



STERLING

GUARANTY & FINANCE LIMITED

CIN No. : L65990MH1983PLC031384

30th August, 2016

The General Manager
Corporate Relations Department
BSE Limited Phiroze Jeejeebhoy Towers
Dalal Street Mumbai - 400 001

Scrip Code: 508963

Dear Sir,

Sub: Notice of the 42nd Annual General Meeting (AGM) of the Company for the financial year 2015-2016 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations)

Pursuant to Regulation 30 read with Paragraph A of part A of Schedule III of the LODR Regulations, attached herewith is the Notice of the 42nd AGM of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2015-2016.

The entire Annual Report is available on the following link:

www.sterlingguaranty.com

Please take the same on record

Yours Faithfully,
For Sterling Guaranty & Finance Ltd.

Dharmen D. Mehta
Chairman & Managing Director

Encl.: As above

REGD. OFFICE: G9 Duru Mahal, 84 Marine Drive, F Rd, Mumbai 400002

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

Website: www.sterlingguaranty.com



(CIN NO. L65990MH1983PLC031384)

NOTICE

NOTICE is hereby given that the **32nd ANNUAL GENERAL MEETING** of the members of **STERLING GUARANTY & FINANCE LIMITED** will be held at corporate office C/O Indistock Securities Ltd., 91-A, Mittal Court, Nariman Point, Mumbai - 400 021 on **Friday, 30/09/2016** at 11.00 a.m. to transact the following business, namely :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial Statement of the company for the financial year ended March 31, 2016 and the reports of Board of Directors and Auditors thereon.

2. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, M/S Vinod S. Mehta & Co. Chartered Accountants (ICAI Firm Registration No. 111524W) , the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd AGM of the Company, on such remuneration plus travelling and out of pocket expenses, as may be mutually agreed upon between the Auditors and the Board of the Company.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that Mr. Dharmen Mehta (DIN: 00036787), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th May 2016, in terms of Section 161(1) of the Companies Act, 2013 and Article 115 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the consent of the Company be and is hereby accorded to the appointment of Mr. Dharmen Mehta (DIN: 00036787), who was appointed as an “Additional Director” of the Company by the Board of Directors with effect from 16th May 2016 under the Articles of Association of the Company, as the “Managing Director” of the Company for a period of five years effective from 1st October, 2016, on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment, as may be agreed to by the Board of Directors and Mr. Dharmen.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place : Mumbai
Date : 31/08/2016

On behalf of the Board of Director

Registered Office:
G-9 Duru Mahal,
F-Road, Marine Drive,
Mumbai - 400 002.


Dharmen D. Mehta
CHAIRMAN & MANAGING DIRECTOR

NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than 10 (ten) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
- b) The Instruments of proxy for use of meeting must be lodged at the Registered Office of the Company, not less than forty-eight hours before the commencement of meeting.
- c) Register of Members and Share Transfer Book of the Company will remain closed from the 27/09/2016 to 30/09/2016 (both days inclusive) for the purpose of Annual General Meeting.
- d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any

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time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

- e) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- f) Additional information pursuant to clause 49 of the listing agreement in respect of the Directors seeking appointment/ re-appointment as mentioned under items nos. 2 of this notice is appended. Further, the Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
- g) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out details relating to the special business mentioned under item nos. 3 & 4 of this notice, is annexed hereto.
- h) Copies of all documents referred to in the notice and the statement are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
- i) The Company has been maintaining, inter alia, the following statutory registers at its registered office G-9 Duru Mahal, 84-Marine Drive, F-Road, Mumbai - 400 002, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - (i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - (ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013 on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
- j) Members are requested to immediately notify the company in case of any change in address and should specify their full address in capital letters clearly indicating the pin code of the post office.
- k) Members are requested to bring their attendance slip along with a copy of Annual Report as extra copies of Annual Report will not be supplied at the Annual General Meeting.

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GUARANTY & FINANCE LIMITED

- l) In case members desire to raise any queries they are requested to send them at least 10 days in advance so that related information may be kept available at the meeting.
- m) In accordance with provisions of Section 205A of the Companies Act, 1956 (corresponding Section 124(5) of the Companies Act, 2013), the company has transferred unclaimed dividend up to the financial year 1992-93 to the General Revenue Account of the Central Government. Members who have valid claims to the unclaimed dividends referred to above may claim the same from the Registrar of Companies, Maharashtra at Mumbai in the prescribed manner.
- Further in accordance with the provisions of Section 205 (c) of the Companies Act 1956, the company has transferred the unclaimed dividend for the year 1994-95 to the "Investor Education and Protection Fund" of the Central Government. The company has not declared dividend subsequent to the year 1994-95.
- n) The Company has not availed the facility of e-voting for the resolutions as set out in the notice, thus the company request its members to vote either by Ballot by mailing the said ballots at the registered office of the company or by ballot paper during the Annual General Meeting.
- i) The company has appointed Mr. Hemant Shetye, Partner of HS Associates, Practising Company Secretaries to act as scrutinizer for the ensuing 32nd Annual General Meeting of the Company. The last date for receipt of ballot papers is Thursday the 29th September 2016 by 5:00 p.m.
- j) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

ANNEXURE TO THE NOTICE

ITEM NO. 3 OF THE NOTICE:

Mr. Dharmen Mehta was appointed as an Additional Director by the Board of Directors of the Company on 09th March 2014. By virtue of provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, he would hold office only up to the date of ensuing Annual General Meeting of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. Dharmen Mehta for the office of Director.

The resolution for appointing him as a Director of the Company is put forward to you to be passed as an Ordinary Resolution.

Save and except Mr. Dharmen Dhiren Mehta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

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ITEM NO. 4 OF THE NOTICE

Mr. Dharmen D. Mehta is Director of the Company. He was appointed as an Additional Director of the company on 27th A designated as "Chairman & Managing Director" for a period of 3 years with effect from 27th July 2016 drawing no remuneration from the company.

Mr. Dharmen D. Mehta is of 40 years old having vast experience in the financial services over 15 years.

Brief resume of Mr. Dharmen Mehta:

Directorship in Any Other Company - He is holding directorship in Connect Tradecap Private Limited, Indistock Financial Services Private Limited, Fixed Income Brokers Association & Spark Inculabs Private Limited.

Committee Position - He is member of Audit Committee of the Company.

Share holding in the Company - He holds 3,113 no. of Equity shares of the Company.

Remuneration: Mr. Dharmen Mehta will not be paid any remuneration or perquisites since the company is incurring losses.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.


Save and except Mr. Dharmen Dhiren Mehta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Keeping in view his vast expertise and knowledge, Your Directors recommend the resolution for your approval.

Place : Mumbai
Date : 31/08/2016

On behalf of the Board of Director

Registered Office:
G-9 Duru Mahal,
F-Road, Marine Drive,
Mumbai - 400 002.


Dharmen D. Mehta
CHAIRMAN & MANAGING DIRECTOR

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GUARANTY & FINANCE LIMITED

STERLING GUARANTY AND FINANCE LIMITED

CIN: L29130MP1974PLC035049

Registered office: OFFICE: G-9, Duru Mahal, Plot No.-84, F- Road, Marine Drive Mumbai 400002.

Email id: sterling.guaranty@gmail.com website: www.sterlingguaranty.com

ATTENDANCE SLIP

32nd Annual General Meeting

Reg. Folio/DP & Client No: No. of Shares.....

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company held on Friday the 30th September, 2016 at 11.00 a.m. at Corporate Office C/O Indistock Securities Ltd., 91-A, Mittal Court, Nariman Point, 400021.

Member's Name:

Proxy's Name: Member's/ Proxy's Signature

Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.

1. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
2. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.



STERLING

GUARANTY & FINANCE LIMITED

Form No. MGT-11

STERLING GUARANTY AND FINANCE LIMITED

CIN: L29130MP1974PLC035049

Registered office: OFFICE: G-9, Duru Mahal, Plot No.-84, F- Road, Marine Drive Mumbai 400002.

Email id: sterling.guaranty@gmail.com website: www.sterlingguaranty.com

PROXY FORM

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

Name of the member (s) :
Registered Address:
E.Mail Id: Folio No./Client Id DP
ID.....

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

1.Name:
Address:
E.mail ID: Signature: or failing him

2. Name:
Address:
E.mail ID: Signature: or failing him

3. Name:
Address:
E.mail ID: Signature: as my/our proxy to
attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General
Meeting of the Company, to be held on Friday the 30th September, 2016 at 11.00 a.m. at
corporate office C/O Indistock Securities Ltd., 91/A, Mittal Court, Nariman Point Mumbai
400021 and at any adjournment thereof in respect of such resolutions as are indicated
below:

Resolution No	Resolutions		
	Ordinary Business	For	Against
1	1. To receive, consider and adopt the Audited financial Statement of the company for the financial year ended March 31, 2016 and the reports of Board of Directors and Auditors thereon.		
2	To appoint statutory auditors of the Company from the conclusion of this AGM until the conclusion of the 33 rd Annual General Meeting.		
	SPECIAL BUSINESS		
3	To regularize Mr. Dharmen Mehta as Director.		
4	To appoint Mr. Dharmen Mehta as Managing Director		

Signed this.....day of2016

**Affix
Revenue
stamp**

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 32ND Annual General Meeting.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission