

Name of the Company : Sterling Tools Limited
Quarter ending on : 30th September, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I	-	-
(A) Composition of Board	49 I A	Yes	Comprises 3 Executive and 3 Non-Executive/ Independent Directors (including one woman independent director)
(B) Non-executive Director's Compensation and disclosures	49 I B	Yes	No compensation except the sitting fees is paid to Non-executive Directors
(C) Other provisions as to Board and Committees	49 I C	Yes	-
(D) Code of Conduct	49 I D	Yes	-
II. Audit Committee	49 II	-	-
(A) Qualified and Independent Audit Committee	49 II A	Yes	-
(B) Meeting of Audit Committee	49 II B	Yes	The Committee is regular in holding meetings. In last quarter, Audit Committee Meeting was held on 11 th August, 2014
(C) Powers of Audit Committee	49 II C	Yes	-
(D) Role of Audit Committee	49 II D	Yes	-
(E) Review of Information by Audit Committee	49 II E	Yes	-
III. (I) Subsidiary Companies	49 III	NA	There is no Subsidiary Company.
IV. Disclosures	49 IV	-	-
(A) Basis of related party transactions	49 IV A	Yes	-
(B) Disclosure of Accounting treatment	49 IV B	Yes	-
(C) Board disclosures	49 IV C	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV D	NA	-
(E) Remuneration of Directors	49 IV E	Yes	For the Financial year 2013-2014, it has been duly disclosed in the Annual Report and for the Financial Year 2014-2015, Will be complied with at the time of next Annual Report



(F) Management	49 IV F	Yes	For the Financial year 2013-2014, it has been duly disclosed in the Annual Report and for the Financial Year 2014-2015, Will be complied with at the time of next Annual Report
(G) Shareholders	49 IV G	Yes	It was duly complied with at the time of Annual General Meeting held on 02.09.2014
V. (V) CEO/CFO Certification	49 V	Yes	For the Financial Year 2013-2014, it has been duly annexed in the Annual Report and for the Financial Year 2014-15, will be complied with at the time of finalization of Annual Balance Sheet
VI. (I) Report on Corporate Governance	49 VI	Yes	For the Financial Year 2013-2014, it has been duly annexed in the Annual Report and for the Financial Year 2014-2015, will be complied with at the time of next Annual Report
VII. (I) Compliance	49 VII	Yes	For the Financial Year 2013-2014, it has been duly annexed in the Annual Report and for the Financial Year 2014-2015, will be complied with at the time of next Annual Report

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

