



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 for the Annual General Meeting

Notice is hereby given that Thirty Sixth Annual General Meeting of the Members of **Sterling Tools Limited** will be held at Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Tuesday, 29th September, 2015 at 4:00 P.M. to transact the following business(s):

Ordinary Business

1. Adoption of Accounts

To receive, consider and adopt the Financial Statements containing the Balance Sheet as at 31st March 2015 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 resolution as an Ordinary Resolution

"RESOLVED THAT Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Financial Statements containing the Balance Sheet as at 31st March 2015 and the Profit and Loss Account ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31st March 2015 together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. Ratification of payment of Interim Dividend

To confirm the Interim Dividend @ 50% for the Financial Year 2014-2015 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 Interim Dividend declared & paid @ 50% by the Board of Directors in their meeting held on 11th August, 2014 be and is hereby confirmed as Final Dividend for Financial Year 2014-2015."

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:

"RESOLVED THAT Shri Anil Aggarwal (DIN 00027214) who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director".

4. Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution for the appointment and fixation of the remuneration for the Statutory Auditors for a period of 2 years as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013, M/s S. R. Dinodia & Co. LLP. the Chartered Accountants, (ICAI Regn. No. 01478N) be and is hereby re-appointed as the Statutory Auditors of the Company for a period of 2 years for the Financial Years 2015-2016 and 2016-17 to hold office from the conclusion of this 36th Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company."

Special Business

5. Appointment of Ms. Malini Sud as an Independent Director:

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the said Act, Ms. Malini Sud (holding DIN 01297943) who was appointed as an Additional Director of the Company with effect from 15th September, 2014 under section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years, commencing from 15th September, 2014 till 14th September, 2019, who shall not liable to retire by rotation."

6. To approve the remuneration of the Cost Auditors for the financial Year 2015-16:

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 Cost Auditors M/s GT & Co. appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration 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 authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For Sterling Tools Limited

(Vaishali Singh)

Company Secretary

Membership No. A15108

House No. 466, Second Floor

Ashoka Enclave Part-III

Faridabad-121003

Date: 4th August, 2015

Place: Faridabad

Registered Office:

K-40, Connaught Circus

New Delhi-110001

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.

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.

2. In terms of Section 102(1) (a) and (b), none of the Directors, Key Managerial Persons or their relatives have any concern, financial or otherwise and does not have any conflict of interest in Item No. 5.
3. Explanatory Statement in respect of Item No. 5 & 6 is annexed herewith.

4. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
5. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. For the convenience of the Members, attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
8. The Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account and Cash Flow Statement for the financial year ended on that date are enclosed.
9. In terms of Article 89 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Anil Aggarwal, Managing Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company commends his respective re-appointment. The relevant details as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges of person seeking re-appointment as director under Item No. 3 are annexed herewith.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 10 A.M. to 2 P.M. and upto the date of the Meeting.
11. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) in connection with the ensuing Annual General Meeting and for purpose of determining the entitlement of dividend, if any, declared by the Company.
12. The Company has designated an exclusive e-mail ID called **vaishalis@stlfasteners.com** for redressal of shareholders' / investors' complaints / grievances. In case you have any queries / complaints or grievances, then please write to us at the above e-mail address.
13. Members holding shares in electronic form may please note that the bank account details and 9 digit MICR code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants wherever applicable. Members are therefore requested to update their bank account particulars, change of address and other details with their respective Depository Participants for shares held in demat mode and to the Registrar and Share Transfer Agent for shares held in physical form.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
15. Pursuant to the provisions of Section 205A (5) and 205 (c) of the Companies Act, 1956, read with Section 125 of the Companies Act, 2013 followed by the issue of Investor Education & Protection Fund (Awareness and Protection of the Investors) Rules, any dividend transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to a fund called the Investor Education and Protection Fund (the fund) set up by the Central Government.

Accordingly, unpaid / unclaimed dividend for the Financial Year 2006-2007 has already been transferred the fund on 23rd May, 2014, followed by the transfers of the amounts of unpaid / unclaimed dividends for the subsequent years. No claim shall lie thereafter against the fund or the company in respect of such amounts transferred. Shareholders are therefore requested to verify their records and send claims, if any, for the relevant years from 2006-2007 onwards, before the respective amounts become due for transfer to the fund. The following are the details of the dividends declared by the Company and respective due dates for claiming by the shareholders:

Dividend Year	Date of declaration of dividend	Last Date for claim
2007-2008	07/08/2008	12/09/2015
2008-2009	01/09/2009	07/10/2016
2009-2010 –Interim	18/02/2010	26/03/2017
2009-2010	30/08/2010	05/10/2017
2010-2011	06/07/2011	10/08/2018
2011-2012	06/07/2012	10/08/2019
2012-2013 – Interim	18/02/2013	26/03/2020
2013-14-Interim	22/01/2014	01/03/2021
2014-15 Interim	11/08/2014	18/09/2021

Those members who have not so far claimed their dividend for the financial year 2007-2008, 2008-2009, 2009-2010-Interim, 2009-2010, 2010-2011, 2011-2012, 2012-2013-Interim, 2013-2014-interim & 2014-2015 Interim are requested to make their claims to the Company for obtaining duplicate dividend warrants.

16. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail of the nomination facility by filing Form No. 2BV in their own interest. Blank form can be had from MAS Services Limited on request. Members holding shares in dematerialized form may contact their respective DP's for registration of nomination.
17. Members holding physical shares in multiple folios in identical name are requested to send their share certificates to Company's Registrar and Share Transfer Agent, M/s MAS Services Limited for consolidation.
18. The Copies of the Annual Reports will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
19. In case of any query, Members are requested to send the same to the Company Secretary atleast 10 days before the date of the meeting so that information can be made available at the meeting.
20. Members are requested to note that no **GIFT** will be distributed at the meeting.
21. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
22. The entire Annual Report is also available at the Company's **Website www.stlfasteners.com**.
23. As per Circular no. 18/2011 and Section 101(1) read with Rule 18 of the Companies(Management & Administration) Rules, 2014 on Green initiative, the Company will send Annual Report along with other documents though emails to all members, who have registered their email address with the depository and physical hard copies will be dispatched to others. In case any member desires to get hard copy of Annual Report, they can write to Company at registered office address or email at vaishalis@stlfasteners.com.

24. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies Management and Administration Rules, 2015 (the Rules), the Items of Business given in AGM Notice may be transacted through electronic voting system and the Company is providing remote e-voting facility to the members who are the members as on 22nd September, 2015 (End of Day) being the "cut-off date" fixed for the purpose, to exercise their right to vote at the 36th AGM by electronic means through the remote e-voting platform provided by National Securities Depository Ltd. (NSDL).
25. **The procedure and instructions for remote e-voting as given in the Notice of the 36th Annual 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):**
- 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.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - Click on Shareholder-Login.
 - Put user ID and password as initial password noted in step (i) above. Click Login.
 - 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.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "EVEN" of "STL LIMITED".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 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 36th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- Initial password is provided in the box overleaf.
 - 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.nsdl.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 22nd September, 2015.

- 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. 22nd September, 2015, 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 AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- 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 AGM 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 AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, 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 alongwith 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.
26. The remote e-voting period begins on Saturday, 26th September, 2015 at 9:00 A.M. and ends on Monday, 28th September, 2015 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 22nd September, 2015 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.
27. 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 of 22nd September, 2015.
28. 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).
29. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
30. 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.

31. **Detail of Director seeking appointment/reappointment in the Annual General Meeting scheduled on Tuesday, 29th September, 2015 (Pursuant to Clause 49 (IV) (G) and Secretarial Standards are as follows:**

Name of Director	Shri Anil Aggarwal	Ms. Malini Sud
Date of Birth	07/05/1958	06/03/1956
Expertise in Specific Functional Areas	Production	Advocate
Qualification	B. Com.	B.A. LL.B
Board Membership of other Public Limited Companies as on 31st March, 2015	NIL	NIL
Chairman/member of the Committee of the Board of Directors as on 31st March, 2015	Audit Committee – Member Share Transfer Committee – Member CSR Committee – Chairman Risk Management Committee- Chairman	NIL
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2015. a. Audit Committee b. Stakeholders Relationship Committee c. Other Committees	NIL	NIL NIL
Number of Shares held of Sterling Tools Limited	1568128	NIL
Experience	39 Yrs	35 Yrs
Terms and Conditions of appointment/reappointment and details of remuneration sought to be paid.	Basic salary Rs. 82.20 lacs p.a. Perquisite & Allowances Rs. 3 lacs p.a. Commission 1% of profit. Other terms and conditions as approved by the shareholders vide their special resolution dated 2nd September, 2014.	Sitting fee Rs. 25,000 per Board Meeting/ Committee Meeting
Relationship with other Directors/members and other KMP	Son of Chairman and Brother of Whole Time Director/CFO	NA

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

(Vaishali Singh)

Company Secretary

Membership No. A15108

House No. 466, Second Floor

Ashoka Enclave Part-III

Faridabad-121003

Date: 4th August, 2015

Place: Faridabad

Registered Office:

K-40, Connaught Circus

New Delhi-110001

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

The following Explanatory statement sets out all material facts relating to the Special Business as mentioned in the accompanying Notice:

Item No. 5

Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the listing agreement provides that every listed public company shall have at least one-half of the total number of directors as Independent Directors and shall also have a woman director. Keeping in view the above provisions, Ms. Malini Sud has been appointed as an Additional Director on the Board of the Company vide resolution passed by circulation effective from 15th September, 2014. to hold office up to the date of the ensuing annual general meeting.

Your Board is of the opinion the appointment of Ms. Malini Sud fulfil the conditions specified in the Act for appointment as Independent Directors of the Company and the proposed Director is independent of the Management of the Company. The Company has received a declaration of independence from Ms. Malini Sud. Further, section 149 (10) of the Companies Act, 2013, inter alia, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company.

The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Malini Sud signifying her candidature as an Independent Director of the Company.

Therefore, it is proposed by Management to appoint Ms. Malini Sud (DIN No. 01297943) resident of I-201, Som Vihar Apartments, R. K. Puram, New Delhi, by profession an Advocate (Member of Bar Council of Delhi) and presently working as Senior Partner of Khaitan Sud & Partners, New Delhi for a term of 5 years subject to the approval of shareholders.

Ms. Malini Sud has a vast experience of approx. 35 years as a Law Practitioner in litigation-Corporate including all civil matters, Arbitration, Restructuring, Mergers, Demergers, Acquisitions, General Corporate Advisory and Criminal matters relating to Economic Offences.

She has been associated with the various Big Corporates such as Jagatjit Industries Ltd., DLF Group, Eros Group, Sony India, Hero Group and many others as their Legal Consultant/Advisor on Corporate and Commercial matters including Arbitration and Litigation. Presently she is also working as director of two other closely held Companies.

Your Board considers that her appointment on the Board of the Company would be of immense benefit to the Company. In view thereof, your Board has recommended her appointment as an Independent Director for approval of the shareholders by way of special resolution for a period of five years with effect from 15th September, 2014.

Copy of the draft letter for appointment of Ms. Malini Sud as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save as except the above, none of the other Directors/ Key managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors- M/s G.T. & Co. to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at an Annual Fee of Rs. 1,50,000 plus Taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 6 for the approval of Members.

**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**