

## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **STERLING TOOLS LIMITED**
2. Quarter ending - **31<sup>st</sup> MARCH 2021**

#### i. Composition Of Board Of Director

| Title (Mr./Ms) | Name of the Director  | DI N     | PAN         | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of Cessation | Tenure | Date of Birth | Whether special resolution passed? | Date of passing special resolution | No. of Directorship in listed entities including this listed entity | No of Independent 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 | Membership in Committees of the Company | Remarks |
|----------------|-----------------------|----------|-------------|--|--------------|-----------------------------|---------------------|-------------------|--------|---------------|------------------------------------|------------------------------------|---|--|---|--|---|---------|
| Mr.            | ANIL AGGARWAL         | 00027214 | AAUPA6313L  | C,ED   | MD           | 30-Sep-1994                 | 01-Apr-2018         |                   | 36     | 07-May-1958   | NA                                 |                                    | 1   | 0  | 1   | 0  | AC                                      |         |
| Mr.            | ATUL AGGARWAL         | 00125825 | AAUPA6243R  | ED   |              | 30-Sep-1994                 | 01-Apr-2018         |                   | 36     | 26-Mar-1964   | NA                                 |                                    | 1   | 0  | 1   | 0  | SC                                      |         |
| Mr.            | CHHOTU RAM SHARMA     | 00522678 | AAMP S1207P | ID   |              | 28-Jun-2006                 | 01-Apr-2019         |                   | 60     | 13-Nov-1942   | Yes                                | 29-Mar-2019                        | 2   | 2  | 3   | 1  | AC,SC,NRC                               |         |
| Mr.            | TRILOKI NATH KAPOOR   | 00017692 | AFHP K2874E | ID   |              | 31-Aug-1999                 | 01-Apr-2019         |                   | 60     | 02-Jun-1932   | Yes                                | 29-Mar-2019                        | 2   | 2  | 4   | 2  | AC,SC,NRC                               |         |
| Ms.            | MALINI SUD            | 01297943 | AAQPS9829M  | ID   |              | 15-Sep-2014                 | 01-Apr-2019         |                   | 60     | 06-Mar-1956   | NA                                 |                                    | 2   | 2  | 1   | 0  | AC,NRC                                  |         |
| Mr.            | JAIDEEP WADHWA        | 00410019 | AACP W4054A | NED  |              | 07-Feb-2019                 | 27-Sep-2019         |                   |        | 20-Feb-1964   | NA                                 |                                    | 1   | 0  | 0   | 0  |   |         |
| Mr.            | RAHOUL KABIR BHANDARI | 00019495 | AAKP B9688F | ID   |              | 02-Aug-2019                 | 27-Sep-2019         |                   | 60     | 15-May-1962   | NA                                 |                                    | 1   | 1  | 0   | 0  |   |         |
| Mr.            | AKHILL AGGARWAL       | 01681666 | AGRP A9376N | NED  |              | 02-Aug-2019                 | 27-Sep-2019         |                   |        | 03-Feb-1986   | NA                                 |                                    | 1   | 0  | 0   | 0  |   |         |
| Mr.            | SHAILENDRA SWARUP     | 00167799 | AAAP S7127G | ID   |              | 17-Dec-2019                 | 17-Dec-2019         |                   | 60     | 20-Nov-1944   | Yes                                | 30-Jan-2020                        | 7   | 7  | 3   | 0  |   |         |
| Mr.            | RAKESH BATRA          | 06511494 | AKTP B0803D | ID   |              | 10-Nov-2020                 | 10-Nov-2020         |                   | 60     | 25-Nov-1955   | NA                                 |                                    | 0   | 0  | 0   | 0  |   |         |

|   |     |
|---|-----|
| Company Remarks                             |     |
| Whether Permanent chairperson appointed     | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

#### ii. Composition of Committees

##### a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | CHHOTU RAM SHARMA    | ID       | Chairperson            | 01-Apr-2019      |                |
| 2       | TRILOKI NATH KAPOOR  | ID       | Member                 | 01-Apr-2019      |                |
| 3       | MALINI SUD           | ID       | Member                 | 01-Apr-2019      |                |
| 4       | ANIL AGGARWAL        | C,ED     | Member                 | 01-Apr-2018      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**b. Stakeholders Relationship Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | TRILOKI NATH KAPOOR  | ID       | Chairperson            | 01-Apr-2019      |                |
| 2       | CHHOTU RAM SHARMA    | ID       | Member                 | 01-Apr-2019      |                |
| 3       | ATUL AGGARWAL        | ED       | Member                 | 01-Apr-2018      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**c. Risk Management Committee**

| Sr. No.                                 | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---|----------------------|----------|------------------------|------------------|----------------|
| Company Remarks                         |                      |          |                        |                  |                |
| Whether Permanent chairperson appointed |                      |          |                        |                  |                |

**d. Nomination and Remuneration Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | CHHOTU RAM SHARMA    | ID       | Chairperson            | 01-Apr-2019      |                |
| 2       | TRILOKI NATH KAPOOR  | ID       | Member                 | 01-Apr-2019      |                |
| 3       | MALINI SUD           | ID       | Member                 | 01-Apr-2019      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**iii. Meeting of Board of Directors**

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 10-Nov-2020   | 12-Feb-2021   | Yes                               | 10                          | 6                                       |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 93 |

**iv. Meeting of Committees**

| Name of the Committee               | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee                     | 10-Nov-2020  |   | Yes  | 4                           | 3                                       |
| Audit Committee                     |  | 12-Feb-2021   | Yes  | 4                           | 3                                       |
| Stakeholders Relationship Committee | 10-Nov-2020  |   | Yes  | 3                           | 2                                       |
| Stakeholders Relationship Committee |  | 12-Feb-2021   | Yes  | 3                           | 2                                       |

|  |    |
|--|----|
| Company Remarks  |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 93 |

**v. Related Party Transactions**

| Subject  | Compliance status (Yes/No/NA) | Remark |
|--|-------------------------------|--------|
| 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 | Not Applicable                |        |

|  |  |
|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions |  |
|--|--|

**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 and Compliance Officer**

**ANNEXURE II**

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

| <b>I. Disclosure on website in terms of Listing Regulations</b>  |                                      |                       |   |
|--|--------------------------------------|-----------------------|---|
| <b>Item</b>  | <b>Compliance status (Yes/No/NA)</b> | <b>Company Remark</b> | <b>Website</b>  |
| <b>As per regulation 46(2) of the LODR:</b>  |                                      |                       |   |
| Details of business  | Yes                                  |                       | <a href="http://www.stlfasteners.com">www.stlfasteners.com</a>  |
| Terms and conditions of appointment of independent directors   | Yes                                  |                       | <a href="http://www.stlfasteners.com/home/company/board-composition/">http://www.stlfasteners.com/home/company/board-composition/</a> |
| Composition of various committees of board of directors  | Yes                                  |                       | <a href="http://www.stlfasteners.com/home/company/board-committees/">http://www.stlfasteners.com/home/company/board-committees/</a>   |
| Code of conduct of board of directors and senior management personnel  | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Details of establishment of vigil mechanism/ Whistle Blower policy   | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Criteria of making payments to non-executive directors   | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Policy on dealing with related party transactions  | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Policy for determining 'material' subsidiaries   | Not Applicable                       |                       |   |
| Details of familiarization programs imparted to independent directors  | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances                     | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Financial results  | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Shareholding pattern   | Yes                                  |                       | <a href="http://stlfasteners.com/investors">http://stlfasteners.com/investors</a>   |
| Details of agreements entered into with the media companies and/or their associates  | Not Applicable                       |                       |   |

|  |                |  |   |
|--|----------------|--|---|
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Not Applicable |  |   |
| New name and the old name of the listed entity   | Not Applicable |  |   |
| Advertisements as per regulation 47 (1)  | Yes            |  | <a href="http://www.stlfasteners.com/investors">http://www.stlfasteners.com/investors</a> |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained   | Yes            |  | <a href="http://www.stlfasteners.com/investors">http://www.stlfasteners.com/investors</a> |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Yes            |  | <a href="http://www.stlfasteners.com/investors">http://www.stlfasteners.com/investors</a> |
| <b>As per other regulations of the LODR:</b>   |                |  |   |
| Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes            |  | <a href="http://www.stlfasteners.com/investors">http://www.stlfasteners.com/investors</a> |
| Materiality Policy as per Regulation 30  | Yes            |  | <a href="http://www.stlfasteners.com/investors">http://www.stlfasteners.com/investors</a> |
| Dividend Distribution policy as per Regulation 43A (as applicable)   | Not Applicable |  |   |
| It is certified that these contents on the website of the listed entity are correct.   | Yes            |  | <a href="http://www.stlfasteners.com/investors">http://www.stlfasteners.com/investors</a> |

## II Annual Affirmations

| <b>Particulars</b>   | <b>Regulation Number</b> | <b>Compliance status (Yes/No/NA)</b> | <b>Company Remark</b> |
|--|--------------------------|--------------------------------------|-----------------------|
| <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), 17(1A) & 17(1B)   | Yes                                  |                       |
| <i>Meeting of Board of directors</i>   | 17(2)                    | Yes                                  |                       |
| <i>Quorum of Board meeting</i>   | 17(2A)                   | 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 &amp; Management</i>  | 17(9)                    | Yes                                  |                       |

|  |                               |                |  |
|--|-------------------------------|----------------|--|
| <i>Performance Evaluation of Independent Directors</i>                                     | 17(10)                        | Yes            |  |
| <i>Recommendation of Board</i>   | 17(11)                        | Yes            |  |
| <i>Maximum number of directorship</i>  | 17A                           | Yes            |  |
| <i>Composition of Audit Committee</i>  | 18(1)                         | Yes            |  |
| <i>Meeting of Audit Committee</i>  | 18(2)                         | Yes            |  |
| <i>Composition of nomination &amp; remuneration committee</i>                              | 19(1) & (2)                   | Yes            |  |
| <i>Quorum of Nomination and Remuneration Committee meeting</i>                             | 19(2A)                        | Yes            |  |
| <i>Meeting of nomination &amp; remuneration committee</i>                                  | 19(3A)                        | Yes            |  |
| <i>Composition of Stakeholder Relationship Committee</i>                                   | 20(1), 20(2) and 20(2A)       | Yes            |  |
| <i>Meeting of stakeholder relationship committee</i>                                       | 20(3A)                        | Yes            |  |
| <i>Composition and role of risk management committee</i>                                   | 21(1),(2),(3),(4)             | Not Applicable |  |
| <i>Meeting of Risk Management Committee</i>  | 22                            | Not Applicable |  |
| <i>Vigil Mechanism</i>   | 22                            | Yes            |  |
| <i>Policy for related party Transaction</i>  | 23(1),(1A),(5),(6), (7) & (8) | Yes            |  |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>     | 23(2), (3)                    | Yes            |  |
| <i>Approval for material related party transactions</i>                                    | 23(4)                         | Yes            |  |
| <i>Disclosure of related party transactions on consolidated basis</i>                      | 23(9)                         | Yes            |  |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i>                   | 24(1)                         | Not Applicable |  |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6)       | Yes            |  |
| <i>Annual Secretarial Compliance Report</i>  | 24(A)                         | Yes            |  |
| <i>Alternate Director to Independent Director</i>  | 25(1)                         | Not Applicable |  |
| <i>Maximum Tenure</i>  | 25(2)                         | Yes            |  |
| <i>Meeting of independent directors</i>  | 25(3) & (4)                   | Yes            |  |
| <i>Familiarization of independent directors</i>  | 25(7)                         | Yes            |  |
| <i>Declaration from Independent Director</i>   | 25(8) & (9)                   | Yes            |  |
| <i>D &amp; O Insurance for Independent Directors</i>                                       | 25(10)                        | Yes            |  |

|  |               |     |  |
|--|---------------|-----|--|
| <i>Memberships in Committees</i>   | 26(1)         | Yes |  |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3)         | Yes |  |
| <i>Disclosure of Shareholding by Non- Executive Directors</i>  | 26(4)         | Yes |  |
| <i>Policy with respect to Obligations of directors and senior management</i>   | 26(2) & 26(5) | Yes |  |

|                          |  |
|--------------------------|--|
| <b>Other Information</b> |  |
|--------------------------|--|

### 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**

|                          |  |
|--------------------------|--|
| <b>Other Information</b> |  |
|--------------------------|--|

**Name** : **VAISHALI SINGH**  
**Designation** : **Company Secretary & Compliance Officer**