

POLICY ON DISCLOSURE OF MATERIAL EVENTS

1. Objective

The objective of the Policy is to ensure timely and adequate disclosure of material events and price sensitive information under Regulation 30 of the Securities and Exchange Board of India (listing obligation and disclosure requirements) Regulation 2015 (SEBI Listing Regulation) by Sterling Tools Limited (“the Company”).

2. Criteria of Materiality

The following criteria will be applicable for determining materiality of event or information:

- A. the omission of an event or information is likely to result in
 - i. discontinuity or alteration of event or information already available publicly; or
 - ii. significant market reaction if the said omission came to light at a later date;

- B. the omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:
 - i. 2% of turnover, as per the last audited consolidated financial statements of the Company; or
 - ii. 2% of the net worth, except in case of the arithmetic value of the net worth is negative, as per the last audited consolidated financial statements of the Company;
 - iii. 5% percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Accordingly, any transactions exceeding the lower of i, ii or iii above, with an annual impact in value, will be considered as Material Event for the above purposes.

3. Scope:

As per the present Regulation 30 of SEBI Listing Regulation, Events or information specified in Para A of Part A of Schedule III will be disclosed without any application of the guidelines for materiality.

However, events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of criteria of Materiality as stated above. Such events in relation to the Sterling Tools Limited being the Listed entity, inter alia, includes :

- a. Disruption in operations of any one or more units or division of the Company due to natural calamity, force Majeure or by events such as strikes, lockouts, closure on account of power cuts, etc.
- b. Events pertaining to the Company:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up ;or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
- c. Commencement of Commercial Production / Commercial Operations of any unit.
- d. Developments with respect to pricing / realization arising out of change in regulatory framework.
- e. Penalty of any Litigation /dispute or outcome thereof with a material impact.
- f. Frauds or defaults by employees which has or may have material impact on the Company.
- g. Revision in Ratings
- h. Capacity addition or product launch.
- i. Options to purchase securities including any ESOP/ESPS Scheme in the Company.
- j. Giving of guarantees or indemnity or becoming a surety by whatever named called,

for any third party.

- k. Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approval
- l. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority
- m. Any other information having bearing on the operations / performance of the Listed Equity as well as Price Sensitive Information, such as :-
 - 1. Periodical Financial Results of the Company
 - 2. Intended declaration of Dividend (both Interim and final)
 - 3. Issue of Securities, forfeiture or buy back of Securities
 - 4. Any major expansion or execution of new projects
 - 5. Amalgamation, Mergers or Takeovers
 - 6. Disposal of the whole or substantial part of the undertaking
 - 7. Change in Directors, Key Managerial Personnels, Auditors
 - 8. Fraud/Default by promoters or Key Managerial Personnels
 - 9. Amendment in Memorandum and Articles of Association
 - 10. Corporate debt restructure
 - 11. Reference to BIFR and winding up petition
 - 12. Issue of Notice, Call letters etc. to Shareholders
 - 13. Proceeding of Annual General and Extra Ordinary General Meeting
 - 14. Any Agreements with media Companies
 - 15. Action pursuant to regulatory/statutory amendment that is material to the operation of the Company
 - 16. Details of litigation/disputes/agreements that have a material impact on the functioning of the Company.

4. Prompt Disclosure of material events and Price Sensitive Information:

Information of material events and Price sensitive information shall be given by the Company to Stock Exchanges and disseminated on a continuous and immediate basis within the timelines specified under Regulation 30 of SEBI Listing Regulations, so that present and potential investors are able to take informed decision with respect to their investment in the Company.

5. Authorization for disclosures:

The Key Managerial Personnel (KMP) are authorized to determine the materiality of an event and to decide:

- i. The event that qualifies for disclosure as per Regulation 30 of the Securities and Exchange Board of India (listing obligation and disclosure requirements) Regulation 2015.
- ii. The appropriate time at which such disclosure is to be filed with the Exchange.
- iii. The details that may be filed in the best interest of present and potential investors.

All such disclosures shall be signed by the Managing Director or Chief Financial Officer or Company Secretary.

6. Posting of information on Corporate website:

Such aforesaid information shall also be posted on the company's website.