



STERLING TOOLS LIMITED

CIN No.: L29222DL1979PLC009668

Regd. Office: K-40, Connaught Circus, New Delhi-110001

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

Notice is hereby given that the Extraordinary General Meeting of the members of Sterling Tools Limited will be held on Wednesday, 10th day of May, 2017 at **Modi Hall**, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 at 11:00 A.M to transact the following special business:-

SPECIAL BUSINESS

Issue of Equity Shares on Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the provisions of Foreign Exchange Management Act, 1999, and rules and regulations framed there under, the extant foreign direct investment policy and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended up to date (“SEBI ICDR Regulations”), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time, as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and enabling provisions of the memorandum and articles of association of the Company and the Listing Agreements entered into between the Company and the stock exchanges, where the shares of the Company are listed and subject to requisite approvals, consents, permissions and / or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and / or sanctions and which may be agreed to, by the board directors of the Company (“Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constituted to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose), the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential basis, for an amount not exceeding INR 45 crores for allotment of 18,01,221 equity shares of face value INR 2/- each (“Equity Shares”) in cash to Meidoh Co. Ltd. having its Principal office situated at 4-5, Sangen-cho, Toyota, Aichi, 4710037, Japan, who form part of persons belonging to the non promoter category (“**Non Promoter Investors**”) at a price per Equity Share of INR 246.60/-, which price is determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under Chapter VII the SEBI ICDR Regulations including the following terms and conditions:

- A. The Non Promoter Investors shall be required to bring in 100% of the consideration on the shares to be allotted on or before the date of allotment thereof
- B. The Equity Shares shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.
- C. The Equity Shares proposed to be so allotted shall rank pari passu in all respects including as to dividend with the existing fully paid up equity shares of face value INR 2/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the price of the aforesaid Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations and the “Relevant Date” for the purpose of calculating the price of the Investor Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e., 10th May, 2017.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange(s), making application to the relevant depository for admission of the new equity shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or

approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) or the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

For Sterling Tools Limited

Date: 12th April, 2017
Place: Faridabad

Registered Office:
K-40, Connaught Circus
New Delhi-110001

--Sd--
(M. L. Aggarwal)
Chairman
DIN No.: 00027380
A-55, New Friends Colony
New Delhi-110065

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.**
2. **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.**
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the special business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
4. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/ Proxies are requested to bring a copy of this notice as no copies will be made available at the meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission to the meeting place.
6. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
7. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of attorney authorizing their representative to attend and vote at the Meeting.
8. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the EGM.
9. The Registers of Contract and Arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
10. Members can avail the nomination facility with respect to shares held, by submitting a request in writing to the company or to M/s. MAS Services Limited the Registrar and Share transfer Agent of the company.
11. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 1:00 P.M. upto the date of EGM except holidays.
12. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 SFBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by National Securities Depository Limited (NSDL), on resolution set forth in this Notice.

13. Notice of this EGM dated 12th April, 2017, inter alia, indicating the process and manner of remote e-voting is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice or the EGM or the Company, inter alia indicating the process and manner of c-voting is being sent through the permitted mode.
14. Members are requested to send all the correspondence concerning registration of transfer, transmission, subdivision, consolidation of shares or any other share related matters and or change in address to the Company's Registrar & Share Transfer Agent, M/s MAS Services Limited, at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110001.
15. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer agent, M/s MAS Services Limited, for consolidation into a single folio.
16. **The procedure and instructions for remote e-voting as given in the Notice of the Extraordinary 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 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 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 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 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 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 Extra Ordinary General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a. 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 3rd May, 2017.
 - 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. 3rd May, 2017, 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 “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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - 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 EGM 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 fair and transparent manner.
 - I. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
 - J. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.stfasteners.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.
17. The remote e-voting period begins on Sunday, 7th May, 2017 at 9:00 A.M. and ends on Tuesday, 9th May, 2017 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 3rd May, 2017 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.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 3rd May, 2017.
19. 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).
20. A member may participate in the EGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the EGM.
21. The Facility for voting, either through 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 by remote e-voting shall be able to exercise their right at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

The Board of Directors in their meeting held on **12th April, 2017**, subject to necessary approval(s), has approved the proposal for raising of funds for an amount not exceeding INR 45 crores by way of issue of 18,01,211 (Eighteen Lacs One Thousand Two Hundred Eleven) Equity shares of face value of INR 2/- each to mobilize funds for funding current/future expansion plans, potential acquisitions, working capital and general corporate purposes. The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

- a) **Object of the issue:** To mobilize funds for funding current/future expansion plans, potential acquisitions, working capital and general corporate purposes.
- b) **Total Number of shares to be offered:** The resolution set out in the accompanying Notice entitles the Board to issue equity shares not exceeding 18,01,211 as may be deemed appropriate in the best interest of the Company.
- c) **The price at which the allotment is proposed:** The allotment is proposed to be made at price of INR 246.60 as per the valuation certificate obtained as on relevant date viz. 10th April, 2017.
- d) **Basis on which the price has been arrived:** The price has been arrived at on the basis of the certificate received by the Company from M/s. S.R. Dinodia & Co. LLP, Chartered Accountants. (Statutory Auditors of the Company) as on relevant date viz. 10th April, 2017.

- e) **Relevant date with reference to which the price has been arrived at:** 10th April, 2017, which is 30 days prior to the date of passing of special resolution by the Shareholders for approving the preferential issue on private placement basis.
- f) **The class of person to whom allotment is proposed to be made:** The allotment proposed to be made to M/s. Meidoh Co. Ltd., having its Principal office at 4-5, Sangen-cho, Toyota, Aichi, 4710037, Japan.
- g) **The name of proposed allottees & post offer capital holding:**

S. No	Name of the proposed allottees	Post offer capital percentage held by them
1.	Meidoh Co. Ltd. 4-5, Sangen-cho, Toyota, Aichi, 4710037, Japan	5%

- h) **The change in control:** Subsequent to this preferential allotment of equity shares, there is no change in control of the Company.
- i) **Lock-in:** The securities issued under the above Preferential Issue shall be locked-in for a period of 1 (one) year from the date of trading approval granted for such shares, as specified in Chapter VII of SEBI (ICDR) Regulations, 2009.
- j) **Auditors' Certificate:** The Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.
- k) **Pricing of the Equity Shares:** Each equity share of the face value of INR 2/- shall be issued at such price not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations on preferential allotment basis.

If the equity shares of the issuer have been listed on a recognised stock exchange for a period of [twenty six weeks] or more as on the Relevant date, the equity shares shall be allotted at a price not less than higher of the following:

- (a) The average of the weekly high and low of the [volume weighted average price] of the related equity shares quoted on the recognised stock exchange during the [twenty six weeks] preceding the relevant date; or
- (b) The average of the weekly high and low of the [volume weighted average prices] of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The Relevant Date for the purpose of pricing of the Equity Shares is 10th April, 2017.

“Stock Exchange” for this purpose shall mean National Stock Exchange of India Limited (NSE).

- l) **Relevant Date:** The Relevant date for the purpose of determining the price of shares in accordance with pricing method given in Chapter VII of SEBI (ICDR) Regulations, 2009 is 30 days prior to date of result of EGM and in case where relevant date falls on Weekend/ Holiday, the day preceding the Weekend/ Holiday is reckoned as Relevant Date. 10th April, 2017 is considered as relevant date.
- m) **Undertakings:**
- i. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- n) **Particulars of Subscribers & Intention of Promoters / directors / Key Managerial Persons to Subscribe the Offer:** No Promoters, directors or key managerial has shown their intent to subscribe this preferential issue and the allotment is proposed to be made to Non Promoters.
- o) **Identity of the proposed allottees:** The allotment of the equity shares will be made to the following person:-

S. No.	Companies - List of allottees	No. of Shares to be allotted	If Allottee Is Not A Natural Person, Identity Of The Natural Person Who Are The Ultimate Beneficial Owner Of The Shares Proposed To Be Issued, If Applicable	Pre - Issue		Post - Issue	
				No of share	%	No of share	%
1	Meidoh Co. Ltd., Japan	18,01,211	N.A.	NIL	NIL	18,01,211	5.00
	Total	18,01,211		NIL	NIL	18,01,211	5.00

- p) **Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:**

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage of Holding	No. of Share	Percentage of holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian	24006175	70.15	24006175	66.64
	Sub Total(A)(1)	24006175	70.15	24006175	66.64
2	Foreign	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	24006175	70.15	24006175	66.64
(B)	Public shareholding				
1	Institutions	220188	0.64	220188	0.61
	Sub-Total (B)(1)	220188	0.64	220188	0.61
2	Non-institutions	9996637	29.21	11797848	32.75
	Sub-Total (B)(2)	9996637	29.21	11797848	32.75
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	10216825	29.85	12018036	33.36
	TOTAL (A)+(B)	34223000	100.00	36024211	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	34223000	100.00	36024211	100.00

- q) **Consequential Changes in voting Rights and Change in Control:** Voting rights will change in tandem with the shareholding pattern. There will be no change in control of the Company, pursuant to the Preferential Allotment.
- r) **The number of persons to whom allotment on preferential basis have already been made during the financial year 2016-17:** Nil
- s) **The propose time of completion of allotment:** The allotment of the Equity Shares being issued on preferential basis is proposed to be made within 15 days from the date of passing of the resolution by the Members, provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations 2009 and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

For Sterling Tools Limited

Date: 12th April, 2017
Place: Faridabad

Registered Office:
K-40, Connaught Circus
New Delhi-110001

--Sd--
(M. L. Aggarwal)
Chairman
DIN No.: 00027380
A-55, New Friends Colony
New Delhi-110065

PROXY FORM

[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 : K-40, Connaught Circus, New Delhi-110001

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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 Extraordinary General Meeting of the Company to be held on Wednesday, the 10th day of May, 2017 at 11:00 A.M. at **Modi Hall**, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Issue of Equity Shares on Preferential Basis (Special Resolution)		

* Applicable for investors holding shares in electronic form

Signed this day of 2017.

Signature of the Member

Affix
Re. 1/-
Revenue
Stamp

Signature the Proxy Holder

Signature the Proxy Holder

Signature the Proxy Holder

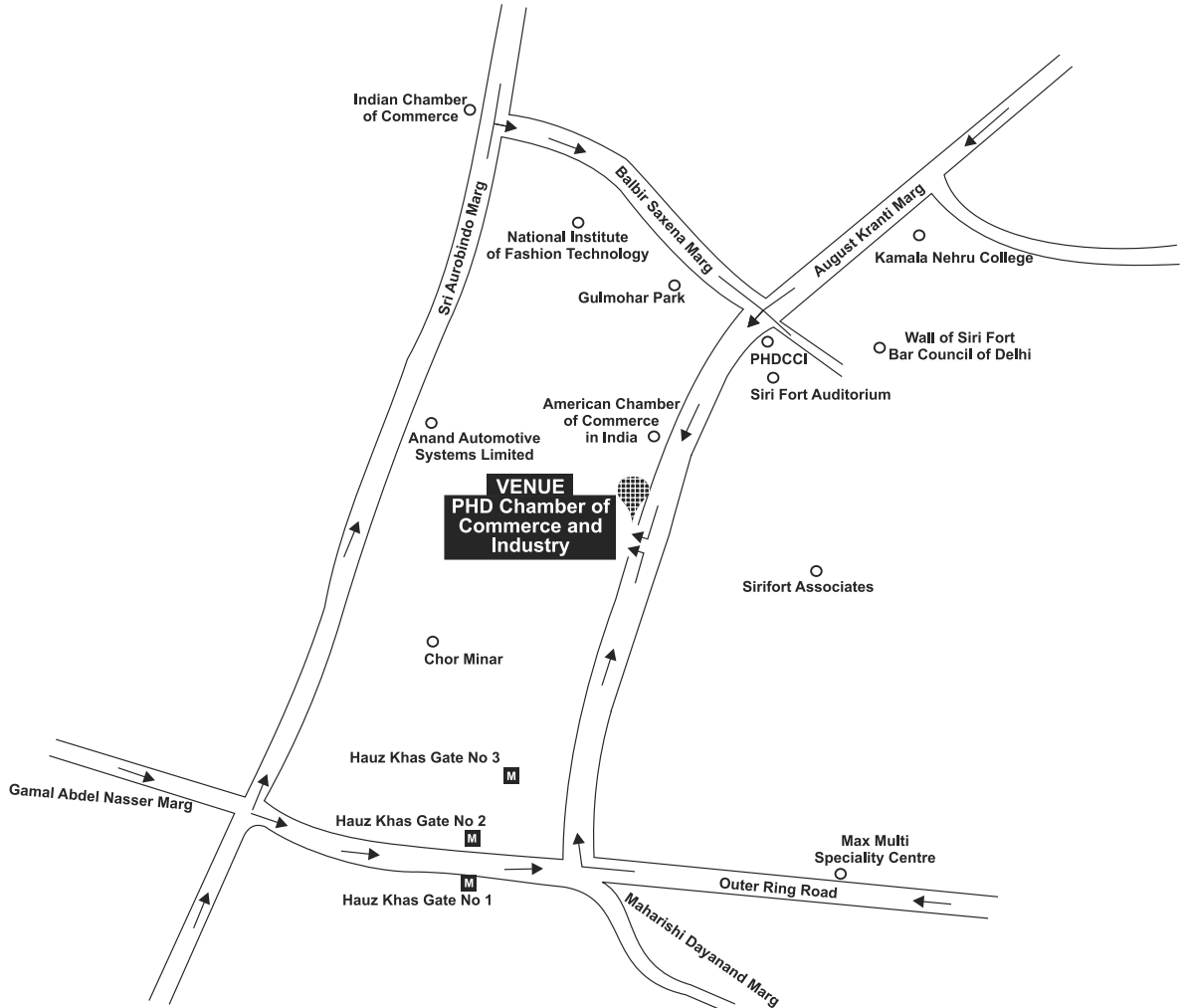
NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at K-40, Connaught Circus, New Delhi-110001 / Corporate Office of the Company at Plot No. 4, D L F Industrial Estate, Faridabad-121003, 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 Extraordinary 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

Modi Hall, PHD Chamber of Commerce and Industry
PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016





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ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	From 09.00 a.m. (IST) on May 7 th , 2017
End of e-voting	Upto 05.00 p.m. (IST) on May 9 th , 2017

. The cut-off date (i.e. the record date) for the purpose of e-voting is 3rd May, 2017

----- TEAR HERE -----



STERLING TOOLS LIMITED

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

ATTENDANCE SLIP

I/We hereby record my presence at the Extra Ordinary General Meeting held on Wednesday, May 10th, 2017 at 11.00 a.m. at **Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016**

Name of the Shareholders or Proxy (In Block Letters) _____

No. of Shares Held _____

Regd. Folio No./DPID-CLID _____

Signature of the Shareholder/Proxy

Note:

- Only Member/Proxy can attend the meeting. No. minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

The procedure and instructions for remote e-voting as given in the Notice of the Extraordinary 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 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 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 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 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 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 Extra Ordinary General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

- a. 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 3rd May, 2017.
 - 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. 3rd May, 2017, 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 "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - F. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - 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 EGM 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 fair and transparent manner.
 - I. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
 - J. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.