

Name of the Company : Sterling Tools Limited

Quarter ending on : 30-June-2012

| 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 |
| (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 15th May, 2012 |
| (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 2011-2012, it has been duly disclosed in the Annual Report and for the Financial Year 2012-2013, Will be complied with at the time of next Annual Report |

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| (F) Management | 49 IV F | Yes | For the Financial year 2011-2012, it has been duly disclosed in the Annual Report and for the Financial Year 2012-2013, 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 06.07.2012 |
| V. (V) CEO/CFO Certification | 49 V | Yes | For the Financial Year 2011-2012, it has been duly annexed in the Annual Report and for the Financial Year 2012-13, 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 2011-2012, it has been duly annexed in the Annual Report and for the Financial Year 2012-2013, will be complied with at the time of next Annual Report |
| VII. (I) Compliance | 49 VII | Yes | For the Financial Year 2011-2012, it has been duly annexed in the Annual Report and for the Financial Year 2012-2013, will be complied with at the time of next Annual Report |