



STERLING
GUARANTY & FINANCE LIMITED
CIN No. : L65990MH1983PLC031384

13th May, 2019

The Manager (Listing),
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai 400 023

Dear Sir/Madam,

Ref. Scrip Code : 508963

Sub: Reg 24(A) Annual Secretarial Compliance Report for the year ended March 31, 2019.

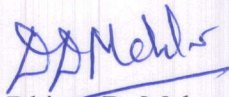
With reference to above captioned subject, we hereby inform you that as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Regulation 24(A), please find enclosed herewith Secretarial Compliance Report for the year ended March 31, 2019.

Kindly acknowledge the same.

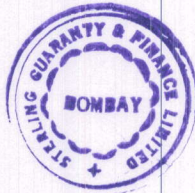
Thanking You,

Yours Sincerely,

For Sterling Guaranty & Finance Ltd.



Dhiren D. Mehta
(Chairman)



Encl : Secretarial Compliance Report for the year ended March 31, 2019.

REGD. OFFICE: 91/A, Mittal Court, Nariman Point, Mumbai 400 021.

TEL: 91-22-22840071. Email: sterling.guaranty@gmail.com

Website: www.sterlingguaranty.com

**SECRETARIAL COMPLIANCE REPORT OF STERLING GUARANTY & FINANCE LIMITED
FOR THE YEAR ENDED MARCH 31, 2019**

We have examined:

- a) all the documents and records made available to us and explanation provided by **STERLING GUARANTY & FINANCE LIMITED** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Not Applicable;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - Not Applicable;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	---- Not Applicable ----	Nil	---- Not Applicable ----

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

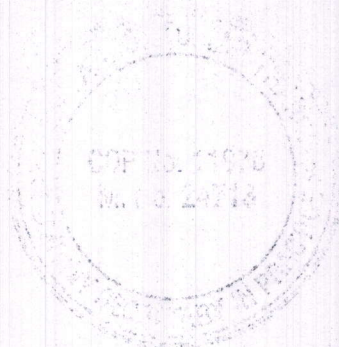
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	---- Not Applicable ----	NIL	--Not Applicable--	---- Not Applicable ----

Date: May 6, 2019

Place: Mumbai

For SAT & ASSOCIATES
Company Secretary



Sunil Thakur

SUNIL THAKUR
(Proprietor)
ACS No. 24713
CP No.11978