

A.K.GOYAL
Company Secretary

"COCUSAN CHAMBERS"
D-62 Laxmi Nagar, Vikas Marg,
DELHI-110092
Ph. 22044974, 9810483669

Consolidated Report

The Chairman,
Sterling Tools Limited,
Office no. 243, C-10, Regus Elegance,
2F, Elegance, Jasola District Centre,
Old Mathura Road,
New Delhi-110025

Dear Sir,

Result of voting through electronic means conducted pursuant to the provisions of the section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, and Poll conducted pursuant to section 110 of the Companies Act, 2013 read with the Rule 21 of the Companies (Management and Administration) Rules, 2014, the Company sought consent of its members for passing resolution, as stated in the Postal Ballot Notice dated 7th February, 2019 by means of voting by postal ballot including voting through electronic means.

I, A.K.Goyal, Practicing Company Secretary, appointed as scrutinizer of Sterling Tools Limited (the Company), with respect to the captioned subject hereby submit my consolidated report as under:

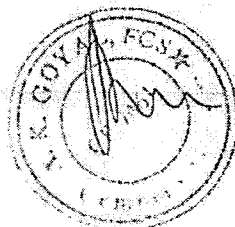
Special Business

Resolution- 1: Special Resolution

Sub: Re-appointment of Shri Chhotu Ram Sharma (DIN 00522678) as an Independent Director of the Company

| Particulars | Number of Members casted valid votes | | | Number of valid votes casted(Share) | | | Total (%) |
|--------------|---|----------|-----------|--|-----------|--------------------|---------------|
| | E-voting | Poll | Total | E-voting | Poll | Total | |
| Assent | 43 | 0 | 43 | 2,63,80,594 | 0 | 2,63,80,594 | 99.99 |
| Dissent | 5 | 7 | 12 | 313 | 10 | 323 | 00.01 |
| Invalid | - | - | - | - | - | - | - |
| Total | 48 | 7 | 55 | 2,63,80,907 | 10 | 2,63,80,917 | 100.00 |

Based on the above, the Resolution has been passed with requisite majority



Resolution-2: Special Resolution**Sub: Re-appointment of Smt. Malini Sud (DIN 01297943) as an Independent Director of the Company**

| Particulars | Number of Members casted valid votes | | | Number of valid votes casted(Share) | | | Total (%) |
|--------------|--------------------------------------|----------|-----------|-------------------------------------|-----------|--------------------|---------------|
| | E-voting | Poll | Total | E-voting | Poll | Total | |
| Assent | 43 | 0 | 43 | 2,63,80,595 | 0 | 2,63,80,595 | 99.99 |
| Dissent | 5 | 7 | 12 | 312 | 10 | 322 | 00.01 |
| Invalid | - | - | - | - | - | - | - |
| Total | 48 | 7 | 55 | 2,63,80,907 | 10 | 2,63,80,917 | 100.00 |

Based on the above, the Resolution has been passed with requisite majority

Resolution-3: Special Resolution**Sub: Re-appointment of Dr. Triloki Nath Kapoor (DIN 00017692) as an Independent Director of the Company**

| Particulars | Number of Members casted valid votes | | | Number of valid votes casted(Share) | | | Total (%) |
|--------------|--------------------------------------|----------|-----------|-------------------------------------|-----------|--------------------|---------------|
| | E-voting | Poll | Total | E-voting | Poll | Total | |
| Assent | 42 | 0 | 42 | 2,63,80,589 | 0 | 2,63,80,589 | 99.99 |
| Dissent | 6 | 7 | 13 | 318 | 10 | 328 | 00.01 |
| Invalid | - | - | - | - | - | - | - |
| Total | 48 | 7 | 55 | 2,63,80,907 | 10 | 2,63,80,917 | 100.00 |

Based on the above, the Resolution has been passed with requisite majority

Resolution-4: Ordinary Resolution**Sub: Appointment of Shri Jaideep Wadhwa (DIN 00410019) as Non- Executive Non-Independent Director of the Company**

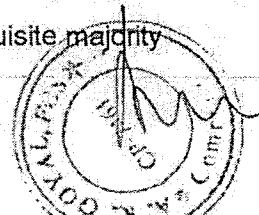
| Particulars | Number of Members casted valid votes | | | Number of valid votes casted(Share) | | | Total (%) |
|--------------|--------------------------------------|----------|-----------|-------------------------------------|-----------|--------------------|---------------|
| | E-voting | Poll | Total | E-voting | Poll | Total | |
| Assent | 40 | 0 | 40 | 2,39,79,439 | 0 | 2,39,79,439 | 90.90 |
| Dissent | 8 | 7 | 15 | 24,01,468 | 10 | 24,01,478 | 9.10 |
| Invalid | - | - | - | - | - | - | - |
| Total | 48 | 7 | 55 | 2,63,80,907 | 10 | 2,63,80,917 | 100.00 |

Based on the above, the Resolution has been passed with requisite majority

Resolution-5: Ordinary Resolution**Sub: Appointment of Shri Anish Agarwal relative of Shri Anil Aggarwal, Managing Director as Project Head-Bangalore**


| Particulars | Number of Members casted valid votes | | | Number of valid votes casted(Share) | | | Total (%) |
|--------------|--------------------------------------|----------|-----------|-------------------------------------|-----------|--------------------|---------------|
| | E-voting | Poll | Total | E-voting | Poll | Total | |
| Assent | 40 | 0 | 40 | 2,63,60,041 | 0 | 2,63,60,041 | 99.92 |
| Dissent | 8 | 7 | 15 | 20,866 | 10 | 20,876 | 00.08 |
| Invalid | - | - | - | - | - | - | - |
| Total | 48 | 7 | 55 | 2,63,80,907 | 10 | 2,63,80,917 | 100.00 |

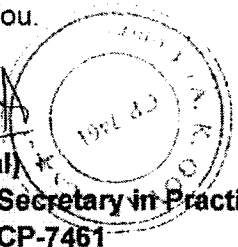
Based on the above, the Resolution has been passed with requisite majority



You may accordingly declare the result of the voting by Ballot, including voting by electronic means.

Thanking You.


(A.K. Goyal) *
Company Secretary in Practice
FCS-1555/CP-7461



Place: New Delhi

Date: 28-03-2019