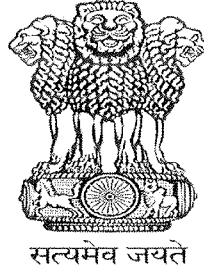


# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U31200MH1974PTC017538

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACS9939D

(ii) (a) Name of the company

STERLING AND WILSON PRIVA

(b) Registered office address

9th Floor, Universal Magestic,  
P.L. Lokhande Marg, Chembur  
Mumbai  
Maharashtra  
400043

(c) \*e-mail ID of the company

hariharan@sterlingwilson.com

(d) \*Telephone number with STD code

02225485300

(e) Website

(iii) Date of Incorporation

13/06/1974

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F3	Demolition & site preparation, Electrical, plumbing & other Specialized construction	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SHAPOORJI PALLONJI AND CO	U45200MH1943PTC003812	Holding	66
2	RANGE CONSULTANTS PRIVAT	U72200DL2002PTC114999	Subsidiary	100
3	Sterling And Wilson Internatio		Subsidiary	100
4	STERLING AND WILSON SECUR	U31908MH2012PTC233374	Subsidiary	99.99
5	SW Cogen Solutions AG (Switz		Subsidiary	100
6	SW Royal Power Solutions Ltd.		Subsidiary	80
7	SW Nigeria Limited (Nigeria)		Subsidiary	51
8	SW Middle East WLL (Qatar)		Subsidiary	49

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	18,000,000	16,036,000	16,036,000	16,036,000
Total amount of equity shares (in Rupees)	180,000,000	160,360,000	160,360,000	160,360,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	18,000,000	16,036,000	16,036,000	16,036,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	180,000,000	160,360,000	160,360,000	160,360,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,520,000	2,500,000	2,500,000	2,500,000
Total amount of preference shares (in rupees)	2,520,000,000	2,500,000,000	2,500,000,000	2,500,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,520,000	2,500,000	2,500,000	2,500,000
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of preference shares (in rupees)	2,520,000,000	2,500,000,000	2,500,000,000	2,500,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	16,036,000	160,360,000	160,360,000	

<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	16,036,000	160,360,000	160,360,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	2,500,000	2,500,000,000	2,500,000,000	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	2,500,000	2,500,000,000	2,500,000,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	29/09/2018		
Date of registration of transfer (Date Month Year)	18/01/2019		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	72,000	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	9		

Transferor's Name	Mistry	S.	Pallonji
	Surname	middle name	first name
Ledger Folio of Transferee	37		
Transferee's Name	Mistry	P.	Cyrus
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	18/01/2019
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	72,000	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	9
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Transferor's Name	Mistry	S.	Pallonji
	Surname	middle name	first name

Ledger Folio of Transferee	38
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Transferee's Name	Mistry	S.	Pallon
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
--	--

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
----------------------------	--

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,037,390,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			21,685,640,000
Deposit			0
<b>Total</b>			<b>22,723,030,000</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

31,809,890,000

(ii) Net worth of the Company

796,777,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,489,333	34.23	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	10,546,667	65.77	0	0



10.	Others	0	0	0	0
	<b>Total</b>	16,036,000	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	2,500,000	100
10.	Others	0	0	0	0
	<b>Total</b>	0	0	2,500,000	100

**Total number of shareholders (other than promoters)**

1

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

8

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	7
Members (other than promoters)	1	1
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	28.88	0.39
<b>B. Non-Promoter</b>	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	1	2	1	28.88	0.39

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ZARINE YAZDI DARUV	00190585	Managing Director	10	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KHURSHED YAZDI DA	00216905	Director	5,345,293	
KALPATHY PARAMES'	AAAPH9627C	Company Secretar	0	
PALLON SHAPOORJI I	05229734	Director	72,000	
PARAMESHWAR VENI	AAFPH9056E	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PARAMESHWAR VENI	AAFPH9056E	CFO	20/07/2018	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Mee	16/06/2018	6	4	99.1
Annual General Meeting	29/09/2018	6	5	99.1
Extra-Ordinary General Mee	01/03/2019	7	4	99.1

**B. BOARD MEETINGS**

\*Number of meetings held

18

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2018	3	2	66.67
2	17/04/2018	3	2	66.67
3	08/05/2018	3	3	100
4	26/05/2018	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	27/06/2018	3	2	66.67
6	20/07/2018	3	2	66.67
7	02/08/2018	3	2	66.67
8	21/08/2018	3	2	66.67
9	30/08/2018	3	3	100
10	17/09/2018	3	3	100
11	26/09/2018	3	3	100
12	16/10/2018	3	3	100

**C. COMMITTEE MEETINGS**

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	ZARINE YAZD	18	18	100	0	0	0	Yes
2	KHURSHED Y	18	17	94.44	0	0	0	Yes
3	PALLON SHA	18	13	72.22	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ZARINE YAZDI DAI	Managing Direct	16,814,370	0	0	0	16,814,370
	Total		27,301,067	0	0	0	27,301,067

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KALPATHY PARAM	Company Secre	2,234,970	0	0	0	2,234,970
2	PARAMESHWAR V	CFO	8,251,727	0	0	0	8,251,727
	Total		10,486,697	0	0	0	10,486,697

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

B DURGAPRASAD RAI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

4390

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

02

dated

26/09/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

ZARINE  
YAZDI  
DARUVALA

DIN of the director

00190585

**To be digitally signed by**

B  
DURGAPR  
ASAD RAI

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

SWPL_List_of_Shareholders_2019.pdf
MGT-8.pdf
Additional Board Meeting Dates.pdf

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**Sterling & Wilson Private Limited**

<b>Sr. No.</b>	<b>Date of Meeting</b>	<b>Zarine Y. Daruvala</b>	<b>Khurshed Y. Daruvala</b>	<b>Pallon S. Mistry</b>
1	April 16, 2018	Present	Present	Absent
2	April 17, 2018	Present	Present	Absent
3	May 8, 2018	Present	Present	Present
4	May 26, 2018	Present	Present	Present
5	June 27, 2018	Present	Present	Absent
6	July 20, 2018	Present	Present	Absent
7	August 2, 2018	Present	Present	Present
8	August 21, 2018	Present	Absent	Present
9	August 30, 2018	Present	Present	Present
10	September 17, 2018	Present	Present	Present
11	September 26, 2018	Present	Present	Present
12	October 16, 2018	Present	Present	Present
13	November 22, 2018	Present	Present	Present
14	December 14, 2018	Present	Present	Present
15	December 21, 2018	Present	Present	Present
16	January 18, 2019	Present	Present	Present
17	February 8, 2019	Present	Present	Present
18	March 1, 2019	Present	Present	Present



# B. DURGAPRASAD RAI

## Company Secretary

D1/101-Lokrachana, Amarnagar, Mulund-West, Mumbai-400 082  
Cell: 9869036781

e-mail: dprai@yahoo.com

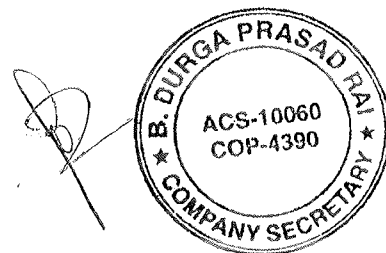
### Form No. MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of STERLING AND WILSON PRIVATE LIMITED (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2019. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act.
  2. Maintenance of registers/records & making entries therein within the time prescribed there for.
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, and Central Government, the Tribunal, Court or other authorities within the prescribed time. Details of forms/ Returns filed by the company during the year are as per annexure.
  4. Calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.
  5. Closure of Register of Members / Security holders. The company was not required to close its register of members during the year.
  6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act. The company has not made any advances to the parties referred to in section 185.
  7. Contracts/arrangements with related parties as specified in section 188 of the Act. As explained to all the contracts entered into with the related parties were at arm's length.



8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances. The Company has not issued any securities during the year under report
9. Keeping in abeyance the rights to dividend, rights shares and bonus share spending registration of transfer of shares in compliance with the provisions of the Act. The company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. Appointment/ reappointment/ filling up casual vacancies of auditor as per the provisions of section 139 of the Act.
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. Acceptance/ renewal/ repayment of deposits - The Company has not accepted any deposits from the public.
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. Loans and investments or guarantees given or providing of securities to their bodies corporate or persons falling under the provisions of section 186 of the Act. The Company has issued guarantees to certain banks on behalf of its subsidiaries and joint ventures in respect of credit facilities availed by the subsidiaries and joint ventures. The Company has given guarantees to the customers of subsidiaries in respect of mobilization advance received by the subsidiaries and for the performance of the contract obligation. The company has not provided any security to any other party attracting the provisions of section 186 of the Companies Act, 2013.
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. The company has altered Clause V of its Memorandum Of Association to incorporate the increase in its Authorised Share Capital to Rs.270 crore.



A handwritten signature in black ink, appearing to read "B. Durgaprasad Rai".

**B Durgaprasad Rai**  
Company Secretary  
C.P. No: 4390  
ACS 10060

Place: Mumbai

Date: 26<sup>th</sup> September, 2019

## Annexure

Forms & Returns filed by the Company with the Registrar of Companies, Company Law Board and other Authorities under the Companies Act, 2013.

### 1. With Registrar of Companies:

Sl. No	Form No.	Filed under Section	Date of filing	whether filed within Prescribed time Yes/No	If delay in filing whether requisite addl. fee Paid Yes/No
1	Form DIR-12 (For Change In Designation from Joint Managing Director to Director)	168 & 170 (2)	29/05/2018	No	Yes
2	Form DIR-12 (for appointment of CFO - KMP)	168 & 170 (2)	17/09/2018	No	Yes
3.	Form CHG-4 (For Satisfaction of Charge)	82(1)	13/11/2018	Yes	NA
4.	Form CHG-4 (For Satisfaction of Charge)	82(1)	14/11/2018	Yes	NA
5.	Form CHG-4 (For Satisfaction of Charge)	82(1)	14/11/2018	Yes	NA
6.	Form CHG-4 (For Satisfaction of Charge)	82(1)	14/11/2018	Yes	NA
7.	Form CHG-4 (For Satisfaction of Charge)	82(1)	14/11/2018	Yes	NA
8.	Form AOC-4 XBRL (For Directors' Report, Auditors' Report, Balance Sheet, P/L A/c For FY 2016-17	137	10/04/2018	Yes	NA
9.	Form MGT-7 (For Annual Return) as on 31/03/2018	92(1)	06/12/2018	Yes	NA
10.	Form AOC-4 XBRL (For Directors' Report, Auditors' Report, Balance Sheet, P/L A/c For FY 2017-18	137	28/12/2018	Yes	NA
11	MGT-14 (for special resolution for private placement u/s 62)	117	03/04/2018	Yes	NA
12.	GNL-2 – for filing PAS-4 for private placement)	Section 42 and 14(1)	11/04/2018	Yes	NA




13.	MGT-14 (filed for Board Resolution for reappointment of MD, passed on 30/03/2018)	117	29/05/2018	No	Yes
14.	MGT-14 (filed for Special Resolution for reappointment of MD, passed on 25/04/2018)	196	29/05/2018	No	Yes
15.	Form MR-1 (filed for reappointment of MD )	196	29/05/2018	Yes	NA
16.	Form INC-28 (for filing NCLT Order)	Sections 230 to 232 read with section 66	14/05/2018	Yes	NA
17.	Form MGT-14 (for Special Resolution passed for Authority to Board of Directors to give loan & Guarantees under section 185)	185	01/08/2018	No	Yes
18.	Form ADT-1 ( For appointment of Statutory auditor)	139	10/10/2018	Yes	NA
19	Form DIR-12 - for resignation of Mr. K Y Daruvala as Joint Managing Director	168	29/05/2018	NO	Yes

2. With other Authorities: NIL



**B Durgaprasad Rai**  
 Company Secretary  
 C.P. No: 4390  
 ACS 10060

Place: Mumbai  
 Date: 26<sup>th</sup> September, 2019



## List of Shareholders as on March 31, 2019

### A. Equity Shares

Folio No.	Name of the Shareholder	Address of the Shareholder	Face Vale (Rs.)	No. of Shares	Amount (Rs.)	% Holding
30	Shapoorji Pallonji & Co. Private Limited	70, Nagindas Master Road, Fort, Mumbai - 400 023, Maharashtra	10	1,05,46,667	10,54,66,670	65.77%
37	Cyrus P. Mistry	Sterling Bay, 103, Walkeshwar Road, Mumbai- 400006	10	72,000	7,20,000	0.45%
38	Pallon S. Mistry	Sterling Bay, 103, Walkeshwar Road, Mumbai- 400006	10	72,000	7,20,000	0.45%
31	Khurshed Y. Daruvala	613, Dinshaw Building, Jame Jamshed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014, Maharashtra	10	53,45,293	5,34,52,930	33.33%
33	Mrs. Parvin Zarir Madan jointly with Mr. Khurshed Y. Daruvala	610 Petit Blocks, Jame Jamshed Road, Dadar, Mumbai – 400 014, Maharashtra	10	10	100	0.00%
35	Mrs. Kainaz K. Daruvala jointly with Mr. Khurshed Y. Daruvala	613, Dinshaw Building, Jame Jamshed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014, Maharashtra	10	20	200	0.00%
36	Mrs. Zarine Y. Daruvala	613, Dinshaw Building, Jame Jamshed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014, Maharashtra	10	10	100	0.00%
	<b>TOTAL</b>			<b>1,60,36,000</b>	<b>1,60,360,000</b>	<b>100.00%</b>

**Sterling and Wilson Private Limited**

Associates of: Shapoorji Pallonji and Company Private Limited

Registered Office: Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai – 400 043

Phone: (91-22) 25485300 | Fax: (91-22) 25485331 | CIN: U31200MH1974PTC017538

Email: mumbai@sterlingwilson.com | www.sterlingandwilson.com

**B. Compulsorily Convertible Preference Shares**

Folio No.	Name of the Shareholder	Address of the Shareholder	Face Value (Rs.)	No. of Shares	Amount (Rs.)	% Holding
1	Sashwat Energy Private Limited	10 <sup>th</sup> Floor, Universal Majestic, P. L. Lokhande Marg, Chembur (West), Mumbai - 400 043.	1,000	25,00,000	250,00,00,000	100%
	<b>TOTAL</b>			<b>25,00,000</b>	<b>250,00,00,000</b>	<b>100%</b>

For and on behalf of the Board of Directors



**ZARINE YAZDI DARUVALA**  
**DIRECTOR**  
DIN: 00190585

DATE: 20.11.2019  
PLACE: MUMBAI