

**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Sterling Strips Limited  
Mumbai

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of "Sterling Strips Limited" (hereinafter referred to as 'the Company') on 14<sup>th</sup> July, 2014, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the Resolution
Special Resolution pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution for alteration of the Main object clause of the Memorandum of Association of the Company by replacing the new clauses in place of existing clause 1, 2 & 3 thereof
Special Resolution pursuant to Section 4 read with Section 13 of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution for Change of Name of the Company from "Sterling Strips Limited" to "Sterling Powergensys Limited"

I submit my report as detailed hereunder:

1. As required under Section 110 of the Companies Act, 2013 (Act), The Company has sent the a Notice along with Explanatory Statement under Section 102 of the Act by post to 5044 shareholders along with the Postal Ballot Form and a self- addressed pre - paid Business Reply Envelope, returnable to scrutinizers and by Email to 232 (sent) - 198 (delivered) shareholders as per the details available with the RTA/Service Provider.
2. The Company also provided the E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the members of the Company.
3. The Shareholders were required to complete the postal ballot form and return the same to Scrutinizer on or before the close of working hours on 16<sup>th</sup> August, 2014 (6.00 pm) or cast their vote online on the basis of instructions for E-voting appearing in the Notice sent to them.
4. The postal ballots, including e-voting were duly opened / accessed in my presence and scrutinized and a computer statement containing the Shareholders Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.



5. Envelopes containing postal ballot forms received after close of working hours on 16<sup>th</sup> August, 2014(6.00 pm) were not considered for scrutiny. Such envelopes treated as if the reply from such shareholder(s) has not been received as per the instruction in the postal ballot form.
6. Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
7. The postal ballots forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots forms.
8. Postal ballot with the defects as mentioned in the instruction in the postal ballot form were rejected and not considered.
9. Shareholder's who have cast their vote both by Physical Ballot and e-voting, then voting done through e-voting is considered as valid and voting through Postal Ballot Form is treated as invalid.
10. Shareholder's who have cast votes for more shares than actual holding has been considered as invalid.
11. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.

On scrutiny, I report that out of Five Thousand and Forty Six (5046) Shareholders, Seventy (70) Shareholders have exercised their vote through e-Voting and Fifty Eight (58) Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of results for the item placed for consideration by the members are given below:

**Item No.1 Change of Object of the Company:**

**TABLE A:**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Total votes cast through postal ballots received (A)	58	16310	0.32
Total votes cast through E-Voting (B)	70	3004550	58.96
Grand Total (C)	128	3020860	59.28
Less : Invalid E-Voting/postal ballots forms (D)	1*	100	0.0019
Net E-Voting confirmation/ valid Postal ballot forms (C-D)	127	3020760	59.28



**TABLE:B**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Postal Ballot Forms /E-Voting with Assent for the Resolution	126	3020160	59.28
Postal Ballot Forms /E-Voting with Dissent for the Resolution	1	600	0.01

**\*Unsigned Postal ballot**

**Note:** There are few shareholders who have neither voted in favour nor in against of the Resolution

**Results:**

As the number of votes casted in favour of the Resolution i.e., 59.28% is more than the number of votes cast against i.e., 0.01%, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Item No.1 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

**Item No.2 Change of Name of the Company:**

**TABLE A:**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Total votes cast through postal ballots received (A)	58	16310	0.32
Total votes cast through E-Voting (B)	70	3004550	58.96
Grand Total (C)	128	3020860	59.28
Less : Invalid E-Voting/postal ballots forms (D)	1*	100	0.0019
Net E-Voting confirmation/ valid Postal ballot forms (C-D)	127	3020760	59.28



**TABLE: B**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Postal Ballot Forms /E-Voting with Assent for the Resolution	126	3020160	59.28
Postal Ballot Forms /E-Voting with Dissent for the Resolution	1	600	0.01

**\*Unsigned Postal ballot**

**Note:** There are few shareholders who have neither voted in favour nor in against of the Resolution

**Results:**

As the number of votes casted in favour of the Resolution i.e., 59.28% is more than the number of votes cast against i.e., 0.01%, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Item No.2 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

All the Resolutions stand passed under e-voting and postal ballot with the requisite majority.

I shall hand over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary of the Company once the Chairman considers, approves and sign the minutes of the Meeting.

You may accordingly declare the result of the voting by Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal ballot.

Thanking You.

Yours Faithfully  
For GMJ & ASSOCIATES  
Company Secretaries



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

PLACE: MUMBAI  
DATE: AUGUST 18, 2014.

