

| General information about company | |
|--|--------------------------|
| Scrip code | 530759 |
| NSE Symbol | STERTOOLS |
| MSEI Symbol | NOTLISTED |
| ISIN | INE334A01023 |
| Name of the entity | STERLING TOOLS LIMITED |
| Date of start of financial year | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2024 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
|----|-----------------------|--------------------------|------------|----------|---|------------------------------------|----------------------------|------------------|
| 1 | Mr | ANIL AGGARWAL | AAUPA6313L | 00027214 | Executive Director | Chairperson related to Promoter | | 07-05- 1958 |
| 2 | Mr | Atul Aggarwal | AAUPA6243R | 00125825 | Executive Director | Not Applicable | MD | 26-03- 1964 |
| 3 | Mr | AKHILL AGGARWAL | AGRPA9376N | 01681666 | Executive Director | Not Applicable | | 03-02- 1986 |
| 4 | Mr | ANISH AGARWAL | ALXPA8676L | 07056465 | Non-Executive - Non Independent Director | Not Applicable | | 02-01- 1990 |
| 5 | Mr | JAIDEEP WADHWA | AACPW4054A | 00410019 | Non-Executive - Non Independent Director | Not Applicable | | 20-02- 1964 |
| 6 | Mr | SHAILENDRA SWARUP | AAAPS7127G | 00167799 | Non-Executive - Independent Director | Not Applicable | | 20-11- 1944 |
| 7 | Mr | RAKESH BATRA | AKTPB0803D | 06511494 | Non-Executive - Independent Director | Not Applicable | | 25-11- 1955 |
| 8 | Mr | VIJAY MADHAV PARADKAR | AJAPP2849M | 00149410 | Non-Executive - Independent Director | Not Applicable | | 09-08- 1959 |
| 9 | Mrs | RASHMI URDHWARESHE | AABPU6832F | 08668140 | Non-Executive - Independent Director | Not Applicable | | 20-12- 1959 |
| 10 | Mr | SANJIV GARG | AEWPG1845H | 00428757 | Non-Executive - Independent Director | Not Applicable | | 28-12- 1959 |

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |
| 8 | No | | | | Active |
| 9 | No | | | | Active |
| 10 | No | | | | Active |

| I. Composition of Board of Directors | | | | | | | | | | | | | |
|--------------------------------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|----------------------|-----------------------------|-----------------------------|
| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1 | NA | | 30-09-1994 | 01-04-2021 | | 60 | 1 | 0 | 0 | 0 | | | |
| 2 | NA | | 30-09-1994 | 01-04-2021 | | 60 | 3 | 2 | 3 | 0 | | | |
| 3 | NA | | 02-08-2019 | 10-05-2024 | | 60 | 1 | 0 | 0 | 0 | | | |
| 4 | NA | | 01-02-2024 | 01-02-2024 | | | 1 | 0 | 0 | 0 | | | |
| 5 | NA | | 07-02-2019 | 27-09-2019 | | | 1 | 0 | 0 | 0 | | | |
| 6 | Yes | 13-09-2024 | 17-12-2019 | 17-12-2024 | | 60 | 3 | 3 | 5 | 2 | | | |
| 7 | NA | | 10-11-2020 | 10-11-2020 | | 60 | 1 | 1 | 1 | 1 | | | |
| 8 | NA | | 25-03-2024 | 25-03-2024 | | 60 | 1 | 1 | 1 | 0 | | | |
| 9 | NA | | 01-02-2024 | 01-02-2024 | | 60 | 4 | 4 | 7 | 0 | | | |
| 10 | NA | | 10-05-2024 | 10-05-2024 | | 60 | 1 | 1 | 0 | 0 | | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 06511494 | RAKESH BATRA | Non-Executive - Independent Director | Chairperson | 08-05-2024 | | |
| 2 | 00125825 | Atul Aggarwal | Executive Director | Member | 08-05-2024 | | |
| 3 | 00167799 | SHAILENDRA SWARUP | Non-Executive - Independent Director | Member | 11-08-2021 | | |
| 4 | 08668140 | RASHMI URDHWARESHE | Non-Executive - Independent Director | Member | 08-05-2024 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00149410 | VIJAY MADHAV PARADKAR | Non-Executive - Independent Director | Chairperson | 08-05-2024 | | |
| 2 | 06511494 | RAKESH BATRA | Non-Executive - Independent Director | Member | 11-08-2021 | | |
| 3 | 00167799 | SHAILENDRA SWARUP | Non-Executive - Independent Director | Member | 08-05-2024 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00167799 | SHAIENDRA SWARUP | Non-Executive - Independent Director | Chairperson | 11-08-2021 | | |
| 2 | 00125825 | Atul Aggarwal | Executive Director | Member | 11-08-2021 | | |
| 3 | 00149410 | VIJAY MADHAV PARADKAR | Non-Executive - Independent Director | Member | 08-05-2024 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|------------------------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00027214 | ANIL AGGARWAL | Executive Director | Chairperson | 12-06-2021 | | |
| 2 | 00125825 | Atul Aggarwal | Executive Director | Member | 12-06-2021 | | |
| 3 | 06511494 | RAKESH BATRA | Non-Executive - Independent Director | Member | 12-06-2021 | | |
| 4 | 00410019 | JAIDEEP WADHWA | Non-Executive - Non Independent Director | Member | 12-06-2021 | | |
| 5 | 01681666 | AKHILL AGGARWAL | Executive Director | Member | 30-10-2023 | | |
| 6 | 00000000 | PANKAJ GUPTA | CHIEF FINANCIAL OFFICER | Member | 12-06-2021 | | Textual Information(1) |

| | |
|------------------------|---|
| Sr Text Block | |
| Textual Information(1) | Mr. Pankaj Gupta, CFO of the Company is a member of this Committee. |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00027214 | ANIL AGGARWAL | Executive Director | Chairperson | 11-08-2021 | | |
| 2 | 00410019 | JAIDEEP WADHWA | Non-Executive - Non Independent Director | Member | 11-08-2021 | | |
| 3 | 08668140 | RASHMI URDHWARESHE | Non-Executive - Independent Director | Member | 08-05-2024 | | |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| Annexure 1 | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Annexure 1 | | | | | | | | |
| III. Meeting of Board of Directors | | | | | | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 13-08-2024 | | | | Yes | 10 | 10 | 5 |
| 2 | | 14-11-2024 | 92 | | Yes | 10 | 10 | 5 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|--|-------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | | | | |
| 1 | Audit Committee | 12-08-2024 | | | | Yes | 4 | 4 | 3 | 0 |
| 2 | Audit Committee | 13-11-2024 | 92 | | | Yes | 4 | 4 | 3 | 0 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

Annexure 1**VI. Affirmations**

| Sr | Subject | Compliance status (Yes/No) |
|----|---|-------------------------------|
| 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 |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes |
| 6 | 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 |
| 7 | 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 |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure 1 | | |
|------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | ABHISHEK CHAWLA |
| 2 | Designation | Company Secretary and Compliance Officer |

| Details of Cyber security incidence | | |
|--|-------------------|--|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | Yes |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | 1 |
| Sr. | Date of the event | Brief details of the event |
| 1 | 27-12-2024 | On 27 December 2024, the company detected a Ransomware attack, and an unidentified source had gained access and demanded the purchase of a decryption tool. We immediately took necessary corrective measures /actions and brought the business back to normal without any impact on the operations of the Company. There has been no compromise on company's sensitive data on account of this event. |

| Signatory Details | |
|-----------------------|--|
| Name of signatory | ABHISHEK CHAWLA |
| Designation of person | Company Secretary and Compliance Officer |
| Place | FARIDABAD |
| Date | 21-01-2025 |

