



# 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

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completion of this form)

Serial No

- Name & Address of the Sole/ First named Shareholder as registered with the Company
- Name(s) of the joint Shareholder(s), if any, registered with the Company
- Registered Folio No./ DPID No.\* & Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)
- Number of shares held
- I/We hereby exercise my/our vote in respect of the Resolution (s) to be passed through e-voting/ Postal Ballot for the business stated in the Postal Ballot Notice dated 26<sup>th</sup> May, 2017 of the Company by conveying my/our assent or dissent to the said Resolution (s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	SPECIAL RESOLUTION TO APPROVE AND RATIFY THE LIST OF ULTIMATE BENEFICIARY OF THE NON PROMOTER FOREIGN BODY CORPORATE ALLOTTEE IN PREFERENTIAL ALLOTMENT			

Place :  
Date :

(Signature of the Shareholder)

## ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	PASSWORD

Notes :

- Please read carefully the instructions printed overleaf before exercising the vote.
- Last date for receipt of postal Ballot Forms by Scrutinizer is **Thursday, July 6, 2017.**

P.T.O.

## INSTRUCTION FOR E-VOTING

The procedure and instructions for e-voting as given in the Notice dated 26th May, 2017 for Postal Ballot, are 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 e-Voting.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 "Sterling Tools 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](mailto:goyalsify11@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. **In case of Members receiving Physical copy of Notice of postal Ballot (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.
  - c. A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form no other form or photocopy thereof is permitted, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer Mr. A. K. Goyal, Membership No. FCS1565 as per instruction h below at the address M/s. Sterling Tools Limited, K-40, Connaught Circus, New Delhi-110001. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
  - d. The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
  - e. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
  - f. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
  - g. Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
  - h. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5 p.m. on Thursday, July 6, 2017. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
  - i. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. h above.
- III. **General**
  - 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](http://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 5<sup>th</sup> June, 2017.
  - E. 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.
  - F. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.stlfasteners.com](http://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. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE and NSE.

### TENTATIVE CALENDER OF EVENTS OF POSTAL BALLOT OF STERLING TOOLS LIMITED

S. No.	Events	Date
1.	Date on which consent was given by the Scrutinizer to act in that capacity.	26-05-2017 (Friday)
2.	Date of Board Resolution approving the Postal Ballot Notice and authorizing the Directors/Director/Company Secretary to be responsible for the entire Postal Ballot Process	26-05-2017 (Friday)
3.	Intimation to Stock Exchange/Outcome of Meeting	26-05-2017 (Friday)
4.	Cut- off Date for determining List of Shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights	05-06-2017 (Monday)
5.	Date of completion of dispatch of Postal Ballot Notice alongwith the Explanatory Statement and Postal Ballot Form.(Physically and through e mail)	06-06-2017 (Tuesday)
6.	E -Voting Period (commencement and ending period)	07-06-2017 (Wednesday 10.00 A M) to 06-07-2017 (Thursday 5.00 P M)
7.	E-Voting ends and Last date for receiving duly filled and signed Postal Ballot Forms by the Scrutinizer	06-07-2017 (Thursday)
8.	Date of Submission of report by the Scrutinizer to the Chairman/ person authorised by the Chairman	07-07-2017 (Friday)
9.	Date of declaration of results of the Postal Ballot by the Chairman / person authorised by the Chairman	08-07-2017 (Saturday)
10.	Declaration of Results to BSE & NSE and uploading of results of Postal Ballot on the website of the company	08-07-2017 (Saturday)



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## NOTICE OF POSTAL BALLOT & E-VOTING

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and as per Regulations of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and pursuant to other applicable laws and regulations, that the Resolutions appended below for sub-division of Equity Shares and consequential amendments to the Memorandum of Association are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

Pursuant to provisions of Section 102 of Companies Act, 2013 the Explanatory Statement pertaining to the Resolutions setting out to the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the 'Form') for your consideration. You are requested to send the duly filled Postal Ballot Form with your assent or dissent to the annexed Resolutions.

The Company has appointed Shri A. K. Goyal, Company Secretary in Practice as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on Thursday, the 6<sup>th</sup> July, 2017, the last date for the receipt of the completed Postal Ballot forms.

The Scrutinizer will submit their report to the Chairman of the Board / Director after completion of the scrutiny and the result will be announced on Saturday, the 8<sup>th</sup> July, 2017 at 10.00 a.m. at the Registered Office of the Company i.e. K-40, Connaught Circus, New Delhi-110001

The resolutions passed through the Postal Ballot shall be deemed to be passed in an **Extra Ordinary General Meeting** of the Company

### ITEM NO. 1

#### TO APPROVE AND RATIFY THE LIST OF ULTIMATE BENEFICIARY OF THE NON PROMOTER FOREIGN BODY CORPORATE ALLOTTEE IN PREFERENTIAL ALLOTMENT

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

**Resolved That** in compliance with the provisions of Regulation 73(1)(e) of SEBI(ICDR) Regulations, 2009 the details of the ultimate beneficiaries of the proposed Non-Promoter Foreign Body Corporate Allottee for allotment of 1801211 shares approved by the Shareholders in Extra-Ordinary General Meeting held on 11<sup>th</sup> May, 2017 be and is hereby approved and ratified as under:

S. No.	Details of Proposed Allottee approved in the EGM dated 11 <sup>th</sup> May, 2017	Pre-issue % Holding	Post-issue % Holding	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control *
1	MEIDOH CO. LTD. (PAN NO.: AALCM0543Q) Its Principal Office situated at 4-5, Sangen-cho, Toyota, Aichi, 4710037, Japan Non-Promoter Category	NIL	5%	<b>Directors:</b> 1. Hiroyasu Hasegawa 2. Shiro Hasegawa 3. Yoshikazu Hasegawa 4. Noriyoshi Hasegawa 5. Yasutaka Hasegawa 6. Masanori Maeda 7. Saburo Hasegawa <b>Shareholders:</b> 1. MEIDOH TEKKO CO. LTD. (100%) <b>Ultimate beneficial owners of the Shares and/or who ultimately control in MEIDOH TEKKO CO. LTD.</b> <b>Directors:</b> 1. Hiroyasu Hasegawa 2. Shiro Hasegawa 3. Yoshikazu Hasegawa 4. Noriyoshi Hasegawa 5. Yasutaka Hasegawa 6. Masanori Maeda 7. Saburo Hasegawa <b>Shareholders:</b> 1. Mitsuya Co. Ltd. (35%) 2. Yasutaka Hasegawa (23.5%) 3. Hiroyasu Hasegawa (5.3%) 4. Noriyoshi Hasegawa (5.3%) 5. Saburo Hasegawa (4.8%) 6. Yoshikazu Hasegawa (15.09%) 7. Shiro Hasegawa (3%) 8. Chieko Hasegawa (2.3%) 9. Yuki Hasegawa (1%) 10. Ryunosuke Hasegawa (0.7%) 11. Chiaki Hasegawa (0.7%) 12. Asako Hasegawa (0.6%) 13. Mami Miyaguchi (0.6%) 14. Remi Hasegawa (0.5%) 15. Mariko Hasegawa (0.5%) 16. Yasuko Hasegawa (0.3%) <b>Ultimate beneficial owners of the Shares and/or who ultimately control in MITSUYA CO. LTD.</b> <b>Directors:</b> 1. Shiro Hasegawa 2. Hiroyasu Hasegawa 3. Yasutaka Hasegawa <b>Shareholders:</b> 1. MEIDOH ASSET MANAGEMENT CO., LTD. (100%) <b>Ultimate beneficial owners of the Shares and/or who ultimately control in MEIDOH ASSET MANAGEMENT CO., LTD.</b> <b>Directors:</b> 1. Hiroyasu Hasegawa 2. Yasutaka Hasegawa <b>Shareholders:</b> 1. Yoshikazu Hasegawa (28.9%) 2. Shiro Hasegawa (20.5%) 3. Yasutaka Hasegawa (20.1%) 4. Hiroyasu Hasegawa (11.1%) 5. Noriyoshi Hasegawa (6.4%) 6. Saburo Hasegawa (2.6%) 7. Toshiko Hasegawa (8%) 8. Yumiko Kunimatsu (1%) 9. Yuki Hasegawa (1%) 10. Noriko Kirishima (0.4%)

\* Ultimate Beneficiaries and/or ultimate controllers (as above mentioned) of proposed allottee are either Foreign entities / Foreign National hence CIN / PAN is not applicable.



**Resolved Further That** all terms and conditions of the Preferential allotment as approved by the shareholders of the Company vide Special Resolution dated 11<sup>th</sup> May 2017 remain the same.

**Resolved Further That** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and/or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts."

**Date: 26<sup>th</sup> May, 2017**  
**Place: Faridabad**

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

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

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

**NOTES :**

1. An Explanatory Statement setting out the material facts concerning the Resolution is annexed.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolution contained in the Notice dated 26<sup>th</sup> May, 2017 is being taken through Postal Ballot/Remote e-voting.
3. The Company has appointed Shri A. K. Goyal, Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot / Remote e-voting process.
4. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of members/ Record of Depositories as on 5<sup>th</sup> June, 2017. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date.
5. Under the 'Green Initiative' of the ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all other members by post alongwith Postal ballot Form.
6. The Company is extending Remote e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching Postal Ballot form. Remote e-voting is optional for members.
7. Please note that the members can opt for only one mode of voting, i.e. through Postal Ballot or Remote e-voting. In case of voting by both the modes, voting done through a valid physical Postal Ballot will prevail and Remote e-voting of such member will be ignored.
8. The Remote e-voting begins on Wednesday, 7<sup>th</sup> June, 2017 at 9.00 am and end on Thursday, 6<sup>th</sup> July, 2017 at 5.00 pm.
9. There will be one Postal Ballot Form/Remote e-voting for every Folio/ Client Id irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot form cannot be exercised by a proxy.
11. The Scrutinizer will submit his report after last date of receipt of Postal Ballot/ Remote e-voting i.e. 7<sup>th</sup> July, 2017.
12. The Scrutinizer's decision on the validity of a Postal Ballot/ Remote e-voting will be final.
13. The results of voting shall be declared by the Chairman of the Company on 8<sup>th</sup> July, 2017. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.stfasteners.com and will be communicated to the BSE & NSE and also on the website of NSDL.

**Instructions for Remote e-voting through electronic mode/physical mode is printed overleaf of Postal Ballot form.**

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

**ITEM NO. 1**

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

The Members of the Company had in terms of Special Resolution passed at the Extra Ordinary General Meeting held on 11th May 2017, the results of which were declared on 12.05.2017 approved the Preferential Allotment of upto 1801211 Equity Shares of Rs. 2/- each at a premium of Rs. 244.60/- on Preferential Allotment basis to Non-Promoter Allottee.

Subsequently, the Company made application to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE) for seeking its in-principle approval for listing of the Equity Shares to be allotted on Preferential basis.

On 25.05.2017 BSE and on 26.05.2017 NSE, had advised the Company to disclose the identity of ultimate beneficiary of Non Promoter allottee to the shareholders and get it ratified/approved by the shareholders before seeking listing approval for the shares so as to be in compliance with Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Accordingly, in order to disclose the ultimate beneficiaries of M/s Medih Co. Ltd. and to ratify the allotment of Equity Shares to the said entity in terms of special resolution dated 11th May 2017, the Board of Directors of the Company recommend the Resolution for approval of shareholders by way of a Special Resolution.

None of the Directors are interested or concerned in the proposed Resolution except to the extent of their shareholding in the Company.

**Date: 26<sup>th</sup> May, 2017**  
**Place: Faridabad**

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

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

**(Vaishali Singh)**  
**Company Secretary**  
**Membership No. A15108**  
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