

**GUARANTY & FINANCE LIMITED** CIN No.: L65990MH1983PLC031384

December 05, 2018

General Manager – Department of Corporate Services **BSE** Limited Pheroze Jeejeebhoy Towers Dalal Street Mumbai 400 001

Scrip Code: 508963

Dear Sir,

Re.: Notice of the 34<sup>th</sup> Annual General Meeting

We are enclosing the Notice of the 34<sup>th</sup> Annual General Meeting of the Company to be held on Friday, December 28, 2018 at 11:00 a.m. at Ashok Birla Board Room, Indian Merchant's Chamber, Churchgate,

The Annual Report for the Financial Year ended 31st March, 2018 along with the Notice of the Annual General Meeting shall be dispatched to the Members shortly and will also be uploaded on the website

Thanking you,

Yours faithfully,

For STERLING GUARANTY & FINANCE LIMITED

RICHA SHARMA

COMPANY SECRETARY & COMPLIANCE OFFICER

FCS: 7624

Tel: 91-22-2284 0078 • Email: sterling.guaranty@gmail.com

**NOTICE** is hereby given that the **34th(Thirty Fourth) ANNUAL GENERAL MEETING** of the members of **STERLING GUARANTY & FINANCE LIMITED** will be held at Ashok Birla Board Room, Indian Merchant's Chamber, Churchgate, Mumbai 400021 on Friday, 28<sup>th</sup> December, 2018 at 11.00 a.m. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial Statements of the company for the financial year ended March 31, 2018 and the Independent Auditor's Report and Director's Report, Management Discussion and Analysis and Corporate Governance Report.

#### 2. Appointment of Auditors:

To appoint Statutory Auditors to hold office until the conclusion of the next Annual General Meeting andto 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 J. H. Bhandari Co. Chartered Accountants (ICAI Firm Registration No. 138960W), 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 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 Directors of the Company".

#### **SPECIAL BUSINESS:**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **ORDINARY RESOLUTIONS**:-

#### 3. COMPOSITION OF BOARD:

- i. "RESOLVED THAT Dhiren D. Mehta age 67 is the Chairman and Additional Director, was appointed on 25<sup>th</sup> October, 2017, be and is hereby reappointed as Chairman and Director of the Company".
- ii. **"RESOLVED THAT** Ms. Aditi Mehta (DIN: 01173259) (FCA No. 113426) age 39, was appointed as additional woman director on 03<sup>rd</sup> December, 2018, be and is re-appointed as a Woman Director, CEO and CFO of the Company without remuneration."
- iii. Mr. Sunil Kumar Jangir had been appointed as an Independent Director of the Company w.e.f. 14<sup>th</sup> September, 2015. His term expires in the 34<sup>th</sup> AGM. Board of Directors has received his letter dated 03 rd December, 2018 that he is not seeking re-appointment for his personal reasons and the same has been approved by the Board of Directors.
- iv. Ms. Geeta Ashar had been appointed as an Independent Director of the Company w.e.f. 14<sup>th</sup> September, 2015. Her term expires in the 34<sup>th</sup> AGM. Board of Directors has received her letter dated 03 rd December, 2018 that she is not seeking re-appointment for her personal

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

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reasons and age. The same has been approved by Board of Directors.

v. "RESOLVED THAT Ms. Savita Dunagaram Kumawat, age 27, was appointed as additional director on 03<sup>rd</sup> December, 2018, be and is re-appointed as Independent Director of the Company."

#### CHANGE IN NAME OF THE COMPANY:

To consider & if thought fit, to pass, with or without modification(s), following resolutions as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 13 (2) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company From "Sterling Guaranty & Finance Limited" to "Chanakya Corporate Advisory Limited" or "Chanakya Fintech Limited" or "Chanakya Investment Taligent Limited" or any other name as may be approved by the Central Government, Registrar of Companies, Mumbai and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statues or Regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act,2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substitute it with the new name of the Company on receipt of approval from ROC.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."

5. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider & if thought fit, to pass, with or without modification(s), following resolutions as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable

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### 6. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider & if thought fit, to pass, with or without modification(s), following resolutions as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms, conditions(s), amendment(s), modification(s) as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration/amendments/deletion of Articles of Association as follow:

- a. The words "The second director named herein above is a permanent director not liable to retire by rotation" is deleted in Article 112.
- b. Article 114 is deleted".

## 7. VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM BSE:

To consider & if thought fit, to pass, with or without modification(s), following resolutions as SPECIAL RESOLUTION:

"RESOLVED THAT the Board of Directors is hereby authorized to take the necessary steps for Voluntary Delisting of the Company's listed Equity Shares from Bombay Stock Exchange Limited (BSE), if within reasonable time, BSE do not make the shares normally tradable and / or allow to raise further share capital on preferential basis.

RESOLVED FURTHER THAT in view of the constraint put on by BSE Ltd. on trading of the shares which is detriment to all the stakeholders and more specifically to the public shareholders as their investment have practically become illiquid by keeping it in GSM VI. Also it is not possible to raise further capital for business because of this. The Company is governed by Regulation 27 of SEBI (LODR), 2015, being in the category of Small Companies.

RESOLVED FUTHER THAT subject to the provision of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, the Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, and in accordance with Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force ("SEBI Delisting Regulations") and such other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchange, as may be necessary and subject to such conditions or modifications as may be prescribed or imposed by any authority, while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors

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provisions, if any, of the Companies Act, 2013 ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms, conditions(s), amendment(s), modification(s) as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Main Object Clause of the Memorandum of Association ("MOA") of the Company such that the existing Clause III Aof the MOA of the Company be altered by replacing and substituting the same with the following new clauses viz. Clause III A as under;

- a) To carry on business of buying selling of all types of shares & securities listed or unlisted on stock exchange andof private or public companies and to do business of Arbitrage between the exchanges or between Cash & Derivatives market and to do proprietary trading and investments in shares and securities and to do speculation, hedging and to participate in private placements and IPOs.
- b) To carry on the business of buying selling and dealing in Stressed Assets of the Banks and Institutions either by way of negotiation or tender and also to deal in the assets of the Corporates which are under financial stress and are defaulted and/or are under Insolvency or Winding-up proceedings under any law, statue or any Rules & Regulations.
- c) To carry on business of and to act as financial consultants, Management Consultants, Lease Consultants, Managers/Registrars and Share Transfer Agents to Public including Rights issues, Fixed Deposits / Debenture scheme and provide advice, services, consultancy, in various fields like general administrative, secretarial, Commercial marketing, Financial, Legal Economic, Industrial, Scientific, technical Feasibility Reports, Accountancy, Computer Data Processing, Public Relations, Shares, Portfolio Management, State and Central Statues, Direct and Indirect Taxation, Customs, Excise and other taxes and levies.
- d) To consult, engage in, promote, assist, facilitate and provide for advisory related services on financial, legal, human resource solutions, translation services, information technology risk advisory, licensing management & contract compliances, management solutions, employee repositioning, and any other services, facilities and things required to any organization, company, individual, firm, business, government and semigovernment organizations.
- e) To provide advisory related services to high net worth individuals, firms and Companies in wealth management.
- f) To carry on the business of providing fairness opinions, analysis and valuations of companies in the variety of situations including strategic planning, investment planning, corporate operating structure, human reshuffle, acquisitions, mergers, de-mergers, amalgamations and corporate restructuring, financial restructuring and to provide statistical data and various information to any company or governmental organizations or body corporate and also provide consultationregardingresearch and developments.



of the Company (hereinafter referred to as the "Board"), to seek voluntary delisting of the equity shares of the Company from The Bombay Stock Exchange Limited where the equity shares of the company are presently listed, in terms of the SEBI Delisting Regulations and other applicable provisions of law.

"RESOLVED FURTHER THAT the board, be and is hereby, authorizes the Company Secretary Ms. Richa Sharma and / or Chairman Mr. Dhiren D. Mehta to do all such acts, deeds, matters and things including making application to the Bombay Stock Exchange for seeking their inprincipal approval and final approval for the proposed voluntary delisting of the equity shares of the company, and to execute all such deeds, documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) authorized representative(s) of the Company, to give effect to the resolution."

Place: Mumbai

Date: 3<sup>rd</sup> December 2018

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.

Correspondence Office 91-A, Mittal Court, Nariman Point Mumbai 400021 DHIREN D. MEHTA CHAIRMAN

DIN: 00036743

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#### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A 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.
- 2. 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.
- 3. Register of Members and Share Transfer Book of the Company will remain closed from the 22/12/2018 to 28/12/2018 (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. Members hold shares in dematerialized form are requested to write their DP ID AND CLIENT ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting to facilitate easy identification of membership at the meeting.
- 7. Members holding shares in dematerialized form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depository Participant and those holding shares in physical form are to intimate the said changes to the Registrar and Transfer Agent of the Company, at their given address below:

PURVA SHAREREGISTRY (INDIA) PVT. LTD. 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East) Mumbai 400 011

REGD. OFFICE: G9 Duru Mahal, 84 Marine Drive, F Rd, Mumbai 400002 TEL: 91-22-22840078. Email: <a href="mailto:sterling.guaranty@gmail.com">sterling.guaranty@gmail.com</a>

- 8. Equity Shares of the Company are under compulsory demat. Those shareholders, who have not dematerialized their shareholding, are advised to dematerialize the same to avoid any inconvenience in future.
- 9. A route map showing directions to reach the venue of the 34<sup>th</sup> AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards 2" on General Meetings.
- 10. Additional information pursuant to clause 49 of the listing agreement in respect of the Directors seeking appointment/ re-appointment as mentioned under items nos. 1 to 6 of this notice is appended. Further, the Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
- 11. 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.
- b. 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.
- 12. 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.
- 13. 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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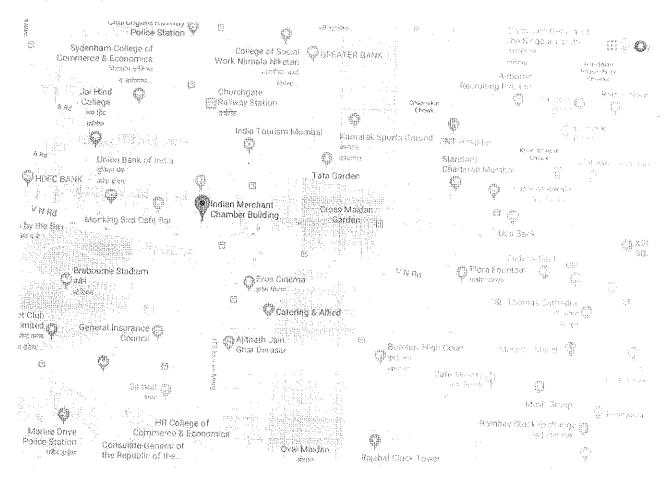
- 14. In case members desire to raise any queries they are requested to send them at least 10 days in advance so that related information may be kept available at the meeting.
- 15. In accordance with provisions of Section 205A of the Companies Act, 1956 (corresponding Section 124(5) of the Companies 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.
- 16. 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.
- 17. The Securities Exchange Board of India (SEBI) has mandated submission of the permanent Account Number (PAN) by every participant in securities market. Member holding shares in dematerialized form are therefore requested to submit their PAN to the Depository Participant with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the registrar and Transfer Agent of the Company, at their address given below:

PURVA SHAREREGISTRY (INDIA) PVT. LTD. 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East) Mumbai 400 011

18. 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.



Map of the AGM Venue:



#### REMOTE E-VOTING FACILITY:

- (a) In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"] and the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company offers voting by electronic means through remote e-voting services provided by Central Depository Securities Limited (CDSL).
- (b) Voting rights are reckoned on the basis of the shares registered in the names of the members/ beneficial owners as on the cut-off date fixed for this purpose, viz., 22<sup>nd</sup>December, 2018
- (c) The Company has appointed M/s SAT & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.
- (d) The instructions for remote e-voting are as under:
  - The voting period begins on 26th December 2018 at 11:00 AM and ends on 28th December 2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd December 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The shareholders should log on to the evoting website www.evotingindia.com.
  - Click on Shareholders.
  - Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to www.evotingindia.comand voted on an earlier voting of any company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

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For Members holding shares in Demat Form and Physical Form

#### PAN

- Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN
- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant STERLING GUARANTY & FINANCE LIMITED on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
- 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.
- mailed be should list of accounts linked in the login The helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available email to section or write under heip www.evotingindia.com, helpdesk.evoting@cdslindia.com
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with

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the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

- The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Place : Mumbai

Date: 03<sup>rd</sup> December, 2018

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

DHIREN D. MEHTA

CHAIRMAN

DIN: 00036743

Registered Office:

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

Correspondence Office C/O Indistock Securities Ltd. 91 A, Mittal Court, Nariman Point Mumbai 400021

Registrar and Transfer Agent
PURVA SHAREREGISTRY (INDIA) PVT. LTD.
9 Shiv Shakti Industrial Estate,
J. R. Boricha Marg,
Lower Parel (East)
Mumbai 400 011

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

#### Item No. 3

î.

The Company has been promoted by Dhiren Mehta and Associates 33 years back. The Articles of Association empowers him and his associates certain powers for appointment of Directors as reflected in the present Articles of Association no. article 112 and 114. The Board of Directors recommends him to be re-appointed as Director and Chairman of the Company. He has expressed his desire to relive himself and his associates as Promoter of the Company subject to necessary approvals. Henceforth the Company will be a Board Managed Company. He and his associates propose to reduce their shareholding of the Company. Therefore consequentially the Articles of Association Articles No. 112 and 114 which gave Mr. Dhiren Mehta & Associates the powers of appointment of 4 Directors are recommended to be amended.

As per Articles of Association no. 112 Mr. Dhiren D. Mehta is a permanent Director not liable to retire by rotation. As it is proposed to amend the said article 112 and Article 114 the Board recommends to reappoint him as Director & Chairman because his expertise in the Securities Market is required by the Company for its business.

- ii. Ms. Aditi Mehta was appointed by the BOD in the meeting dated 3<sup>rd</sup> December 2018 as an Additional Woman Director, CEO and CFO of the Company. The Board of Directors recommends her reappointment in the AGM as she is also a Chartered Accountant.
- The Company has received the intimation from Director Mr. Sunil Jangir on 3<sup>rd</sup> December 2018 that he is not seeking reappointment and will resign at the closure of AGM because of his preoccupation. The Company has accepted his resignation w.e.f. 28<sup>th</sup> December 2018 and acknowledges the contribution made by him to the Company.
- iv. Ms. Geeta Ashar had been an Independent Director since 2004. Now she is not seeking reappointment because of her age and personal reasons as informed to the BOD by letter dated 3<sup>rd</sup> December, 2018. The Company has accepted his resignation w.e.f. 28<sup>th</sup> December 2018 and acknowledges the contribution made by him to the Company.
- v. The Company has received intimation from a shareholder to propose Ms. Savita D. Kumawat as an Independent Director of the Company.

Ms. Savita runs her own advertising agency in Mumbai in the name of AS Production studio, specialized in print graphics, catalog shoot, Ad campaign, marketing, advertising and digital media. She has experience of running the business of her own; she is a young & growing entrepreneur having good experience of management and of managing people and finance.

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Website: www.sterlingguaranty.com



#### Item No. 4

The Company has surrendered the COR of NBFC to RBI hence the name of the Company is required to change to reflect the core business of the Company.

#### Item No. 5

The Company ceases to be an NBFC and is at present carrying on the business investments and trading in Securities and dealing in stressed assets under SARFAESI Act.

Since the Present main objects of Memorandum of Association doesn't contain any explicit clause enabling the company to carry out the above activities, the Board of Directors of your Company have decided to substitute clause I A of the main objects of Memorandum of Association of the company so as to enable the company to carry on the above businesses.

Further the board of directors of your company is having adequate knowledge and experience in the above field and your company also possesses the necessary infrastructure facilities required for the above activities and the said business can also be combined advantageously with the existing business of the company.

Since the alteration of object clause of Memorandum of Association requires the approval of the shareholder the Board recommends the above resolution to be passed by the shareholders through postal ballot.

The Existing Memorandum of Association as on date along with the proposed amendments is available for inspection at the registered office of the company, on all working days (except Saturdays, Sundays and public holidays) between 11.00 am to 1.00 pm upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e., 27.12.2018.

The Board recommends the resolution as set out at Item No. 5 of the Notice for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are not in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

#### Item No. 6

Article 112 and Article 114 are proposed to be deleted from the Articles of Association of the Company.

The Board recommends the resolution as set out at Item No. 7 of the Notice for approval of Members as a Special Resolution.

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



None of the Promoters, Directors, Key Managerial Personnel or their relatives are not in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

#### Item No. 7

The Company's shares are not freely tradable and kept in GSM VI category by the BSE, hence the shares have become illiquid and Company cannot raise further capital. Also, the Company finds Annual Listing Fees payable to BSE is burdensome. There is no trading in the shares of the company since year 2009.

The representation made to the BSE for removal of Company's existing Equity shares from GSM VI dt. 21/11/2018, has not yet been considered by the BSE and therefore the Board has decided\d to recommend to pass the resolution for voluntary delisting of the Company's Equity Shares, as it is of no benefit to the shareholders.

Place: Mumbai

Date: 3<sup>rd</sup> December 2018

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.

Correspondence Office 91-A, Mittal Court, Nariman Point Mumbai 400021 DHIREN D. MEHTA CHAIRMAN

DIN: 00036743

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# REGD. OFFICE: G9 Duru Mahal, 84 Marine Drive, F Rd, Mumbai 400002 CORP. OFFICE: 91-A, Mittal Court, Nariman Point, Mumbai – 400021 TEL: 91-22-22840078. Email: sterling.guaranty@gmail.com, Website: www.sterlingguaranty.com CIN No.: L65990MH1983PLC031384

#### PROXY FORM – MGT 11

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

						_	
Name of the Member(s):			E-mail ID:				
Registered Address:			Folio No./* DP & Client Id:				
I/We, be	ing the member(s) o	ofs	hares of the above named Comp	pany, hereby appoint:			
(1)	Name:	Name:					
` ,							
(2)		Name:					
(2)							
	E-mail Id:Signature:						
(3)	Name:						
	th	nd vote (on a poll) for me/us and on my/ou		_			
		at 11:00 a.m. at Ashok Birla Board Room, I ect of such resolutions as are indicated belo		ırchgate, Mumbai – 40	0021 and	l at any	
-	nent thereof in resp	ect of such resolutions as are indicated beit	JW.				
SR. NO.		RESOLUTIO	ONS		FOR	AGAINST	
	ORDINARY BUSIN						
1	Adoption of Balance Sheet as at 31st March 2018, the Profit and Loss account for the year ended on that date together with the Reports of Directors and Auditors thereon						
2	Reappointment of M/s. J. H. Bhandari & Co., Chartered Accountants (Firm Reg. No. 138960W) as statutory auditors of the						
	company.						
4	SPECIAL RESOLUTIO		s appointed an 35 <sup>th</sup> October 2017. I	a and is			
1	Dhiren D. Mehta age 67 is the Chairman and Additional Director, was appointed on 25 <sup>th</sup> October, 2017, be and is hereby reappointed as Chairman and Director of the Company".						
2	Ms. Aditi Mehta (DIN: 01173259) (FCA No. 113426) age 39, was appointed as additional woman director on 03 <sup>rd</sup>						
3	December, 2018, be and is re-appointed as a Woman Director, CEO and CFO of the Company without remuneration.						
3	Mr. Sunil Kumar Jangir had been appointed as an Independent Director of the Company w.e.f. 14 <sup>th</sup> September, 2015. His term expires in the 34 <sup>th</sup> AGM. Board of Directors has received his letter dated 03 rd December, 2018 that he is not seeking						
	re-appointment for his personal reasons and the same has been approved by the Board of Directors						
4	Ms. Geeta Ashar had been appointed as an Independent Director of the Company w.e.f. 14 <sup>th</sup> September, 2015. Her term expires in the 34 <sup>th</sup> AGM. Board of Directors has received her letter dated 03 rd December, 2018 that she is not						
	seeking re-appointment for her personal reasons and age. The same has been approved by Board of Directors.						
5	_	am Kumawat, age 27, was appointed as addition	onal director on 03 <sup>rd</sup> December, 202	18, be and is			
6		ependent Director of the Company."  of the Company From "Sterling Guaranty 8	R Finance Limited" to "Chanakya	Cornorate	<del>                                     </del>		
O	change the name of the Company From "Sterling Guaranty & Finance Limited" to "Chanakya Corporate  Advisory Limited" or "Chanakya Fintech Limited" or "Chanakya Investment Taligent Limited" or any						
	other name as may be approved by the Central Government, Registrar of Companies, Mumbai and						
	other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts,						
7		tions as may be applicable to the Company					
8	alteration of the object clause of the memorandum of association of the company voluntary delisting of equity shares of the company from BSE						
0	voluntary densiti	g of equity shares of the company from BSI	-				
Signed th	nis	day of201	8 Signature of t	he Shareholder			
			<del></del>			Affix	
Signatur	e of first proxy holde	er Signature of second proxy holde	r Signature of th	ird proxy holder		Revenue Stamp	
Jigi iatul t	or mor broxy mond	Jignature of second proxy noide	Jigilature Of th	ira proxy noidei		Jamp	



# REGD. OFFICE: G9 Duru Mahal, 84 Marine Drive, F Rd, Mumbai 400002 CORP. OFFICE: 91-A, Mittal Court, Nariman Point, Mumbai – 400021

TEL: 91-22-22840078. Email: sterling.guaranty@gmail.com, Website: www.sterlingguaranty.com

CIN No.: L65990MH1983PLC031384

#### Notes:

Notes:

- 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. A Proxy need not be a member of the Company.
- 3. For Resolutions, Statement pursuant to Section 102 of the Companies Act 2013 and Notes, please refer to the Notice of 34<sup>th</sup> Annual General Meeting.
- 4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

#### **ATTENDANCE SLIP**

Registered Folio No. / DP & Client ID No	
Name of the Sole / First named Member	
Registered Address	
Name(s) of the joint Member(s),	
No. of Shares held	
I/we hereby record my/our presence at	)/proxy for the member(s) of the Company. the <b>34th Annual General Meeting</b> of the Company on Friday, the 28 of Ashok Birla Board Room, Indian Merchant's Chamber, Churchgate
	Signature of First holder/Proxy/Authorised Representative
	Signature of Joint holder(s)
Place: Date:	

- 1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
- 2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
- 3. NO GIFTS SHALL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING OR AFTERWARDS.