

# 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

## 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
13	Sterling and Wilson Middle East		Subsidiary	100
14	Sterling & Wilson EnelX e-Mob		Joint Venture	50

#### 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	34,500,000	18,025,000	18,025,000	18,025,000
Total amount of preference shares (in rupees)	34,500,000,000	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	34,500,000	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)	34,500,000,000	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			
<b>Equity shares</b>						
At the beginning of the year	40	29,369,293	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	40	29,369,293	29369333	293,693,330	293,693,330	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	18,025,000	18025000	18,025,000	18,025,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	18,025,000	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: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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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) \*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
<b>Total</b>			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	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
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

21,441,500,000

(ii) Net worth of the Company

28,002,700,000

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
	<b>Total</b>	<b>29,369,333</b>	<b>100</b>	<b>18,025,000</b>	<b>100</b>

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	33.18	0.25
<b>B. Non-Promoter</b>	1	0	0	0	0	0
(i) Non-Independent	1	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	3	1	2	1	33.18	0.25

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	
KHURSHED YAZDI DA	00216905	Director	9,745,293	
PALLON SHAPOORJI I	05229734	Director	72,000	
KALPATHY PARAMESV	AAAPH9627C	Company Secretar	0	
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)
RAVI ANANTHAKRISH	07681964	Director	22/01/2022	Resignation

## 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

2

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	29/03/2022	7	4	99.5
Annual General Meeting	30/11/2021	7	5	99.5

### 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	01/04/2021	4	4	100
2	19/04/2021	4	4	100
3	07/06/2021	4	4	100
4	07/07/2021	4	3	75
5	06/08/2021	4	4	100
6	07/09/2021	4	3	75
7	10/10/2021	4	4	100
8	19/10/2021	4	4	100
9	26/11/2021	4	4	100
10	27/11/2021	4	4	100
11	03/12/2021	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
12	23/12/2021	3	2	66.67

**C. COMMITTEE MEETINGS**

Number of meetings held

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	30/09/2022
								(Y/N/NA)
1	ZARINE YAZDI	18	18	100	0	0	0	Yes
2	KHURSHED Y	18	18	100	0	0	0	Yes
3	PALLON SHA	18	18	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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ZARINE YAZDI DAI	Managing Director	18,800,000	0	0	0	18,800,000
	Total		18,800,000	0	0	0	18,800,000

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KALPATHY PARAM	Company Secretary	2,700,000	0	0	0	2,700,000
2	PARAMESHWAR V	CFO	10,000,000	0	0	0	10,000,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		12,700,000	0	0	0	12,700,000

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	18,300,000	0	0	0	18,300,000
	Total		18,300,000	0	0	0	18,300,000

#### 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

Vide an ordinary resolution passed on 29th March, 2022, altered Clause V of its Memorandum Of Association. to increase its authorised capital to Rs.3500 crore. However. the notice of this increase in

#### 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

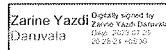
(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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 Danwala  
Date: 2023.02.18 09:25:21 +05:30

DIN of the director

00190585

**To be digitally signed by**

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

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

**List of attachments**

List of shareholders.pdf BM Dates.pdf UDIN for certification of MGT-7.pdf MGT 8.pdf
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**Remove attachment**

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<b>Modify</b>	<b>Check Form</b>	<b>Prescrutiny</b>	<b>Submit</b>
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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**

**Details of Board Meeting**

<b>Sr. No.</b>	<b>Date of Meeting</b>	<b>Zarine Y. Daruvala</b>	<b>Khurshed Y. Daruvala</b>	<b>Ravi Ananthakrishnan</b>	<b>Pallon Mistry</b>
1	April 01, 2021	Present	Present	Present	Present
2	April 19, 2021	Present	Present	Present	Present
3	June 07, 2021	Present	Present	Present	Present
4	July 07, 2021	Present	Present	Present	Present
5	August 06, 2021	Present	Present	Present	Absent
6	September 07, 2021	Present	Present	Present	Present
7	October 10, 2021	Present	Present	Present	Absent
8	October 19, 2021	Present	Present	Present	Present
9	November 26, 2021	Present	Present	Present	Present
10	November 27, 2021	Present	Present	Present	Present
11	December 03, 2021	Present	Present	Present	Present
12	December 23, 2021	Present	Present	Present	Present
13	December 29, 2021	Present	Present	Present	Present
14	January 17, 2022	Present	Present	Present	Present
15	January 28, 2022	Present	Present	Present	Present
16	February 07, 2022	Present	Present	Not Applicable	Present
17	February 21, 2022	Present	Present	Not Applicable	Present
18	March 07, 2022	Present	Present	Not Applicable	Absent



## LIST OF SHAREHOLDERS AS ON MARCH 31, 2022

### 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%
	<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

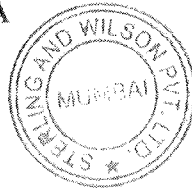
Email: mumbai@sterlingwilson.com | www.sterlingandwilson.com

**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	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%
	<b>TOTAL</b>			<b>1,80,25,000</b>	<b>1802,50,00,000</b>	<b>100.00%</b>

FOR STERLING AND WILSON PRIVATE LIMITED

ZARINE YAZDI DARUVALA  
DIRECTOR  
DIN: 00190585



PLACE: MUMBAI  
DATE: 03.07.2023

## 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

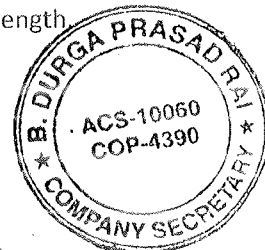
Form No. MGT-8

*[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 31<sup>st</sup> March, 2022. 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:

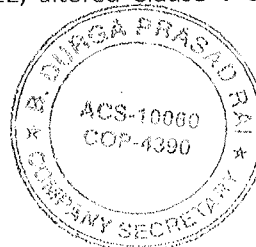
- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act.
  2. Maintenance of registers/records & 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



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

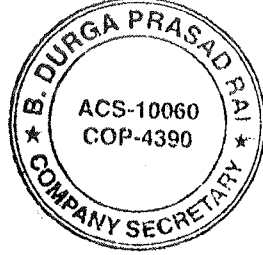
8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances. – Not Applicable during the year under report.
9. 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. – 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.- Not Applicable during the year under report.
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.
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. The Company has :

Vide an ordinary resolution passed on 29<sup>th</sup> March, 2022, altered Clause V of its Memorandum Of



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Association, to increase its authorised capital to Rs.3500 crore. However, the notice of this increase in authorised share capital, in Form SH-7, was filed on 7<sup>th</sup> September, 2022, beyond the time limit of 30 days, prescribed under section 64(1).



A handwritten signature in black ink, appearing to read "B. Durga Prasad Rai", written over a faint circular stamp.

**B Durgaprasad Rai**

Company Secretary

ACS 10060

C.P. No: 4390

UDIN : A010060E000675351

Place: Mumbai

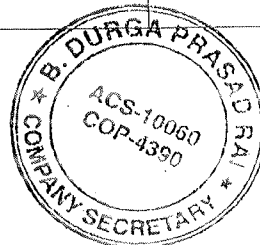
Date: 25<sup>th</sup> July, 2023

## Annexure

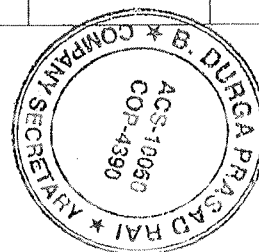
Forms & Returns filed by the Company with the Registrar of Companies, Company Law Board and other Authorities under the Companies Act, 2013.

### 1. With Registrar of Companies:

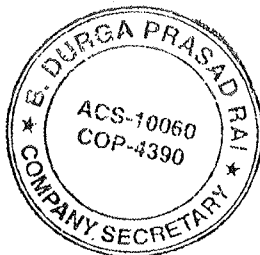
Sl. No	Form No.	Filed under Section	Date of filing	whether filed within Prescribed time Yes/No	If delay in filing whether requisite addl. fee Paid Yes/No
1	Form DPT-3 for year ended March, 2021	Pursuant to rule 16 of the Companies (Acceptance of Deposits) Rules, 2014]	22/07/2021	Yes	-
2	MSME Forms for the Half Year ended 31 <sup>st</sup> March, 2021.	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013]	17/05/2021	No	NA
3	MSME Forms for the Half Year ended 30 <sup>th</sup> September, 2021.	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013]	02/11/2021	No	NA
4	MSME Forms for the Half Year ended 30 <sup>th</sup> September, 2021.	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013]	17/11/2021	No	NA
5	MSME Forms for the Half Year ended 30 <sup>th</sup> September, 2021.	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013]	24/11/2021	No	NA
6	Form CHG-04 for Satisfaction of charge dated 15/11/2021, in favour of Barclays Bank Plc	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges) Rules 2014]	22/11/2021	Yes	-
7	Form CHG-04 for Satisfaction of charge dated 16/04/2021, in favour of ICICI Bank	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges) Rules 2014]	05/05/2021	Yes	-



8	Form CHG-04 for Satisfaction of charge dated 20/08/2021, in favour of Axis Bank Limited	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges)Rules 2014]	16/09/2021	Yes	
9	Form CHG-04 for Satisfaction of charge dated 20/08/2021, in favour of Axis Bank Limited	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges)Rules 2014]	16/09/2021	Yes	
10	Form CHG-04 for Satisfaction of charge dated 20/08/2021, in favour of Axis Bank Limited	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges)Rules 2014]	16/09/2021	Yes	
11	Form CHG-04 for Satisfaction of charge dated 20/08/2021, in favour of Axis Bank Limited	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges)Rules 2014]	31/03/2022	Yes	
12	Form CHG-04 for Satisfaction of charge dated 30/04/2021, in favour of SBI Bank	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges)Rules 2014]	10/05/2021	Yes	
13	Form CHG-04 for Satisfaction of charge dated 23/03/2021, in favour of IndusInd Bank	[Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) of the Companies (Registration of charges)Rules 2014]	28/04/2021	No	Yes
	Form CHG-01 for Creation of charge dated 28/12/2021, in favour of Reliance Ventures Limited	Pursuant to sections 77,78 and 79 and pursuant to Section 384 read with 77,78 and 79 of the Companies Act, 2013 and Rule 3(1) of the Compa	03/01/2022	Yes	
14	Form DIR 12 Resignation of Mr. RAVI ANANTHAKRISHNAN	<i>Pursuant to sections 7(1) (c), 168 &amp; 170 (2) of The Companies Act, 2013</i>	01/02/No	Yes	
15	MGT – 7 for financial year 2021	Pursuant to section 92(1) of The Companies Act, 2013	08/02/2022	Yes	



16	AOC 4 XBRL for the financial year ending 2021	Pursuant to section 137 of <i>The Companies Act, 2013</i>	10/02/2022	Yes	
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A handwritten signature in black ink, appearing to be "B. Durgaprasad Rai".

**B Durgaprasad Rai**

Company Secretary

ACS 10060

C.P. No: 4390

UDIN : A010060E000675351

Place: Mumbai

Date : 28.07.2023



UDIN Number A010060E000677683