

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

**Quarter ending on : 31-December-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 29 <sup>th</sup> October, 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 |

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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  |
| <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                 |