



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 NOTICE

(Pursuant To Section 110 of the Companies Act, 2013)

Dear Shareholder(s)

Pursuant to section 110 of the Companies Act, 2013 read with the Companies(Management and Administration) Rules, 2014, the Company is seeking consent of its members for passing Resolution by means of voting by Postal Ballot (including voting through electronic means). Accordingly, the said resolution and the explanatory statement stating all material facts and the reasons for the proposal is appended below and a Postal Ballot form is enclosed for your consideration. The company has appointed Mr. A. K. Goyal, Practicing Company Secretary, **as scrutinizer** for conducting the Postal Ballot process in a fair and transparent manner.

SPECIAL RESOLUTION

1. Alteration in object clause:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to alter object clause A(4) of the Memorandum of Association by substituting the same with the following clause:

A(4). To act as agents, sub-agents, distributors, Commission agents, representatives, warehousemen, merchants, traders, stockists, sales organizers and to provide testing facilities to outside parties.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

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

Date: 4th August, 2015

Place: Faridabad

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**

ENCLOSED: POSTAL BALLOT FORM ALONGWITH SELF ADDRESSED STAMPED ENVELOPE.

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 4th August, 2015 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 28th August, 2015. 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 Monday, 7th September, 2015 at 9.00 am and end on Tuesday, 6th October, 2015 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. 6th October, 2015, latest by 13th October, 2015.
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 13th October, 2015. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.stlfasteners.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

Presently, the Company is engaged primarily in manufacturing of high tensile cold forged fasteners and has already established its brand within the market by supplying 85% of its supplies to original equipment manufacturers (OEMs) in India. The Company has developed a well equipped in-house Tech centre having upto date laboratory equipments as well as experienced technicians for testing its products before supplying the same to market.

The Company has been approached by third parties including its existing customers to use the said Tech centre for testing their products. Therefore it is proposed by Management to provide the said testing facilities to third parties not only to generate an another income source for the Company although the potential earning seems to be minimal but in order to use that tech centre to utilize the experience of learned technicians to their optimal level.

Keeping in view the recommendations of Management, the Board of Directors in its meeting held on 4th August, 2015 proposed to alter the main object of the Company, by adding an activity of providing testing facilities to third parties, subject to the approval of shareholders by passing a special resolution through Postal Ballot as well as approval of the Registrar of Companies, NCT of Delhi & Haryana.

After the said amendment, the existing clause A(4) as given in Memorandum of Association will be substituted by the following clause:

"To act as agents, sub-agents, distributors, Commission agents, representatives, warehousemen, merchants, traders, stockists, sales organizers and to provide testing facilities to outside parties."

Hence your Board of Directors recommend this resolution for the approval of the Members by way of special resolution.

None of the directors/ Key managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the Special Resolution as set out at Item No. 1 of the Notice for approval of Shareholders.

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

**Date: 4th August, 2015
Place: Faridabad**

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

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