

**Scrutinizer's Report on E-voting carried out For STERLING STRIPS LIMITED**

To,  
The Chairman,  
Sterling Strips Limited  
Mumbai

Annual General Meeting of the Equity Shareholders of M/s. Sterling Strips Limited to be held on Tuesday, 19<sup>th</sup> August, 2014 at 4 P.M. at the Registered Office of the Company at A 8/4, M.I.D.C. Murbad, Thane- 421 401.

**Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of Sterling Strips Limited (hereinafter referred to as the "Company") on 14<sup>th</sup> July, 2014, CS Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17<sup>th</sup> April, 2014 issued in this regard.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company. M/s. Bigshare Services Private Limited are Registrar and Share Transfer Agent (RTA) of the Company. The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the Annual General Meeting (AGM) of the Company, which is scheduled to be held on Tuesday, 19<sup>th</sup> August, 2014. The Service Provider accordingly had set up e-Voting facility on their website, <https://evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e- Voting.

As on the cut-off date there were 5046 shareholders of the Company. The Company has sent the Notice of the AGM by post to 5044 shareholders and by Email to 232 (sent) - 198 (delivered) shareholders as per the details available with the RTA/Service Provider. The



Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Friday, 11<sup>th</sup> July, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for two days from Wednesday, 13<sup>th</sup> August, 2014 from 9:00 A.M. to Thursday, 14<sup>th</sup> August, 2014 up to 6:00 P.M.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Business Standard dated 20<sup>th</sup> July, 2014 and in Marathi in Aapla Mahangar dated 20<sup>th</sup> July, 2014 . The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on Thursday, 14<sup>th</sup> August, 2014 at 6:00 P.M., the voting portal of the Service Provider was blocked forthwith. On Saturday, 16<sup>th</sup> August, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 30 shareholders holding 2308950 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

(1) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

Consider and adopt the financial statement, Report of the Board of Directors and Auditors.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i)Voted in favour of the resolution	30	2308950	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(2) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

Re-appointment of Mr. S Venkata Subramanian, who retires by rotation as a Director

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	2308950	100
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(3) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority

Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	2308950	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(4) As an Ordinary Resolution - Item No. 4. Passed with the requisite majority

Appointment of Mr. Mukund Gopal Gharpure as an Independent Director, not liable to retire by rotation.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	2308950	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(5) As an Ordinary Resolution - Item No. 5. Passed with the requisite majority

Appointment of Mr. Bakul Zaverchand Shah as an Independent Director, not liable to retire by rotation.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	2308950	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(6) As an Ordinary Resolution - Item No. 6. Passed with the requisite majority

Appointment of Mr. Rajesh Ulhas Deshpande Shah as an Independent Director, not liable to retire by rotation.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	2308950	100.00
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully  
For GMJ & ASSOCIATES  
Company Secretaries

*Maheshwari*

[CS PRABHAT MAHESHWARI]  
PARTNER  
FCS : 2405; COP : 1432

PLACE : MUMBAI  
DATE: 18<sup>th</sup> AUGUST, 2014.

