



SCRUTINISER'S REPORT ON POSTAL BALLOT

30th December, 2020

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 as amended by Companies (Management and Administration) Amendment Rules, 2015 read with General Circular Nos. 14/2020, 17/2020 and 33/2020 issued by the Ministry of Corporate Affairs (MCA) dated 8th April, 2020, 13th April, 2020 and 28th September, 2020.

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 it's registered office at Unit No. 515, DLF Tower-A, jasola District Centre, New Delhi-110025 vide resolution dated 10th November, 2020 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, 17/2020 and 33/2020 issued by the Ministry of Corporate Affairs (MCA) dated 8th April, 2020, 13th April, 2020 and 28th September, 2020 to conduct the remote e-voting process through Postal ballot by the shareholders in respect of the proposed resolution on Item No. 1 as set out in the notice of the Postal Ballot dated 10th November, 2020.

As required under Section 108 and 110 of the Act, Notice dated 10th November, 2020 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. 20th November, 2020 who were entitled to vote on the proposed resolution on Item Nos. 1 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 Monday, 30st November, 2020 at 9:00 A.M. (IST) and ended on Tuesday, 29th December, 2020 at 5:00 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



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

a scrutinizer at 07.55 PM on 29th December, 2020 in the presence of Ms. Monika and Mr. Ajay Singh, 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, 112 (One Hundred & Twelve) 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 as Annexure-I as set out in the notice of the Postal Ballot.

Thanking You,

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



Santosh Kumar Pradhan
FCS No. 6973
C.P. No. 7647

Place: Ghaziabad

Annexure I

I. Resolution No. 1:-

Agenda Item No.	1
Subject matter of Resolution	Payment of Success Fee/ Performance Fee to Mr. Jaideep Wadhwa, Non-Executive Non-Independent Director of the Company
Type of Resolution	Ordinary

Particulars	Number of Votes		Number of shares contained in valid votes		Percentage of shares in total valid votes cast
	Remote e-Voting	Total	Remote e-Voting	Total	
Total Received	112	112	26694573	26694573	100
Voted in favour	86	86	26595304	26595304	99.63
Voted against	25	25	90352	90352	0.34
Invalid Vote	1*	1	8917	8917	0.03

*The vote made by Mr. Jaideep Wadhwa is considered to be invalid as he was interested in this resolution.

For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Kumar Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973B001740276

Place: Ghaziabad