



CIN No. : L65990MH1983PLC031384

REGD. OFFICE: Office No 3rd & 4th, 3rd Floor, The Centrium, Village Kurla Kirol, Kurla (W), Mumbai 400070

TEL: 91-22-22840019. Email: sterling.guaranty@gmail.com

Website: www.sterling-guaranty.com

ANNUAL REPORT 2022 – 2023

CORPORATE INFORMATION

Name of the Company Sterling Guaranty & Finance Limited

Registered Office : Office No 3rd & 4th, 3rd Floor, The Centrium, Village Kurla Kirol, Kurla (W), Mumbai 400070

CIN : L65990MH1983PLC031384
Website : www.sterling-guaranty.com
Email : sterling.guaranty@gmail.com
Contact No. : 9821163900

KEY MANAGERIAL PERSONNEL

Mr. Dharmen Mehta : Chairman & Director
Mr. Bharat Bhushan : Non-Executive Director,
Independent Director
Mr. Rajan Shah : Non-Executive Director, & CEO
Ms. Aditi Mehta : CFO
Ms. Priti Kumar : Company Secretary

COMMITTEES

AUDIT COMMITTEE

Mr. Bharat Bhusan : Chairman & Member
Mr. Rajan Shah : Member
Mr. Dharmen Mehta : Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Bharat Bhusan : Chairman & Member
Mr. Rajan Shah : Member
Mr. Dharmen Mehta : Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Bharat Bhusan : Chairman & Member
Mr. Rajan Shah : Member
Mr. Dharmen Mehta : Member

STATUTORY AUDITORS

Vinod S Mehta & Co
Chartered Accountants
114, JOLLY BHAVAN-1, 10, NEW MARINE LINES, MUMBAI - 400020

REGISTRAR & TRANSFER AGENT

Purva Shareregistry India Private Limited
9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai, 400011

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NOTICE

NOTICE is hereby given that the **39th (Thirty Ninth) ANNUAL GENERAL MEETING** of the members of **STERLING GUARANTY & FINANCE LIMITED** will be held on Friday 29th September 2023 at 11.00 A.M through Video Conferencing (VC) / other Audio Means (OAVM) facility

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Bharat Bhusan (DIN: 08423443), Director, who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve related party transactions between the Company with Sterling Investments (India) Ltd., and Indistock Securities Ltd

To consider and if thought fit to pass following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party Transaction(s), approval of Share Holders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) with Sterling Investments (India) Ltd and Indistock Securities Ltd and other services etc. Board of Director is authorized to do it on such terms & conditions as they may deem fit, provided that the said contract(s)/arrangement(s)/transaction(s).borrowing(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

"**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to delegate all or any of powers conferred on it by or under this resolution to any Committee of Director of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Place : Mumbai
Date :07.09.2023

By the Order of the Board
Sterling Guaranty & Finance Limited

Sd/-

Dharmen D Mehta
Director
DIN: 00036787

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Your Company has entered into transactions with Sterling Investments (India) Ltd and Indistock Securities Ltd. as mentioned in the resolution which is a “Related Party” as defined under Section 2(76) of the Companies Act, 2013.

As per the provisions of Section 188(10) of the Act, “Related Party Transactions” require prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limited prescribed under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014. Proviso to Section 188 further provides that nothing contained in sub-section 1 of Section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on which are not on arm’s length basis.

As per the provisions of Regulation 23 of SEBI (LODR), Regulations, 2015, defines the term Material Related Party Transactions. It provides that all related party transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the Company as per Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by way of an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR) Regulations, 2015.

Members may please note that based on the criteria as mentioned above in the LODR, transactions with such related parties as mentioned in Item No. 4 are “Material” and therefore requires approval of the Company by Ordinary resolution.

The following are the particulars under Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014:

Sr. Nos	Particulars	Sterling Investments (India) Ltd.	Indistock Securities Ltd
1	Name of the Director or KMP who is Related	Dhiren D. Mehta & Aditi D. Mehta	Dhiren D. Mehta & Aditi D. Mehta
2	Nature of Relationship	Chairman and Director	Chairman and Director
3	Nature, Material Terms, Monetary value and Particulars of Contract or Arrangement	Receipt and repay of Loan	Receipt & Payment and Stock Broker

The Audit Committee of your Company has approved Related party transaction in the Meeting held on 30.05.2022

The Board of Directors is of the opinion that the transactions are on an arm’s length basis and are in the ordinary course of business and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as on Ordinary Resolution.

None of the Directors and Key managerial Personnel of the Company or their relatives, except Mr. Dhiren D. Mehta, Mr Dharmen Mehta and Ms. Aditi D. Mehta and their relatives, shall be deemed to be, financially or otherwise, interested or concerned in this resolution.

Your Directors, accordingly recommend and seek your approval to the resolution as appearing in items No. 4 of the Notice for your approval as a Ordinary Resolution.

Place: Mumbai
Date: 07.09.2023

By the Order of the Board,
Sterling Guaranty & Finance Limited

Sd/-

Dharmen Mehta
Director
DIN: 00036743

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company. i.e www.sterlingguaranty.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 26th September 2023 at 9.00 am and ends on 28th September 2023 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 20th September 2023(record date) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual

shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon

<p>in demat mode with NSDL</p>	<p>under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Sterling Guaranty & Finance Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sterling.guaranty@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at sterling.guaranty@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at sterling.guaranty@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Register of Members and Share Transfer Book of the Company will remain closed from the 21/09/2021 to 27/09/2021 (both days inclusive) for the purpose of Annual General Meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.** i.e sterling.guaranty@gmail.com/ support@purvashare.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

BOARD'S REPORT

To,
The Members,

Your directors are pleased to present the 39th Annual Report on the business of the Company and the Audited Financial Statement for the year ended 31st March 2023.

HIGHLIGHTS OF PERFORMANCE:

Following figures summarize the financial performance of the Company for the year 2022-2023

Particulars	(Actual in Lakhs)	
	For the year ended 31.3.2023 Rs.	For the year ended 31.3.2022 Rs.
Revenue from Operations	15.00	9.50
Other Income	0.58	0.01
Total Income	15.58	9.51
Expenses	11.55	13.64
Net Profit (Loss) for the year	3.49	-4.13

Your directors inform you that your Company is being revived during 2022-23. The Company has generated profit of Rs 3.49(lacs) in the year 2022-23 in comparison to loss of Rs. 4.13 (Lacs) in the year 2021-22.

DIVIDEND

In view of carried forward loss, your directors do not recommend any Dividend for the year under review.

APPROPRIATION OF RESERVES

The Company is not required to transfer any amount to reserve. No amount is transferred to any reserve in view of loss.

SHARE CAPITAL

There have been no changes in the share capital during the year under review.

Paid up Equity Share Capital as on 31st March, 2023 was Rs.653.76 lakhs. During the year under review, the Company has neither issued shares with differential voting rights nor issued sweat equity or granted stock options.

Annual Report 2022-2023

COMPANY'S PERFORMANCE/STATE OF COMPANY'S AFFAIRS

Current Net Worth of the company is negative Rs – 69.06 (lacs) only, which Director are confident to make it positive.

GENERAL

The Company's COR of NBFC which was surrendered to RBI on 3rd April 2018 is not yet cancelled. The company has not done any NBFI business during the year. The Company is a going concern. Surplus funds are invested in quoted shares or bank FD on temporary basis. At the year-end they are liquidated.

SUBSIDIARY COMPANIES

The Company has no subsidiary company as on March 31, 2023. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act")

DIRECTORS' RESPONSIBILITY STATEMENT

- a) That in the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards as advised by the auditors have been followed along with proper explanation relating to material departures, if any;
- b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the Profit and Loss of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements have been prepared on a going concern basis and applying IND_AS.
- e) Those proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) Those systems to ensure compliances with the provisions of all applicable laws were in place and were adequate and operating effectively.

OPERATIONS, FUTURE PLAN & CHANGE OF BUSINESS

The Company has been doing necessary compliances. During the year no NBFI Business was carried out. Equity Shares of the Company is listed on BSE under Code No. 508963.

Future Plan:

- a. The Company will utilize the experience of Promoters/Directors in financial technology for Legal & Investment advisory and looking for business depending upon raising capital.

- b. At present the focus is to do proprietary investment business. Buying of stressed assets from banks & institutions and adding value to those assets by stabilizing their titles, business operation/Asset & Liabilities and sale them after adding value.
- c. Legal and Investment Consultancy.
- d.

DEPOSITS

Your Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF DIRECTORS OR KMP WHICH WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

Mr. Dharmen Mehta is Chairman of the Company.

Approved Appointment of Ms. Priti Kumar as Company Secretary and Compliance Officer of the Company with effect from 07th July, 2022

BOARD MEETING HELD DURING THE YEAR.

Six Meetings of Board of Director were held during the year on 30.05.2022, 07.07.2022, 12.08.2022, 14.11.2022, 13.02.2023 and 27.02.2023 For details of meetings of the Board please refer to the Corporate Governance Report, which forms part of the Board's Report.

BOARD EVALUATION

The Board of Directors has carried out an Annual Evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('The history Regulations')

The performance of the Board were evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee") reviewed the performance of the individual directors on the basis of the criteria such as contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Independent Director reviewed the performance of the board as a whole and performance of the Chairman, taking into account the views of the same was discussed in the board meeting that followed after the review.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act has been stated in the Corporate Governance Report, which forms part of the Board's Report.

Annual Report 2022-2023

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

HUMAN RESOURCES

Company's relations with the employee continued to be harmonious and cordial during the year under review.

AUDITORS

(1) Statutory Auditors:

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors is done at Annual General Meeting held in Financial Year 2022.

(2) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company appointed Sark & Associates to undertake the Secretarial Audit of the Company for the year ended March 31, 2023. The Secretarial Audit Report is annexed herewith.

The Secretarial Audit Report for the financial year ended March 31, 2023 contains observations. Directors' reply on the Auditors comment is as follow:

Explanation for observations:-

The Company provides for retirement benefits on cash basis as No. of employees are less.

OPPORTUNITIES, THREATS, RISK AND CONCERNS

There is good opportunities in investment and dealing in stressed Assets. The Company is in need of more funds to deal in stressed Assets and other businesses.

SEGMENT WISE PERFORMANCE

The Company doesn't have any functional segment right now.

FINANCIAL PERFORMANCE

A summary of the financial performance vis-a-vis operational performance is disclosed in Board's Report.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has adequate internal control systems including suitable monitoring procedure commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorization and approval procedures. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

CAUTIONARY STATEMENT:

Annual Report 2022-2023

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include financial position of the company, economic conditions affecting demand / supply, price conditions in the domestic and overseas market in which the company operates, changes in the government regulations, tax laws and other statutes.

AUDIT COMMITTEE & NOMINATION AND REMUNERATION COMMITTEE & STAKEHOLDERS RELATIONSHIP COMMITTEE

The details pertaining to composition of audit committee & Nomination and Remuneration Committee and Stakeholders Relationship Committee are included in the Corporate Governance Report, which forms part of this report.

RISK MANAGEMENT:

The Board of the Company has formed a Risk Management Committee. The Committee is responsible for reviewing implementing and monitoring the risk management plan and ensuring its effectiveness. Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS.

The Company has not provided any loans and not given any guarantees nor provided securities to any of the entities or made investments pursuant to Section 186 of the Companies Act, 2013 during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

Particulars of contract or arrangement with related parties as referred in sec 188 (1) of Companies Act 2013 in prescribed form AOC-2 is appended to Board Report.

CSR POLICY

The Company does not fall in any of the criteria as set out in Section 135(1) of the Act and accordingly Company is not required to comply with the same in respect of Corporate Social Responsibility.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employee at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee headed by Women Director, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment if any and recommend appropriate actions.

The Company has not received any complaint of sexual harassment during the financial year 2022-2023.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Vigil Mechanism /Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS:

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company as well as operation of the Company in future.

Bombay Stock Exchange had appointed forensic auditor to verify the revival of the Company. They have clearly indicated that there is no misuse or diversion of funds.

PARTICULARS OF EMPLOYEES AND REMUNERATION:

Pursuant to the Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, no employee of the Company was paid remuneration exceeding the prescribed limits, during the Financial year 2022-23

EXTRACT OF ANNUAL RETURN AS PER SECTION 92 (3) OF COMPANIES ACT 2013:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure - III".

A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:

In accordance with requirements of Section 149(6) and (7) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the independent director has given declarations of independence in the first board meeting of the current financial year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND BALANCE SHEET DATE:

There are no material changes and commitments that would affect financial position of the company from the end of the financial year of the company to which the financial statements relate and the date of the directors report.

ENERGY CONSERVATION, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A) Conservation of Energy:

Your Company is serious in conserving energy by reducing consumption of power in the offices has not made any capital investment.

B) Technology absorption:

Your Company has taken new initiative towards Investment technology for absorption which are developed in house and therefore not made any expenditure on research and development.

C) Foreign Exchange earnings and outgo:

There is no inflow or out flow of Foreign exchange during the year.

D) The change in nature of business:

There is change in nature business of the company during the year under review as stated above.

STATEMENT OF COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

In terms of clause no. 9 of Revised SS-1 (Revised Secretarial Standards on meeting of Board of Directors effective from 20/01/2017) your directors state that the Company is compliant of applicable Secretarial Standards during the year review.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from all the stakeholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Sd/-

Sd/-

Place: Mumbai
Dated: 30.05.2023

Dharmen Mehta
DIRECTOR
(Din : 00036787)

Rajankumar Shah
DIRECTOR
(Din : 08619751)

ANNEXURE-2
FORM NO. AOC-2

**(Pursuant to clause (h) of sub-section 134 of the Act and Rule 8(2) of the Companies
(Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/Arrangements entered into by the company related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transaction not at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of Relationship	NIL
b)	Nature of contracts/ arrangements/ transactions	NIL
c)	Duration of the contracts/ arrangements/ transactions	NIL
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any:	NIL
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	<ol style="list-style-type: none"> 1. Dhiren Mehta (Father of Chairman) 2. Aditi Mehta (Sister of the Chairman) 3. Sterling Investments (India) Limited (Company in which Dhiren Mehta is a director) 4. Indistock Securities Limited (Company in which Dhiren Mehta is a director) 5. Indistock Financial Service Pvt. Ltd. (Company in which Chairman is Director) 6. G.I. Power Corp Ltd (Company in which Chairman is a Director)
b)	Nature of contracts/ arrangements /transactions	Loan taken and loan repaid. Margin deposit and payments for dealing in Securities to Indistock Securities Ltd. as NSE Broker.

c)	Duration of the contracts /arrangements/ transactions	Ongoing transactions
d)	Salient terms of the contracts or arrangements or transactions, if any:	Sterling Investments (India Ltd has given interest free loan to revive the Company and Indistock Securities Ltd. is charging low brokerage @ 0.001%
e)	Date(s) of approval by the Board, if any:	30.05.2022
f)	Amount (Rs.)	Rs. 70,00,000

Place: Mumbai

Date: 30.05.2023

For Board of Directors of
Sterling Guaranty & Finance Ltd

Sd/

Dharmen Mehta
Chairman



SARK & ASSOCIATES LLP

COMPANY SECRETARIES

(Erstwhile SARK & ASSOCIATES, COMPANY SECRETARIES)

LLPIN: ACA-4736

FORM NO MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the Financial Year Ended 31st March, 2023

To,
The Members
STERLING GUARANTY & FINANCE LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sterling Guaranty & Finance Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; is not applicable to the Company during the Audit Period.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;

Regd. Off: Unit No: 215, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai – 400101 Offices also at Delhi & Surat

Tel no: 022-67337018/28844639 / Email ID – compliance@sarkcs.in / Website: www.sarkcs.in

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; is Not applicable to the Company during the Audit Period.
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; is Not applicable to the Company during the Audit Period.
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; is not applicable to the Company during the Audit Period and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; is not applicable to the Company during the Audit Period.
- (vi) Other laws applicable to the company:
- i. Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - ii. Maharashtra Shops and Establishments Act, 1948
 - iii. The Minimum Wages Act, 1948
 - iv. The Income Tax Act, 1961
 - v. Banking Regulation Act 1949
 - vi. Indian Contract Act 1872
 - vii. Sale of Goods Act 1930
 - viii. Registration Act 1908
 - ix. Negotiable Instruments Act 1881
- vii) The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned below:
- i) Reserve Bank of India Act, 1934
 - ii) All the Rules, Regulations, Guidelines and Circulars applicable to Non-Banking Financial Companies under the RBI Act, 1934.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

Note : As per Clause 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the submission of Corporate Governance Report is not applicable to the Company, in respect of the listed entity having paid up equity share capital not exceeding Rs. 10 Crores and net worth not exceeding Rs.25 Crores as on 31st March 2021. The company is thus exempted.

We further report that –

- a) As on date the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- 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 through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. no:	Action taken by	Details of violation	Details of action taken	Observation/remark by Practicing Company Secretaries
NA				

Date: 05.09.2023

Place: Mumbai

UDIN : A022135E000940349

For & on behalf of SARK & Associates LLP

Sd/-

Sumit Khanna

(Designated Partner)

Company Secretary

CP No. 9304 / Membership No. 22135

Note: This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.



SARK & ASSOCIATES LLP

COMPANY SECRETARIES

(Erstwhile SARK & ASSOCIATES, COMPANY SECRETARIES)

LLPIN: ACA-4736

ANNEXURE "A"

To
The Members
Sterling Guaranty & Finance Limited
Office No 3rd & 4th, 3rd Floor, The Centrium, Village Kurla Kirol,
Kurla (W), Mumbai 400070 Mumbai 400070

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 05.09.2023
Place: Mumbai
UDIN : A022135E000940349

For & on behalf of SARK & Associates LLP
Sd/-

Sumit Khanna
(Designated Partner)
Company Secretary

CP No. 9304 / Membership No. 22135

**Regd. Off: Unit No: 215, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai –
400101 Offices also at Delhi & Surat**
Tel no: 022-67337018/28844639 / Email ID – compliance@sarkcs.in / Website: www.sarkcs.in

ANNEXURE- III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2023

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65990MH1983PLC031384
2.	Registration Date	21-11-1983
3.	Name of the Company	STERLING GUARANTY & FINANCE LIMITED
4.	Category/Sub-category of the Company	Public company/ limited by shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	Office No 3rd & 4th, 3rd Floor, The Centrium,Village Kurla Kiroi, Kurla (W), Mumbai 400070 Tel: 022-22840078/22840019/22840029 E-Mail : sterling.guaranty@gmail.com
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd. 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Exxelus, Lower Parel (East) Mumbai 400 011. Tel: 022-23018261/23016761 E-Mail : support@purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
	Advisory Consultancy & Financial Recoveries	7411	100

*As there were no operation/business activities carried out during the year under report, the question of disclosure of business activities contributing 10% or more does not arise.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary and Associate Company during F.Y. 2020-21.

SN	Name and Address of the company	CIN/GIN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
	N.A.	N.A.	N.A.	N.A.	N.A.

IV. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

a)_Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2022]				No. of Shares held at the end of the year[As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	10,92,384	0	10,92,384	16.71	10,92,384	0	10,92,384	16.71	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00
c) State Govt(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp.	20,25,422	0	20,25,422	30.98	20,25,422	0	20,25,422	30.98	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any other	0	0	0	0	0	0	0	0	0.00
Sub – Total	31,17,806	0	31,17,806	47.69	31,17,806	0	31,17,806	47.69	0.00
(2) Foreign									0.00
a) NRIs –Individual	0	0	0	0	0	0	0	0	0.00
b) Other - Individual	0	0	0	0	0	0	0	0	0.00
c) Bodies Corporate	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any other	0	0	0	0	0	0	0	0	0.00
Sub –Total	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A) 1 + (A) 2	31,17,806	0	31,17,806	47.69	31,17,806	0	31,17,806	47.69	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00

b) Banks / FI	62,700	800	63,500	0.97	62,700	800	63,500	0.97	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify)	0	0	0	0	0	0	0	0	0.00
Financial	0	0	0	0	0	0	0	0	0.00
Sub-total (B)(1):-	62,700	800	63,500	0.97	62,700	800	63,500	0.97	0.00
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals	0	0	0	0	0	0	0	0	0.00
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2,06,155	26,92,724	28,98,879	44.34	2,06,155	26,92,724	28,98,879	44.34	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	96,900	96,900	1.48	0	96,900	96,900	1.48	0.00
c) Others (specify)	1,99,759	1,60,756	3,60,515	5.51	1,99,759	1,60,756	3,60,515	5.51	0.00
Non Resident Indians	0	0	0	0	0	0	0	0	0.00
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0.00
Foreign Nationals	0	0	0	0	0	0	0	0	0.00
Clearing Members	0	0	0	0	0	0	0	0	0.00
Trusts	0	0	0	0	0	0	0	0	0.00
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0.00
Hindu Undivided Family	0	0	0	0	0	0	0	0	0.00
Director & Their	0	0	0	0.00	0	0	0	0	0.00

Relatives									
Sub-total (B)(2):-	4,05,914	29,50,380	33,56,294	51.33	4,05,914	29,50,380	33,56,294	51.33	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4,98,614	2951,180	34,19,794	52.30	4,98,614	2951,180	34,19,794	52.30	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	35,86,420	29,51,180	65,37,600	0	35,86,420	29,51,180	65,37,600	100	0.00

B) Shareholding of Promoter-

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		Number of shares	% of total shares of the company	% of shares pledged / encumbered to total shares*	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares*	
1	DHIREN DHIRAJLAL MEHTA	9,14,401	13.99	0.00	9,14,401	13.99	0.00	0.00
2	MEENA DHIREN MEHTA	1,74,370	2.67	0.00	1,74,370	2.67	0.00	0.00
3	DHARMEN DHIREN MEHTA	3,113	0.05	0.00	3,113	0.05	0.00	0.00
4	ADITI DHIREN MEHTA	500	0.01	0.00	500	0.01	0.00	0.00
5	COMPUTRON SYSTEMS PVT LTD	3,62,450	5.54	0.00	3,62,450	5.54	0.00	0.00
6	STERLING INVESTMENTS (INDIA) LTD.	8,35,422	12.78	0.00	8,35,422	12.78	0.00	0.00
7	INDISTOCK SECURITIES LTD.	8,27,550	12.66	0.00	8,27,550	12.66	0.00	0.00
TOTAL		31,17,806	47.69		31,17,806	47.69	0.00	

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year (As on 01-04-2022)		Cumulative Shareholding during the year (01-04-2022 to 31-03-2023)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

	At the beginning of the year	31,17,806	47.69	31,17,806	47.69
1	STERLING INVESTMENTS (INDIA) LTD.	8,35,422	12.78	8,35,422	12.78
2	DHIREN DHIRAJLAL MEHTA	9,14,401	13.99	9,14,401	13.99
3	INDISTOCK SECURITIES LTD	8,27,550	12.66	8,27,550	12.66
4	MEENA DHIREN MEHTA	1,74,370	2.67	1,74,370	2.67
5	COMPUTRON SYSTEMS PVT. LTD.	3,62,450	5.54	3,62,450	5.54
6	DHARMEN DHIREN MEHTA	3,113	0.05	3,113	0.05
7	ADITI DHIREN MEHTA	500	0.01	500	0.01
	At the End of the year	31,17,806	47.69	31,17,806	47.69

Note : There is no change in the total shareholding of promoters between 01-04-2022 and 31-3-2023.

There were no inter Transfer among Promoters during F.Y. 2022-23.

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year		Date	Increase or Decrease in Shareholding	Reason	Cumulative shareholding during the year	
		Number of shares	% of total shares of the company				No. of Shares	% of total Shares of the company
1	Bhavna Holdings Pvt. Ltd.	1,68,000	2.57		Nil		1,68,000	2.57
2	Nirmal Bagri	71,700	1.10		Nil		71,700	1.10
3	Bank of India	62,700	0.96		Nil		62,700	0.96
4	Insure Electro (SMB) Pvt. Ltd.	56,800	0.87		Nil		56,800	0.87
5	Vinod Hingorani	25,200	0.39		Nil		25,200	0.39
6	Ellenbarrie Finlest Limited	21,650	0.33		Nil		21,650	0.33
7	Mahendra Vasantraai Doshi	15,235	0.23		Nil		15,235	0.23
8	Priya International Ltd.	15,100	0.23		Nil		15,100	0.23
9	Rakesh Dungarshi Shah	15,100	0.23		Nil		15,100	0.23
10	Santosh Kumar Jain	15,100	0.23		Nil		15,100	0.23

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	DHIREN D. MEHTA Director Since resigned				
	At the beginning of the year	9,14,401	13.99	9,14,401	13.99
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	9,14,401	13.99	9,14,401	13.99
2.	DHARMEN MEHTA DIRECTOR & Chairman				
	At the beginning of the year	3113	0.05	3113	0.05
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	3113	0.05	3113	0.05
3.	ADITI D. MEHTA Women Director-CFO				
	At the beginning of the year	500	0.01	500	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	500	0.01	500	0.01

V INDEBTEDNESS –

Indebtedness of the Company including interest outstanding/accrued but not due for payment. **(In Lakhs)**

	Secured Loans excluding deposits	Unsecured Loans*	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	(Inter Corporate Deposit)		
i) Principal Amount	-	100.00	-	100.00
ii) Interest due but not paid	-	NIL	-	-
iii) Interest accrued but not due	-	NIL	-	-
Total (i+ii+iii)	-	100.00	-	100.00
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	30.00	-	30.00
Net Change	-	30.00	-	30.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	70.00	-	70.00
ii) Interest due but not paid	-	NIL	-	-
iii) Interest accrued but not due	-	NIL	-	-
Total (i+ii+iii)	-	70.00	-	70.00

* Unsecured Loan represents the Inter Corporate Deposit borrowed by the Company

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Whole-time Directors:

B. The company has paid Remuneration including salary during the year to Whole-time Director Mr. Rajan Kumar Shah of Rs. 1.65 Lakhs.

C. Remuneration to other directors – NIL

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD :

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	165000	122000	Nil	287000

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	165000	122000	Nil	287000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	165000	122000	Nil	287000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no instances of any penalties / punishment /compounding of offences for the year ended 31st March 2023.

Place : Mumbai
Dated: 30.05.2023

By the Order of the Board
Sterling Guaranty & Finance limited
Sd/-

Dharmen Mehta
Chairman

CEO/ CFO Certification:

Mr. Rajankumar Shah, Director, CEO & Mrs Aditi Mehta as CFO of the Company. They has certified to the Board that:

- a. They have reviewed financial statements and cash flow statements for the Financial Year 2022-23 and that to the best of their knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together presents a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of their knowledge and belief, no transactions entered in to by the company during the period which are fraudulent, illegal or volatile of the company's code of conduct.
- c. They have accept responsibility for establishing and maintaining internal controls for financial reporting and they have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. They have indicated to the auditors and the Audit committee.
 - I. significant changes in internal control during the year;
 - II. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - III. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Sd/-

Sd/-

Mr. Rajankumar Shah

Mrs Aditi Mehta

CEO

CFO

Place: Mumbai

Date: 30.05.2023

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2022-23

Company's Philosophy

The philosophy of the Company represents the value frame work, rules, practices by which Sterling conducts its business activities. It essentially involves balancing the interests of stakeholders in a company which include its shareholders, management, customers, government, lenders, creditors, and employees. The Company has a strong legacy of 36 plus years of fair, transparent and ethical governance practices. The Company was advised to do reduction of present Equity Capital by reducing face value of Equity shares from Rs. 10 to Rs.1 as net worth of the company became negative. It also planned to issue Rights Equity shares of face value of Rs.1 at par to raise Rs. 390 Lacs thereafter. BOD cancelled these proposal of Reduction of capital in the interest of public shareholders, though it was approved in 33rd AGM. Consequentially proposed of Rights issue of Rs. 390 lacs by Public Issue of Equity shares of Face Value of Rs.1 was cancelled. The Auditors appointed by BSE has confirmed that there is no financial irregularity or Diversion of funds of the Company.

The Company has also adopted a Code of Conduct for its employees including the CEO and has Code of conduct for its non-executive director including the Independent Director. It suitably incorporates their duties as laid down in the Companies Act, 2013 ("the Act"). Your Company is in compliance with Listing Agreement with BSE and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013.

1. Board of Directors

The Board of Directors as at 31st March, 2023 comprised of Four Directors with CEO, CFO, CS and Women Independent Non-Executive Director. The Composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulation, 2015 and Section 149 of the Companies Act, 2013.

During the year, Six Board Meetings were held on 30.05.2022, 07.07.2022, 12.08.2022, 14.11.2022, 13.02.2023 and 27.02.2023

The Composition of the Board of Directors and their attendance at the Board Meetings during the year and the last Annual General Meeting are as follows:

Name of the Director	Category of Director	No. of Board Meetings attended during 2022-23		Attendance at last AGM
		Held	Attended	
Ms. Dharmen Mehta	Director & Chairman after 20/04/2020	6	6	Yes
Ms Aditi Mehta	CFO	6	6	No
Mr Rajankumar Shah	Director with CEO	6	6	Yes

Mr. Bhaskar Raju	Independent Director-Non Executive	6	6	Yes
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Shareholding of Directors:

Name of Directors	No. of Shares	% of the Capital
Mr Dharmen Mehta	3113	0.05

None of the Directors on the Company's Board is holding office of the Director in more than 20 (Twenty) Companies including 10 (Ten) Public Companies. Independent Directors are also not holding office of Director in more than 7 (Seven) Listed Companies. Further, none of the Director is a Member of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees across all the companies in which he acts as Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2021 have been made by the directors.

Independent director is a non-executive director. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). The Independent Director has given declaration confirming that she meets the criteria as mentioned under SEBI (LODR) Regulation 2015 and Section 149(6) of the Act.

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

The Company has familiarization program for directors including Independent Director has been disclosed on the website of the Company - www.sterlingguaranty.com.

COMMITTEES OF THE BOARD

The Board of Directors had made the composition of the Audit Committee, Nomination and Remuneration = and Stakeholders Relationship Committee as per SEBI LODR Act 2015

1. Audit Committee:

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the LODR read with Section 177 of the Act.

Terms of reference:

- The terms of reference of the Committee is aligned with the terms of reference provided under Section 177(4) of the Act and provisions of Regulation 18 of LODR.

The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosure as well as the integrity and quality of the financial reporting.

The Committee consists of Two Independent Directors viz. Mr Bharat Bhusan as Chairman and Non Executive Independent Director, Ms. Ranjan Kumar Shah as Non Executive Independent Director and Mr. Dharmen Mehta as member. The Committee met on 07.07.2022, 12.08.2022, 14.11.2022 and 27.02.2023

Committee Members

Sr. no:	Name of the member	Position	Category	Status of Meeting Attended
1	Bharat Bhusan	Chairman and Member	Non-Executive Ind Director	4
2	Ranjankumar Shah	Member	Non-Executive Ind Diretor	4
3	Dharmen Mehta	Member	Executive Director	4

2. Nomination and Remunerations Committee:

Committee Members

The Committee consists of Two Independent Directors viz. Mr Bharat Bhusan as Chairman and Non Executive Independent Director, Mr. Ranjankumar Shah as Non Executive Independent Director and Mr. Dharmen Mehta as member. The Committee met on 07.07.2022, 12.08.2022, 14.11.2022 and 27.02.2023

The Nomination & Remuneration Committee has been constituted to recommend / review remuneration of the Executive Director and KMP based on their performance and defined assessment criteria. Remuneration Policy of the Company is directed towards rewarding performance, based on the review of achievements. The Remuneration policy is in consonance with the existing Industry practice. No remuneration is paid to Chairman and CEO thus it is within the overall limit fixed under the law. As of now, the Company does not have any employee stock option plan. There were no other pecuniary relationships or transactions given to Non-Executive Director vis-à-vis the Company.

Sr. no:	Name of the member	Position	Category	Status of Meeting Attended
1	Bharat Bhusan	Chairman and Member	Non-Executive Ind Director	4
2	Ranjankumar Shah	Member	Non-Executive Ind Diretor	4
3	Dharmen Mehta	Member	Executive Director	4

The broad terms of reference are as under:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employee
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment

and removal.

Remuneration Policy of the Company is directed towards rewarding performance, based on the review of achievements. The Remuneration policy is in consonance with the existing Industry practice. Directors are paid sitting fees of Rs.3,000. Rs. 7,000 is paid as travelling expenses for attending every Board Meetings, if they come out of Mumbai.

3 Stakeholders' Relationship Committee

The Committee consists of Two Independent Directors viz. Mr Bhaskar Raju as Chairman and Non Executive Independent Director, Mr. Ranjankumar Shah as Non Executive Independent Director and Mr. Dharmen Mehta as member. The Committee met on 07.07.2022, 12.08.2022, 14.11.2022 and 27.02.2023

Committee Members

Sr. no:	Name of the member	Position	Category	Status of Meeting Attended
1	Bharat Bhusan	Chairman and Member	Non-Executive Ind Director	4
2	Ranjankumar Shah	Member	Non-Executive Ind Director	4
3	Dharmen Mehta	Member	Executive Director	4

Independent Director Meeting

One separate meeting of Independent Director with KMP held on 30.05.2023

Independent Directors at their meeting discussed following matters in relation to FY-2022-23:-

- Evaluation of performance of Non-Independent Director and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company;
- Evaluation of the quality, quantity, content and timelines of flow of information between management and the Board, for the Board to effectively and reasonably perform its duties.

General Body Meetings

Particulars of the last three Annual General Meeting held and Special Resolutions passed there at are as under.

38th AGM

- 1 To approve related party transactions between the Company with Sterling Investments (India) Ltd., and Indistock Securities Ltd
- 2 Rescindment of the following Resolutions passed in 36th AGM by recommendation of the Board of Directors as they have become Redundant
- 3 Appointment of Statutory Auditors of the Company.

37th AGM

Annual Report 2022-2023

- 1 To approve related party transactions between the Company with Sterling Investments (India) Ltd., and Indistock Securities Ltd
- 2 Rescindment of the following Resolutions passed in 36th AGM by recommendation of the Board of Directors as they have become Redundant
- 3 Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013
- 4 Adoption of Articles of Association as per the provisions of the Companies Act, 2013

36th AGM

- 1 To Regularise the Appointment of Mr Bhaskar Raju (DIN : 03309309) as Independent Director
- 2 To approve related party transactions between the Company with Sterling Investments (India) Ltd. Indistock Securities Ltd and Indistock Financial Service Pvt. Ltd
- 3 To approve related party transactions between the Company with Sterling Investments (India) Ltd., Indistock Securities Ltd and Indistock Financial Service Pvt. Ltd
- 4 Rescindment Of The Following Resolutions Passed In 34th Agm And 35th Agm by recommendation of Board of Directors as they have become Redundant
- 5 Rescindment for special resolution passed for Voluntary Delisting of Equity Shares of the Company from BSE in 34th AGM Dated 28th December 2018 as Item no 7 as Special Resolution is been Recinded
- 6 Insertion of Object and Alteration of Memorandum of Association
- 7 Adoption of Memorandum of Association as per provisions of Companies Act 2013
- 8 Adoption of Alteration of Articles of Association as per provisions of Companies Act 2013

There was no Extra Ordinary General Meeting held during F.Y. 2022-23

All the resolutions, including special resolution(s) set out in the respective notices were passed by the Shareholders, with requisite majority.

None of the items transacted at the said meetings were required to be passed by postal ballot at the forthcoming Annual General Meeting to be held.

Disclosure of Related Party Transactions:

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- a. There were no significant related party transactions that may have potential conflict with the interest of the Company at large.
- b. No penalties or strictures have been imposed on the Company by SEBI or any Statutory Authority on any matter related to capital markets.

Compliance of Mandatory Requirements:

The Company has materially complied with the mandatory requirements as stipulated in LODR

Compliance of Non-Mandatory Requirements:

The Company has not adopted any non-mandatory requirements.

Code of Conduct:

The Board of Directors of the Company has adopted Code of Conduct for all Board Members of the Company and Senior Management. The Board Members have affirmed compliance to the Code of Conduct. The Company has been posting on its website, the Code of Conducts adopted by its Directors.

Means of Communication:

The quarterly, half-yearly and yearly financial results of the Company are normally sent to the BSE, immediately after the same are approved by the Board. Though, due to financial constraints the results could not be published in newspapers, they are submitted to the BSE in accordance with the Listing Agreement and are supplied through E-Mail & posts to the Shareholders, on demand.

General Shareholder Information :

(a) 39th Annual General Meeting	
Date and Time and Venue	: 29 th September 2023 at 11.00 A.M. (through Audio Video Visual Conferencing)
(b) Financial Year:	: Year ended March 31, 2023
(c) Dates of Book Closure	: 23/09/2023 to 29/09/2023
(d) Dividend payment Date	: Not Applicable
(e) Listing on Stock Exchange	: BSE Limited, Mumbai
(f) Company Code	: 508963
(h) Registrar & Transfer Agents	: Purva Sharegistry (India) Pvt. Ltd. 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai-400 011. Email : support@purvashare.com Telephone No. 022-23018261/23016761 Website : www.purvashare.com

(j) **Share Transfer System :**

Shares lodged for transfer in physical form are processed and duly transferred Share Certificates are sent within 15 days of receipt of the valid documents. The Shares are transferred at an interval of 15 days time.

(j) **Distribution of Shareholding :**

(a) The Distribution of Shareholding as on 31st March 2023

No. of Shares held		No of Shareholders		Share Amount	
No.	No.	Number	% of total	(in Rs.)	% to Total
Upto	5000	14,214	95.18	1,96,14,200.00	30.00
5001	10000	450	3.01	34,60,320	5.29
10001	20000	167	1.12	24,38,900	3.73
20001	30000	47	0.31	11,75,950	1.80
30001	40000	14	0.09	5,09,390	0.78
40001	50000	4	0.03	1,88,730	0.29
50001	100000	13	0.09	8,78,730	1.34
100001	and above	25	0.17	3,71,09,780	56.76
Total		14,934	100.00	6,53,76,000	100.00

(b) Shareholding Pattern as on 31st March 2023

(I) Outstanding GDRs / ADRs : Not Applicable Warranty

Category Code	Category of shareholder	No. of shareholder	Total No. of Shares	% to total
(A)	Shareholding of Promoter and Promoters Group			
1.	Indian	7	31,17,806	47.69
2.	Foreign	0	0	0.00
	Sub Total	7	31,17,806	47.69
(B)	Public Shareholding			
1.	Institution	3	63,500	0.97
2.	Non Institution	14918	33,56,294	51.34
	Sub Total	14921	34,19,794	52.31
(C)	Shares held by Custodians and against which Depository Receipts have been issued			
1.	Promoter and Promoter Group	0	0	0.00
2.	Public	0	0	0.00
	Sub Total	0	0	0.00
	Grand Total A+ B + C	14934	65,37,600	100.00

(k) Address of Correspondence: Registrar & Transfer Agents Purva Sharegistry (India) Pvt. Ltd.

9 Shiv Shakti Industrial Estate,
J. R. Boricha Marg,
Near Lodha Execelus,
Lower Parel East, Mumbai-400 011.
Email : support@purvashare.com
Telephone No. 022-23018261/23016761
Website : www.purvashare.com

OR
Sterling Guaranty & Finance Limited
Office No 3rd & 4th, 3rd Floor,
The Centrium, Village Kurla Kiroli,
Kurla (W), Mumbai 400070

For & On behalf of the Board of Directors

Sd/-

Place: Mumbai
Date: 30.05.2023

Dharmen D Mehta
Chairman
(DIN : 00036787)

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW:

The Company has profit of Rs. 3.49 (lacs) for the financial year ended March 31, 2023 compared to loss of Rs - 4.13 lacs in the previous year. The Company has negative Net worth as on March 31, 2023 of Rs. – 69.06 lacs. The Company needs further capital infusion.

RESOURCES AND LIQUIDITY:

The Company has not accepted any fixed deposits from the public during the year 2022-23 and there are no outstanding liabilities to banks or depositors. The company has borrowed interest free loan from Sterling Investments (India) Ltd., outstanding amount payable as on 31-03-2023 is Rs.70.00 lacs.

INDUSTRY STRUCTURE AND DEVELOPMENTS, OPPORTUNITIES AND CHALLENGES OF CORE BUSINESS:

Sterling Guaranty & Finance Limited has 35 years' experience of financial services in India. Range of services include as Tax Advisory on investments, Risk Advisory and Security Valuation, Arbitrage Strategy and Investment. Our services are currently used restricted to group companies. These services are rendered in diverse terms and forms to meet the group demands. To keep the industry norms, we have aligned with knowledgeable experts who have years of experience of this realm.

The Financial sector continues to face competitive pressures from the banking sector and financial institutions, due to their increased penetration in the Securities market, with comparatively low cost of funds at their disposal.

1. Legal Consultancy

Our legal advisory services aim to ensure strict compliance with relevant compliance regulations of MCA, NSE, BSE, SEBI, RBI and Income Tax. Company Legal Compliance is now viewed as a separate service because of its complexity and because it is becoming more complex. We help interpret and comply with the rules and regulations in order for clients to continue to operate in their chosen sectors. There are many sections of the Companies Act where we are in a position to provide guidance and/or assistance with interpretation pertaining to Company Law and Income Tax, secretarial matters, Accounting matters such as statutory disclosures, deadlines and ICAI Standards, Matters affecting share capital, Statutory provisions relating to various meetings like AGM, EGM and BOD. Matters related to Ministry of Corporate Affairs & SEBI, Company Law Compliance, SEBI Regulations and Compliance etc.

Areas of practice:

- Company Law Matters concerning legality, management obligations, transfers, investigation etc.
- Advisory services in corporate law matters including FEMA, foreign direct investment, ECBS, takeovers, securities laws, stamp law, etc.
- Indirect taxation – queries and compliance of GST.
- Mergers, de-mergers, corporate restructuring, schemes and arrangements.
- Company law formalities such as incorporation, Board Structure, Statutory Compliance, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Shareholder relationship committee.

Investment Consultancy

Annual Report 2022-2023

As an investment consultant we provide investors with investment products, advice and/or planning. Our advisory is based on Long-term, responsible and enterprising investing, a rational framework a based on fundamental analysis draws support from Quantitative, Technical, Global and Domestic Macro Analysis. We do in-depth work on formulating clients' investment strategies, helping them fulfill their needs and reach their financial goals and make suitable investment decision. We advise on various kinds of opportunities available in the market which includes:

Arbitrage

“Arbitrage is the coordinated purchase and sale of shares in cash and futures market and or between different series of Futures to profit from a difference in the price. It is a trade that profits by exploiting the price differences of identical or similar financial instruments on different markets or in different forms. If the Company takes one side risk in buying or selling the return increase.

NSE Cash Future Arbitrage Opportunity

Cash future arbitrage is basically an opportunity to earn risk-free profit from an unusual difference between cash and future prices in the stock market. There is normally an appreciable and exploitable difference between the Cash price and future price, especially at the beginning of the month. This difference is known as basis (basis = cash price - future price). Smart investors having investible sum as small as in the range of 3 to 5 lakhs can earn risk free profit using cash future arbitrage. In a cash-futures arbitrage, a trader sells the futures that are quoting at a premium (or buys the future that is quoting at a discount) to the stock, and buys (or sells) an equivalent quantity of the underlying shares, the difference between the two being his profit. Closer to the derivative expiry when both future and spot prices almost coincide, the trader squares off his positions in both segments - buying futures and selling shares or selling future and buying shares. This strategy yields the best returns when the futures are quoting at a significant premium or discount to the spot price. To help investors benefit from cash and future arbitrage. We identify the arbitrage opportunity available on NSE on opening of the Market. Sterling does business on prosperity basis and do not do for third party.

Types of Arbitrage Strategy

There are basically two types of cash and future arbitrage strategy:

Day Strategy – In this strategy, the arbitrageur tends to square up on the same day when the difference between cash and future price shrinks. For example, say the Reliance share cash price is Rs 950 and the futures price is Rs 960. Since the markets are at times very choppy, the cost of carry between the futures and spot varies. Supposing one initiates a trade at a cost of carry of Rs 10. Whenever the difference shrinks to Rs 5 to 6 in the same day, the arbitrageur reverses the position.

Monthly Strategy – In this strategy, the arbitrageur enters the arbitrage position at the beginning of the month and holds it till the expiry day. On the expiry day, when the cash and future prices converge, he closes both the positions pocketing the price difference at the beginning of the month as the profit. For example, say the Reliance spot price is Rs 950 and futures is at Rs 960, with 28 days to expiry of the futures contract. Arbitrageur will keep this arbitrage position open till the expiry day when the spot and futures start trading at parity. Once the prices converge, he will close both the positions and keep Rs 10 – Transaction charges as risk free profit.

Investment in Securities

Sterling has in his team of Directors and employees have more than 50 years' experience of securities market. Major Equity Securities in Nifty 50/ Sensex are tracked for their price movement, trading data, volatility and related news & events. This enables the Company to Invest in Cash Market and sale or sale in derivatives and

buys. Mostly the decision remains on profit side but if it turns out not as per expectations then security is hold for delivery and/or traded out or averaged.

Experience of the Company has been encouraging. Depending on funds deployed it can generate adequate profitability to service the Capital.

Dealing in Business of Stressed Assets

The stressed asset investment landscape in India has come of age and the time is ripe for discerning investors to step in and pick "value" assets. Over the last two years, there has been a remarkable change in the resolution process for non-performing loans (NPLs) on banks' balance sheets. While India has had a fair share of stressed assets at regular intervals, investors have stayed away from the space in the absence of robust legal, regulatory and resolution frameworks. Lacks of creditor-friendly laws have allowed promoters to exploit the system and banks have continued "ever greening" loans with lax oversight. The Insolvency and Bankruptcy Code (IBC) and RBI stance have changed the game. It has given stressed asset resolutions a legal structure, well-defined processes, responsibilities and timelines. The initial cases before the National Company Law Tribunal (NCLT) indicate that the authorities are being proactive in ironing out new challenges.

Distressed asset investments are exciting because of their inherent "buy low-sell high" potential and low correlation to other asset classes. The emphasis is on buying good underlying assets with potential for a turnaround, at reasonable valuations. As investors in a distressed asset, it is crucial to perform in-depth due diligence to avoid traps, whether related to pricing, litigation or operations.

Unlike a blue-chip equity investment, distressed asset investments need considerable handholding after the initial financial assistance. It is important that the market begins to see value in the business, as the price you can command at exit would depend on this. Apart from capital restructuring, excess value can be created by changing the management, aligning incentives for stakeholders and restructuring operations and setting liabilities.

While global entities are waiting to see how the new frameworks play out, domestic ones have already started working actively in the space to acquire assets at discounted prices.

With increasing competition in retail finance, banks and Financial Institutions are faced with unique challenge of providing competitive rates to secure more business for increased top line yet maintain a healthy bottom line.

Bottom line of banks and Financial Institutions get reduced due to high default percentages which are written off in books of accounts and termed as stressed assets or non-performing assets. Efficient management of the stressed asset offers significant tangible and intangible benefits to the financial services companies.

We, at Sterling Guaranty & Finance Ltd who was earlier a Category 1 Merchant Bank address the challenge of Stressed Assets Management by making use of our experience. We offer tailored solutions based on the asset class. Our Company has experience of delivering great value for all asset classes which includes unsecured to secured and low ticket to very high ticket size borrowers. We also undertake skip tracing and field investigations to facilitate the collection output. Our affiliated team shares the status of each & every case on real time basis. To ensure banks and Financial Institutions control over recoveries all negotiations are routed to banks and Financial Institutions for approval through system, monetary collection is executed post valid approval from banks or as per the banks matrix. Sterling sees good future in dealing the buying selling of stressed assets.

OUTLOOK:

However as discussed above the Company is hopeful of bright future in above core business.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate control system to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws & regulations. The Audit Committee of Directors reviews the adequacy of internal control periodically.

CAUTIONARY STATEMENT AND CONCERNS:

The company is exposed to specific risks of interest rate fluctuations, credit risk, lack of resources which are peculiar to its businesses and the environment within which it operates. Statements in "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectation or prediction may be "forward looking statements" within the meaning applicable securities law & regulations. Actual results could differ materially from those expressed or implied. Many unforeseen factors may come into play and affect results, which could be different from what the Management envisages in terms of performance and outlook.

Place: Mumbai

Dated: 30.05.2023

For and on behalf of the Board of Directors

Sd/-

Sd/-

Rajankumar Shah
DIRECTOR
(Din : 08619751)

Dharmen Mehta
DIRECTOR
(Din : 00036787)



SARK & ASSOCIATES LLP

COMPANY SECRETARIES

(Erstwhile SARK & ASSOCIATES, COMPANY SECRETARIES)

LLPIN: ACA-4736

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of Sterling Guaranty & Finance Limited
Office No 3rd & 4th, 3rd Floor,
The Centrium, Village Kurla Kirol,
Kurla (W), Mumbai 400070

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sterling Guaranty & Finance Limited having CIN : L65990MH1983PLC031384 and having registered office at Office No 3rd & 4th, 3rd Floor, The Centrium, Village Kurla Kirol, Kurla (W), Mumbai 400070 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Ministry of Corporate Affairs or Securities Exchange Board of India or any such other Statutory Authority

Sr No	Name of Director	DIN	Date of Appointment
1	Mr Dharmen Mehta	00036787	28/01/2020
2	Mr Rajankumar Shah	08619751	25/11/2019
3	Mr Bharat Bhushan	08423443	14/12/2021

Regd. Off: Unit No: 215, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai – 400101 Offices also at Delhi & Surat
Tel no: 022-67337018/28844639 / Email ID – compliance@sarkcs.in / Website: www.sarkcs.in

Ensuring the eligibility for appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. `

Date: 05.09.2023
Place: Mumbai
UDIN : A022135E000940822

For & on behalf of SARK & Associates LLP

Sd/-

Sumit Khanna
(Designated Partner)
Company Secretaries
CP No. 9304 / Membership No. 22135



SARK & ASSOCIATES LLP

COMPANY SECRETARIES

(Erstwhile SARK & ASSOCIATES, COMPANY SECRETARIES)

LLPIN: ACA-4736

Secretarial Compliance Report of Sterling Guaranty & Finance Limited for the year ended 31st March, 2023

I, Sumit Khanna, Partner of SARK & Associates LLP, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Sterling Guaranty & Finance Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this

certification, for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, 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");

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Regd. Off: Unit No: 215, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai – 400101 Offices also at Delhi & Surat
Tel no: 022-67337018/28844639 / Email ID – compliance@sarkcs.in / Website: www.sarkcs.in

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	NA
2.	<p>Adoption and timely updation of the Policies:</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 ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	NA
3.	<p>Maintenance and disclosures on Website:</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	NA
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA

5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	NA
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p>Preservation of Documents:</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	NA
7.	<p>Performance Evaluation:</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	The Evaluation has to be done in a year and the company has complied with
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	NA
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	NA
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) 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 except as provided under</p>	Yes	No Actions has been taken against the listed entity/ its Promoters/Directors/ Subsidiaries either by SEBI or stock exchanges during the period under review.

	separate paragraph herein (**).		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	NA

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;
- (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 Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i)(other regulations as applicable) and circulars/ guidelines issued thereunder;

- (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 (Regulations/circulars /guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	No Non-Compliance	N.A	No Deviation	NA	NA	NA	NA	NA	No	NA

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

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

3. This is to also certify that the Company has ensured, through the letter of appointment of statutory Auditors of the Company that the conditions as mentioned in 6(A) and 6(B) of circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by Securities and Exchange Board of India is included in the terms of appointment of the statutory auditor.

Date: 30.05.2023

Place: Mumbai

**For Sark & Associates LLP
Company Secretaries**

**Sumit Khanna
Designated Partner**

Membership No.: 22135

C P No.: 9304

UDIN:A022135E000425483

Vinod & Mehta & Co.

CHARTERED ACCOUNTANTS

114, JOLLY BHAVAN-1, 10, NEW MARINE LINES, MUMBAI - 400020.

TEL. : 6633 3501 / 02 / 03 / 04 « FAX : 91-22-6633 3506

Email : cavsmehtha@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Sterling Guaranty & Finance Limited

Report on the Audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Sterling Guaranty & Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We have conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to Our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the

audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- e. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except Ind AS – 19 Retirement Benefits.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, In our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of its knowledge and belief, , no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
 - v) No dividend have been declared or paid during the year by the company.
 - vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Vinod S Mehta & Co.
Chartered Accountants
Firm Reg. No. 111524W

Place: **Mumbai**
Date: **30.05.2023**
UDIN: **23036867BGRNCT5714**

Parag V Mehta
Partner
Membership No: 036867

STERLING GUARANTY & FINANCE LIMITED
Balance Sheet as on 31st March, 2023

(Rs in 000)

Particulars	Note No.	31/03/2023	31/03/2022
ASSETS			
Non - Current Assets			
Propert, Plant and Equipment			
Capital Work-In-Progress			
Investment Properties			
Goodwill			
Other Intangible Assets			
Financial Assets			
Investmets			
Loans and Advances		-	
Other Financial Assets			
Deferred Tax Assets (Net)			
Other Non-Current Assets			
Total Non-Current Assets		-	-
Current Assets			
Inventories	3(a)	-	-
Financial Assets			
i. Investments			
ii. Trade Receivables		-	-
iii. Cash and Cash Equivalents	3(b)	27.63	136.63
iv. Loans and Advances	3(c)	259.48	150.00
v. Other Financial Assets			
Other Current Assets	3(d)	8.59	21.20
Assets classified as held for sale			
Total Current Assets		295.69	307.83
Total Assets		295.69	307.83
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	4(a)	65,376.00	65,376.00
Other Equity			
Reserves & Surplus	4(b)	(72,282.40)	(75,331.61)
Other Reserves		-	-
Total Equity		(6,906.40)	(9,955.61)

LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i. Borrowings	5(a)	7,000.00	10,000.00
ii. Other Financial Liabilities		-	-
Provisions			
Employee Benefit Obligations			
Deferred Tax Liabilities			
Government Grants			
Other Non Current Liabilities			
Total Non Current liabilities		7,000.00	10,000.00
Current Liabilities			
Financial Liabilities			
i. Borrowings			
ii. Trade Payables	6(a)	95.27	-
iii. Other Financial Liabilities			
Provisions			
Employee Benefit Obligations			
Current Tax Liabilities		54.48	-
Other Current Liabilities	6(b)	52.35	263.44
Total Current Liabilities		202.09	263.44
Total Liabilities		202.09	263.44
Total Equity and Liabilities		295.69	307.83

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For VINOD S MEHTA & CO.
Chartered Accountants
(Firm Reg. No. 111524W)

For and on behalf of the Board

PARAG V. MEHTA
Partner
M. No. 036867

Dharmen Mehta
Chairman
DIN:36787

Rajankumar Shah
Director
DIN:8619751

Place: Mumbai
Date: 30.05.2023

Company Secretary
ACS No.
Place: Mumbai
Date: 30.05.2023

STERLING GUARANTY & FINANCE LIMITED
Statement of Profit and Loss for the 31st March, 2023

(Rs in 000)

Particulars	Note No.	Year Ended 31/03/2023	Year Ended 31/03/2022
Revenue from Operations	7	1,500.00	950.00
Other Income	8	58.28	1.00
Other Gains/ (Losses)- Net		-	-
Total income		1,558.28	951.00
Expenses			
Loss of stock-in-trade	9	-	-
Employee Benefits expenses		466.2	551.2
Finance Cost	10	-	-
Depreciation and Amortization expense		-	-
Other Expenses	11	688.39	813.15
Total Expenses		1,154.59	1,364.35
Profit/(loss) before exceptional items and tax		403.69	(413.35)
Exceptional Items		-	-
Profit Before Tax		403.69	(413.35)
Income tax Expenses			
- Current Tax		54.477	-
- Deferred Tax		-	-
Profit (Loss) for the period from continuing operations		349.21	(413.35)
XIII. Profit (Loss) for the period		349.21	(413.35)

Other comprehensive income		
<i>Items that may be reclassified to profit or loss</i>		
Changes in fairvalue of FVOCI debt instruments	-	-
Deferred gains/(losses) on cash flow hedges	-	-
Deferred cost of hedging	-	-
Exchange differences on translation of foreign operations	-	-
Other comprehensive income/(loss) arising from discontinued operations	-	-
Net investment hedge gain	-	-
Income tax relating to these items	-	-
<i>Items that may not be reclassified to profit or loss</i>		
Changes in fair value of FVOCI equity instruments	-	-
Deferred gains/(losses) on cash flow hedges	-	-
Deferred cost of hedging	-	-
Remeasurements of post-employment benefit obligations	-	-
Adjustment to Income tax paid Earlier	-	(41.12)
Income tax relating to these items	-	-
Other comprehensive income for the year, net of tax	-	(41.12)
Total comprehensive income for the year	349.21	(454.46)
Earnings per equity share		
Basic	0.05	(0.07)
Diluted	0.05	(0.07)

The accompanying notes form an integral part of the financial statements.
As per our Report of even date

For and on behalf of the Board

For VINOD S MEHTA & CO.
Chartered Accountants
(Firm Reg. No. 111524W)

PARAG V. MEHTA
Partner
M. No. 036867

Dharmen Mehta
Chairman
DIN:36787

Rajankumar Shah
Director
DIN:8619751

Place: Mumbai
Date: 30.05.2023

Place: Mumbai
Date: 30.05.2023

Company Secretary
ACS No.

STERLING GUARANTY & FINANCE LIMITED
Cash Flow Statement for the year ended 31st March, 2023

(Rs in 000)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Cash flow from operating activities		
Profit for the year	349.21	(413.35)
Adjustments for		-
Depreciation and amortization expense		-
Interest on IT Refund	(3.80)	(1.00)
Decrease / (Increase) in Trade Receivables	-	-
Decrease / (Increase) in Inventories	-	-
(Decrease) / Increase in Trade Payables	95.27	-
(Decrease) / Increase in Other Current liabilities	(211.10)	(67.81)
Decrease / (Increase) in Short Term Loans and Advances	(109.48)	142.80
Decrease / (Increase) in Other Current Assets	12.61	-
Cash generated from operations		-
Income taxes paid	54.48	(70.00)
Interest on IT Refund	3.80	1.00
Net cash flow from operating activities	191.00	(408.36)
Cash flow from investing activities		
Purchase of property, plant and equipment	-	-
Purchase of investments	-	-
Proceeds from sale of plant, property and equipment	-	-
Proceeds from sale of investment	-	-
Repayment of loans by employees and related parties	-	-
Net cash flow from investing activities	-	-
Cash flow from financing activities		
Proceeds from issue of shares		
Proceeds from borrowings	7,000.00	(550.00)
Share issue costs		
Repayment of borrowings	(7,300.00)	-
Finance lease payments		
Interest paid		
Dividends paid to company shareholders		
Net cash flow from financing activities	(300.00)	(550.00)
Net increase/ decrease in cash and cash equivalents	(109.01)	(958.36)
Cash and cash equivalents at beginning of the financial year	136.63	1,094.99
Effects of exchange rate changes on cash and cash equivalents		
Cash and cash equivalents at end of the year	27.63	136.63
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following		
	31/03/2023	31/03/2022
Cash and cash equivalents (note 1(b))	27.63	136.63
Bank Overdrafts (note 3(b))	-	-
Balances as per statement of cash flows	27.63	136.63

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For and on behalf of the Board

For VINOD S MEHTA & CO.
Chartered Accountants
(Firm Reg. No. 111524W)

PARAG V. MEHTA
Partner
M. No. 036867

Dharmen Mehta
Chairman
DIN:36787

Rajankumar Shah
Director
DIN:8619751

Company Secretary
ACS No.
Place: Mumbai
Date: 30.05.2023

Place: Mumbai
Date: 30.05.2023

STERLING GUARANTY & FINANCE LIMITED
Statement of changes in equity for the year ended 31st March, 2023

A. Equity share capital

Particulars	Notes	
As at 1 April 2021		6,53,76,000
Changes in equity share capital	2	-
As at 31 March 2022		6,53,76,000
Changes in equity share capital	2	-
As at 31 March 2023		6,53,76,000

B. Other equity

Particulars	Other Equity					Total
	Reserves and Surplus			Other comprehensive income		
	Retained Earnings	Securities premium account	Statutory reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive	
Balance as at April 1, 2021	(8,66,30,689)	1,04,88,542	12,65,000	-	-	(7,48,77,147)
Profit for the year	(4,54,461)	-	-	-	-	(4,54,461)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the year	(8,70,85,150)	1,04,88,542	12,65,000	-	-	(7,53,31,608)
Remeasurement of the net defined benefit liability/asset	-		-	-	-	-
Fair value changes on derivatives designated as cash flow hedge	-		-	-	-	-
Fair value changes on investments, net	-		-	-	-	-
Equity instruments through other comprehensive income	-		-	-	-	-
Transactions with owners in their capacity as owners:						
Issue of equity	-		-	-	-	-
Dividends paid	-		-	-	-	-
Employee stock option expense	-		-	-	-	-
Balance as at 31 March, 2022	(8,70,85,150)	1,04,88,542	12,65,000	-	-	(7,53,31,608)

Particulars	Other Equity					Total
	Reserves and Surplus			Other comprehensive income		
	Retained Earnings	Securities premium account	Statutory reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive	
Balance as at April 1, 2022	(8,70,85,150)	1,04,88,542	12,65,000	-	-	(7,53,31,608)
Profit for the year	349	-	-	-	-	349
Other Adjustment	27,00,000	-	-	-	-	27,00,000
Total comprehensive income for the year	(8,97,84,801)	1,04,88,542	12,65,000	-	-	(7,26,31,259)
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-	-
Fair value changes on derivatives designated as cash flow hedge	-	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-	-
Equity instruments through other comprehensive income	-	-	-	-	-	-
Transactions with owners in their capacity as owners:						
Issue of equity	-	-	-	-	-	-
Dividends paid	-	-	-	-	-	-
Employee stock option expense	-	-	-	-	-	-
Balance as at 31 March, 2023	(8,97,84,801)	1,04,88,542	12,65,000	-	-	(7,26,31,259)

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For VINOD S MEHTA & CO.

Chartered Accountants

(Firm Reg. No. 111524W)

PARAG V. MEHTA

Partner

M. No. 036867

For and on behalf of the Board

Dharmen Mehta

Chairman

DIN:36787

Rajankumar Shah

Director

DIN:8619751

Company Secretary

ACS No.

Place: Mumbai

Date: 30.05.2023

Place: Mumbai

Date: 30.05.2023

STERLING GUARANTY & FINANCE LIMITED
Notes to the financial statements for the year ended March 31, 2023

Note No.1- Corporate Information

The Company is an active company and is carrying out financial services business.

The Reserve Bank of India by its letter dated 17/02/2016 had advised the company to surrender the Certificate of Registration (COR) Bearing no. 13.01229 dated on 20/04/1999 for lack of Prescribed NOF which is surrendered on 03/04/2018. The Company has temporarily made investment in shares of its surplus funds. All market investments/shares/stock has been liquidated by year end. The Company has not been doing any NBF business as per the direction issued by the RBI. The company is not having any public deposit nor any public finance outstanding as on 31/03/2021. During the year equity shares of the company are demoted (ISIN No. INE668Y01016). Promoters holding is 47.69% (No. of shares 3117806) out of this no. of shares 3117806 i.e. 100% has been demoted.

Note No. 2: Significant Accounting Policies

i) Statement of Compliance

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act except for Ind

ii) Basis of Accounting

The accounts of the company are prepared under the historical convention using accrual method of accounting. There has been no change in the method of accounting as compared to preceding previous year.

iii) Property, Plant and Equipment :

The Company does not own any Fixed Assets. Thus, no Depreciation is provided.

iv) Impairment of Assets :

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

v) Revenue recognition :

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and the revenue recognition criteria have been complied.

vi) Retirement Benefits :

Compensation payable to employees retired is charged out in full in the year in which such expenditure is incurred. No provision has been made in the books of accounts of the Company on account of retirement benefits of the employees, in accordance with the Ind AS-19, as the same is made on cash basis and shall be provided in the books of the company as and when paid.

vii) Inventories :

Inventories are valued at Fair Value as per applicable Indian Accounting Standards. There is not stock in trade of shares at the year end.

viii) Foreign Currency Transactions :

Initial Recognition:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

Conversion:

At the year end, monetary items denominated in foreign currencies are converted into rupee equivalents at the year end exchange rates.

Exchange Differences:

All exchange differences arising on settlement and/or conversion on foreign currency transaction are included in the Profit & Loss Account.

ix) Taxation:

- a) Provision for Current Tax is made with reference to taxable income computed for the accounting period, for which the financial statements are prepared by the tax rates as applicable.
- b) No Deferred Tax Assets are created in the books of the company as in the opinion of the management, they are not reasonably certain that there will be sufficient future income to recover such Deferred Tax Assets.

x) Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

xii) Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks and Bank Overdraft.

xiii) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Fair value of financial assets and financial liabilities

All financial assets and liabilities are carried at amortised cost.

The management consider that the carrying amounts of financial assets and liabilities recognized in the financial statements approximate their fair value as on March 31, 2021.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on Financial assets measured at amortised cost and trade receivables.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

xiv) Related Party Disclosure:

As per Accounting Standard-18 issued by the Institute of Chartered Accountants of India, the disclosure of transactions with related parties as defined in the Accounting Standard are given below:

a) List of related parties with whom transactions have taken place and relationship:

Sr.No.	Name of the Related Party	Relationship
1	Dhiren Mehta	Father of the Chairman
2	Sterling Investments (India) Limited	Company in which director is a director
3	Indistock Securities Limited	Company in which director is a director
4	GI Power Corp Ltd	Company in which director is a director

b) Transaction during the year with related parties:

LOAN TAKEN

Name	Opening	Taken	Repaid	Closing
Dhiren Mehta	-	-	-	-
Previous Year	-	-	-	-
Sterling Investments (India) Ltd	1,00,00,000	-	1,00,00,000	-
Previous Year	1,05,50,000	-	5,50,000	1,00,00,000
	1,00,00,000	-	1,00,00,000	-

OTHER TRANSACTIONS

	Nature	Volume of transaction (Net) (Rs.)		Balance at the year end (Rs.)	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
Indistock Securities Limited	Purchase Of Securities (Broker)	-	-	-	-
	Sale Of Securities (Broker)	-	-	-	-
Indistock Securities Limited	Reimbursement Of Expenditure	-	-	-	-
	Advisory Fees	15,00,000	9,50,000	-	-
Sterling Investments (India) Ltd		-	-	-	-
	Advisory Fees	-	-	-	-
GI Power Corp Ltd		-	-	-	-
	Advisory Fees	-	-	-	-

3 a) Inventories**(Rs in 000)**

Particulars	No of Shares	31-Mar-23	31-Mar-22
Stock In Trade	-		
Quoted Preference Shares : Valued at Fair Value	-	-	-
Fair Value Of Total Financial Assets	-	-	-
Cost of the Above Financial Assets	-	-	-

Note : Stock of Trading Securities valued at Fair Value

3 b) Cash and cash equivalents**(Rs in 000)**

Particulars	31-Mar-23	31-Mar-22
Balances with banks		
- in current accounts	27.63	133.54
- in EEFC account	-	-
Cash on hand	-	3.10
Total cash and cash equivalents	27.63	136.63

3 c) Loans & Advances**(Rs in 000)**

Particulars	31-Mar-23	31-Mar-22
Advance Tax & TDS		
- Advance Tax for Ass. Yr. 22-23	-	95.00
- Advance Tax for Ass. Yr. 21-22	55.00	55.00
- Advance Tax for Ass. Yr. 23-24	150.00	-
MAT Credit AY 2023-24	54.48	-
Total loans and advances	259.48	150.00

3 d) Other Current Assets**(Rs in 000)**

Particulars	31-Mar-23	31-Mar-22
Other Current Assets		
- Margin with Stock Broker	-	-
- Indistock Securities Ltd	-	-
- Advisory Fees Receivable	-	-
- Statutory Dues Receivable- GST	8.59	21.20
- Interest Receivable	-	-
Total Other Current Assets	8.59	21.20

4) Equity

4 a) Equity Share Capital

(Rs in 000)

Particulars	31-Mar-23	31-Mar-22
	Amount	Amount
Authorised		
2,50,000 (P.Y. 2,50,000) Preference Shares of Rs. 10 each	2,500.00	2,500.00
67,50,000 (P.Y. 67,50,000) Equity Shares of Rs. 10 each	-	-
	67,500.00	67,500.00
	70,000.00	70,000.00
Issued Subscribed & Paid up		
65,37,600 (P.Y. 65,37,600) Equity Shares of Rs. 10 each fully paid up	65,376.00	65,376.00
Total Issued Subscribed & Paid up	65,376.00	65,376.00

(i) Movement in equity share capital

(Rs in 000)

Particulars	Number of shares	Amount
As at 1 April 2021	65,37,600	65,376.00
Issued during the year	-	-
As at 31 March 2022	65,37,600	65,376.00
Increase during the year	-	-
As at 31 March 2023	65,37,600	65,376.00

(ii) Details of shares held by each shareholders holding more than 5%

Particulars	31/03/2023		31/03/2022	
	No. of shares	% holding	No. of shares	% holding
Dhiren Dhirajlal Mehta	9,14,401	13.99%	9,14,401	13.99%
Meena D. Mehta	1,74,370	2.67%	1,74,370	2.67%
Dharmen D. Mehta	3,113	0.05%	3,113	0.05%
Aditi D. Mehta	500	0.01%	500	0.01%
Indistock Securities Ltd	8,27,550	12.66%	8,27,550	12.66%
Sterling Investments (India) Ltd	8,35,422	12.78%	8,35,422	12.78%
Computron Systems Private Limited	3,62,450	5.54%	3,62,450	5.54%

(iii) Details of Shareholding of Promoters

Shares held by promoters at the end of the year			
Promoter Name	Number of Shares	% of Total Shares	% Change during the year
Dhiren Dhirajlal Mehta	9,14,401	13.99%	-
Meena D. Mehta	1,74,370	2.67%	-
Dharmen D. Mehta	3,113	0.05%	-
Aditi D. Mehta	500	0.01%	-
Indistock Securities Ltd	8,27,550	12.66%	-
Sterling Investments (India) Ltd	8,35,422	12.78%	-
Computron Systems Private Limited	3,62,450	5.54%	-

4. b) Reserves and surplus

(Rs in 000)

Particulars	31/03/2023		31/03/2022	
Securities Premium Account		10,488.54		10,488.54
Statutory Reserve u/s 45IC of RBI Act		1,265.00		1,265.00
Retained earnings				
Opening balance	(87,085.15)		(86,630.69)	
Profit /Loss for the year	349.21		(454.46)	(87,085.15)
MOU Settlement	2,700.00	(84,035.94)		
Total reserves and surplus		(72,282.40)		(75,331.61)

5) **Financial Liabilities****5(a) Non Current Borrowings**

(Rs in 000)

Particulars	Interest Rate	31/03/2023	31/03/2022
Secured			
Term loans			
-Banks		-	-
-Other parties		-	-
Deposits		-	-
Unsecured			
From Director			
Dhiren Mehta		-	-
From Other			
Others		7,000.00	-
Sterling Investments (India) Ltd (Promotor)	-	-	10,000.00
Total Non Current Borrowings		7,000.00	10,000.00

6(a) Trade Payables

(Rs in 000)

Particulars	31/03/2023	31/03/2022
Trade Payables	95.27	-
Total Trade Payables	95.27	-

Trade Payables Ageing Schedule

Particulars	Outstanding for following periods from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-
ii) Others	95.27	-	-	-	95.27
iii) Disputed Dues- MSME	-	-	-	-	-
iv) Disputed Dues- Others	-	-	-	-	-

6(b) Other Current Liabilities

(Rs in 000)

Particulars	31/03/2023	31/03/2022
Statutory Tax payables	11.32	17.67
Outstanding Liabilities for Expenses	41.02	245.78
Total Other Current Liabilities	52.35	263.44

7) Revenue from operations**(Rs in 000)**

Particulars	31/03/2023	31/03/2022
Advisory Fees Received	1,500.00	950.00
Total Revenue from Operations	1,500.00	950.00

8) Other Income**(Rs in 000)**

Particulars	31/03/2023	31/03/2022
Interest on IT refund	3.80	1.00
MAT Credit	54.48	-
Total Other Income	58.28	1.00

9) Purchase of Stock-in-Trade**(Rs in 000)**

Particulars	31/03/2023	31/03/2022
Loss on Sale of Securities (CM)	-	-
Purchase of Stock-in-Trade (Cash Market)	-	-
Total Other Income	-	-

10) Finance Cost**(Rs in 000)**

Particulars	31/03/2023	31/03/2022
Bank Interest Paid	-	-
Total	-	-

11) Other Expenses**(Rs in 000)**

Particulars	31/03/2023	31/03/2022
Annual Listing & Registration Fees	311.80	300.00
Payment to Auditors (note 9.a)	25.00	32.50
Legal & Professional Fees	10.00	32.25
Miscellaneous Expenses	16.19	7.44
Telephone, Postage Expense	5.12	6.26
Printing and stationery	-	-
Directors Expenses	25.50	62.00
Travelling Expenses	-	3.74
Advertising expenses	61.61	95.49
Bank Charges	-	0.10
Other Charges (CDSL, NSDL, RTA Charges)	214.97	245.06
ROC Filing fees	18.20	18.30
Penalty paid to BSE	-	10.00
Total	688.39	813.15

11. a) Details of payment to auditors**(Rs in 000)**

Particulars	31/03/2023	31/03/2022
Statutory Audit Fees	25.00	32.50
Total	25.00	32.50

12) **OTHER NOTES**

a) Expenditure in foreign currency during the financial year on account of :
Foreign Traveling Expenses – (Rs. Nil)

b) Critical accounting judgements and key sources of estimation uncertainties:

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c) Trade Payables:

Unpaid amount as on 31.03.2022 to Micro, Small and Medium Enterprises Development Act, 2006 is NIL.

d) Provision for Bad & doubtful Debts is made based on the RBI guidelines to Non-Banking Financial Companies Prudential Norms.

e) The Company is not an NBFC w.e.f. 03-04-2018 date on which COR No. 13.01229 dated 20-04-1999 has been surrendered to RBI.

f) Earning Per Share (EPS) - EPS is calculated by dividing the Profit / (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below:

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit / (Loss) after tax	349.21	(454.46)
Weighted Number of Shares (nos.)	6537.6	6537.6
EPS (Rs.)		
Basic/Diluted Earning Per Share (Rs.)		
	0.05	(0.07)
Face value per share (Rs.)	10.00	10.00

g) Although the Company has surrendered COR of NBFC, as it is yet not cancelled by RBI technically the Company yet remains NBFC till then. The Company yet remains NBFC till then. The Company is dealing in shares and Derivatives as Investments and therefore its not in business of Securities trading and does not come under Sec-45-I (c) of the RBI Act. The Company has not done any Leasing and Hire Purchase business in F.Y. 2021-22.

h) Ratio

Sr No	Ratio	Numerator	Denominator	FY 2022-23	FY 2021-22	Variance	Reasons for Variance
1	Current Ratio	Current Assets	Current Liabilities	1.46	1.17	(25.22)	Decrease of Current Liability
2	Trade Payable Turnover Ratio	Expenses	Average Trade Payables	6.06	-	6.06	Increase of Trade Paybles
4	Return on Equity	Net Profit After Tax - Pref Dividend	Average Shareholder's Equity	0.53	(4.56)	111.70	Increase of PAT
5	Net Capital Turnover Ratio	Net Sales	Average Working	2.29	1.45	(57.89)	Increase of Turnover
6	Net Profit Ratio	Net Profit	Net Sales	0.23	(0.48)	148.67	Increase of PAT
7	Return on Capital Employed	Earnings before Tax	Capital Employed	0.01	(0.01)	197.66	Increase of PAT

However the following ratios are not applicable. Reasons for the same are mentioned below

Sr. No	Ratio	Reason
1	Debt - Equity Ratio	The Company does not Have any Debt in the Current Year
2	Debt Service Coverage Ratio	The Company does not Have any Debt in the Current Year.
3	Inventory Turnover Ratio	The major Source of Income is Interest Income which is not linked to the closing stock of investments
4	Trade Receivable Turnover Ratio	There are no Trade Receivables in the current year as the Income is only on account of Interest
5	Return on Investments	There is no Sale of Investments in the Current Year

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For and on behalf of the Board

For VINOD S MEHTA & CO.
Chartered Accountants
(Firm Reg. No. 111524W)

PARAG V. MEHTA
Partner
M. No. 036867

Dharmen Mehta Rajankumar Shah
Chairman Director
DIN:36787 DIN:8619751

Company Secretary
ACS No.
Place: Mumbai
Date: 30.05.2023

Place: Mumbai
Date: 30.05.2023



Office No 3rd & 4th, 3rd Floor, The Centrium, Village Kurla Kiroli, Kurla (W), Mumbai 400070

TEL: 91-22-22840078. Email: sterling.guaranty@gmail.com, Website: www.sterling-guaranty.com

CIN No. : L65990MH1983PLC031384

PROXY FORM – MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail ID:	
Registered Address:		Folio No./* DP & Client Id:	

I/We, being the member(s) of.....shares of the above named Company, hereby appoint:

- (1) Name: Address:
E-mail Id:.....Signature:....., or failing him/her;
- (2) Name: Address:
E-mail Id:.....Signature:....., or failing him/her;
- (3) Name: Address:
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th annual General Meeting of the Company, to be held on Friday, 29th September, 2023 at 11.00 A.M. through Audio Video Visual Conferencing and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTIONS	FOR	AGAINST
	ORDINARY BUSINESS		
1	Adoption of Balance Sheet , the Profit and Loss account and Cash Flow Statement for the year ended on 31 st March 2023 that date together with the Reports of Directors and Auditors thereon		
3	Reappointment of Mr Bharat Bhusan as Director who liable to retire by rotation		
	SPECIAL BUSINESS		
4	To approve related party transactions between the Company with Sterling Investments (India) Ltd., Indistock Securities Ltd. and Indistock Financial Service Pvt. Ltd.		

Signed this.....day of.....2023

Signature of the Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. For Resolutions, Statement pursuant to Section 102 of the Companies Act 2013 and Notes, please refer to the Notice of Annual General Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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ATTENDANCE SLIP

Registered Folio No. / DP & Client ID No	
Name of the Sole / First named Member	
Registered Address	
Name(s) of the joint Member(s),	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 39th Annual General Meeting of the Company on Friday, the 29th day of September, 2023 at 11.00 AM through Audio Video Visual Conferencing

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. No Gifts Shall Be Distributed In the Annual General Meeting or Afterwards.