00 A.M. at The Little Theatre Group (LTG) Auditorium, Copernicus Marg, New Delhi-110001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional**	
		For	Against
Ordinary Business			
1.	Adoption of Annual Accounts of Sterling Tools Limited as on 31 st March, 2019 (Ordinary Resolution)		
2.	Ratification of payment of Interim Dividend (Ordinary Resolution)		
3.	Re-appointment of Retiring Director (Ordinary Resolution)		
Special Business			
4.	To ratify the remuneration of the Cost Auditors for the Financial Year 2019-2020 (Ordinary Resolution)		
5.	Appointment and Regularization of appointment of Shri Rahoul Kabir Bhandari (DIN No. 00019495) as an Independent Director of the Company (Ordinary Resolution)		
6.	Regularization of Shri Jaideep Wadhwa (DIN No. 00410019) as Director of the company (Ordinary Resolution)		
7.	Approval of remuneration payable to Shri Jaideep Wadhwa (DIN No. 00410019), Non-Executive Non-Independent Director, during the Financial Year ending March 31, 2020 which is expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year (Special Resolution)		
8.	Regularization of Shri Akhill Aggarwal (DIN No. 01681666) as director of the company (Ordinary Resolution)		

* Applicable for investors holding shares in electronic form

Signed this day of 2019.

Signature of the shareholder

Signature of the Proxy holder

Signature of the Proxy holder

Signature of the Proxy holder

Affix
Re. 1/-
Revenue
Stamp

NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office / Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting,
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 40th Annual General Meeting.
- **3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

ROUTE MAP

The Little Theatre Group (LTG) Auditorium, Copernicus Marg, New Delhi-110001

