



STERLING
GUARANTY & FINANCE LIMITED

CIN No. : L65990MH1983PLC031384

30th May, 2023

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Ltd., P J Towers, Dalal Street,
Mumbai - 400001

Ref : Scrip Code - 508963

Subject : Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2023

Dear Sir,

Please find enclosed herewith the Annual Secretarial Compliance Report of practicing company secretary as per Regulation 24A of SEBI (LODR) Regulations, 2015 for the year ended on 31st March, 2023

Kindly take the same on record and acknowledge the receipt.

Thanking you,

For Sterling Guaranty & Finance Limited

Thanking you,
Yours Faithfully

Dharmen Dhiren Mehta
Director

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

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

Website: www.sterling-guaranty.com



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:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: 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.	Yes	NA

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



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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</p>	Yes	No Actions has been taken against the listed entity/ its Promoters/Directors/ Subsidiaries either by SEBI or

	by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		stock exchanges during the period under review.
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/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising 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/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
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		NA	No Deviation	NA	NA	NA	NA	NA	No	NA
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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

