

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : STERLING BIOTECH LIMITED

QUARTER ENDING ON : 30TH JUNE, 2015

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No/N.A.) | Remarks |
|--|------------------------------------|--|---|
| 1 | 2 | 3 | 4 |
| II. Board of Directors | 49(II) | | |
| (A) Composition of Board | 49 (IIA) | YES | |
| (B) Independent Directors | 49(II B) | YES | |
| (C) Non-executive Directors' Compensation & Disclosures | 49(II C) | N.A | No remuneration paid to Non-Executive Directors |
| (D) Other provisions as to Board and Committees | 49(II D) | YES | . |
| (E) Code of Conduct | 49 (II E) | YES | |
| (F) Whistle Blower Policy | 49 (II F) | YES | |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (III A) | YES | |
| (B) Meeting of Audit Committee | 49 (III B) | YES | |
| (C) Powers of Audit Committee | 49 (III C) | YES | |
| (D) Role of Audit Committee | 49 (III D) | YES | |
| (E) Review of Information by Audit Committee | 49 (III E) | YES | |
| IV. Nomination and Remuneration Committee | 49 (IV) | YES | |
| V. Subsidiary Companies | 49 (V) | YES | |
| VI. Risk Management | 49 (VI) | YES | |
| VII. Related Party Transactions | 49 (VII) | YES | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | YES | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | YES | |
| (C) Remuneration of Directors | 49 (VIII C) | YES | |
| (D) Management | 49 (VIII D) | YES | Directors Report for the year ended on 31-12-2014 contains separate section under the heading "Management Discussion & Analysis Report" |
| (E) Shareholders | 49 (VIII E) | YES | |
| (F) Proceeds from Public Issues, right issue, preferential issues ect. | 49 (VIII F) | N.A. | |
| IX. CEO/CFO Certification | 49 (IX) | YES | |
| X. Report on Corporate Governance | 49 (X) | YES | Annual Report for the year ended on 31-12-2014 contain the report. |
| XI. Compliance | 49 (XI) | YES | |

For Sterling Biotech Limited

Chetan Sandesara
Joint Managing Director