

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : STERLING BIOTECH LIMITED

QUARTER ENDING ON : 31st December, 2013

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No/N.A.) | Remarks |
|---|-----------------------------|---------------------------------|--|
| 1 | 2 | 3 | 4 |
| I. Board of Directors | 49I | | |
| (A) Composition of Board | 49 (IA) | YES | |
| (B) Non-executive Directors' Compensation & Disclosures | 49(IB) | N.A | |
| (C) Other provisions as to Board and Committees | 49(IC) | YES | |
| (D) Code of Conduct | 49 (ID) | YES | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | YES | |
| (B) Meeting of Audit Committee | 49 (IIB) | YES | |
| (C) Powers of Audit Committee | 49 (IIC) | YES | |
| (D) Role of Audit Committee | 49 (IID) | YES | |
| (E) Review of Information by Audit Committee | 49 (IIE) | YES | |
| III. Subsidiary Companies | 49 (III) | YES | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | YES | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | YES | |
| (C) Board Disclosures | 49 (IV C) | YES | |
| (D) Proceeds from Public Issues, right issues, preferential issues ect. | 49 (IV D) | N.A. | |
| (E) Remuneration of Directors | 49 (IV E) | YES | |
| (F) Management | 49 (IV F) | YES | Directors Report for the year ended on 31 st December, 2012 contains separate section under the heading "Management Discussion & Analysis Report" |
| (G) Shareholders | 49 (IV G) | YES | |
| V. CEO/CFO Certification | 49 (V) | YES | |
| VI. Report on Corporate Governance | 49 (VI) | YES | Annual Report for the year ended on 31 st December, 2012 contain the report. |
| VII. Compliance | 49 (VII) | YES | |

For Sterling Biotech Limited

Chetan Sandesara
Joint Managing Director