

# FORM NO. MGT-7

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

www.sterlingwilson.com

(iii) Date of Incorporation

13/06/1974

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

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

## 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

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	99.99
3	Sterling And Wilson Internatio		Subsidiary	100
4	STERLING AND WILSON SECUR	U31908MH2012PTC233374	Subsidiary	99.99
5	Sterling and Wilson Cogen Sol		Subsidiary	100
6	Enrich- SWPL JV		Joint Venture	49
7	SW Nigeria Limited (Nigeria)		Subsidiary	51
8	SW Middle East WLL (Qatar)		Subsidiary	49
9	GCO Pty Ltd.		Subsidiary	76

#### 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	50,000,000	29,369,333	29,369,333	29,369,333
Total amount of equity shares (in Rupees)	500,000,000	293,693,330	293,693,330	293,693,330

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	50,000,000	29,369,333	29,369,333	29,369,333
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	293,693,330	293,693,330	293,693,330

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	16,500,000	15,025,000	15,025,000	15,025,000
Total amount of preference shares (in rupees)	16,500,000,000	15,025,000,000	15,025,000,000	15,025,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	16,500,000	15,025,000	15,025,000	15,025,000
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of preference shares (in rupees)	16,500,000,000	15,025,000,000	15,025,000,000	15,025,000,000

###### (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
Equity shares				

<b>At the beginning of the year</b>	16,036,000	160,360,000	160,360,000	
<b>Increase during the year</b>	13,333,333	133,333,330	133,333,330	4,866,666,670
i. Public Issues	0	0	0	0
ii. Rights issue	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	
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Convesion of loans into equity	13,333,333	133,333,330	133,333,330	4,866,666,670
<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>	29,369,333	293,693,330	293,693,330	
<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>	12,525,000	12,525,000,000	12,525,000,000	0
i. Issues of shares	12,525,000	12,525,000,000	12,525,000,000	
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	15,025,000	15,025,000,000	15,025,000,000	

(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			
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.)	
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

Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
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			2,358,690,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			11,716,660,000
Deposit			985,700,000
<b>Total</b>			<b>15,061,050,000</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)

0

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

30,817,480,000

(ii) Net worth of the Company

20,836,930,000

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

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,889,333	33.67	5,025,000	33.44
	(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)	19,480,000	66.33	10,000,000	66.56
10.	Others	0	0	0	0
	<b>Total</b>	29,369,333	100	15,025,000	100

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	0	0
10.	Others	0	0	0	0
	<b>Total</b>	0	0	0	0

Total number of shareholders (other than promoters)

0

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

7

**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	7	7
Members (other than promoters)	0	0
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	33.43	0.25
<b>B. Non-Promoter</b>	0	0	1	0	0	0
(i) Non-Independent	0	0	1	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	3	1	33.43	0.25

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

6

(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	
KHURSHED YAZDI DA	00216905	Director	9,745,293	
KALPATHY PARAMES'	AAAPH9627C	Company Secretar	0	
PALLON SHAPOORJI I	05229734	Director	72,000	
PARAMESHWAR VENI	AAFPH9056E	CFO	0	
RAVI ANANTHAKRISH	07681964	Director	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)
RAVI ANANTHAKRISH	07681964	Additional director	10/02/2020	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
EXTRAORDINARY GENER	16/09/2019	7	4	99.5
ANNUAL GENERAL MEETI	30/09/2019	7	4	65.77
EXTRAORDINARY GENER	06/03/2020	7	4	99.5

**B. BOARD MEETINGS**

\*Number of meetings held

20

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2019	3	3	100
2	03/05/2019	3	3	100
3	10/07/2019	3	3	100
4	24/07/2019	3	3	100
5	08/08/2019	3	3	100
6	13/09/2019	3	3	100
7	26/09/2019	3	2	66.67
8	27/09/2019	3	2	66.67
9	01/10/2019	3	2	66.67
10	17/10/2019	3	3	100
11	01/11/2019	3	2	66.67
12	09/12/2019	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 YAZDI	20	20	100	0	0	0	Yes
2	KHURSHED YAZDI	20	20	100	0	0	0	Yes
3	PALLON SHAH	20	11	55	0	0	0	No
4	RAVI ANANTH KRISHNAN	4	4	100	0	0	0	No

**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 DAIVAJAN	Managing Director	19,003,119	0	0	0	19,003,119
	Total		19,003,119	0	0	0	0

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 PARAMESHWAR V	Company Secretary	3,016,559	0	0	0	3,016,559
2	PARAMESHWAR V	CFO	10,528,260	0	0	0	10,528,260
	Total		13,544,819	0	0	0	13,544,819

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	RAVI ANANTH KRISHNAN	DIRECTOR	2,628,083	0	0	0	2,628,083

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		2,628,083	0	0	0	2,628,083

#### 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. ...  dated

(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:

- 1. 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.
- 2. 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

Digitally signed by  
ZARINE YAZDI  
DARUVALA  
Date: 2021.01.31  
13:54:09 +05:30

DIN of the director

**To be digitally signed by**

Digitally signed by  
Balyottu  
Durgaprasa  
d Rai  
Date: 2021.03.04  
14:25:29 +05:30

- 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

**List of attachments**

Attach	SWPL_List_of_Shareholders_2020.pdf
Attach	MGT-8- 2020-21.pdf
Attach	BM attendance details.pdf
Attach	Extensionofagm_mumbai_10092020.pdf

**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>
1	April 1, 2019	Present	Present
2	May 3, 2019	Present	Present
3	June 10, 2019	Present	Present
4	July 24, 2019	Present	Present
5	August 8, 2019	Present	Present
6	September 13, 2019	Present	Present
7	September 26, 2019	Present	Present
8	September 27, 2019	Present	Present
9	October 1, 2019	Present	Present
10	October 17, 2019	Present	Present
11	November 1, 2019	Present	Present
12	December 9, 2019	Present	Present
13	December 24, 2019	Present	Present
14	January 8, 2020	Present	Present
15	January 28, 2020	Present	Present
16	February 10, 2020	Present	Present
17	March 2, 2020	Present	Present
18	March 10, 2020	Present	Present
19	March 20, 2020	Present	Present
20	March 23, 2020	Present	Present

*Mr. Ravi Ananthkrishnan was appointed as Additional Director w.e.f. February 10, 2020*



<b>Pallon S. Mistry</b>	<b>Ravi Ananthakrishnan</b>
Present	-
Present	-
Present	-
Present	-
Present	-
Present	-
Absent	-
Absent	-
Absent	-
Present	-
Absent	-
Present	-
Present	-
Present	-
Absent	-
Present	-
Absent	Present
Absent	Present
Absent	Present
Absent	Present

भारत सरकार  
कार्पोरेट कार्य मंत्रालय  
कंपनी रजिस्ट्रार का कार्यालय  
100, "एवरेस्ट", मरिन ड्राईव, मुंबई - 400002  
दुरभाष / TELE : 2281 2627, 2281 2645, 2281 3760  
फैक्स / FAX : 2281 1977



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES  
100, "EVEREST", MARINE DRIVE,  
MUMBAI - 400 002  
Website : [www.mca.gov.in](http://www.mca.gov.in)  
e-Mail ID : [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

**Order: Extension of time for holding of Annual General Meeting (AGM) for the Financial Year ended on 31.03.2020**

1. Whereas sub-section (1) of section 96 of the Companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One Person Company, shall in each year hold in addition to any other meetings, a general meeting as its general meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year;
3. And whereas, the third proviso to section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months;
4. And whereas, various representations have been received from the companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2020 due to the difficulties faced in view of the Covid -19 Pandemic;
5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reasons, the time within which the AGM for the financial year ended on 31.03.2020 is

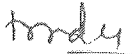
required to be held as per provisions of sub-section (1) of section 96 ought to be extended in terms of the third proviso to section 96(1);

6. Now, therefore, in terms of power vested with the undersigned under the third proviso to sub-section (1) of section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM, for the financial year ended on 31-03.2020 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) of section 96 of the Act, without requiring the companies to file applications for seeking such extension by filing the prescribed Form No. GNL-1.

Explanation: It is hereby clarified that the extension granted under this Order shall also cover the:

- (i) pending applications filed in form no. gnl-1 for the extension of AGM for the financial year ended on 31.03.2020, which are yet to be approved;
- (ii) applications filed in Form No. GNL -1 for the extension of AGM for the financial year ended on 31.03.2020, which were rejected,

Where the approval for extension of AGM up to 3 months from the due date of the AGM shall be deemed to have been granted by the undersigned without any further action on the part of the company.

  
(Mano Ranjan Das)  
Registrar of Companies  
Maharashtra, Mumbai

Place: Mumbai  
Date: 08.09.2020

# B. DURGAPRASAD RAI

## Company Secretary

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

Cell: 9869036781

e-mail: dprai@yahoo.com

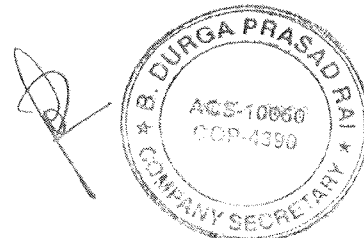
Form No. MGT-8

*[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, 2020. 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.
  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 advanced loans to the companies in which directors are interested and has complied with the relevant provisions of the Act
  7. Contracts/arrangements with related parties as specified in section 188 of the Act. As explained to us, 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 issued the following securities during the period under report

i) 1,33,33,333 equity shares of Rs.10/- each at a premium of Rs.365/- per share, to the promoters, aggregating to Rs.500 crore, on conversion of their loans to the company into equity, on 17<sup>th</sup> October, 2019.

ii) 1,25,25,000 Compulsorily Convertible Preference Shares ("CCPS") of Rs.1,000/- each, aggregating to Rs.1,252,50,00,000/- to the promoters, on rights basis, on 10<sup>th</sup> March, 2020.

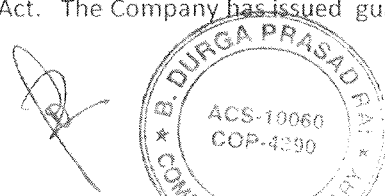
iii) 160 secured, unlisted, rated, redeemable non-convertible debentures of the face value of Rs.1,00,00,000/- each, of the aggregate nominal value of Rs 160,00,00,000/- to :

a) Aditya Birla Sun Life Trustee Co. Pvt. Ltd. A/C -Aditya Birla Sun Life Medium Term. And

b) Aditya Birla Sun Life Trustee Co. Pvt. Ltd. A/C - Aditya Birla Sun Life Credit Risk Fund  
On 23 March, 2020

The Company has complied with the applicable sections of the Companies Act, 2013 read with the relevant rules.

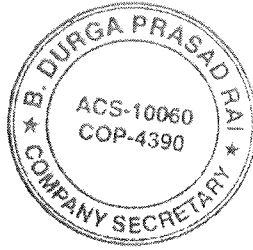
9. Keeping in abeyance the rights to dividend, rights shares and bonus share pending registration of transfer of shares in compliance with the provisions of the Act. – Not Applicable since the company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending 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.- Not applicable since the company has not paid any dividend and was not required to transfer any amount to the Investor Education and Protection Fund.
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. – No such approvals were required during the year under report.
15. Acceptance/ renewal/ repayment of deposits - Not applicable since 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. The loans given and guarantees given were compliant with 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 twice during the year on September 19, 2019 and 19<sup>th</sup> February, 2020 respectively, to increase its authorised capital to Rs.1500 crore and Rs.1700 crore respectively, and has complied with the relevant provisions of the Act.

o incorporate the increase in its Authorised Share Capital to Rs.1700 crore.



  
**B Durgaprasad Rai**

Company Secretary

ACS 10060

C.P. No: 4390

UDIN : A010060B002370924

Place: Mumbai

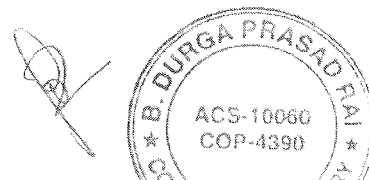
Date: 30<sup>th</sup> January, 2021

## Annexure

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

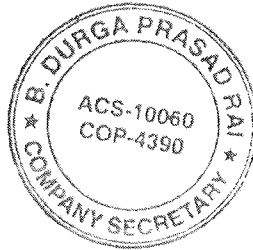
### 1. With Registrar of Companies:

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 appointment of an Additional Director	161	11/03/2020	Yes	NA
2	Form SH-7 – increasing Authorised capital to Rs.1500 crore.	13, 61	11/10/2019	Yes	NA
3	Form MGT-14- Filing special resolution for raising loan with option to convert into equity shares	62 (3)	11/10/2019	Yes	NA
4	Form PAS-3, filed for allotment of equity shares on conversion of loans	62	25/10/2019	Yes	NA
5					
5	Form PAS-3, filed for allotment of cumulative convertible preference shares	62	14/04/2020	Yes	NA
6	Form PAS-3, filed for allotment of non-convertible debentures	42	23/03/2020	Yes	NA
7	Form MGT-14- for special resolution passed on 06/03/20 for issue of NCDs	17	23/03/2020	Yes	NA
8	Form DIR-12 for appointment of an additional director on 10/02/2020	168	11/03/2020	Yes	NA
9	Form SH-7 for increasing authorised capital on 19/02/2020 to Rs.1700 crore	13, 61	07/04/2020	No	Yes
10	MSME Form-1- one time and the form for the Half Year ended 31 <sup>st</sup> March, 2019	Order 2 and 3 dated 22 January, 2019 u/s Section 405	30/05/2019	Yes	NA



11	MSME Formm-1 for the Half Year ended 30 <sup>th</sup> September, 2019	Order 2 and 3 dated 22 January, 2019 u/s Section 405	09/01/2020	NO	NA
12	Form AOC-4 XBRL (For Directors' Report, Auditors' Report, Balance Sheet, P/L A/c For FY 2018-19	137	03/12/2019	No	Yes
13	Form MGT-7 (For Annual Return) as on 31/03/2019	92(1)	27/12/2019	Yes	NA
14	Form CHG-01 for modification dated 03/05/2019, of the charge fg. Axis Trustee	79	27/06/2019	No	Yes

2. With other Authorities: NIL



**B Durgaprasad Rai**

Company Secretary

ACS 10060

C.P. No: 4390

UDIN : A010060B002370924

Place: Mumbai

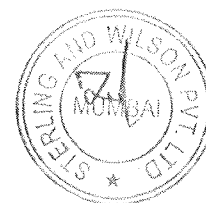
Date: 30<sup>th</sup> January, 2021



## LIST OF SHAREHOLDERS AS ON MARCH 31, 2020

### A. EQUITY SHARES

Folio No.	Name of the Shareholder	Address of the Shareholder	Face Value (Rs.)	No. of Shares	Amount (Rs.)	% Holding
30	Shapoorji Pallonji & Co. Private Limited	70, Nagindas Master Road, Fort, Mumbai – 400 023, Maharashtra	10	1,94,80,000	19,48,00,000	66.32%
37	Cyrus P. Mistry	Sterling Bay, 103, Walkeshwar Road, Mumbai- 400006	10	72,000	7,20,000	0.25%
38	Pallon S. Mistry	Sterling Bay, 103, Walkeshwar Road, Mumbai- 400006	10	72,000	7,20,000	0.25%
31	Khurshed Y. Daruvala	613, Dinshaw Building, Jame Jamshed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014	10	97,45,293	9,74,52,930	33.18%
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. Kamaz K. Daruvala jointly with Mr. Khurshed Y. Daruvala	613, Dinshaw Building, Jame Jamshed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014	10	20	200	0.00%
36	Mrs. Zarine Y. Daruvala	613, Dinshaw Building, Jame Jamshed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014	10	10	100	0.00%
	<b>TOTAL</b>			<b>2,93,69,333</b>	<b>29,36,93,330</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](mailto:mumbai@sterlingwilson.com) | [www.sterlingandwilson.com](http://www.sterlingandwilson.com)

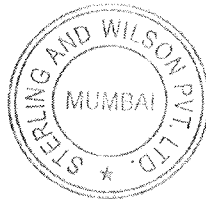
**B. COMPULSORILY CONVERTIBLE PREFERENCE SHARES**

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	16.64%
2	Shapoorji Pallonji & Co. Private Limited	70, Nagindas Master Road, Fort, Mumbai – 400 023, Maharashtra	1000	75,00,000	750,00,00,000	49.92%
3	Khurshed Y. Daruvala	613, Dinshaw Building, Jame Jamsheed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014	1000	50,25,000	502,50,00,000	33.44%
	<b>TOTAL</b>			<b>1,50,25,000</b>	<b>1502,50,00,000</b>	<b>100.00%</b>

**FOR STERLING AND WILSON PRIVATE LIMITED**



**ZARINE YAZDI DARUVALA  
DIRECTOR  
DIN: 00190585**



**PLACE: MUMBAI  
DATE: 30.11.2020**