

**Name of the Company : Sterling Tools Limited**

**Quarter ending on : 30-September-2012**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	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	-
<b>II. Audit Committee</b>	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 23 <sup>rd</sup> July, 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	-
<b>III. (I) Subsidiary Companies</b>	49 III	NA	There is no Subsidiary Company.
<b>IV. Disclosures</b>	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

(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
<b>V. (V) CEO/CFO Certification</b>	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
<b>VI. (I) Report on Corporate Governance</b>	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
<b>VII. (I) Compliance</b>	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