

**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  
website : stlfasteners.com

**By NEAPS**

**National Stock Exchange of India Limited**  
"Exchange Plaza",  
Bandra-Kurla Complex, Bandra (E)  
Mumbai-400051

Scrip Code: STERTOOLS

**By Listing Centre**

General Manager  
**Corporate Relationship Department**  
**Bombay Stock Exchange Limited**  
1<sup>st</sup> Floor, P. J. Towers  
Dalal Street, Fort  
Mumbai – 400001

Security Code No. 530759

Date: 27<sup>th</sup> May, 2025

**Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31<sup>st</sup> March 2025**

Dear Sir/ Madam,

Please find enclosed herewith the "Annual Secretarial Compliance Report" issued by 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 8<sup>th</sup> February 2019 for the year ended 31<sup>st</sup> March, 2025.

Kindly take the same in your record.

Thanking you,

Sincerely,

For **STERLING TOOLS LIMITED**

  
Pankaj Gupta  
Chief Financial Officer

Encl: Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015.



**Secretarial Compliance Report**  
Of  
**Sterling Tools Limited**  
(CIN: L29222DL1979PLC009668)  
For the Financial Year  
Ended 31<sup>st</sup> March, 2025

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 DJ-1210, 12th Floor, DLF Tower -B, Jasola District Centre, New Friends Colony, South 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 31<sup>st</sup> March, 2025 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/ filling, as may be relevant, which has been relied upon to make this report for the Financial Year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of Compliance with 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;
- (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;
- (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
- (i) Other regulations as applicable

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

1. (a) The Listed Entity has complied with the provisions of the above Regulations and the Circulars/Guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

1.	SEBI LODR Regulations, 2015	Regulation 17 (1) of LODR	The Composition of Board of the Listed Entity was not proper for the period from 1 <sup>st</sup> April, 2024 to 9 <sup>th</sup> May, 2024 due to absence of requisite number of Non-executive and Independent Directors on the Board.	NSE & BSE	Fine	The Composition of Board of the Listed Entity was not proper for the period from 1 <sup>st</sup> April, 2024 to 9 <sup>th</sup> May, 2024 due to absence of 1 Non-Executive & Independent Director on the Board of the Company.	4,60,200 /- (Inclusive of GST)	The term of 3 Non-executive Independent Directors cease on 31.03.2024 due to which the composition of the Board was not proper for the period from 1 <sup>st</sup> April, 2024 to 9 <sup>th</sup> May, 2024. The Company has appointed Mr. Sanjeev Garg as a Non-executive & Independent Director on the Board w.e.f. 10 <sup>th</sup> May, 2024, making the board composition proper.	Despite best effort, the Company was not able to appoint a Non-Executive Independent Director before 31 <sup>st</sup> March, 2024 and Mr. Sanjeev Garg was appointed as a Non-executive & Independent Director on the Board w.e.f. 10 <sup>th</sup> May, 2024. The Company had paid the penalty and applied for waiver of penalty vide its letter dated 5 <sup>th</sup> September, 2024 to both the Stock
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									Exchange s.
2.	SEBI LODR Regula tions, 2015	Regulation 19 of LODR	The Composi tion of Nominati on & Remuner ation Committ ee of the Listed Entity was not proper for the period from 1 <sup>st</sup> April, 2024 to 7 <sup>th</sup> May, 2024 due to absence of requisite number of Member s on the Committ ee.	NSE & BSE	Fine	The Compo sition of Nomin ation & Remun eration Comm tee of the Listed Entity was not proper for the period from 1 <sup>st</sup> April, 2024 to 7 <sup>th</sup> May, 2024 due to absenc e of 1 Non- executi ve Directo r on the Comm tee.	1,74 ,640 /- (Incl usiv e of GST ) fro m both the Stoc k Exc han ges	The term of Mr. C.R. Sharma, Non- Executive & Independ ent Director ceased on 31.03.202 4 due to which the compositi on of the Nominati on & Remuner ation Committe e was not proper for the period from 1 <sup>st</sup> April, 2024 to 7 <sup>th</sup> May, 2024. The Company has re- constitute d the Committe e w.e.f. 8 <sup>th</sup> May, 2024.	The term of Mr. C.R. Sharma, Non- Executive & Independ ent Director ceased on 31.03.202 4 due to which the compositi on of the Nominati on & Remuner ation Committe e was not proper and there was no committe e meeting during this period. Further, the Committe e was reconstitu ted w.e.f. 8 <sup>th</sup> May, 2024. The Company had paid



									the penalty and applied for waiver of penalty vide its letter dated 5 <sup>th</sup> September, 2024 to both the Stock Exchanges.
3.	SEBI LODR Regulations, 2015	Regulation 20 of LODR	The Composition of Stakeholders Relationship Committee of the Listed Entity was not proper for the period from 1 <sup>st</sup> April, 2024 to 7 <sup>th</sup> May, 2024 due to absence of requisite number of Members on the Committee.	NSE & BSE	Fine	The Composition of Stakeholders Relationship Committee of the Listed Entity was not proper for the period from 1 <sup>st</sup> April, 2024 to 7 <sup>th</sup> May, 2024 due to absence of 1 Member on the	1,74,640 /- (Inclusive of GST)	The term of Mr. C.R. Sharma, Non-Executive & Independent Director ceased on 31.03.2024 due to which the composition of the Stakeholders Relationship Committee was not proper for the period from 1 <sup>st</sup> April, 2024 to 7 <sup>th</sup> May, 2024. The Company has re-constituted the	The term of Mr. C.R. Sharma, Non-Executive & Independent Director ceased on 31.03.2024 due to which the composition of the Stakeholders Relationship Committee was not proper and there was no committee meeting during this period. Further, the Committee



**SANTOSH KUMAR PRADHAN**  
**COMPANY SECRETARIES**

						Committee.		Committee w.e.f. 8 <sup>th</sup> May, 2024.	e was reconstituted w.e.f. 8 <sup>th</sup> May, 2024. The Company had paid the penalty and applied for waiver of penalty vide its letter dated 5 <sup>th</sup> September, 2024 from both the Stock Exchange s.	
4.	SEBI LODR Regulations, 2015	Regulation 27(2) of LODR	The Listed Entity has not filed the Quarterly Corporate Governance Report for the Quarter ended 30 <sup>th</sup> September, 2024 within the stipulated time period.	NSE	Fine	The Listed Entity has not filed the Quarterly Corporate Governance Report for the Quarter ended 30 <sup>th</sup> September, 2024 within 21 days	2,360/- (Inclusive of GST )	The Listed Entity has filed the Quarterly Corporate Governance Report for the Quarter ended 30 <sup>th</sup> September, 2024 on 22 <sup>nd</sup> October, 2024, thereby making a delay of 1 day for filing this Report with NSE.	There was a delay of 1 day in filing the Quarterly Corporate Governance Report for the quarter ended 30 <sup>th</sup> September, 2024. The Company had paid the penalty.	Delay in filing with NSE.



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(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. I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements is as appended below:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entity are in accordance with the applicable Secretarial Standard (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circular/ guidelines issued by SEBI.</li> </ul>	Yes	Nil
3.	<p><u>Maintenance and disclosure on website:</u></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents /information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific</li> </ul>	Yes	Nil



	which re-directs to the relevant document(s)/section of the website.		
4.	<u>Disqualification of Director:</u>  None of the Director of the Listed Entity is/ are disqualified under section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u>  (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	Nil
6.	<u>Preservation of Documents:</u>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR regulations, 2015.	Yes	Nil
7.	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<u>Related party Transactions:</u>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/ rejected by the Audit Committee.	Yes	Nil
9.	<u>Disclosure of events or information:</u>  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.	Yes	Nil



10.	<p><u>Prohibitions of insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 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 or</p> <p>The actions taken against the Listed entity/ its promoters/ Directors/ subsidiaries either by SEBO or Stock exchange are specified in the last column.</p>	No	NSE & BSE imposed fine on the Listed Entity as mentioned under Clause I (a) above.
12.	<p><u>Resignation of Statutory Auditors from the Listed entity or its material subsidiaries:</u></p> <p>In case of resignation of Statutory Auditor from the Listed entity or any of its material subsidiaries during the Financial Year, the Listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master circular on compliance with the provision of the LODR Regulations by the Listed Entities.</p>	NA	There was no resignation of Statutory Auditors in the Listed entity or its material subsidiaries during the Review Period
13.	<p><u>Additional Non- compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	Nil

I further report that the Listed Entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46 (2)(za) of the LODR Regulations.

**Assumptions & Limitation of Scope and Review:**



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

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. My Responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
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: 27.05.2025**

**For Santosh Kumar Pradhan  
Company Secretaries**



**Santosh Kumar Pradhan  
Proprietor**

**C. P. No. : 7647**

**FCS No. F6973**

**P.R. No. 1388/2021**

**UDIN: F006973G000454651**