

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Sterling Tools Limited
 2. Quarter ending - 31-Mar-2017

| I. Composition of Board of Directors | | | | | | | | | | |
|---|----------------------|----------|------------|---|---------------------|-------------------|--------|--|---|--|
| Title (Mr./ Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) | Date of Appointment | Date of cessation | Tenure | No of Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
| Mr. | MANOHAR LAL AGGARWAL | 00027380 | AAUPA6258N | C & ED | 01-Apr-2015 | | 3 | 1 | 0 | 0 |
| Mr. | ANIL AGGARWAL | 00027214 | AAUPA6313L | ED | 01-Apr-2015 | | 3 | 1 | 1 | 0 |
| Mr. | ATUL AGGARWAL | 00125825 | AAUPA6243R | ED | 01-Apr-2015 | | 3 | 1 | 1 | 0 |
| Mr. | CHHOTU RAM SHARMA | 00522678 | AAMPS1207P | ID | 01-Apr-2014 | | 5 | 3 | 6 | 3 |
| Mr. | TRILOKI NATH KAPOOR | 00017692 | AFHPK2874E | ID | 01-Apr-2014 | | 5 | 3 | 6 | 3 |
| Mrs. | MALINI SUD | 01297943 | AAQPS9829M | ID | 15-Sep-2014 | | 5 | 2 | 1 | 0 |

II. Composition of Committees

| Audit Committee | | | |
|------------------------|----------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | CHHOTU RAM SHARMA | ID | Chairperson |
| 2 | ANIL AGGARWAL | ED | Member |
| 3 | TRILOKI NATH KAPOOR | ID | Member |
| 4 | MALINI SUD | ID | Member |



| Stakeholders Relationship Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | ATUL AGGARWAL | ED | Member |
| 2 | CHHOTU RAM SHARMA | ID | Member |
| 3 | TRILOKI NATH KAPOOR | ID | Chairperson |

| Risk Management Committee | | | |
|----------------------------------|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |

| Nomination and Remuneration Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | MANOHAR LAL AGGARWAL | C & ED | Member |
| 2 | CHHOTU RAM SHARMA | ID | Chairperson |
| 3 | TRILOKI NATH KAPOOR | ID | Member |
| 4 | MALINI SUD | ID | Member |

| III. Meeting of Board of Directors | | |
|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 05-Nov-2016 | 11-Feb-2017 | 97 |

| IV. Meeting of Committees | | | | |
|-------------------------------------|--|--|--|--|
| <i>Name of the committee</i> | <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| Audit Committee | 11-Feb-2017 | YES | 05-Nov-2016 | 97 |
| Stakeholders Relationship Committee | 11-Feb-2017 | YES | 05-Nov-2016 | |

| V. Related Party Transactions | | Compliance status (Yes/No/NA) |
|--|--|--------------------------------------|
| Subject | | |
| Whether prior approval of audit committee obtained | | Yes |
| Whether shareholder approval obtained for material RPT | | Not Applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | Yes |



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : VAISHALI SINGH
Designation : Company Secretary



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | Compliance status (Yes/No/NA) |
|---|--------------------------|--------------------------------------|
| Item | | |
| Details of business | | Yes |
| Terms and conditions of appointment of independent directors | | Yes |
| Composition of various committees of board of directors | | Yes |
| Code of conduct of board of directors and senior management personnel | | Yes |
| Details of establishment of vigil mechanism/ Whistle Blower policy | | Yes |
| Criteria of making payments to non-executive directors | | Yes |
| Policy on dealing with related party transactions | | Yes |
| Policy for determining 'material' subsidiaries | | Yes |
| Details of familiarization programmes imparted to independent directors | | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | | Yes |
| email address for grievance redressal and other relevant details | | Yes |
| Financial results | | Yes |
| Shareholding pattern | | Yes |
| Details of agreements entered into with the media companies and/or their associates | | Not Applicable |
| New name and the old name of the listed entity | | Not Applicable |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1) | Yes |
| <i>Meeting of Board of directors</i> | 17(2) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Yes |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Not Applicable |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |



| | | |
|---|-------------------------|----------------|
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2),(3) | Yes |
| Approval for material related party transactions | 23(4) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Not Applicable |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : VAISHALI SINGH
Designation : Company Secretary

