



CIN No. : L65990MH1983PLC031384

Date: 22nd May, 2024

To,
The BSE Limited
Corporate Service Department,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai - 400 001.

Scrip Code: 508963

ISIN: INE668Y01016

Subject: Intimation of Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of the members in relation to the following resolutions:

Item no.	Agenda	Resolution type
1.	Appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739) as a Director of the Company	Ordinary
2.	Appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739) as a Managing Director of the Company: (Change in designation from Director to Managing Director)	Special
3.	Appointment of Mr. Deepak Babulal Kharwad (DIN: 08134487) as an Executive Director of the Company	Ordinary
4.	Appointment of Mr. Nilesh Harkesh Yadav (DIN: 10518738) as a Non-Executive Independent Director of the Company	Special
5.	Appointment of Mr. Prasad Kemnaik (DIN: 10591411) as a Non-Executive Independent Director of the Company	Special
6.	Change in name of the Company from 'Sterling Guaranty & Finance Limited' to 'Trustwave Securities Limited' and consequential alteration to MOA and AOA of the Company	Special

REGD. OFFICE: B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot, Vidyavihar (W), Mumbai – 400086

TEL: 91-22-22840019. Email: sterlingguarantyfinancelimited@gmail.com

Website: www.sterling-guaranty.com



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In accordance with the applicable laws and circulars issued by Ministry of Corporate Affairs, the said notice is being sent electronically to all the members whose names appear in the Register of Members / list of Beneficial Owners and whose email id is registered with depositories / depository participants as on cut-off date i.e. Friday, 17th May, 2024. The Company has engaged the services of Central Depository Services Limited ("CDSL"), to provide e-voting facility. The remote e-voting period shall commence at 9.00 a.m. (IST) on Thursday, 23rd March, 2024 and shall end at 5.00 p.m. (IST) on Friday, 21st June, 2024.

We request you to disseminate the above information on your website as you may deem appropriate.

Thanking you,

Yours Faithfully,

For, **Sterling Guaranty & Finance Limited.**

Deepak Babulal Kharwad
(DIN 08134487)
Director

Encl.: As above

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Thursday, 23 rd May, 2024 at 9:00 Hours (IST)	Friday, 21 st June, 2024 at 17:00 Hours (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ('the **Act**'), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the **Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force) and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 respectively, in view of the COVID-19 pandemic issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and all other applicable laws, rules and regulations, if any, for the time being in force, for seeking approval of members of Sterling Guaranty & Finance Limited ('the **Company**'), to the proposed resolutions to be passed through Postal Ballot i.e. by voting through remote electronic means ("**remote e-voting**") only.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.



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An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

On account of the threat posed by COVID-19 and in terms of the requirements specified in the MCA Circulars, M/s. Sterling Guaranty & Finance Limited (**'Company / Sterling'**) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (**'CDSL'**) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.sterling-guaranty.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 17.00 Hours (IST) on **Friday, 21st June, 2024**. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors of the Company has appointed **CS Hemang Satra (ACS No. 24235 & CP No. 24235) Practicing Company Secretary, as the Scrutinizer** for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The results of postal ballot will be announced on or before **Sunday, 23rd June, 2024**, at the Registered Office of the Company. The results along with the Scrutinizer's report would be displayed at the Registered Office of the Company and shall be submitted with the BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website at www.sterling-guaranty.com and on the website of Central Depository Services (India) Limited at <https://evoting.cdsl.com>.



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SPECIAL BUSINESS:

1. Appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739) as a Director of the Company:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT on the basis of the recommendations of the Nomination and Remuneration Committee of the Board and pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Naliny Deepak Kharwad (DIN: 02001739) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26th February, 2024 for a period of five years in terms of Section 161 of the Act and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

2. Appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739) as a Managing Director of the Company: (Change in designation from Director to Managing Director)

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED THAT on the basis of the recommendations of the Nomination and Remuneration Committee of the Board and pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to change the designation of Mrs. Naliny Deepak Kharwad (DIN: 02001739) from Director to Managing Director of the Company for a period of five years with effect from 15th April, 2024 to 14th April, 2029 with a remuneration of Rs. 2,40,000/- per annum and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mrs. Naliny Deepak Kharwad, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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3. Appointment of Mr. Deepak Babulal Kharwad (DIN: 08134487) as an Executive Director of the Company:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** on the basis of the recommendations of the Nomination and Remuneration Committee of the Board and pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Deepak Babulal Kharwad, (DIN: 08134487) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26th February, 2024 for a period of 5 years in terms of Section 161 of the Act and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. Appointment of Mr. Nilesh Harkesh Yadav (DIN: 10518738) as a Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Nilesh Harkesh Yadav (DIN: 10518738), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 26th February, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 25th February, 2024, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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5. Appointment of Mr. Prasad Kemnaik (DIN: 10591411) as a Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Prasad Kemnaik (DIN: 10591411), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 15th April, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 14th April, 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Change in name of the Company from ‘Sterling Guaranty & Finance Limited’ to ‘Trustwave Securities Limited’ and consequential alteration to MOA and AOA of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Sterling Guaranty & Finance Limited” to ‘Trustwave Securities Limited’ as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

“The Name of the Company is Trustwave Securities Limited.”



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RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “Sterling Guaranty & Finance Limited” be substituted with the new name, i.e. “Trustwave Securities Limited” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

Note: Annexure- 1 for item no 1 to 5 have been placed at end of this Notice.

By order of the Board of Directors
For **Sterling Guaranty & Finance Limited**

Deepak Babulal Kharwad

Director

DIN: 08134487

Place: Mumbai

Date: 17th May, 2024



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NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions mentioned in the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 17th May, 2024 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Shareregistry India Private Limited ("RTA").
3. The remote e-voting period will commence on Thursday, 23rd May, 2024 (9:00 hours IST) and will end on Friday, 21st June, 2024 (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e., Friday, 17th May, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the voting shall not be allowed beyond the said date and time.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on support@purvashare.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
6. The Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on **Friday, 21st June, 2024** i.e., the last date specified by the Company for receipt of votes through the Remote e-Voting process.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).



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9. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL at www.evotingindia.com or the Company at sterlingguarantyfinancelimited@gmail.com
10. The Postal Ballot Notice is also placed on the website of the Company, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and website of CDSL at www.evotingindia.com.
11. All documents referred to in the Postal Ballot Notice will be available on the Company's website at www.sterling-guaranty.com for perusal by the Members. A copy of the set of MOA and AOA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day during the e-voting period. The set of MOA and AOA will also be available electronically for inspection, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting period.
12. Members desirous of inspecting the documents referred to in the Notice may send their requests to sterlingguarantyfinancelimited@gmail.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
13. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
14. The results of the postal ballot will be placed on the Company's website at www.sterling-guaranty.com and on the website of CDSL at www.evotingindia.com and will also be intimated to the Stock Exchanges where the shares of the Company is listed i.e. BSE Limited in accordance with the provisions of Listing Regulations. The Company will also display the result of the postal ballot at its registered office.

NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information at the earliest. Non availability of the same on or after March 8, 2024 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. The Company has sent communications to the concerned shareholders explaining the aforesaid requirements. The necessary forms for updation of the aforementioned information are available on the website of the Company at www.sterling-guaranty.com. Members may contact the Company's RTA for assistance in this regard.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

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 Thursday, 23rd May, 2024 (9:00 hours IST) and will end on Friday, 21st June, 2024 (17:00 hours IST). During this period, Members of the Company holding shares either in demat form, as on the cut-off date i.e., Friday, 17th May, 2024 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 above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	<ol style="list-style-type: none"> 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsd.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 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

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</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 toll free no. 1800 22 55 33



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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.: 022 - 4886 7000 and 022 - 2499 7000
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Step 2 : Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.

<p>Dividend Bank Details</p> <p>OR Date of Birth (DOB)</p>	<p>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.</p> <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.
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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.



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xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; sterlingguarantyfinancelimited@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.

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.
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 toll free no. 1800 22 55 33.

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



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- 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By order of the Board of Directors
For **Sterling Guaranty & Finance Limited**

Deepak Babulal Kharwad

Director

DIN: 08134487

Place: Mumbai

Date: 17th May, 2024



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CIN No. : L65990MHI983PLC031384

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 8.

Item No 1 & 2: Appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739) as a Director of the Company and Change in designation from Director to Managing Director:

The members may note that Mrs. Naliny Deepak Kharwad was inducted into the Board as an Additional Director of the company in the Executive category, with effect from 26th February, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, the Board of the Directors of the Company, pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 15th April, 2024, has approved the appointment (i.e. Change in Designation) of Mr. Naliny Deepak Kharwad as Managing Director of the Company with effect from 15th April, 2024 for a period of five years commencing from 15th April, 2024 to 14th April 2029 at a remuneration of Rs. 2,40,000/- per annum which is subject to approval of the shareholders with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mrs. Naliny Deepak Kharwad in this regard.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”).
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Employment Agreement containing the terms and Conditions of the appointment of Mrs. Naliny Deepak Kharwad would be available for inspection by members at the Registered Office of the



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Company during normal business hours on any working day.

The Board recommends passing of the resolution as set out in Item No.1 & 2 as Ordinary and Special Resolution respectively.

Except Mr. Deepak Kharwad, Executive Director, being the appointees, or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 1 & 2.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

1	Nature of Industry: Securities Market			
2	Date or expected date of commencement of commercial: 21/11/1983			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications: Rs. In Thousands			
	Particulars	2023-24	2022-23	2021-22
	Turnover	-	1,500	950
	Net profit after Tax	(343)	349.21	(413.35)
5	Foreign investments or collaborations, if any: No such Collaborations			

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Mrs. Naliny Deepak Kharwad is a Commerce graduate and holding vast experience of 14 years in the field of accounts.
2.	Past Remuneration: Not Applicable
3.	Recognition or awards: Not Applicable

4.	Job Profile and his suitability: She has experience in Management, Accounts, Finance and Operations.
5.	Remuneration proposed: Rs. 2,40,000/- per annum apart from other perquisites and allowances.
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mrs. Naliny Deepak Kharwad and the responsibilities shouldered on her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: None
8.	Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years: <u>Directorship:</u> Slesha Commercial Limited <u>Membership:</u> Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee of Slesha Commercial Limited.

III. OTHER INFORMATION:

1.	Reasons for inadequate profits: The Company is facing stiff competition in the business and is not able to obtain fresh contracts.
2.	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions.

- | | |
|-----------|--|
| 3. | Expected increase in productivity and profit in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future. |
|-----------|--|

Brief Profile of Mrs. Naliny Deepak Kharwad:

Mrs. Naliny Deepak Kharwad is a Commerce graduate and holding vast experience of 14 years in the field of accounts.

Item No 3: Appointment of Mr. Deepak Babulal Kharwad (DIN: 08134487) as an Executive Director of the Company:

The members may note that Mr. Deepak Babulal Kharwad was inducted into Board as an Additional Director of the company in the Executive category, with effect from 26th February, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 26th February 2024, approved the appointment of Mr. Deepak Babulal Kharwad as Executive Director of the Company with effect from 26th February 2024 subject to approval of the shareholders.

Mr. Deepak, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of industry knowledge, strategic insight and business management.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules").
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.



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The Board recommends passing of the resolution as set out in Item No. 3 as an Ordinary Resolution.

Except Mrs. Naliny Deepak Kharwad, Managing Director, being the appointee, or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 3.

Brief Profile of Mr. Deepak Babulal Kharwad:

A Fellow Member of ICAI, possesses a Bachelor's degree in Commerce. A dynamic professional with 17 years of extensive experience in finance and advisory services, specializing in investment banking and transaction advisory services. An avid believer in working hard and getting the desired results. Goes the extra mile for the client, ensuring that their needs are met and the required services are delivered.

In his past stints, he has held notable roles in the Investigation Department of the NSE Limited and at ICICI Bank Limited.

He is currently still associated as an independent consultant with the National Stock Exchange of India Ltd.

Item No. 4: Appointment of Mr. Nilesh Harkesh Yadav (DIN: 10518738) as a Non-Executive Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on 26th February, 2024, appointed Mr. Nilesh Harkesh Yadav (DIN: 10518738) as an Additional Director in the capacity of Independent Director of the Company for a term of five years with effect from 26th February, 2024, to 25th February, 2029 subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”).
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably



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anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

(vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Nilesh.

In the opinion of the Board, Mr. Nilesh fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that Mr. Nilesh background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Nilesh as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Nilesh as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

Brief Profile of Mr. Nilesh Harkesh Yadav:

Mr. Nilesh Harkesh Yadav is Vocational qualified and having more than 8 years’ experience in the field of accounts & finance.

Item No. 5: Appointment of Mr. Prasad Kemnaik (DIN: 10591411) as a Non-Executive Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on 15th April, 2024, appointed Mr. Prasad Kemnaik (DIN: 10591411) as an Additional Director in the capacity of Independent Director of the Company for a term of five years with effect from 15th April, 2024, to 14th April, 2029 subject to the approval of the shareholders through a special resolution.



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The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”).
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Prasad.

In the opinion of the Board, Mr. Prasad fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that Mr. Prasad background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Prasad as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Prasad as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 5.



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The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

Brief Profile of Mr. Prasad Kemnaik:

Mr. Prasad Kemnaik is a Commerce Graduate and Vocational qualified and having more than 3 years' experience in the field of accounts, finance and administration.

Item No. 6: Change in name of the Company from 'Sterling Guaranty & Finance Limited' to 'Trustwave Securities Limited' and consequential alteration to MOA and AOA of the Company

The Reserve Bank of India vide its order dated 18th December, 2023 has cancelled the certificate of NBFC registration on the basis of the voluntary application filed by the Company since the Company was not carrying out the business of any NBFC activity and also the financial assets of the Company were less than 50 percent of the total assets and financial income was less than 50 percent of the gross income.

In its letter, the RBI has informed the Company for changing the name of the Company that will not represent out financial business.

Considering the above, the Board of Directors of the Company is of the view that the Company's name should now reflect in consonance with the investment activities that it will carrying out and by removing the financial activity aspect and hence the proposed name of the Company reflects all its significant business activities, present and future.

The Board of Directors, at its meeting held on 27th March, 2024, decided to change the name of the Company subject to necessary statutory approvals.

The Board is of the view that the new name will more aptly reflect the Company's diversified business activities and its growing aspirations in other businesses.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution. The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a practising Chartered Accountant to this effect is annexed herewith as Annexure 2.

Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide its letter dated 6th May, 2024, has conveyed its no objection to change the name of the Company



REGD. OFFICE: B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot, Vidyavihar
(W), Mumbai – 400086

TEL: 91-22-22840019. Email: sterlingguarantyfinancelimited@gmail.com

Website: www.sterlingguaranty.com

CIN No. : L65990MH1983PLC031384

to Trustwave Securities Limited.

No director, key managerial personnel (KMP) or their relatives is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 6.

The Board recommends the special resolution as set out in Item no. 6 of this notice for the approval of members.

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Annexure- 1 to the Notice dated 17th May, 2024

Details of Directors seeking Appointment/Re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mrs. Naliny Deepak Kharwad	Mr. Deepak Babulal Kharwad
DIN	02001739	08134487
Nature of appointment (appointment/re-appointment)	Appointment	Appointment
Terms and Conditions of appointment / re-appointment	Appointment as Managing Director of the Company	Appointment as Executive Director of the Company
Age	41 years	40 years
Date of first appointment on the Board	26 th February, 2024 as a Director of the Company & 15 th April, 2024 as a Managing Director of the Company	26 th February, 2024
Qualifications	B. Com	Chartered Accountant & B. Com
Brief Profile	Brief Profile is given in the Explanatory Statement forming part of Notice.	Brief Profile is given in the Explanatory Statement forming part of Notice.
Expertise in specific functional areas	Liabile for all accounting, financing and administrative activities, including all large account electronic transfers.	Experience in finance and advisory services, specializing in investment banking and transaction advisory services.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board (Other than Sterling)	<u>Directorship:</u> Slesha Commercial Limited <u>Membership:</u> Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee of Slesha Commercial Limited	Nil
Names of listed entities from which the person has resigned in	Nil	Nil



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the past three years		
Shareholding of Non Executive directors	NA	NA
Shareholding in the Company.	Nil	31,17,806 Shares
Details of remuneration sought to be paid	2,40,000/- per annum	NA
Remuneration last drawn	NA	NA
Number of meetings of Board attended during the year	2 Board meetings since appointment	1 Board meeting since appointment
Inter se relationship with any Director	Mrs. Naliny Deepak Kharwad is a wife of Director Mr. Deepak Kharwad	Mr. Deepak Babulal Kharwad is a husband of Director Mrs. Naliny Deepak Kharwad.

Name of the Director	Mr. Nilesh Harkesh Yadav	Mr. Prasad Kemnaik
DIN	10518738	10591411
Nature of appointment (appointment/ re-appointment)	Appointment	Appointment
Terms and Conditions of appointment / re-appointment	Appointment as Non-Executive Independent Director of the Company	Appointment as Non-Executive Independent Director of the Company
Age	22 years	30 years
Date of first appointment on the Board	26 th February, 2024	15 th April, 2024
Qualifications	B.Com	B.Com
Brief Profile	Brief Profile is given in the Explanatory Statement forming part of Notice.	Brief Profile is given in the Explanatory Statement forming part of Notice.
Expertise in specific functional areas	Expertise in the field of accounts & finance.	Expertise in the field of accounts, finance and administration.
Skills and capabilities required for the role and the manner in which the Director meets such requirements	Expertise in the field of accounts & finance.	Expertise in the field of accounts, finance and administration.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board (Other than Sterling)	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Resigned from Blue Pearl Texspin Limited w.e.f. 30 th April, 2024.	Nil
Shareholding of Non-Executive directors	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil
Remuneration last drawn	NA	NA



STERLING
GUARANTY & FINANCE LIMITED

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Number of meetings of Board attended during the year	2 Board meetings since appointment	1 Board meeting since appointment
Inter se relationship with any Director	Not related to Directors, Manager and other Key Managerial Personnel of the Company.	Not related to Directors, Manager and other Key Managerial Personnel of the Company.



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Annexure- 2 to the Notice dated 17th May, 2024

Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR), Regulations, 2015

To,
The Board of Directors,
Sterling Guaranty & Finance Limited
B-702, 7th Floor, Neelkanth Business Park,
Kirol Village, Near Bus Depot,
Vidyavihar (W), Mumbai – 400086.

Dear Sir,

Sub: Application for “Change of Name” under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Akash Prajapati, Practising Chartered Accountant, have verified the relevant records and documents of Sterling Guaranty & Finance Limited (the Company) with respect to the proposed change of name by the Company from Sterling Guaranty & Finance Limited to Trustwave Securities Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time and I hereby certify in respect of the proposed change of name of the Company that:

- a. The Company has not changed its name from the date of incorporation. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name.
- b. The Company is proposing the change of name of the Company to encompass the current activities of the Company and the new name does not reflect any specific business activity therefore clause 45 (1) (b) and 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time, are not applicable.

This certificate is issued at the special request of the Company in order to include the same in the Explanatory Statement to be attached to the Notice of Postal ballot for the purpose of proposed change of name of the Company.



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For Akash Prajapati & Company
Chartered Accountants

Sd/-

CA Akash Prajapati
Membership No. 614785
Firm Registration No: 158112W
UDIN: 24614785BKFGLL5807
Place: Mumbai
Date: 15.05.2024

By order of the Board of Directors
For **Sterling Guaranty & Finance Limited**

Place: Mumbai
Date: 17th May, 2024

Deepak Babulal Kharwad
Director
DIN: 08134487

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CIN No. : L65990MHI983PLC031384

Information at a glance:

S. No.	Particulars	Details
1	Period of 30 days of Postal Ballot	23rd May, 2024 to 21st June, 2024
2	Mode	E- Voting means only
3	Submission of Questions/Queries	Questions/queries shall be submitted 48 hours from the commencement of postal ballot by any of the following mode: • Email to sterlingguarantyfinancelimited@gmail.com mentioning name, demat account no./folio number, email ID, mobile number, etc.
4	Cut-off date of e-voting	17 th May, 2024
5	E-voting date and start time	Thursday, 23 rd May, 2024 at 9:00 Hours (IST)
6	E-voting date and end time	Friday, 21 st June, 2024 at 17:00 Hours (IST)
7	E- Voting website of CDSL/NSDL	www.cdslindia.com https://www.evoting.nsdl.com/
8	Name, address and contact details of e- voting service Provider and Registrar and Transfer Agent	<u>E- voting service Provider:</u> Central Depository Services (India) Limited Address: 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 toll free no. 1800 22 55 33. <u>Registrar and Transfer Agent:</u> Purva Sharegistry India Private Limited Address: Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 Email: support@purvashare.com
9	Email Registration & Contact updation Process	Demat Members: Contact respective Depository Participant. Physical Members: Contact Company's Registrar and Transfer Agents, Purva Sharegistry India Private Limited by sending an email request at support@purvashare.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate.