

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 (other than OPCs and Small Companies)

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

| (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

(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 Pvt Ltd | U72200DL2002PTC114999 | Subsidiary | 100 |
| 3 | Sterling and Wilson Internation | | Subsidiary | 100 |
| 4 | Sterling and Wilson Security Sy | U31908MH2012PTC233374 | Subsidiary | 100 |
| 5 | Sterling and Wilson Nigeria Lin | | Subsidiary | 51 |
| 6 | Sterling and Wilson Middle East | | Associate | 49 |
| 7 | Sterling and Wilson Cogen Sol | | Subsidiary | 100 |
| 8 | GCO Australia Pty. Ltd. | | Subsidiary | 76 |
| 9 | Sterling and Wilson Cogen Sol | U31400MH2011PTC216749 | Subsidiary | 100 |

| | | | | |
|----|--------------------------------|--|---------------|-----|
| 10 | Sterling and Wilson Nigeria FZ | | Subsidiary | 100 |
| 11 | Enrich- SWPL JV | | Joint Venture | 49 |
| 12 | SWPL Jindun Consortium | | Joint Venture | 70 |

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 | 21,500,000 | 18,025,000 | 18,025,000 | 18,025,000 |
| Total amount of preference shares (in rupees) | 21,500,000,000 | 18,025,000,000 | 18,025,000,000 | 18,025,000,000 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of preference shares | 21,500,000 | 18,025,000 | 18,025,000 | 18,025,000 |
| Nominal value per share (in rupees) | 1,000 | 1,000 | 1,000 | 1,000 |
| Total amount of preference shares (in rupees) | 21,500,000,000 | 18,025,000,000 | 18,025,000,000 | 18,025,000,000 |

(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 |
|---|------------------|-------|----------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 29,369,333 | 0 | 29369333 | 293,693,330 | 293,693,330 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| | | | | | | |
| At the end of the year | 29,369,333 | 0 | 29369333 | 293,693,330 | 293,693,330 | |
| Preference shares | | | | | | |

| | | | | | | |
|-------------------------------------|------------|---|----------|-------------|-------------|---|
| At the beginning of the year | 15,025,000 | 0 | 15025000 | 15,025,000 | 15,025,000 | |
| Increase during the year | 3,000,000 | 0 | 3000000 | 3,000,000,0 | 3,000,000,0 | 0 |
| i. Issues of shares | 3,000,000 | 0 | 3000000 | 3,000,000,0 | 3,000,000,0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| At the end of the year | 18,025,000 | 0 | 18025000 | 18,025,000 | 18,025,000 | |

ISIN of the equity shares of the company

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

| 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 | | | | <input style="width: 100%;" type="text"/> | | | |
| Date of registration of transfer (Date Month Year) | | | | <input style="width: 100%;" type="text"/> | | | |
| Type of transfer | | <input style="width: 50%;" type="text"/> | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | |
| Number of Shares/ Debentures/ Units Transferred | | <input style="width: 50%;" type="text"/> | | Amount per Share/ Debenture/Unit (in Rs.) | | <input style="width: 50%;" type="text"/> | |
| Ledger Folio of Transferor | | | | <input style="width: 100%;" type="text"/> | | | |
| Transferor's Name | | <input style="width: 50%;" type="text"/> | | <input style="width: 50%;" type="text"/> | | <input style="width: 50%;" type="text"/> | |
| | | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input style="width: 100%;" type="text"/> | | | |
| Transferee's Name | | <input style="width: 50%;" type="text"/> | | <input style="width: 50%;" type="text"/> | | <input style="width: 50%;" type="text"/> | |
| | | Surname | | middle name | | first name | |
| Date of registration of transfer (Date Month Year) | | | | <input style="width: 100%;" type="text"/> | | | |
| Type of transfer | | <input style="width: 50%;" type="text"/> | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | |
| Number of Shares/ Debentures/ Units Transferred | | <input style="width: 50%;" type="text"/> | | Amount per Share/ Debenture/Unit (in Rs.) | | <input style="width: 50%;" type="text"/> | |

| | | | |
|----------------------------|---------|-------------|------------|
| Ledger Folio of Transferor | | | |
| Transferor's Name | | | |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | | |
| Transferee's Name | | | |
| | Surname | middle name | first name |

(iv) *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 |
| Total | | | 0 |

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 | 1,600,000,000 | 0 | 1,600,000,000 | 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

22,783,000,000

(ii) Net worth of the Company

20,452,200,000

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 | 9,889,333 | 33.67 | 6,025,000 | 33.43 |
| | (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 | 12,000,000 | 66.57 |
| 10. | Others | 0 | 0 | 0 | 0 |
| | Total | 29,369,333 | 100 | 18,025,000 | 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 |
| | Total | 0 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

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

**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 | 2 | 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 |
| A. Promoter | 2 | 1 | 2 | 1 | 33.18 | 0.25 |
| B. Non-Promoter | 1 | 0 | 1 | 0 | 0 | 0 |
| (i) Non-Independent | 1 | 0 | 1 | 0 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 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 | 3 | 1 | 3 | 1 | 33.18 | 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 | |
| PALLON SHAPOORJI I | 05229734 | Director | 72,000 | |
| RAVI ANANTHAKRISH | 07681964 | Director | 0 | 22/01/2022 |
| KALPATHY PARAMES | AAAPH9627C | Company Secretar | 0 | |
| PARAMESHWAR VENI | AAFPH9056E | CFO | 0 | |

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

0

| 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) |
|------|---------|--|---|--|
| | | | | |

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

5

| 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 MEETING | 16/09/2020 | 7 | 4 | 99.5 |
| EXTRA ORDINARY GENERAL MEETING | 28/09/2020 | 7 | 4 | 99.5 |
| ANNUAL GENERAL MEETING | 31/12/2020 | 7 | 5 | 99.5 |
| CLASS MEETING OF PREFERRED SHAREHOLDERS | 26/02/2021 | 3 | 3 | 100 |
| EXTRA ORDINARY GENERAL MEETING | 13/03/2021 | 7 | 4 | 99.5 |

B. BOARD MEETINGS

*Number of meetings held

22

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 24/04/2020 | 4 | 4 | 100 |
| 2 | 13/05/2020 | 4 | 4 | 100 |
| 3 | 18/05/2020 | 4 | 4 | 100 |
| 4 | 23/06/2020 | 4 | 4 | 100 |
| 5 | 15/07/2020 | 4 | 4 | 100 |
| 6 | 30/07/2020 | 4 | 4 | 100 |
| 7 | 03/08/2020 | 4 | 4 | 100 |
| 8 | 02/09/2020 | 4 | 4 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 9 | 11/09/2020 | 4 | 4 | 100 |
| 10 | 15/09/2020 | 4 | 4 | 100 |
| 11 | 17/09/2020 | 4 | 4 | 100 |
| 12 | 03/10/2020 | 4 | 4 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

1

| 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 | CSR COMMIT | 09/09/2020 | 2 | 2 | 100 |

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 | 22 | 22 | 100 | 1 | 1 | 100 | Yes |
| 2 | KHURSHED Y | 22 | 22 | 100 | 1 | 1 | 100 | Yes |
| 3 | PALLON SHA | 22 | 22 | 100 | 0 | 0 | 0 | No |
| 4 | RAVI ANANTH | 22 | 22 | 100 | 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 | 3,000,000 | 0 | 0 | 0 | 3,000,000 |
| | Total | | 3,000,000 | 0 | 0 | 0 | 3,000,000 |

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 | 2,200,000 | 0 | 0 | 0 | 2,200,000 |
| 2 | PARAMESHWAR V | CFO | 6,400,000 | 0 | 0 | 0 | 6,400,000 |
| | Total | | 8,600,000 | 0 | 0 | 0 | 8,600,000 |

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 ANANTHKRIS | DIRECTOR | 10,500,000 | 0 | 0 | 0 | 10,500,000 |
| | Total | | 10,500,000 | 0 | 0 | 0 | 10,500,000 |

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. ...

03

dated

01/04/2021

(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

ZARINE
YAZDI
DARUVALA
Digitally signed by
ZARINE YAZDI
DARUVALA
Date: 2021.02.09
11:00:54 +05:30

DIN of the director

00190585

To be digitally signed by

Balyottu
Durgaprasa
d Rai

Company Secretary

Company secretary in practice

Membership number

10060

Certificate of practice number

4390

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

| |
|---------------|
| Attach |
| Attach |
| Attach |
| Attach |

List of attachments

| |
|--|
| LOS_SWPL_2021.pdf Agm extention notification.pdf Details of BM_2021.pdf MGT-8.pdf |
|--|

Remove attachment

| | | | |
|--------|------------|-------------|--------|
| Modify | Check Form | Prescrutiny | Submit |
|--------|------------|-------------|--------|

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

भारत सरकार
कारपोरेट कार्य मंत्रालय
कंपनी रजिस्ट्रार का कार्यालय
100, "एवरेस्ट", मरिन ड्राईव, मुंबई - 400002
दूरभाष / 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
e-Mail ID : roc.mumbai@mca.gov.in

Order: Extension of time for holding of Annual General Meeting (AGM) for the financial year ended on 31.03.2021 in terms of third proviso to section 96(1) of Companies Act, 2013 (the Act).

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 Annual 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 31.03.2021 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 reason, the time within which the AGM for the financial year ended on 31.03.2021 is required to be held as per provision of sub-section (1) of the section 96 ought to be extended in terms of the third proviso to section 96(1).

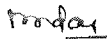
6. Now, therefore in terms of power vested with the undersigned under the third proviso to sub-section (1) of the section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM for the financial year ended on 31.03.2021 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of **Two Months** from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) to section 96 of the Act, without requiring the companies to file applications for seeking such extension by filling the prescribed FORM No.GNL-1.

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

- i. Pending applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which are yet to be approved.
- ii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which were rejected.
- iii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period less than Two Months.

Explanation II: It is also clarified that the extension granted under this order shall not cover the applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period of more than Two Months.

Place : Mumbai
Date : 23.09.2021


(Mano Ranjan Das)
REGISTRAR OF COMPANIES
MAHARASHTRA, MUMBAI

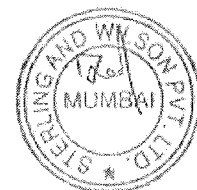
Details of Board Meeting

| Sr. No | Date of Meeting | Zarine Y. Daruvala | Khurshed Y. Daruvala | Ravi Ananthakrishnan | Pallon Mistry |
|---------------|------------------------|---------------------------|-----------------------------|-----------------------------|----------------------|
| 1 | April 24, 2020 | Present | Present | Present | Present |
| 2 | May 13, 2020 | Present | Present | Present | Present |
| 3 | May 18, 2020 | Present | Present | Present | Present |
| 4 | June 23, 2020 | Present | Present | Present | Present |
| 5 | July 15, 2020 | Present | Present | Present | Present |
| 6 | July 30, 2020 | Present | Present | Present | Present |
| 7 | August 3, 2020 | Present | Present | Present | Present |
| 8 | September 2, 2020 | Present | Present | Present | Present |
| 9 | September 9, 2020 | Present | Present | Present | Present |
| 10 | September 11, 2020 | Present | Present | Present | Present |
| 11 | September 15, 2020 | Present | Present | Present | Present |
| 12 | September 17, 2020 | Present | Present | Present | Present |
| 13 | October 3, 2020 | Present | Present | Present | Present |
| 14 | October 6, 2020 | Present | Present | Present | Present |
| 15 | November 9, 2020 | Present | Present | Present | Present |
| 16 | November 20, 2020 | Present | Present | Present | Present |
| 17 | December 8, 2020 | Present | Present | Present | Present |
| 18 | December 23, 2020 | Present | Present | Present | Present |
| 19 | January 7, 2021 | Present | Present | Present | Present |
| 20 | February 10, 2021 | Present | Present | Present | Present |
| 21 | March 3, 2021 | Present | Present | Present | Present |
| 22 | March 22, 2021 | Present | Present | Present | Present |

LIST OF SHAREHOLDERS AS ON MARCH 31, 2021

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. Kainaz 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% |
| | TOTAL | | | 2,93,69,333 | 29,36,93,330 | 100.00% |





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 th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur (West), Mumbai – 400 043. | 1,000 | 25,00,000 | 250,00,00,000 | 13.87% |
| 2 | Shapoorji Pallonji & Co. Private Limited | 70, Nagindas Master Road, Fort, Mumbai 400 023, Maharashtra | 1000 | 95,00,000 | 950,00,00,000 | 52.70% |
| 3 | Khurshed Y. Daruvala | 613, Dinshaw Building, Jame Jamshed Road, Dadar, Parsi Colony, Dadar, Mumbai – 400 014 | 1000 | 60,25,000 | 602,50,00,000 | 33.43% |
| | TOTAL | | | 1,80,25,000 | 1802,50,00,000 | 100.00% |

FOR STERLING AND WILSON PRIVATE LIMITED

ZARINE YAZDI DARUVALA
DIRECTOR
DIN: 00190585



PLACE: MUMBAI
DATE: 01.12.2021

B. DURGAPRASAD RAI

Company Secretary

D-211, Ghatkopar Industrial Estate, Behind R-City Mall, Off: LBS Marg, Ghatkopar West,
Mumbai-400 086

Cell: 9869036781

e-mail: dprai@yahoo.com

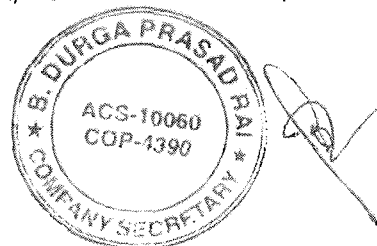
Form No. MGT-8

[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 31st March, 2021. 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.

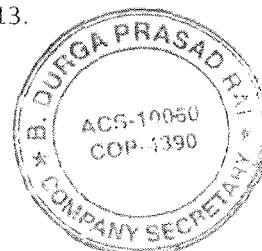


The Company has issued the following securities during the period under report

- i) 20,00,000 Compulsorily Convertible Preference Shares ("CCPS") of Rs.1,000/- each, aggregating to Rs.2,00,00,00,000/- to the promoter (Shapoorji Pallonji And Company Private Limited), in lieu of and against conversion of loan taken by the company, on 03rd October, 2020.
- ii) 10,00,000 Compulsorily Convertible Preference Shares ("CCPS") of Rs.1,000/- each, aggregating to Rs.1,00,00,00,000/- to the promoter (Khurshed Y. Daruvala), in lieu of and against conversion of loan taken by the company, on 07th January, 2021.

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

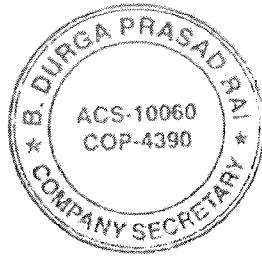
9. Keeping in abeyance the rights to dividend, rights shares and bonus share spending registration of transfer of shares in compliance with the provisions of the Act. – Not Applicable since the company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending 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 also 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.



A handwritten signature in black ink, appearing to be "B. Durga Prasad R.V.", written over a diagonal line.

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. The Company has :

- i) Vide an ordinary resolution altered Clause V of its Memorandum Of Association during the year on September 16, 2020, to increase its authorised capital to Rs.2200 crore, and has complied with the relevant provisions of the Act.
- ii) vide a special resolution passed at the annual general meeting held on 31st December, 2020, pursuant to the provisions of Section 14 of the Companies Act, 2013, substituted the existing set of Articles of Association of the Company with the amended Articles of Association of the Company to incorporate the relevant terms as may be required by Sterling and Wilson Solar Limited, pursuant to the Pledge Agreement agreed to be executed between Sterling and Wilson Solar Limited, Mr. Khurshed Daruvala(Director) and the Company




B Durgaprasad Rai
Company Secretary
ACS 10060
C.P. No: 4390
UDIN : A010060C002451884

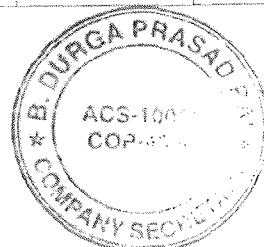
Place: Mumbai
Date: 07/02/2022

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:

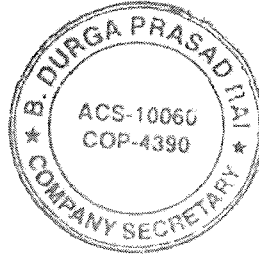
| Sl. No | Form No. | Filed under Section | Date of filing | whether filed within Prescribed time Yes/No | If delay in filing whether requisite addl. fee Paid Yes/No |
|--------|--|--|----------------|--|---|
| 1 | MSME Forms for the Half Year ended 31 st March, 2020 | Order 2 and 3 dated 22 January, 2019 u/s Section 405 | 29/07/2020 | Yes | NA |
| 2 | Form SH-7 – increasing Authorised capital to Rs.2200 crore. | 13, 61 | 17/09/2020 | Yes | NA |
| 3 | Form MGT-14- Filing special resolution for raising loan with option to convert into equity shares. | 62 (3) | 17/09/2020 | Yes | NA |
| 4 | Form CHG-01 for Creation of charge dated 10/08/2020, in favour of Axis Trustee Services Ltd. | 79 | 17/09/2020 | Yes | NA |
| 5 | Form PAS-3, filed for allotment of Compulsory Convertible Preference Shares on conversion of loans | 62 | 09/10/2020 | Yes | NA |
| 6 | MSME Forms for the Half Year ended 30 th November, 2020. | Order 2 and 3 dated 22 January, 2019 u/s Section 405 | 02/12/2020 | Yes | NA |
| 7 | Form CHG-01 for Modification of charge dated 24/11/2020, in favour of Axis Trustee Services Ltd. | 79 | 23/12/2020 | Yes | NA |
| 8 | Form PAS-3, filed for allotment of Compulsory Convertible Preference Shares on conversion of loans | 62 | 22/01/2021 | Yes | NA |
| 9 | Form MGT-14, filed for alteration of AOA in order to facilitate pledge agreement between SW Solar, Khurshed Y. Daruvala and company. | 14(1) | 23/01/2021 | Yes | NA |



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| | | | | | |
|----|--|-------|------------|-----|----|
| 10 | Form AOC-4 XBRL (For Directors' Report, Auditors' Report, Balance Sheet, P/L A/c For FY 2019-20. | 137 | 29/01/2021 | Yes | NA |
| 11 | Form MGT-7 (For Annual Return) as on 31/03/2020 | 92(1) | 01/02/2021 | Yes | NA |

2. With other Authorities: NIL



A handwritten signature in black ink, appearing to be "B. Durga Prasad Rai".

B Durgaprasad Rai

Company Secretary

ACS 10060

C.P. No: 4390

UDIN : A010060C002451884

Place: Mumbai

Date: 07/02/2022