

STERLING TOOLS LIMITED

CIN : L29222DL1979PLC009668



WORKS : 5-A DLF Industrial Estate
Faridabad - 121 003 Haryana India
Tel : 91-129-227 0621 to 25/225 5551 to 53
Fax : 91-129-227 7359
E-mail : sterling@stlfasteners.com
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<u>By NEAPS</u> National Stock Exchange of India Limited "Exchange Plaza", Bandra-Kurla Complex, Bandra (E) Mumbai-400051 Scrip Code: STERTOOLS	<u>By Listing Centre</u> General Manager Corporate Relationship Department Bombay Stock Exchange Limited 1 st Floor, P. J. Towers Dalal Street, Fort Mumbai – 400001 Security Code No. 530759
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Date: 29th May, 2023

Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March 2023

Dear Sir/ Madam,

Please find enclosed herewith the "Annual Secretarial Compliance Report" issued by a Company Secretary in Practice – M/s. Santosh Kumar Pradhan, Company Secretaries as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/ CFD/ CMD 1/27/2019 dated 8th February, 2019 for the year ended 31st March, 2023.

Kindly take the same in your record.

Thanking you,

Sincerely,

for Sterling Tools Limited

A handwritten signature in blue ink, appearing to read 'Abhishek Chawla', with a long horizontal stroke extending to the right.

Abhishek Chawla
Company Secretary & Compliance Officer



**Secretarial Compliance Report
Of
Sterling Tools Limited
(CIN: L29222DL1979PLC009668)
For the Financial Year
Ended 31st March, 2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Sterling Tools Limited (CIN: L29222DL1979PLC009668) (hereinafter referred to as the Listed Entity)**, having its Registered Office at Unit No. 515, DLF Tower-A, Jasola District Centre, New Delhi - 110025. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observation thereon.

Based on our verification of the listed entity's books, paper, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Santosh Kumar Pradhan, Company Secretary in Practice, have examined:

- (a) All the documents and records made available to me and explanation provided by **Sterling Tools Limited (CIN: L29222DL1979PLC009668) (hereinafter referred to as the Listed Entity)**.
- (b) The filling/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) Website of the Listed Entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this report for the Financial Year ended 31st March, 2023 ("Review Period") in respect of Compliance of the Provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulation, Circulars, Guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose Provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:- **Not applicable during the Review period.**



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **Not applicable during the Review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:- **Not applicable during the Review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **Not applicable during the Review period.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- I. (a) The Listed Entity has complied with the provisions of the above Regulations and the Circulars/Guidelines issued thereunder;

The Listed Entity has received Letters, clarifications and E-mails from the Stock Exchanges, which were duly replied by the Company during the Review period.

(b) The listed entity was not required to take any action to comply with the observations made in previous reports as there were no observation in the previous report.

- II. The provisions of Para 6 of Circulars no. CIR/CFD/CMD1/114/2019 issued by SEBI on 18th October, 2019 in terms of resignation of Statutory Auditors are not applicable on the Listed Entity during the Review Period as there was no resignation of Auditors in the Company during the Review Period.

- III. I further report that during the review period, the compliance status of the Listed entity as required under NSE Circular Ref No: NSE/CML/2023/21 dated 16th March, 2023 & NSE/CML/2023/30 dated 10th April, 2023 and the BSE Circular No. 20230316-14 dated 16th March, 2023 & 20230410-41 dated 10th April, 2023, are annexed as **Annexure-A** to the report.

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our Responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



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3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Ghaziabad
Date: 29.05.2023

For Santosh Kumar Pradhan
Company Secretaries



Santosh Kumar Pradhan
Proprietor
C. P. No. : 7647
FCS No. F6973
P.R. No. 1388/2021
UDIN: F006973E000402885

ANNEXURE-A

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<u>Secretarial Standard:</u> The compliances of listed entity are in accordance with the applicable Secretarial Standard (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act,2013 and mandatorily applicable.	Yes	Nil

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2.	<p><u>Adoption and timely updation of Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circular/ guidelines issued by SEBI. 	Yes	Nil
3.	<p><u>Maintenance and disclosure on website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents /information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	Nil
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under section 164 of the companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	The Company does not have any material subsidiaries during the review period.
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of</p>	Yes	Nil



	Preservation of Documents and Archival Policy prescribed under SEBI LODR regulations, 2015.		
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p><u>Related party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	Nil
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulation, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><u>Prohibitions of insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action has been taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein.</p>	Yes	Nil



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COMPANY SECRETARIES**

12.	<u>Additional Non- compliance, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil
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Place: Ghaziabad
Date: 29.05.2023

**For Santosh Kumar Pradhan
Company Secretaries**



**Santosh Kumar Pradhan
Proprietor
C. P. No. : 7647
FCS No. F6973
P.R. No. 1388/2021
UDIN: F006973E000402885**