

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

**Through NEAPS**

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

Security Code No.: STERTOOLS

By Listing Centre

General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, P. J. Towers
Dalal Street, Fort
Mumbai – 400001

Security Code No.: 530759

Date: 30th June, 2020
Ref.: STL/SD/2020-2021

Sub.: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2020

Dear Sir,

Please find enclosed herewith the "Annual Secretarial Compliance Report" issued by a Company Secretary in Practice 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, 2020.

Kindly take the same in your record.

Thanking you,

Yours truly,
FOR Sterling Tools Limited

A handwritten signature in black ink, appearing to read 'Vaishali Singh'.

Vaishali Singh
Company Secretary cum Compliance Officer



Encl.: As Above



Secretarial Compliance Report
of
Sterling Tools Limited
(CIN: L29222DL1979PLC009668)
for the Year ended 31st March, 2020

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

- (a) All the documents and records made available to us and explanation provided by **Sterling Tools Limited (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 certification for the Year ended 31st March, 2020 ("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, as amended;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and participants) Regulation, 2018;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018:- **Not applicable during the Review period.**
- (f) Securities and Exchange Board of India (BuyBack of Securities) Regulations, 2018:- **Not applicable during the Review period.**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- **Not applicable during the Review period.**



(h) Securities and Exchange Board of India (Issued and Listing of Debt Securities Regulation, 2008:- **Not applicable during the Review period.**

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation, 2013:- **Not applicable during the Review period.**

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review period:

(a) The listed entity has Complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulation/ Circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the practicing Company Secretary
1.	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The composition of the Board of the Listed Entity is not proper for the period from 7 th February, 2019 to 22 nd May, 2019.	Due to the resignation of Sh. M.L. Aggarwal, the Executive Chairman of the Company resigned from the Board on 23 rd May, 2019 and accordingly, the Board of the Listed Entity was duly constituted as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the standard Operating procedures issued by SEBI though various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken By	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange (NSE) and Bombay Stock Exchange (BSE)	Regulation 17(1) requirement pertaining to the Composition of Board of Director	Rs. 5,000/- per day computed till 30 th June, 2019 i.e. 5,30,000/- plus GST vide Letter dated 2 nd May, 2019 and 19 th August, 2019 from NSE and Letter dated 2 nd May, 2019 and 19 th August, 2019 from BSE. The Company has paid the penalty under protest.	The Listed Entity has submitted its representation before NSE & BSE requesting for the waiver of penalty and accordingly NSE waived the penalty vide it's letter dated 5 th February, 2020, however, this matter is still pending with BSE.

However, the Listed Entity has received following Letters from the Stock Exchanges, which were duly replied by the Company during the period under review:

- i. Letters dated 10th April, 2019, 23rd July, 2019, 16th October, 2019, 20th November, 2019 and 13th January, 2020 from National Stock Exchange of India Limited (NSE) on Corporate Governance reports and shareholding patterns.
- ii. Letter No. LISURVIONLIPVIRSI 2019-2020/1146 dated 20th March, 2020 from BSE regarding clarification on price movement of shares.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the Secretarial Compliance report for the Year ended 31.03.2019 (The Years are to be mentioned)	Actions taken by the listed entity, if any	Comments Of the Practicing Company Secretary On The actions taken by the listed entity




1.	Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Mr. Jaideep Wadhwa was appointed as Non Executive Non Independent Director of the Company w.e.f 7 th February, 2019 as a result of which the optimum composition of the Board of the Listed Entity got disturbed.	Sh. M.L. Aggarwal, Executive Chairman of the Company resigned from the Board on 23 rd May, 2019 and accordingly, the Board of the Listed Entity was duly constituted as required under Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	The Board of the Listed Entity was duly constituted on 23.05.2019 as per Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

(e) During the Audit, I observe that the Listed Entity has published its financial results in English Language in Hindi Newspaper. It is suggested to publish the financial results in Hindi in Hindi Newspaper, as Regulation 47(4) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 requires to publish the financial result in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated.

Place: Ghaziabad
Date: 30.06.2020

**For Santosh Kumar Pradhan
Company Secretaries**


Santosh Kumar Pradhan
Proprietor
C. P. No. : 7647
FCS No. F6973

UDIN:F006973B000399519