NOTICE is hereby given that the 33RD ANNUAL GENERAL MEETING of the members of STERLING GUARANTY & FINANCE LIMITED will be held at C/o Indistock Securities Limited., 91/A, Mittal Court, Nariman Point, Mumbai 400 021 on Friday, 29th September 2017 at 11.00 a.m. to transact the following business, namely:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited financial Statements of the company for the financial year ended March 31, 2017 and the Independent Auditor's Report and Director's Report, MGT – 9, Management Discussion and Analysis and Corporate Governance Report.
- 2. To appoint a director in place of Mr. Sunil Jangir (06653333) who retires by rotation and being eligible offers himself for reappointment.
- To appoint Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

"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 34th 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

4. REDUCTION OF FACE VALUE OF ISSUED SUBSCRIBED EQUITY SHARES OF THE COMPANY TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 66 of the Companies Act, 2013 read with Section 78, 100 to Section 104 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 8 of the Articles of Association of the Company and pursuant to the relevant provisions of the Companies (Court) Rules, 1959 and subject to the approval of the shareholders by a special resolution and confirmation of the Hon'ble High Court of Judicature at Mumbai or the National Company Law Tribunal, as the case may be, and any other appropriate authorities, if any in this regard the Face Value of fully paid-up present Equity Share Capital of the company be reduced as stated hereinafter in the best interest of the company. It is just and necessary to revive the company by raising additional capital to carry out NBFC business.

Resolved further that the Report of the Audit Committee dated 1st September 2017 recommending the reduction of capital of fully paid up existing Equity shares No.6537600 having Face value of Rs.10 be reduced to Rs. 1 paid up based on the Valuation Report of the Auditors dated 28th August, 2017 as placed before the Committee and as approved by the Board in their meeting dated 5th September 2017 be and is hereby accepted and approved. And the reduced capital of Rs. 58838400 be adjusted and utilized for writing offthe deficit in the Profit and Loss Account.

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Resolved further that Securities Premium Account of the Company of Rs.10488542 as at 31/3/2017 shall be reduced to Nil and adjusted and be utilized for writing off the deficit in the Profit and Loss Account.

RESOLVED FURTHER THAT Bombay Stock Exchange of India Limited be approached for in principle approval for the proposed Reduction of Face Value of the existing Equity Share of the Company to Rs. 1 each fully paid-up from current Rs. 10 fully paid-up per equity share.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Dharmen D. Mehta, Chairman and Managing Director, Mr. Sunil Kumar Jangir, Director and Mrs. Geeta V. Ashar, Compliance Officer and Director of the Company be and are hereby authorized, jointly as well as severally, to do all that is required to be done and are authorized to give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all such acts, deeds, matters and things of whatsoever nature as may be deemed expedientfor giving effect to the above resolution and are authorized to take all necessary steps for effecting the said reduction of capital of the Company, including but not limited to:

- a) To filing of the application / petition and / or any other document / information / details with the BSE Ltd./ SEBI or any other body or regulatory authority or agency to obtain approval or sanction to the proposed reduction of capital or for giving effect thereto,
- b) To filing a petition before the High Court at Bombay and/or before NCLT and to give all required information / details and also inform any other body or regulatory authority or agency as may be necessary or expedient to obtain approval or sanction to the proposed reduction of capital and for giving effect to the reduction of capital,
- c) To filing of any affidavit, petitions, pleadings, applications, forms or reports before the Court or any statutory or regulatory authority, including stock exchanges, the Securities and Exchange Board of India, the Ministry of Corporate Affairs, Regional Director, or such other authority as may be required in connection with the proposed reduction of capital and or in connection with its sanction thereof and to do all such acts deeds or things as they may deem necessary in connection therewith and incidental thereto,
 - d) To sign all necessary applications, petitions, documents, undertakings, affidavits, letters relating to the proposed reduction of capital, and represent the Company before any regulatory authorities and the Court or the National Company Law Tribunal in relation to any matter pertaining to the reduction of proposed reduction of capital or delegate such authority to another person by a valid power of attorney to Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute Vakalatnama wherever necessary and sign and issue publicad vertisements and notices as required,
- e) To do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise including things as may be necessary or required to give effect to the proposed reduction of capital and for matter connected therewith or incidental thereto,

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RESOLVED FURTHER THAT the valuation certificate(s) dated 28th August, 2017 furnished by Vinod S. Mehta & Co., the Statutory Auditors of the Company, and the Audit Committee Report dated 1st September 2017 astabled at the meeting be and is hereby accepted and taken on record.

5. DEMATERIALISATION OF EQUITY SHARES
TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION.

RESOLVED THAT the company's Equity Shares be dematerialized to the depository system of the Central Depository Services (India) Limited (CDSL) and the National Securities Depositories Limited (NSDL) and dematerialize / rematerialize the share certificate(s) of the shareholders of the company who may wish to do so.

RESOLVED FURTHER THAT the company appoints Purva Share Registry India Pvt. Ltd. Mumbai or any other RTA as approved by BOD as Registrar and Share Transfer Agents for physical and the depository scheme

RESOLVED FURTHER THAT the company does execute the tripartite agreement to which company, the Registrar, CDSL, NSDL are the parties.

RESOLVED FURTHER THAT Dharmen Dhiren Mehta, Managing Director and/or Geeta Vijay Ashar, Director of the company whose signatures are attested below be and is hereby authorized to execute the above tripartite agreement on behalf of the Company and to do all such acts and deeds as may be required and to sign all such papers and documents as may be necessary to implement the decision:

Name	Designation	Signature		
Mr. Dharmen Dhiren Mehta	Managing Director	DULEPA		
Ms. Geeta Vijay Ashar	Director	Danet .		

TO CONSIDER ISSUE OF RIGHTS EQUITY SHARES
 TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION.

"RESOLVED THAT in pursuance of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and all the relevant provisions be and is hereby accord approval to the issue of additional New Equity shares by way of Rights issue of Six Equity shares of the face value of Rs.1 each at par for every One Equity shares held by the shareholders of the company totalling No. 3,90,00,000 Equity shares to the existing Equity shareholders (hereinafter referred to as New shares) of an aggregate nominal value of Rs. 3,90,00,000 (Rupees three crore ninety lacs), for cash to the shareholders. The Board of Directors has considered the Issue interest of all concerned. Rights issue will be made as per the following terms and conditions:-

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- A. The Offer of Rights issue of shares will be made in the proportion of Six new share for every One equity share held on Book Closure date as approved by BSE. The said offer to the members shall be made after the reduction of face value of shares is confirmed by the relevant authorities. The offer letter shall indicate the number of shares held by each member and the number of shares to which each is entitled as rights shares, the value per share and the total amount due in case the offer of shares is accepted in full.
- B. The aforesaid offer shall be valid up-to the MAXIMUM 30 DAYS and will include right exercisable by the person to whom the aforesaid offer being made with a right to renounce the new shares offered to him in favour of any other person.
- C. The offer after the expiry of the MAXIMUM 30 DAYS FROM MEETING or on receipt of earlier intimation from the person(s) to whom such notice was given that he declines to accept the new shares offered, the Board of Directors of the company is authorized to dispose of unsubscribed part of the new shares in such manner as they think most beneficial to the company.
- D. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.
- E. The allotment of further shares to Non-Residents members shall be in accordance with the Regulations issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999.
- F. The állotment of the new shares shall be done in dematerialised manner unless the Shareholder demands physical issue of Share Certificates and shall be issued and allotted within the time prescribed in the Companies Act, 2013.
- G. The New Rights Equity Shares shall be listed at Bombay Stock Exchange.

RESOLVED FURTHER that the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and issue the letter of offer of rights and take all actions in connections with the further issue and allotment of shares to the members and others where applicable".

7. ALTERATION OF THE AUTHORISED EQUITY SHARE CAPITAL.

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOUTION.

"RESOLVED THAT pursuant to provisions of Section 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 the Authorized Equity share capital of the company be and is hereby altered from the present Rs.67500000 (Rupees Six Crore Seventy Five lacs) divided into NO. 6750000 (Sixty seven lacs fifty thousand Shares) Equity shares of Rs. 10 Face Value (Rupees ten face value) to Rs. 67500000 (Rs. Six Crore Seventy Five lacs) shares divided into no. 67500000 (Six Crore Seventy Five lacs equity shares) of face value of Rs.1 each(Rs. One each) with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company to Equity or Preference and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Memorandum and Articles of

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Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf. "

Resolved further that CLAUSE NO. V OF THE MEMORANDUM be altered from the existing Clause V of the Memorandum of Association of the Company and substituted by the following new clause: V: "The Authorized Share Capital of the Company is Rs. 70000000 (Rs. Seven Crore only) divided into No. 67500000 (Six Crore Seventy Five lacs) equity shares of Rs. 1 (Rs. one only) each and 2,50000 (Two Lacs Fifty Thousand) Preference shares of Rs. 10/- (Rs. Ten Only) each with such right, privileges, and conditions respectively conferred by the regulations of the Company with powers to increase and reduce the capital of the Company and to divide the share capital from time to time and to vary, modify and abrogate any rights, privileges or conditions attached to the shares on such manner as may from the time being be provided by the regulations of the Company.

RESOLVED further that pursuant to section 14 of the Companies Act, 2013, Article No. 4 of the Articles of Association of the Company be altered by substituting it with the following: "The authorized Equity share capital of the Company is Rs. 70000000 (Rs. Seven Crore only) divided into No. 67500000 (Six Crore Seventy Five lacs) Equity shares of face value of Rs.1 each (Rs. One each) and 250000 (Two Lacs Fifty Thousand) Preference Shares of Rs. 10/-(Rs. Ten Only) ".

Place: Mumbai Date: 5thSept2017

On behalf of the Board of Director Sterling Guaranty & Finance Limited

Registered Office: G-9, Duru Mahal, 84-Marine Drive, F-Road, Mumbai - 400 002. DHARMEN D. MEHTA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00036787

NOTES:

- 1. 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 there under, 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.
- 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.

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- 3. Register of Members and Share Transfer Book of the Company will remain closed from the 22/09/2017 to 29/09/2017 (both days inclusive) for the purpose of Annual General Meeting.
- 4. 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 time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative (s) to attend and vote on their behalf at the AGM to the Company's Registered Office.
- 6. A route map showing directions to reach the venue of the 28th AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards 2" on General Meetings.
- 7. Additional information pursuant to clause 49 of the listing agreement in respect of the Directors seeking appointment/ re-appointment as mentioned under items nos. 4, 5, 6 and 7 of this notice is appended. Further, the Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
- 8. 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. 4, 5, 6, & 7 of this notice, is annexed hereto.
- Copies of all documents referred to in the notice and the statement are available for inspection at the correspondence office of the Company for convenience of the members during normal business hours on all working days up to and including the date of the annual general meeting of the Company.
 - The Company has been maintaining, inter alia, following statutory registers at its registered office G-9, Duru Mahal, 84-Marine Drive, F-Road, Mumbai 400 002. They are kept open for inspection at the correspondence office in terms of the applicable provisions of Companies Act, 2013 by members.
- a. 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.
- Register of Directors and Key Managerial Personnel and their shareholding under section
 170 of the Companies Act, 2013 will be available for inspection on all working days during business hours.
- c. Register of Members 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.

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- 10. 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.
- 11. 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.
- 12. 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.
- 13. 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.
- 14. Members, who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
- 15. The Securities Exchange Board of India (SEBI) has mandated submission of the permanent Account Number by every participant in securities market. Member holding shares in electronic from are therefore requested to submit PAN to the Company.
- 16. Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) with respect to the Directors retiring by rotation and being eligible seeking reappointment is as under:

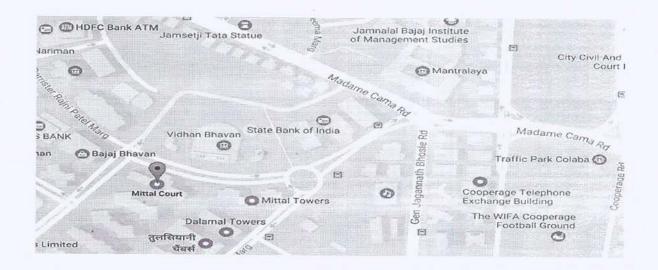
Name of Director	Sunil Jangir		
DIN	06653333		
Experience	Having 5 Years of experience		
Expertise in Specific functional area	Finance		
Board Membership of Companies as on March 31, 2017	Sterling Guaranty & Finance Ltd. Fixed Income Broker's Association.		
Number of the shares held in the Company as on March 31, 2017	NIL		

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17. 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.



Place: Mumbai Date: 05-09-2017

Registered Office: G-9, Duru Mahal, 84-Marine Drive, F-Road, Mumbai - 400 002. On behalf of the Board of Director Sterling Guaranty & Finance Limited

DHARMEN D. MEHTA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00036787

Pherit



ANNEXURE TO THE NOTICE:-

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

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

Item No. 4:

- The scheme of reduction in Capital is in the best interest of the company and is just and fair and necessary to revive the company and to raise additional capital to carry out NBFC business. The Company has as on 31/03/2017 loss of Rs. 8,40,41,674 in the Profit & Loss Account.
- The Board of Directors of the Company in their meeting held on 05th September, 2017 has approved the reduction of capital and the reduced capital of Rs. 58838400 will be adjusted and utilized for writing off the deficit in the Profit and Loss Account.
- 3. Under this Capital reduction scheme the Securities Premium Account of the Company of Rs.10488542 as at 31/3/2017 shall be reduced to Nil and adjusted and be utilized for writing off the deficit in the Profit and Loss Account.
- 4. After reduction the outstanding loss in Profit & Loss Account will be Rs. 14714732.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 4 of this Notice are accordingly recommended for your approval.

Item No.5

The Company has to dematerialize Equity shares of the Company as mandated by SEBI/BSE.

The Company proposes to enter into an agreement with NSDL and CDSL and appoint Registrar and Share Transfer Agents, the shareholders of the company will be able to dematerialize its existing equity shares.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolution as set out in Item no.5 of this Notice are accordingly recommended for your approval.

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STERLING
JARANTY & FINANCE LIMITED

CIN No.: L65990MH1983PLC031384

Item No. 6:

In order to meet the financial requirements of the Company, it is proposed to issue further capital by way of Rights to existing shareholders for strengthening the financial position of the Company. Issue of Rights

Issue was approved by the Board of Directors on 5th September 2017.

The proposed resolution authorizes the Board of Directors of the Company to issue and allot new equity

shares to the existing shareholders on the terms and conditions as applicable to the proposed rights

issue.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the

approval of the members of the Company by way of Special Resolution. The Board commends your

approval by way Special Resolution for allotment of shares on rights basis as required by section 62 of the

Companies Act, 2013.

The Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested to

the extent of their Rights entitlement in the proposed resolution.

The resolution as set out in Item no. 6 of this Notice are accordingly recommended for your approval.

Item No. 7:

There will be change in the Authorized Equity Share Capital due to reduction in face value of the existing

equity share capital. Therefore the Company will also require consequential amendment in the Clause V

of the Memorandum and Article of Association of the Company. Pursuant to Section 13 and 62 of the

Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company

by way of passing a Special Resolution to that effect.

Pursuant to section 14 of the Companies Act, 2013, It is also required to alter clause 5 of Articles of

Association, which requires approval of the members of the Company by way of passing as Special

Resolution.

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CAPITAL STRUCTURE OF THE COMPANY PRE AND POST SCHEME OF REDUCTION OF CAPITAL:

Sr. No.	Particulars	Prior to the Scheme of Reduction of Capital	Face Value Per Share	Proposed Reduction	Face Value Per Share	After Reduction
1	Authorized Equity Share Capital	Rs. 6,75,00,000	-	-		Rs. 6,75,50,000
2	Number of Equity Shares	6750000	Rs. 10	NIL	Rs. 1	6,75,00,000
3	Issued Subscribed and Paid up Equity share Capital	Rs. 6,53,76,000	Rs. 10	Rs. 5,88,38,400	1	Rs. 6,53,76,00
4	Number of Equity shares	65,37,600	Rs. 10	NIL	Rs. 1	65,37,600

*The proposed reduction involve reduction of face value of issued, subscribed and paid up Equity shares from Rs. 10/- to Rs. 1/-, and hence there is no reduction in Authorized Equity Share Capital of the Company as number of shares will increase proportionately.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolution as set out in Item no. 7 of this Notice are accordingly recommended for your approval.

Place: Mumbai Date: 05-09-2017

On behalf of the Board of Director Sterling Guaranty & Finance Limited

Registered Office:

G-9, Duru Mahal, 84-Marine Drive, F-Road, Mumbai - 400 002.

DHARMEN D. MEHTA CHAIRMAN & MANAGING DIRECTOR

DIN: 00036787

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