

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

<u>By NEAPS</u> National Stock Exchange of India Limited “Exchange Plaza”,C-1, Bandra-Kurla Complex, Bandra (East) , Mumbai-400051 Symbol: STERTOOLS	<u>By Listing Centre</u> BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400001 Scrip Code: 530759
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Date: 29th May, 2026**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 2026**

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 8th February 2019 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 for the year ended 31st March, 2026.

Kindly take the same in your record.

Thanking you,

Sincerely,

For **STERLING TOOLS LIMITED**

Pragya Saxena
Company Secretary & Compliance Officer
M. No. – F9640



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



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

Secretarial Compliance Report
Of
Sterling Tools Limited
(CIN: L29222DL1979PLC009668)
For the Financial Year
Ended 31st March, 2026

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 31st March, 2026 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 31st March, 2026 ("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:

- I. (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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

	including specific clause								
1.	SEBI LODR Regulations, 2015	Regulation 13(3) of LODR	The Company reported regarding the applicability of Regulation 13(3) of the SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June 2025 as "No/False", though this provision is applicable to all Listed entity.	NSE and BSE	Fine	The Company reported regarding the applicability of Regulation 13(3) of the SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June 2025 as "No/False", though this provision is applicable to all Listed entity.	Rs. 25,960/- (Inclusive of GST)	The Company reported the applicability under Regulation 13(3) of the LODR Regulations, 2015 as "No/False" for the quarter ended 30 th June, 2025 and mentioned that there was no investor complaint received by the Company during the quarter ended 30 th June 2025 and the same was rectified with revised filing on 22 nd	The non-compliance occurred due to the confusion arose purely due to the Excel template's design, which permits a "No" option with disclosure of reasons for non-applicability. Believing this to be the correct approach, the Company disclosed: "There was no investor complaint received during the quarter ended

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								August, 2025. The Company had filed the application for waiver of penalty, which was later rejected by the Exchanges.	30 th June 2025, which was subsequently revised on 22 nd August, 2025.	
2.	SEBI LODR Regulations, 2015	Regulation (1)	6	The position of Company Secretary cum Compliance Officer remained vacant from 13 th June, 2025 to 30 th June, 2025 during the quarter ended 30 th June, 2025.	NSE and BSE	Fine	The position of Company Secretary cum Compliance Officer remained vacant from 13 th June, 2025 to 30 th June, 2025 during the quarter ended 30 th June, 2025 after the expiry of 3 months from the resignation	21,240/- (Inclusive of GST)	Mr. Abhishek Chawla resigned from the position of Company Secretary cum Compliance Officer of the Company w.e.f. 13 th march, 2025 and the Company has not appointed any Company Secretary not later than the expiry of 3 months till 30 th June, 2025 and	Despite best efforts, the Company was unable to appoint a Company Secretary cum Compliance Officer at the earliest and, in any case, not later than three months from the date of such vacancy as prescribed under Regulation 6(1) of the SEBI (LODR)

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						on of Compan y Secretar y of the Compan y w.e.f. 13 th March, 2025.		according ly, the Company violates the provision of Regulatio n 6(1) of SEBI, LODR, 2015. The Company had filed the applicatio n for waiver of penalty, which was later rejected by the Exchange s.	Regulatio ns, 2015. The Listed Entity has subseque ntly complied with the requirem ent by appointin g Ms. Komal Malik as Company Secretary cum Complian ce Officer.	
3.	SEBI LODR Regula tions, 2015	Regulation 6 (1)	The position of Company Secretary cum Complian ce Officer remained vacant from 1 st July, 2025 to 6 th August, 2025 during the quarter ended 30th	NSE and BSE	Fine	The position of Compan y Secretar y cum Complia nce Officer remaine d vacant from 1 st July, 2025 to 6 th August, 2025 during the quarter	43,6 60/- (Incl usiv e of GST) fro m both the Stoc k Exc han ges.	Mr. Abhishek Chawla resigned from the position of Company Secretary cum Complian ce Officer of the Company w.e.f. 13 th march, 2025 and the Company has not appointed	Despite best efforts, the Company was unable to appoint a Company Secretary cum Complian ce Officer at the earliest and, in any case, not later than three months from the	

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			September, 2025.			ended 30th September, 2025 after the expiry of 3 months from the resignation of Company Secretary of the Company w.e.f. 13 th March, 2025.		any Company Secretary not later than the expiry of 3 months for the period from 1 st July, 2025 to 6 th August, 2025 during the Quarter ended 30 th September, 2025 and accordingly, the Company violates the provision of Regulation 6(1) of SEBI, LODR, 2015.	date of such vacancy as prescribed under Regulation 6(1) of the SEBI (LODR) Regulations, 2015. The Listed Entity has subsequently complied with the requirement by appointing Ms. Komal Malik as Company Secretary cum Compliance Officer w.e.f. 7 th August, 2025.	
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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 has taken the following actions to comply with the observations made in previous report.

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31st March, 2025	Compliance Requirement (Regulations/ circulars/ guidelines	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity

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			<i>including specific clause)</i>			
1.	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 st April, 2024 to 9 th May, 2024. The Company has appointed Mr. Sanjiv Garg as a Non-executive & Independent Director on the Board w.e.f. 10 th May, 2024, making the board composition proper.	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 st April, 2024 to 9 th May, 2024. The Company has appointed Mr. Sanjiv Garg as a Non-executive & Independent Director on the Board w.e.f. 10 th May, 2024, making the board composition proper.	Regulation 17 (1) of LODR	The Composition of Board of the Listed Entity was not proper for the period from 1st April, 2024 to 9th May, 2024 due to absence of 1 Non-Executive & Independent Director on the Board of the Company and both the Stock Exchanges imposed a fine of Rs. 4,60,200/- (inclusive of GST) respectively.	Despite best effort, the Company was not able to appoint a Non-Executive Independent Director before 31 st March, 2024 and Mr. Sanjiv Garg was appointed as a Non-executive & Independent Director on the Board w.e.f. 10 th May, 2024. The Company had applied for waiver of penalty vide its letter dated 5 th September, 2024 to both the Stock Exchanges.	The listed entity appointed Mr. Sanjiv Garg as a Non-Executive Independent Director on 10 th May, 2024, thereby complying with the Board composition requirements as per Regulation 17(1) of SEBI (LODR) Regulations, 2015. Subsequently, BSE has accepted the waiver application of the Listed entity.

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2.	<p>The term of Mr. C.R. Sharma, Non-Executive & Independent Director ceased on 31.03.2024 due to which the composition of the Nomination & Remuneration Committee was not proper for the period from 1st April, 2024 to 7th May, 2024. The Company has re-constituted the Committee w.e.f. 8th May, 2024.</p>	<p>The term of Mr. C.R. Sharma, Non-Executive & Independent Director ceased on 31.03.2024 due to which the composition of the Nomination & Remuneration Committee was not proper for the period from 1st April, 2024 to 7th May, 2024. The Company has re-constituted the Committee w.e.f. 8th May, 2024.</p>	<p>Regulation 19 of LODR</p>	<p>The Composition of Nomination & Remuneration Committee of the Listed Entity was not proper for the period from 1st April, 2024 to 7th May, 2024 due to absence of 1 Non-executive Director on the Committee and both the Stock Exchanges imposed a fine of Rs. 1,74,640/- (inclusive of GST) respectively.</p>	<p>The term of Mr. C.R. Sharma, Non-Executive & Independent Director ceased on 31.03.2024 due to which the composition of the Nomination & Remuneration Committee was not proper and there was no committee meeting during this period. Further, the Committee was reconstituted w.e.f. 8th May, 2024. The Company had applied for waiver of penalty vide its letter dated 5th September, 2024 to both the Stock Exchanges.</p>	<p>The Listed Entity has taken corrective action by re-constituting the Nomination & Remuneration Committee with effect from 8th May, 2024, thereby complying with the requirements of Regulation 19 of SEBI (LODR). Subsequently, BSE has accepted the waiver application of the Listed entity.</p>
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3.	<p>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 1st April, 2024 to 7th May, 2024. The Company has re-constituted the Committee w.e.f. 8th May, 2024.</p>	<p>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 1st April, 2024 to 7th May, 2024. The Company has re-constituted the Committee w.e.f. 8th May, 2024.</p>	<p>Regulation 20 of LODR</p>	<p>The Composition of Stakeholders Relationship Committee of the Listed Entity was not proper for the period from 1st April, 2024 to 7th May, 2024 due to absence of 1 Member on the Committee and both the Stock Exchanges imposed a fine of Rs. 1,74,640/- (inclusive of GST) respectively.</p>	<p>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 was reconstituted w.e.f. 8th May, 2024. The Company had applied for waiver of penalty vide its letter dated 5th September, 2024 from both the Stock Exchanges.</p>	<p>The Listed Entity has taken corrective action by re-constituting the Stakeholders Relationship Committee with effect from 8th May, 2024, thereby complying with the requirements of Regulation 20 of SEBI (LODR). Subsequently, BSE has accepted the waiver application of the Listed entity.</p>
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4.	The Listed Entity has filed the Quarterly Corporate Governance Report for the Quarter ended 30 th September, 2024 on 22 nd October, 2024, thereby making a delay of 1 day for filing this Report with NSE.	The Listed Entity has filed the Quarterly Corporate Governance Report for the Quarter ended 30 th September, 2024 on 22 nd October, 2024, thereby making a delay of 1 day for filing this Report with NSE.	Regulation 27(2) of LODR	The Listed Entity has not filed the Quarterly Corporate Governance Report for the Quarter ended 30 th September, 2024 within 21 days from the end of the Quarter and NSE imposed a fine of Rs. 2,360/- (inclusive of GST) and the Company has paid the amount to NSE.	There was a delay of 1 day in filing the Quarterly Corporate Governance Report for the quarter ended 30 th September, 2024. The Company had paid the penalty.	The Listed Entity has filed the quarterly corporate governance report for the quarter ended 30 th September, 2024 with NSE on 22 nd October, 2024, thereby complying with the requirements of Regulation 27(2) of SEBI LODR and the Listed Entity has paid the amount to NSE.
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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/N A)	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"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	Yes	Nil

	<ul style="list-style-type: none"> 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. 		
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 Listed Entity is/ 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	Nil
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 Preservation of Documents and Archival Policy prescribed under SEBI LODR regulations, 2015.</p>	Yes	Nil
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/ during the 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; (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.</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 or 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

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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:

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: Angul, Odisha
Date: 27.05.2026**

**For Santosh Kumar Pradhan
Company Secretaries**
Santosh
Kumar
Pradhan
Santosh Kumar Pradhan
Proprietor
C. P. No. : 7647
FCS No. F6973
P.R. No. 1388/2021
UDIN: F006973H000505955

Digitally signed by
Santosh Kumar
Pradhan
Date: 2026.05.27
12:16:47 +05'30'