

MINUTE BOOK

STERLING TOOLS LIMITED

MEETING NO. : 41
MEETING NAME : ANNUAL GENERAL MEETING
DAY & DATE : FRIDAY, 25TH SEPTEMBER, 2020
TIME : STARTED AT 10:30 A.M. AND CONCLUDED AT 10:55 A.M.
VENUE : THROUGH VIDEO CONFERENCING

MINUTES OF THE PROCEEDINGS OF 41ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 25TH SEPTEMBER, 2020 THROUGH VIDEO CONFERENCING AT 10.30 A.M CONCLUDED AT 10.55 A.M.

DIRECTORS PRESENT THROUGH VIDEO CONFERENCE

1. Mr. Anil Aggarwal Chairman & Managing Director
2. Mr. Atul Aggarwal Whole time Director
3. Mr. C. R. Sharma Independent Director & Chairman-Audit Committee
4. Ms. Malini Sud Independent Director
5. Mr. Kabir Bhandari Independent Director
6. Mr. Shailendra Swarup Independent Director
7. Mr. Akhill Aggarwal Director
8. Mr. Jaideep Wadhwa Director

ATTENDANCE:

1. Ms. Vaishali Singh Company Secretary

INVITEES:

1. Mr. Ankit Aggarwal Statutory Auditor
2. Mr. Dhananjay Shukla Secretarial Auditor
3. Mr. A. K. Goyal Scrutinizer

73 members attended the meeting through Video conferencing.

The meeting was started with the welcome speech by Company Secretary. She briefed to the members about the Circulars issued by the MCA dated 8th April, 2020 & 13th April, 2020 permitting Companies to carry AGM through VC mode.

She further added that Mr. Anil Aggarwal, Chairman & CEO of the company shall preside over the meeting as the Chairperson of this Annual General Meeting

Then she invited the Board Members to introduce themselves to the Members and to confirm from where they are joining this AGM.

So, starting with Mr. Anil Aggarwal, all the directors made themselves introduced to the Members one by one.

The Company Secretary informed that apart from Directors, the Statutory Auditors as well as Secretarial Auditors and Scrutinizer are also present.

Sh. Anil Aggarwal, the Chairman then welcomed all the members and after ascertaining that requisite quorum is present, he started conducting the business of the meeting.


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Dr. T.N. Kapoor couldn't attend the the meeting due to his pre-occupations elsewhere and he had authorised Sh. C.R. Sharma to act as Chairman of Stakeholders' Relationship Committee for the AGM purpose.

He then apprised to members present that since all the members are joining this meeting through Video Conferencing, pursuant to the Circulars of Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.

He further added that the Register of Directors, KMP and their Shareholding and other Statutory Registers as required under Companies Act, 2013 are available electronically for inspection by the members during the AGM and Members seeking to inspect such documents can send their requests to csec@stlfasteners.com.

Then with the consent of members present at the meeting, notice convening the meeting and the Directors' Report, which had already been circulated, were taken as read. Since, the Statutory Auditors and Secretarial Auditors had issued their Reports without any adverse qualification or observation having any material financial impact on the Company, therefore the said Reports, with the permission of members, were taken as read.

Then the Chairman briefed to Shareholders present the operational as well financial working of the Company during the F.Y. 2019-20 and also highlighted the future prospects of the Automobile Industry as well as of the Company.

After his speech, the Chairman handed over the meeting to Company Secretary for taking up the Items/Resolutions detailed in the Notice of 41st Annual General Meeting of the Company.

Then Company Secretary briefed about the e-voting and shared that pursuant to the Provisions of the Listing Agreement & Companies Act, 2013, the Company had provided e-voting facility to the members holding the shares as on 18th September, 2020 in the manner as prescribed under the Companies Management and Administration) Rules, 2014 to vote on the proposed resolutions of this Annual General Meeting. In order to provide similar voting rights to the members present in meeting through VC Mode and who had not casted their votes yet, opportunity to vote would be provided in proportion to the shares held by members as on cut-off date viz. 18th September, 2020. Those who had casted their votes through e-voting were advised not to vote again as per the statutory requirements. The voting during AGM was opened and remained open for 15 minutes even after the conclusion of AGM.

The Company Secretary then read out the items of business of the meeting to be transacted at the Annual General Meeting

Thereafter the platform was opened for question/answers. The Company had got registrations from 5 shareholders as Registered Speakers for this AGM.

Sh. Anil Aggarwal, the Managing Director responded to all the questions raised by shareholders.

Thereafter the Chairman conveyed his thanks to all the shareholders and Board Members who had attended this meeting and authorised the Company Secretary to conclude the meeting.

The Company Secretary requested shareholders to cast their vote who have not casted yet and voting line remain opened for 15 minutes.


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CONSOLIDATED RESULTS OF AGENDA ITEMS AS DETAILED IN THE AGM NOTICE DATED 10TH AUGUST, 2020

Ordinary Business

1. Adoption of Accounts

To receive, consider and adopt the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2020 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 resolutions as **Ordinary Resolutions**:

- a) **"RESOLVED THAT** Pursuant to the provisions of Section 134 of the Companies Act, 2013, the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** Pursuant to the provisions of Section 134 of the Companies Act, 2013, the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Total votes cast in favour: 26858313 (Shares)

Total Votes cast against: 34 (Shares)

The above said resolution was passed with requisite majority.

2. Ratification of payment of Interim Dividend

To confirm & ratify the payment of Interim Dividend of 100% for the Financial Year 2019-2020 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 2nd August, 2019, be and is hereby confirmed & ratified as Final Dividend for Financial Year 2019-2020."

Total votes cast in favour: 26858313 (Shares)

Total Votes cast against: 34 (Shares)

The above said resolution was passed with requisite majority.

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:


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“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Atul Aggarwal (DIN 00125825), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Total votes cast in favour: 17192945 (Shares)

Total Votes cast against: 35 (Shares)

The above said resolution was passed with requisite majority.

Special Business

4. To ratify the remuneration of the Cost Auditors for the Financial Year 2020-2021:

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, 2021, 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.”

Total votes cast in favour: 26858313 (Shares)

Total Votes cast against: 34 (Shares)

The above said resolution was passed with requisite majority.

5. Regularization of appointment of Shri Shailendra Swarup (DIN No. 00167799) 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 the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with rules made there under, Shri Shailendra Swarup (**DIN 00167799**) who was appointed as an Additional Director in the meeting of the Board of Directors held on 17th December, 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, not 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 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.”


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Total votes cast in favour: 26858312 (Shares)

Total Votes cast against: 35 (Shares)

The above said resolution was passed with requisite majority.

6. **Approval of remuneration payable to Shri Jaideep Wadhwa (DIN No. 00410019), Non-Executive Non-Independent Director, during the Financial Year ending March 31, 2021 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, 2021, 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.”

Total votes cast in favour: 26858358 (Shares)

Total Votes cast against: 89 (Shares)

The above said resolution was passed with requisite majority.

7. **Re-appointment and payment of remuneration to Shri Anil Aggarwal, Chairman Cum Managing Director of the Company:**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the re-appointment of Shri Anil Aggarwal (DIN:00027214) as Chairman Cum Managing Director of the Company, for a period of 5 (five) years with effect from 1st April, 2021 to 31st March, 2026, liable to retire by rotation on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as the Board may deem fit and as may be acceptable to Shri Anil Aggarwal.


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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Total votes cast in favour: 18747729 (Shares)

Total Votes cast against: 35 (Shares)

The above said resolution was passed with requisite majority.

8. Re-appointment and payment of remuneration to Shri Atul Aggarwal, Whole Time Director of the Company:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the re-appointment of Shri Atul Aggarwal (DIN:00125825) as Whole Time Director of the Company, for a period of 5 (five) years with effect from 1st April, 2021 to 31st March, 2026, liable to retire by rotation on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as the Board may deem fit and as may be acceptable to Shri Atul Aggarwal.

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

Total votes cast in favour: 17192945 (Shares)

Total Votes cast against: 35 (Shares)

The above said resolution was passed with requisite majority.

Vote of Thanks

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

Dated: 30/09/2020

Place: New Delhi


Chairman

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