



CIN No. : L65990MH1983PLC031384

Date: 21st June, 2024

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

Scrip Code: 508963

ISIN: INE668Y01016

Sub: Voting Results and Scrutinizer's Report on the Postal Ballot

Dear Sir/Madam,

Please find enclosed the voting results in the format prescribed under Regulation 44 of SEBI (LODR) Regulation, 2015 along with the Scrutinizer's report dated 21st June, 2024, as per Section 108, 110 of the Companies Act, 2013, and the Rules framed thereunder read with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Based on the Scrutinizer's report, it is hereby informed that, the Members of the Company, have approved the Resolutions mentioned in the Notice of the Postal Ballot dated 17th May, 2024, by way of Ordinary and Special Resolutions through Postal Ballot process by remote E-voting only with requisite majority on Friday, 21st June, 2024, being the last date of e-voting.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

Record Date of the Postal Ballot:	17 th May, 2024
Total number of shareholders record/cut-off date for e-voting:	14,961 shareholders as on 17 th May, 2024 (cut-off date).
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting	Not Applicable

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



STERLING
GUARANTY & FINANCE LIMITED

CIN No. : L65990MH1983PLC031384

through Video Conferencing: Promoters and Promoter Group: Public:	
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The aforesaid documents are also being made available on the website of the Company at www.sterling-guaranty.com and on the website of the E-voting agency i.e., Central Depositories Services Limited at <https://www.evotingindia.com/>

Kindly take the same on records.

Thanking you,

Yours Faithfully,

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

Deepak Babulal Kharwad
(DIN 08134487)
Director

Encl: as above

**REGD. OFFICE: B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot,
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CIN No. : L65990MH1983PLC031384

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Subject matter of the resolution	Appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739) as a Director of the Company

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31,17,806	31,17,806	100	31,17,806	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,17,806	31,17,806	100	31,17,806	0	100
Public-Institutions	E-Voting	63,500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		63,500	0	0	0	0	0
Public-Non Institutions	E-Voting	33,56,294	29,690	0.8846	29,646	44	99.8518	0.1482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		33,56,294	29,690	0.8846	29,646	44	99.8518
Total		65,37,600	31,47,496	48.1445	31,47,452	44	99.9986	0.0014

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CIN No. : L65990MH1983PLC031384

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Subject matter of the resolution	Appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739) as a Managing Director of the Company (Change in designation from Director to Managing Director)

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31,17,806	31,17,806	100	31,17,806	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,17,806	31,17,806	100	31,17,806	0	100
Public-Institutions	E-Voting	63,500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		63,500	0	0	0	0	0
Public-Non Institutions	E-Voting	33,56,294	29,690	0.8846	29,646	44	99.8518	0.1482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		33,56,294	29,690	0.8846	29,646	44	99.8518
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Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Subject matter of the resolution	Appointment of Mr. Deepak Babulal Kharwad (DIN: 08134487) as an Executive Director of the Company:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31,17,806	31,17,806	100	31,17,806	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,17,806	31,17,806	100	31,17,806	0	100
Public-Institutions	E-Voting	63,500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		63,500	0	0	0	0	0
Public-Non Institutions	E-Voting	33,56,294	29,690	0.8846	29,646	44	99.8518	0.1482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		33,56,294	29,690	0.8846	29,646	44	99.8518
Total		65,37,600	31,47,496	48.1445	31,47,452	44	99.9986	0.0014

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Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Subject matter of the resolution	Appointment of Mr. Nilesh Harkesh Yadav (DIN: 10518738) as a Non-Executive Independent Director of the Company

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31,17,806	31,17,806	100	31,17,806	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,17,806	31,17,806	100	31,17,806	0	100
Public-Institutions	E-Voting	63,500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		63,500	0	0	0	0	0
Public-Non Institutions	E-Voting	33,56,294	29,690	0.8846	29,646	44	99.8518	0.1482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		33,56,294	29,690	0.8846	29,646	44	99.8518
Total		65,37,600	31,47,496	48.1445	31,47,452	44	99.9986	0.0014

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Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Subject matter of the resolution	Appointment of Mr. Prasad Kemnaik (DIN: 10591411) as a Non-Executive Independent Director of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31,17,806	31,17,806	100	31,17,806	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,17,806	31,17,806	100	31,17,806	0	100
Public-Institutions	E-Voting	63,500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		63,500	0	0	0	0	0
Public-Non Institutions	E-Voting	33,56,294	29,690	0.8846	29,646	44	99.8518	0.1482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		33,56,294	29,690	0.8846	29,646	44	99.8518
Total		65,37,600	31,47,496	48.1445	31,47,452	44	99.9986	0.0014

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CIN No. : L65990MH1983PLC031384

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Subject matter of the resolution	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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31,17,806	31,17,806	100	31,17,806	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,17,806	31,17,806	100	31,17,806	0	100
Public-Institutions	E-Voting	63,500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		63,500	0	0	0	0	0
Public-Non Institutions	E-Voting	33,56,294	29,690	0.8846	29,646	44	99.8518	0.1482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		33,56,294	29,690	0.8846	29,646	44	99.8518
Total		65,37,600	31,47,496	48.1445	31,47,452	44	99.9986	0.0014

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SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with the
Companies (Management and Administration) Rules, 2014]

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

Subject: Scrutinizer's Report on voting through postal ballot by electronic means conducted pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

I, Hemang Satra, Proprietor of M/s Hemang Satra & Associates, Company Secretaries (Membership No. ACS 54476 and CP No. 24235) have been appointed as the Scrutinizer to scrutinize the Postal Ballot process through electronic voting process ('remote e- voting') conducted by the Company in respect of the Ordinary and Special Resolutions as set out in the Postal Ballot Notice dated 17th May, 2024, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021 read with other relevant circulars including General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (the "MCA Circulars") and any other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s) or reenactment(s) thereof for the time being in force).

The Postal Ballot Notice dated 17th May, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the Company, was sent, in electronic form to those members whose e-mail addresses were registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories and whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories / RTA as on Friday, 17th May, 2024 ('cut-off date').

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ('CDSL') for conducting remote e-voting by the members of the Company.

The members of the Company holding shares as on the 'cut-off' date i.e. Friday, 17th May, 2024 were entitled to vote on the resolutions as contained in the Notice.

The remote e-voting period commenced on Thursday, 23rd May, 2024 (9:00 hours IST) and ended on Friday, 21st June, 2024 (17:00 hours IST). The e-voting module was disabled by CDSL thereafter.

The votes cast under remote e-voting facility were thereafter unblocked by me in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of CDSL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Company is responsible to ensure compliance with the requirements of the Act, rules made thereunder and the MCA circulars relating to remote e-voting on the resolutions contained in the Postal Ballot Notice. The communication of the assent or dissent of the member had taken place through remote e-voting only.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

I would like to mention that the voting rights of the Members were in proportion to their shareholding in the Company as on the cut-off date and as per the Register of Members of the Company.

I now submit my Report as under on the result of the voting by postal ballot only through the e-voting process in respect of the said Ordinary and Special Resolutions, as the case may be, as under:

RESOLUTION 1: ORDINARY RESOLUTION

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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	31,47,452	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	44	0.01

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them
Nil	Nil

The resolution pertains to appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739), where Mr. Deepak Kharwad is a part of the Promoter Group and also falls under the definition of relative. However, this transaction is not material pursuant to Regulation 23 of SEBI (LODR) 2015, hence promoter voting was considered by me in the aforesaid resolution.

RESOLUTION 2: SPECIAL RESOLUTION

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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	31,47,452	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	44	0.01

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them
Nil	Nil

The resolution pertains to appointment of Mrs. Naliny Deepak Kharwad (DIN: 02001739), where Mr. Deepak Kharwad is a part of the Promoter Group and also falls under the definition of relative. However, this transaction is not material pursuant to Regulation 23 of SEBI (LODR) 2015, hence promoter voting was considered by me in the aforesaid resolution.

RESOLUTION 3: ORDINARY RESOLUTION

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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	31,47,452	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	44	0.01

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them
Nil	Nil

The resolution pertains to appointment of Mr. Deepak Babulal Kharwad (DIN: 08134487), who is a part of the Promoter Group. However, this transaction is not material pursuant to Regulation 23 of SEBI (LODR) 2015, hence promoter voting was considered by me in the aforesaid resolution.

RESOLUTION 4: SPECIAL RESOLUTION

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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	31,47,452	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	44	0.01

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them
Nil	Nil

RESOLUTION 5: SPECIAL RESOLUTION

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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	31,47,452	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	44	0.01

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them
Nil	Nil

RESOLUTION 6: SPECIAL RESOLUTION

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:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	31,47,452	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	44	0.01

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them
Nil	Nil

Hemang Satra & Associates
Company Secretaries

375 Vidyut Bldg, D Block, 1st Floor,
Chirabazar, Mumbai – 400002
Mobile: +91-9769848168
Email: hemangsatra99@gmail.com

The resolutions as set out in the Postal Ballot Notice has been approved and passed by the requisite consent of the members.

**For Hemang Satra & Associates,
Company Secretaries**

Place: Mumbai
Date: 21st June, 2024
UDIN: A054476F000602936
Peer Review No: 5684/2024

Hemang Satra
Proprietor
M. No.: A54476
C. P. No.: 24235

Countersigned by:

For, Sterling Guaranty & Finance Limited

Deepak Babulal Kharwad
(DIN 08134487)
Director & Chairman