

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

28<sup>th</sup> June, 2021

To,  
The Corporate Relationship Manager  
Department of Corporate Services  
BSE Ltd., P J Towers, Dalal Street,  
Mumbai - 400001

**Ref : Scrip Code - 508963**

**Subject : Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup>  
March, 2021**

Dear Sir,

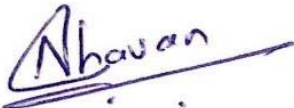
Please find enclosed herewith the Annual Secretarial Compliance Report of practicing company secretary as per Regulation 24A of SEBI (LODR) Regulations, 2015 for the year ended on 31<sup>st</sup> March, 2021

Kindly take the same on record and acknowledge the receipt.

Thanking you,

For Sterling Guaranty & Finance Limited

Thanking you,  
Yours Faithfully



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Nandini Chavan  
Company Secretary & Compliance Officer

**REGD. OFFICE: 91-A, Mittal Court, Nariman Point, Mumbai – 400021**

TEL: 91-22-22840019. Email: [sterling.guaranty@gmail.com](mailto:sterling.guaranty@gmail.com)

Website: [www.sterlingguaranty.com](http://www.sterlingguaranty.com)

Sark & Associates

Unit No. 215, 2nd Floor, Gundecha Industrial Complex, Near Big Bazar, Akurli Road,  
Kandivali East, Mumbai, Maharashtra 400101  
Email Id : [compliance@sarkcs.in](mailto:compliance@sarkcs.in) , Contact No : 022-2844639

**Secretarial Compliance Report of Sterling Guaranty & Finance Limited for the year ended 31<sup>st</sup> March, 2021**

I, Sumit Khanna, partner of SARK & Associates, Practicing Company Secretaries 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 information inserted by the company
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2021 (“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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not applicable during the year under review)*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable during the year under review)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable during the year under review)*

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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not applicable during the year under review)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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	Observation/remark by Practicing Company Secretaries
Nil	Nil	Nil	Nil

- (b) On the basis of information provided to us, the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records as mentioned below :

As per Clause 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the submission of Corporate Governance Report shall not be applicable to Company, in respect of the listed entity having paid up equity share capital not exceeding Rs. 10 Crores and net worth not exceeding Rs.25 Crores as on 31<sup>st</sup> March 2021

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- (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:	Action taken by	Details of violation	Details of action taken	Observation/r emark by Practicing Company Secretaries
1	SEBI/BSE	As per SEBI Letter Dated August 07, 2017	Restrictions made on Promoters Equity on selling of shares and trading in listed shares of the Company by BSE keeping in GSM Stage 0 Framework	During the FY 2020-21 The BSE wide letter dated January 13, 2021 had Removed Restriction on Promoters and Directors for selling their existing holding in company

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no:	Observation/remark by Practicing Company Secretaries	Observations made in the secretarial compliance report for the year end (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	During the FY 2020-21 The BSE had Removed Restriction on Promoters and Directors for selling there existing holding in company	As per BSE Letter Dated January 13, 2021	Entity is regular in compliance with BSE for FY 2020-21	BSE Compliances are Submitted for financial year 2020-21 with below mentioned noting.

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**Our Observations / Notings :**

On the basis of information provided to us and based on our checking we have made following observations related to below mentioned points:

As on date Company remains in GSM Stage 0 Framework.

During the Financial Year 2020-21 The BSE wide letter dated January 13, 2021 had decided that the restrictions imposed on the promoters and Directors of the Company earlier, i.e the Promoters and Directors be permitted only to buy the securities of company and that, they shall not sell their existing holding in the company was passed by Exchange vide its interim Order dated March 19, 2018 stands revoked

Accordingly the Representations filled by the company to BSE as mentioned in letter dated January 13, 2021 are disposed of

**For SARK & Associates  
Practicing Company Secretaries**

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**Sumit Khanna  
Partner**

**Membership No.: 22135**

**C P No : 9304**

**Place: Mumbai**

**Date: 28.06.2021**

**UDIN : A022135C000530159**