

# B S R & Co. LLP

Chartered Accountants

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## Limited review report on unaudited quarterly consolidated financial results and consolidated year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### To the Board of Directors of Sterling and Wilson Solar Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Sterling and Wilson Solar Limited (“the Parent”) and its subsidiaries (the Parent and its subsidiaries together referred to as “the Group”) for the quarter ended and year-to-date results for the period from 1 April 2020 to 30 September 2020 (“the Statement”), attached herewith, in which are incorporated returns from branches in Australia, Argentina, Chile, Dubai, Egypt, Indonesia, Jordan, Kenya, Mexico, Morocco, Namibia, Philippines, Vietnam and Zambia, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).
2. This Statement, which is the responsibility of the Parent’s management and approved by the Parent’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 “*Interim Financial Reporting*” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*”, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

4. The Statement includes results of the following entities:

Name of the Entity	Relationship
Sterling & Wilson – Waaree Private Limited	Wholly owned subsidiary
Esterlina Solar Engineers Private Limited	Wholly owned subsidiary
Sterling and Wilson International Solar FZCO	Wholly owned subsidiary
Sterling and Wilson Singapore Pte. Ltd.	Wholly owned subsidiary
Sterling and Wilson Kazakhstan LLP	Wholly owned subsidiary
Sterling and Wilson International LLP	Wholly owned subsidiary
Sterling and Wilson Solar Solutions Inc	Wholly owned subsidiary
Sterling and Wilson Solar Solutions LLC	Wholly owned subsidiary



B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

## Sterling and Wilson Solar Limited

### Limited review report on unaudited quarterly consolidated financial results and consolidated year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)

4. The Statement includes results of the following entities: (Continued)

Name of the Entity	Relationship
Sterling and Wilson Brasil Servicos Ltda (upto 26 August 2019)	Wholly owned subsidiary
Sterling and Wilson (Thailand) Limited	Wholly owned subsidiary
Sterling and Wilson Saudi Arabia Limited	Wholly owned subsidiary
Sterling and Wilson Solar Australia Pty. Ltd. (w.e.f. 16 April 2019)	Wholly owned subsidiary
Sterling and Wilson Solar Malaysia Sdn. Bhd. (w.e.f. 4 June 2019)	Subsidiary
Sterling Wilson-SPCPL-Chint Moroccan Venture	Subsidiary
Sterling and Wilson Middle East Solar Energy LLC	Subsidiary
GCO Solar Pty Ltd. (formerly known as GCO Electrical Pty Ltd.)	Subsidiary
Sterling and Wilson Engineering (Pty) Ltd	Subsidiary
Renovable Energia Contracting S.L.	Subsidiary
Sterling and Wilson Solar LLC	Subsidiary

#### Basis for Qualified Conclusion

5. We draw attention to the following matters:

- (i) note 5 to the unaudited consolidated financial results relating to extension in repayment period of outstanding inter-corporate deposits of Rs 1,765.02 crores (including interest accrued thereon of Rs 173.56 crores) and outstanding loans of Rs 576.51 crores (net) (including interest accrued thereon of Rs 75.81 crores) that were outstanding as on 30 September 2019 made to fellow subsidiaries by the Group from the 90 days period from the date of listing as stated in the Red Herring Prospectus dated 29 July 2019 for the purpose of Offer of Sale to public of the Parent's shares by the Selling Shareholders. The Group has received queries from SEBI, Registrar of Companies, Mumbai (ROC) and certain shareholders regarding matters connected with delay in facilitating repayment of inter-corporate deposits and loans by the Selling Shareholders on which the Group has submitted its replies. Until the final conclusions are received from the regulators, we cannot ascertain the impact of non-compliance with laws and regulations, if any, by the Group. Although the Group has represented to us that, based on independent legal opinions obtained by it, it is of the view that there is no non-compliance with any laws and regulations by the Group in respect of this matter, in our opinion, there exists a possibility for a contrary view in the matter.

The Selling Shareholders have facilitated repayment of inter-corporate deposits of Rs 1,485.44 crores and loans of Rs 26.80 crores from the date of listing i.e. 20 August 2019 to 31 March 2020 as per the revised schedule approved by the Board of Directors in 2019.

As per the revised repayment schedule approved by the Board of Directors in 2019, an instalment of inter-corporate deposits and loans of Rs 500.00 crores was due in the quarter ended 30 June 2020 which had remained unpaid till 30 June 2020. The Group has received a payment towards inter-corporate deposits of Rs 87.38 crores and loans (including interest accrued) of Rs 16.09 crores from 1 July 2020 to 30 September 2020 and the balance of inter-corporate deposits and loans outstanding (including interest accrued on inter-corporate deposits of Rs 38.75 crores and on loans of Rs 87.23 crores) as at 30 September 2020 aggregate to Rs 560.29 crores and Rs 607.07 crores (net) respectively.



## Sterling and Wilson Solar Limited

### Limited review report on unaudited quarterly consolidated financial results and consolidated year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)

#### Basis for Qualified Conclusion (Conclusion)

The Parent has obtained partial security and efforts are being made to obtain security for the remaining amount after obtaining necessary approvals. The Board of Directors in their meeting held on 15 September 2020 have approved further extension of the repayment timelines upto September 2021 and levied an additional interest spread of 400 basis points p.a. over the average interest rate on borrowings of the Group. In view of the steps taken/being taken by the Parent as discussed in the said note, management believes that no provision towards expected credit losses is required as at 30 September 2020. In our view, however, a provision for expected credit losses on the amounts overdue should be estimated by the management.

As a result of the above, we are unable to quantify the impact of the non-compliance with laws and regulations, if any, in particular for delay in the repayment of inter-corporate deposits and loans in the earlier quarters and default in repayment of instalments of inter-corporate deposits and loans due in the current quarter ended and six months period ended 30 September 2020 in the absence of final conclusions from the regulators in this regard; the uncertainty regarding the timing of repayment of outstanding inter-corporate deposits and loans by the borrowers; and adjustments that may arise from the aforementioned matters including non-measurement of expected credit losses on inter-corporate deposits on the unaudited consolidated financial results of the Group for the quarter ended and year-to-date results for the period from 1 April 2020 to 30 September 2020.

- (ii) the following qualification included in the review report on the unaudited consolidated financial results of Sterling and Wilson International Solar FZCO, an overseas subsidiary of the Parent, for the quarter ended and year-to-date results for the period from 1 April 2020 to 30 September 2020 issued by the independent auditors vide their report dated 11 November 2020 is reproduced by us as under:

The unaudited consolidated financial results of the overseas subsidiary of the Parent includes a loan along with accrued interest due from a related party in the amount of AED 303,147,069 (net) equivalent to Rs 607.07 crores (net), which was repayable on demand. The Board of the overseas subsidiary has received a request from the ultimate Promoters of the related party to extend the repayment timeline, in lieu of obtaining security to cover the amount outstanding and also levy penal interest. Accordingly, the Board of the overseas subsidiary has taken a decision to extend the repayment timelines till September 2021 and levy additional penal interest. Further, on behalf of the overseas subsidiary, the Parent in India has obtained partial security for the aforesaid amount due to the overseas subsidiary, and efforts are ongoing to fully secure this receivable. Considering the steps taken/being taken by the overseas subsidiary, the management believes that no provision for expected credit losses is required as at 30 September 2020. In our view, however, a provision for expected credit losses on the amounts overdue should be estimated by the management. As a result of the uncertainty relating to timing of repayment of the outstanding balance we are unable to quantify the impact of adjustments that may arise from non-measurement of expected credit losses on the unaudited consolidated financial results of the overseas subsidiary for the quarter ended 30 September 2020 and year to date results for the period from 1 April 2020 to 30 September 2020.



## **Sterling and Wilson Solar Limited**

### **Limited review report on unaudited quarterly consolidated financial results and consolidated year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)**

#### **Qualified Conclusion**

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the branch auditors and other auditors referred to in paragraph 7 below, except for the effects of the matters described in the *Basis for Qualified Conclusion* section above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

#### **Other Matters**

7. We did not review the interim financial information of 15 branches included in the unaudited standalone interim financial information of the entities included in the Group, whose interim financial information reflect total assets (before consolidation adjustments) of Rs 1,292.03 crores as at 30 September 2020 and total revenues (before consolidation adjustments) of Rs 284.80 crores and Rs 473.51 crores, total net profit after tax (before consolidation adjustments) of Rs 36.17 crores and Rs 67.76 crores and total comprehensive income (before consolidation adjustments) of Rs 41.64 crores and Rs 62.06 crores for the quarter ended 30 September 2020 and for the period from 1 April 2020 to 30 September 2020 respectively, and cash flows (net) of Rs 118.24 crores for the period from 1 April 2020 to 30 September 2020, as considered in the respective unaudited standalone interim financial information of the entities included in the Group. The interim financial information of these branches have been reviewed by the branch auditors whose reports have been furnished to us, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors and the procedures performed by us as stated in paragraph 3 above.

We did not review the interim financial information of nine subsidiaries included in the Statement, whose interim financial information reflect total assets (before consolidation adjustments) of Rs 3,429.42 crores as at 30 September 2020 and total revenues (before consolidation adjustments) of Rs 1,169.97 crores and Rs 2,412.16 crores, total net (loss)/ profit after tax (before consolidation adjustments) of Rs 55.09 crores and Rs 2.99 crores and total comprehensive (loss)/ income (before consolidation adjustments) of Rs 29.97 crores and Rs 6.78 crores for the quarter ended 30 September 2020 and for the period from 1 April 2020 to 30 September 2020 respectively, and cash flows (net) of Rs 123.09 crores for the period from 1 April 2020 to 30 September 2020, as considered in the unaudited consolidated financial results. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.



## Sterling and Wilson Solar Limited

### Limited review report on unaudited quarterly consolidated financial results and consolidated year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)

#### Other Matters (Continued)

Certain of these branches and subsidiaries referred to above are located outside India whose interim financial information have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been reviewed by the branch auditors and other auditors under generally accepted auditing standards applicable in their respective countries. The Parent's management has converted the interim financial information of such branches and subsidiaries located outside India from the accounting principles generally accepted in their respective countries to the accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Parent's management. Our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches and subsidiaries located outside India is based on the report of such branch auditors and other auditors and the conversion adjustments prepared by the management of the Parent and reviewed by us.

Our conclusion on the Statement is not modified in respect of the above matters.

8. The Statement includes the interim financial information of seven subsidiaries which have not been reviewed, whose interim financial information reflect total assets (before consolidation adjustments) of Rs 16.42 crores as at 30 September 2020 and total revenues (before consolidation adjustments) of Rs Nil crores and Rs Nil crores, total net (loss) after tax (before consolidation adjustments) of Rs 3.00 crores and Rs 3.39 crores and total comprehensive (loss) (before consolidation adjustments) of Rs 3.23 crores and Rs 3.72 crores for the quarter ended 30 September 2020 and for the period from 1 April 2020 to 30 September 2020 respectively, and cash flows (net) of Rs 0.09 crores for the period from 1 April 2020 to 30 September 2020, as considered in the Statement. According to the information and explanations given to us by the management, these interim financial information are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

Mumbai  
12 November 2020

For BSR & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

  
Aniruddha Godbole  
Partner  
Membership No: 105149  
UDIN: 20105149AAAAIE2952



# STERLING & WILSON

## Sterling and Wilson Solar Limited

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043.

### Statement Of Unaudited Consolidated Financial Results For The Quarter And Six Months Ended September 30, 2020

(₹ in crore)

Sr No.	Particulars	For the quarter ended			For the six months ended		Year ended
		30-Sep-20	30-Jun-20	30-Sep-19	30-Sep-20	30-Sep-19	31-Mar-20
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	Revenue from operations	1,336.63	1,067.90	1,193.33	2,404.53	2,438.28	5,575.29
	Other income	39.31	31.48	72.32	70.79	136.71	303.49
	<b>Total Income</b>	<b>1,375.94</b>	<b>1,099.38</b>	<b>1,265.65</b>	<b>2,475.32</b>	<b>2,574.99</b>	<b>5,878.78</b>
2	<b>Expenses</b>						
	Cost of construction materials, stores and spare parts	759.02	635.75	741.42	1,394.77	1,413.77	3,589.30
	Direct project costs	461.06	317.93	257.21	778.99	646.32	1,270.99
	Employee benefits expense	53.65	49.68	65.69	103.33	114.02	240.27
	Finance costs	22.42	24.63	62.26	47.05	113.07	194.93
	Depreciation and amortisation expense	3.73	3.89	3.91	7.62	7.04	14.23
	Other expenses	58.54	47.96	34.31	106.50	103.45	170.56
	<b>Total expenses</b>	<b>1,358.42</b>	<b>1,079.84</b>	<b>1,164.80</b>	<b>2,438.26</b>	<b>2,397.67</b>	<b>5,480.28</b>
3	<b>Profit before tax</b>	<b>17.52</b>	<b>19.54</b>	<b>100.85</b>	<b>37.06</b>	<b>177.32</b>	<b>398.50</b>
4	<b>Tax expense</b>						
	- Current tax	2.84	1.19	13.67	4.03	44.91	98.51
	- Current tax relating to earlier period / year	0.11	-	-	0.11	-	(0.04)
	- Deferred tax charge/ (credit)	(0.52)	1.13	7.77	0.61	7.00	(4.24)
5	<b>Profit for the period / year</b>	<b>15.09</b>	<b>17.22</b>	<b>79.41</b>	<b>32.31</b>	<b>125.41</b>	<b>304.27</b>
6	<b>Other comprehensive income for the period / year</b>						
	Items that will not be reclassified to profit or loss						
	- Remeasurements of defined benefit liability	(0.45)	(0.46)	(0.17)	(0.91)	(0.30)	(3.25)
	- Income tax relating to items that will not be reclassified to profit or loss	0.12	0.11	0.03	0.23	0.08	0.46
	Items that will be reclassified to profit or loss						
	- Exchange differences in translating financial statements of foreign operations	(16.38)	0.84	11.06	(15.54)	10.88	49.71
	- Effective portion of (losses) on hedging instruments in cash flow hedges	(1.77)	(63.41)	-	(65.18)	-	-
	- Income tax relating to items that will be reclassified to profit or loss	6.61	11.87	-	18.48	-	-
	<b>Other comprehensive (loss) / income for the period / year (net of tax)</b>	<b>(11.87)</b>	<b>(51.05)</b>	<b>10.92</b>	<b>(62.92)</b>	<b>10.66</b>	<b>46.92</b>
7	<b>Total comprehensive (loss) / income for the period / year</b>	<b>3.22</b>	<b>(33.83)</b>	<b>90.33</b>	<b>(30.61)</b>	<b>136.07</b>	<b>351.19</b>
8	<b>Profit / (loss) for the period / year attributable to:</b>						
	- Owners of the Company	23.42	16.42	80.03	39.84	128.16	310.06
	- Non-controlling interests	(8.33)	0.80	(0.62)	(7.53)	(2.75)	(5.79)
9	<b>Other comprehensive (loss) / income for the period / year (net of tax) attributable to:</b>						
	- Owners of the Company	(10.98)	(50.37)	10.64	(61.35)	10.46	46.01
	- Non-controlling interests	(0.89)	(0.68)	0.28	(1.57)	0.20	0.91
10	<b>Total comprehensive (loss) / income for the period / year attributable to:</b>						
	- Owners of the Company	12.44	(33.95)	90.67	(21.51)	138.62	356.07
	- Non-controlling interests	(9.22)	0.12	(0.34)	(9.10)	(2.55)	(4.88)
11	Paid-up equity share capital (face value ₹ 1/-)	16.04	16.04	16.04	16.04	16.04	16.04
12	Other equity						1,064.92
13	<b>Earnings per equity share (EPS) (of ₹ 1 each) (not annualised)</b>						
	(a) Basic	1.46	1.02	4.99	2.48	7.99	19.33
	(b) Diluted	1.46	1.02	4.99	2.48	7.99	19.33
	See accompanying notes to the unaudited consolidated financial results						



**Sterling and Wilson Solar Limited**

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043.

**Unaudited Consolidated Statement Of Assets And Liabilities As At September 30, 2020**

(₹ in crore)

Particulars	As at	
	30-Sep-20 (Unaudited)	31-Mar-20 (Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
(a) Property, plant and equipment	35.38	29.38
(b) Capital work-in-progress	4.12	3.26
(c) Right-of-use assets	9.11	10.32
(d) Goodwill	3.30	3.36
(e) Other intangible assets	2.19	2.43
(f) Intangible assets under development	0.32	0.32
(g) Financial Assets		
(i) Loans	0.77	1.44
(h) Deferred tax assets, net	54.47	36.37
(i) Non-current tax assets	8.55	0.14
(j) Other non-current assets	5.03	3.81
<b>Total non-current assets</b>	<b>123.24</b>	<b>90.83</b>
<b>Current assets</b>		
(a) Inventories	51.58	14.51
(b) Financial Assets		
(i) Investments	0.20	0.46
(ii) Trade receivables	1,119.82	2,030.31
(iii) Cash and cash equivalents	423.75	463.28
(iv) Bank balances other than (iii) above	93.53	36.07
(v) Loans	1,068.38	1,185.32
(vi) Derivatives	8.19	-
(vii) Other financial assets	318.67	233.03
(c) Current tax assets (net)	0.82	0.79
(d) Other current assets	1,094.90	979.88
<b>Total current assets</b>	<b>4,179.84</b>	<b>4,943.65</b>
<b>TOTAL ASSETS</b>	<b>4,303.08</b>	<b>5,034.48</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity share capital	16.04	16.04
(b) Other Equity	1,043.45	1,064.92
<b>Total equity attributable to owners of the Company</b>	<b>1,059.49</b>	<b>1,080.96</b>
(c) Non-controlling interests	(17.45)	(8.36)
<b>Total equity</b>	<b>1,042.04</b>	<b>1,072.60</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	0.00	0.00
(ii) Lease liabilities	6.29	6.79
(b) Provisions	15.28	13.61
(c) Other non-current liabilities		
<b>Total non-current liabilities</b>	<b>21.57</b>	<b>20.40</b>
<b>Current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	946.64	1,224.04
(ii) Lease liabilities	2.78	3.21
(iii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	40.82	39.89
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,386.08	2,181.25
(iv) Derivatives	74.15	6.23
(v) Other financial liabilities	46.04	96.98
(b) Other current liabilities	593.50	253.39
(c) Provisions	122.57	113.67
(d) Current tax liabilities, net	26.89	22.82
<b>Total current liabilities</b>	<b>3,239.47</b>	<b>3,941.48</b>
<b>Total liabilities</b>	<b>3,261.04</b>	<b>3,961.88</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>4,303.08</b>	<b>5,034.48</b>



**Unaudited Consolidated Statement Of Cash Flows For The Six Months Ended September 30, 2020**

(**₹ in crore**)

Particulars	For the six months ended	
	30-Sep-20 (Unaudited)	30-Sep-19 (Unaudited)
<b>Cash flows from operating activities</b>		
Profit before tax	37.06	177.32
<i>Adjustments for:</i>		
Depreciation and amortisation expense	7.62	7.04
Expected credit loss on financial assets	0.03	-
Bad debts written off	0.00	0.02
Profit on sale of mutual funds	-	(0.26)
Supplier balances/ liabilities written back	(0.49)	(0.83)
(Profit) on sale of property, plant and equipments (net)	-	(0.07)
Provision for liquidated damages	6.26	13.69
Finance costs	47.05	113.07
Interest income	(66.10)	(119.62)
Provision for mark-to-market loss on derivative instruments	0.79	-
Unrealised foreign exchange loss (net)	18.57	67.94
<b>Operating profit before working capital changes</b>	<b>50.79</b>	<b>258.30</b>
<i>Working capital adjustments:</i>		
(Increase) in inventories	(37.07)	(3.82)
Decrease / (Increase) in trade receivables	916.75	(152.16)
(Increase) in loans and advances	(0.43)	(11.96)
(Increase) / Decrease in other financial assets and derivative assets	(72.81)	8.86
(Increase) / Decrease in other current and non-current assets	(115.02)	85.17
(Increase) in restricted cash	(2.92)	(15.94)
(Decrease) / Increase in trade payable, derivatives, other financial liabilities, other liabilities and provisions	(471.53)	55.71
(Increase) in other non-current assets	(1.22)	-
<b>Net change in working capital</b>	<b>215.75</b>	<b>(34.14)</b>
<b>Cash flows generated from operating activities</b>	<b>266.54</b>	<b>224.16</b>
Income tax (paid) (net)	(8.54)	(70.50)
Effects of exchange differences on translation of assets and liabilities	(15.54)	10.88
<b>Net cash flows generated from operating activities</b>	<b>242.46</b>	<b>164.54</b>
<b>Cash flows from investing activities</b>		
(Purchase) of property, plant and equipment, capital work in progress and intangible assets	(13.87)	(12.47)
(Investment) in fixed deposits / proceeds from redemption of fixed deposits (net)	(54.54)	6.55
Proceeds from sale of property, plant and equipment	-	0.17
Proceeds from redemption of mutual funds	0.27	-
Interest received	53.27	1.57
Inter-corporate deposits/loans given to fellow subsidiaries	-	(452.64)
Inter-corporate deposits/loans repaid by fellow subsidiaries	62.39	250.00
<b>Net cash flows generated from / (used in) investing activities</b>	<b>47.52</b>	<b>(206.82)</b>
<b>Cash flows from financing activities</b>		
Proceeds from cash credit (net)	30.07	-
(Repayment of) / proceeds from secured and unsecured short-term borrowings (net)	(307.46)	26.73
Proceeds from issue of debentures	-	100.00
Finance costs paid	(51.04)	(113.98)
Repayment of lease liabilities	(1.40)	-
Received from Shareholder towards IPO expenses (net)	-	13.82
<b>Net cash flows (used in) / generated from financing activities</b>	<b>(329.83)</b>	<b>26.57</b>
<b>Net movement in currency translation</b>	<b>0.32</b>	<b>-</b>
<b>Net (decrease) in cash and cash equivalents</b>	<b>(39.53)</b>	<b>(15.71)</b>
Cash and cash equivalents - Opening balance	463.28	420.77
<b>Cash and cash equivalents - Closing balance</b>	<b>423.75</b>	<b>405.06</b>



**STERLING & WILSON** 

**Sterling and Wilson Solar Limited**

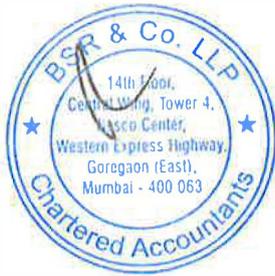
CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043.

Unaudited Consolidated Statement Of Cash flows For The Six Months Ended September 30, 2020 (Continued)

(₹ in crore)

Particulars	For the six months ended	
	30-Sep-20 (Unaudited)	30-Sep-19 (Unaudited)
<b>Reconciliation of cash and cash equivalents as per the Consolidated Statement of Cash Flows</b>		
Cash and cash equivalents as per the above comprise of the following:		
Cash and cash equivalents as per the Consolidated Balance Sheet	423.75	410.62
Less: Bank overdrafts repayable on demand	-	(5.56)
Cash and cash equivalents as per the Consolidated Statement of Cash Flows	423.75	405.06



**Sterling and Wilson Solar Limited**

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043

**Unaudited Consolidated Segment-Wise Revenue, Assets, Liabilities And Capital Employed For The Quarter And Six Months Ended September 30, 2020**

(₹ in crore)

Particulars	For the quarter ended			For the six months ended		Year ended
	30-Sep-20	30-Jun-20	30-Sep-19	30-Sep-20	30-Sep-19	31-Mar-20
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Segment Revenue</b>						
Solar EPC business	1,278.77	1,004.44	1,151.71	2,283.21	2,360.69	5,391.28
Operation and maintenance service	57.84	63.46	41.58	121.30	77.40	183.54
<b>Total</b>	<b>1,336.61</b>	<b>1,067.90</b>	<b>1,193.28</b>	<b>2,404.51</b>	<b>2,438.09</b>	<b>5,574.82</b>
Other operating income	0.02	-	0.04	0.02	0.19	0.47
<b>Revenue from operations</b>	<b>1,336.63</b>	<b>1,067.90</b>	<b>1,193.33</b>	<b>2,404.53</b>	<b>2,438.28</b>	<b>5,575.29</b>
<b>Segment Results</b>						
Solar EPC business	83.48	83.45	174.31	166.93	337.64	657.28
Operation and maintenance service	16.25	30.38	20.34	46.63	40.36	88.73
<b>Total</b>	<b>99.73</b>	<b>113.83</b>	<b>194.65</b>	<b>213.56</b>	<b>378.00</b>	<b>746.01</b>
Add: Unallocable income	36.58	30.03	72.36	66.61	136.90	255.09
Less: Unallocable expenditure	(118.79)	(124.32)	(166.16)	(243.11)	(337.58)	(602.60)
<b>Total profit before tax</b>	<b>17.52</b>	<b>19.54</b>	<b>100.85</b>	<b>37.06</b>	<b>177.32</b>	<b>398.50</b>
<b>Segment Assets</b>						
Solar EPC business	2,006.99	2,655.80	2,648.07	2,006.99	2,648.07	2,898.68
Operation and maintenance service	137.77	129.61	85.56	137.77	85.56	116.79
Unallocated	2,158.32	2,072.11	3,067.96	2,158.32	3,067.96	2,019.01
<b>Total</b>	<b>4,303.08</b>	<b>4,857.52</b>	<b>5,801.59</b>	<b>4,303.08</b>	<b>5,801.59</b>	<b>5,034.48</b>
<b>Segment Liabilities</b>						
Solar EPC business	2,049.17	2,335.43	2,226.19	2,049.17	2,226.19	2,528.75
Operation and maintenance service	72.70	74.20	32.81	72.70	32.81	24.07
Unallocated	1,139.17	1,409.15	2,568.14	1,139.17	2,568.14	1,409.06
<b>Total</b>	<b>3,261.04</b>	<b>3,818.78</b>	<b>4,827.14</b>	<b>3,261.04</b>	<b>4,827.14</b>	<b>3,961.88</b>
<b>Capital Employed (Segment Assets - Segment Liabilities)</b>						
Solar EPC business	(42.18)	320.37	421.88	(42.18)	421.88	369.93
Operation and maintenance service	65.07	55.41	52.75	65.07	52.75	92.72
Unallocated	1,019.15	662.96	499.82	1,019.15	499.82	609.95
<b>Total</b>	<b>1,042.04</b>	<b>1,038.74</b>	<b>974.45</b>	<b>1,042.04</b>	<b>974.45</b>	<b>1,072.60</b>



**Statement Of Unaudited Consolidated Financial Results For The Quarter And Six Months Ended September 30, 2020**

**Notes :**

- The above unaudited consolidated financial results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on November 12, 2020. These unaudited consolidated financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- The above unaudited consolidated financial results have been subjected to "limited review" by the statutory auditors of the Parent Company. There are qualifications in the review report for the quarter and six months ended September 30, 2020.
- Financial results of Sterling and Wilson Solar Limited (Standalone information):

Particulars	For the quarter ended			For the six months ended		Year ended
	30-Sep-20	30-Jun-20	30-Sep-19	30-Sep-20	30-Sep-19	31-Mar-20
Total Income	499.09	653.89	1,024.92	1,152.98	2,306.69	4,900.33
(Loss) / Profit before tax	(19.03)	(16.79)	87.80	(35.82)	153.92	424.43
(Loss) / Profit for the period / year	(18.12)	(13.35)	66.66	(31.47)	102.66	311.44

- The Group is primarily engaged in the business of complete Turnkey solution for Engineering, Procurement, Construction, Operation and maintenance of Solar Power projects. The Parent Company's Chief Operating Decision Maker (CODM) reviews the internal management reports prepared based on financial information for Solar EPC business and Solar Operation and maintenance service. Accordingly, the Group has determined its reportable segments under Ind AS 108 "Operating Segments" as follows:
  - Engineering, Procurement and Construction (Solar EPC) business; and
  - Operation and maintenance service.

The financial information of these segments has been provided in the unaudited consolidated financials results as per Ind AS 108.

- The Red Herring Prospectus dated 29 July 2019 stated that Shapoorji Pallonji and Company Private Limited and Khurshed Yazdi Daruvala ("Selling Shareholders") shall use a portion of net offer proceeds towards funding full repayment of the outstanding inter-corporate deposits/loans payable by two fellow subsidiaries to the Group within a period of 90 days from the date of listing of equity shares i.e. by 18 November 2019. The Selling Shareholders pursuant to their letter dated 14 November 2019 however requested the Board of Directors of the Parent Company to consider a revised payment schedule for the outstanding inter-corporate deposits/loans of Rs. 2,341.53 crore (net) (including interest thereon of Rs. 249.37 crore) as at 30 September 2019 with additional interest of 50 basis points per annum.

The Board of Directors in their meeting held on 31 December 2019 had considered the revised payment schedule of the outstanding inter-corporate deposits/loans of Rs 1,650.84 crore (net) (including accrued interest thereon of Rs. 115.53 crore) as at that date, in three quarterly instalments of Rs. 500.00 crore by 31 March 2020, Rs. 500.00 crore by 30 June 2020 and balance amount by 30 September 2020 (which would include further accruals of interest beyond 31 December 2019). The Selling Shareholders have already facilitated the repayment of inter-corporate deposits/loans amounting to Rs 1,615.71 crore by the fellow subsidiaries to the Parent Company and its subsidiary, from the date of listing i.e. 20 August 2019 till 30 September 2020. The inter-corporate deposits/loans (including interest accrued) outstanding as at 30 September 2020 aggregate to Rs 1,167.36 crore (net) (including an amount outstanding of overseas subsidiary amounting to Rs 607.07 crore (net)). Further, the Selling Shareholders have provided immovable properties as a security worth about Rs. 460.00 crore and are in the process of perfecting securities of Rs. 740.00 crore, after obtaining necessary approvals, making the total security package of Rs. 1,200.00 crore.

Considering the current economic slowdown and the challenges which the promoter group are facing due to their business being significantly impacted by COVID-19, the Board of Directors has also taken a decision to extend the repayment timelines till September 2021 and levy additional interest spread of 400 basis points over and above the average interest rate. In view of the steps taken/being taken by the Parent Company, management believes that no provision towards expected credit losses is required as at 30 September 2020.

The Parent Company has also responded to queries (including from Shareholders, SEBI and ROC)/media reports. The Parent Company, based on independent opinions from legal experts, has determined that there is no non-compliance with any provisions of the Companies Act, 2013 and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 by the Parent Company in respect of this transaction.



**Sterling and Wilson Solar Limited**

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043

## Statement Of Unaudited Consolidated Financial Results For The Quarter And Six Months Ended September 30, 2020

**Notes : (Continued)**

- 6 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. During the quarter and six months ended September 30, 2020, the construction activities at various sites in India and outside India were stalled as per the directives issued by various regulatory authorities. Subsequently, the construction activities have resumed at various sites gradually in a phased manner based on the directives issued by regulatory authorities and by ensuring compliance with preventive measures in terms of various guidelines issued by such regulatory authorities.

The Parent Company believes that the current level of operations are temporary in nature and therefore this may not result in any significant financial impact on the Group. The management has considered internal and external sources up to the date of approval of these unaudited consolidated financial results, in assessing the assets, liquidity, financial position and operations of the Group including impact on estimated costs to be incurred towards projects under execution and believes that carrying value of all assets are fully recoverable.

Considering the uncertainties involved in estimating the impact of this pandemic, the future impact of this pandemic may be different from those estimated as on the date of approval of these unaudited consolidated financial results, and this will continue to be monitored in future periods.

- 7 The Board of Directors of the Holding Company at their meeting held on 16 March 2020 has approved the "Scheme of Arrangement" ('the Scheme') for merger of the Sterling & Wilson - Warreo Private Limited ('SWWPL') with the Holding Company subject to obtaining necessary approvals from the applicable statutory authorities. Subsequently, the Holding Company has completed e-filing of the application for the said Scheme with National Company Law Tribunal ('NCLT') on 5 August 2020 and is awaiting admission of the application by NCLT.
- 8 The results of the Group are available for investors at [www.sterlingandwilsonsolar.com](http://www.sterlingandwilsonsolar.com), [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

**BY ORDER OF THE BOARD OF DIRECTORS**  
For Sterling and Wilson Solar Limited**Mr. Khurshed Darvadia**  
Chairman  
DIN: 00216905Date : November 12, 2020  
Place : Mumbai

# B S R & Co. LLP

Chartered Accountants

14th Floor, Central Wing,  
Tower 4, Nesco Center,  
Western Express Highway, Goregaon (East),  
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## Limited review report on unaudited quarterly standalone financial results and standalone year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### To the Board of Directors of Sterling and Wilson Solar Limited

1. We have reviewed the accompanying Statement of unaudited standalone financial results of Sterling and Wilson Solar Limited ('the Company') for the quarter ended and year to date results for the period from 1 April 2020 to 30 September 2020 ("the Statement"), attached herewith, in which are incorporated returns from branches in Australia, Argentina, Chile, Dubai, Egypt, Indonesia, Jordan, Kenya, Mexico, Namibia, Philippines, Vietnam and Zambia.
2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

#### Basis for Qualified Conclusion

4. We draw attention to note 4 to the unaudited standalone financial results relating to extension in repayment period of outstanding inter-corporate deposits of Rs 1,727.18 crores (including interest accrued thereon of Rs 170.82 crores) that were outstanding as on 30 September 2019 made to a fellow subsidiary by the Company from the 90 days period from the date of listing as stated in the Red Herring Prospectus dated 29 July 2019 for the purpose of Offer of Sale to public of the Company's shares by the Selling Shareholders. The Company has received queries from SEBI, Registrar of Companies, Mumbai (ROC) and certain shareholders regarding matters connected with delay in facilitating repayment of inter-corporate deposits by the Selling Shareholders on which the Company has submitted its replies. Until the final conclusions are received from the regulators, we cannot ascertain the impact of non-compliance with laws and regulations, if any, by the Company. Although the Company has represented to us that, based on independent legal opinions obtained by it, it is of the view that there is no non-compliance with any laws and regulations by the Company in respect of this matter, in our opinion, there exists a possibility for a contrary view in the matter.



## **Sterling and Wilson Solar Limited**

### **Limited review report on unaudited quarterly standalone financial results and standalone year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)**

#### **Basis for Qualified Conclusion (Continued)**

The Selling Shareholders have facilitated repayment of Rs 1,457.62 crores from the date of listing i.e. 20 August 2019 to 31 March 2020 as per the revised schedule approved by the Board of Directors in 2019.

As per the revised repayment schedule approved by the Board of Directors in 2019, an instalment was due in the quarter ended 30 June 2020 which had remained unpaid till 30 June 2020. The Company has received a payment of Rs 87.38 crores from 1 July 2020 to 30 September 2020 and the balance of inter- corporate deposits outstanding (including interest accrued thereon of Rs 37.09 crores) as at 30 September 2020 aggregate to Rs 547.88 crores.

The Company has obtained partial security and efforts are being made to obtain security for the remaining amount after obtaining necessary approvals. The Board of Directors in their meeting held on 15 September 2020 have approved further extension of the repayment timelines upto September 2021 and levied an additional interest spread of 400 basis points p.a. over the average interest rate on borrowings of the Company. In view of the steps taken/being taken by the Company as discussed in the said note, management believes that no provision towards expected credit losses is required as at 30 September 2020. In our view, however, a provision for expected credit losses on the amounts overdue should be estimated by the management.

As a result of the above, we are unable to quantify the impact of the non-compliance with laws and regulations, if any, in particular for delay in the repayment of inter-corporate deposits in the earlier quarters and default in repayment of instalments due in the current quarter ended and six months period ended 30 September 2020 in the absence of final conclusions from the regulators in this regard; the uncertainty regarding the timing of repayment of outstanding inter-corporate deposits by the borrowers; and adjustments that may arise from the aforementioned matters including non-measurement of expected credit losses on inter-corporate deposits on the unaudited standalone financial results of the Company for the quarter ended and year-to-date results for the period from 1 April 2020 to 30 September 2020.

#### **Qualified Conclusion**

5. Based on our review conducted as above and based on the consideration of the review reports of the branch auditors referred to in paragraph 6 below, except for the effects of the matters described in the *Basis for Qualified Conclusion* section above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



## Sterling and Wilson Solar Limited

### Limited review report on unaudited quarterly standalone financial results and standalone year-to-date results of Sterling and Wilson Solar Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)

#### Other Matters

6. We did not review the interim financial information of 14 branches included in the unaudited standalone financial results of the Company, whose interim financial information reflect total assets (before consolidation adjustments) of Rs 1,169.81 crores as at 30 September 2020 and total revenues (before consolidation adjustments) of Rs 284.80 crores and Rs 473.51 crores, total net profit after tax (before consolidation adjustments) of Rs 37.71 crores and Rs 61.39 crores and total comprehensive income (before consolidation adjustments) of Rs 37.71 crores and Rs 61.39 crores for the quarter ended 30 September 2020 and for the period from 1 April 2020 to 30 September 2020 respectively, and cash flows (net) of Rs 118.85 crores for the period from 1 April 2020 to 30 September 2020, as considered in the unaudited standalone financial results of the Company. The interim financial information of these branches have been reviewed by the branch auditors whose reports have been furnished to us, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors and the procedures performed by us as stated in paragraph 3 above.

Certain of these branches referred to above are located outside India whose interim financial information have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been reviewed by the branch auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the interim financial information of such branches located outside India from the accounting principles generally accepted in their respective countries to the accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Company's management. Our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches located outside India is based on the report of such branch auditors and the conversion adjustments prepared by the management of the Company and reviewed by us.

Our conclusion on the Statement is not modified in respect of the above matter.

For BSR & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022



Aniruddha Godbole  
Partner

Membership No: 105149

UDIN: 20105149AAAAID8787

Mumbai  
12 November 2020



# STERLING & WILSON



## Sterling and Wilson Solar Limited

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043.

### Statement Of Unaudited Standalone Financial Results For The Quarter And Six Months Ended September 30, 2020

(₹ in crore)

Sr No.	Particulars	For the quarter ended			For the six months ended		Year ended
		30-Sep-20 (Unaudited)	30-Jun-20 (Unaudited)	30-Sep-19 (Unaudited)	30-Sep-20 (Unaudited)	30-Sep-19 (Unaudited)	31-Mar-20 (Audited)
1	<b>Income</b>						
	Revenue from operations	460.59	623.16	964.30	1,083.75	2,187.15	4,535.10
	Other income	38.50	30.73	60.62	69.23	119.54	365.23
	<b>Total Income</b>	<b>499.09</b>	<b>653.89</b>	<b>1,024.92</b>	<b>1,152.98</b>	<b>2,306.69</b>	<b>4,900.33</b>
2	<b>Expenses</b>						
	Cost of construction materials, stores and spare parts	185.55	390.34	283.79	575.89	941.12	2,718.91
	Purchase of stock-in-trade	0.15	0.62	322.75	0.77	383.26	408.99
	Direct project costs	230.06	183.15	221.74	413.21	599.55	920.88
	Employee benefits expense	30.99	26.28	33.02	57.27	60.88	138.37
	Finance costs	16.08	18.70	49.76	34.78	81.89	146.18
	Depreciation and amortisation expense	1.81	1.86	2.14	3.67	3.15	6.32
	Other expenses	53.48	49.73	23.92	103.21	82.92	136.25
	<b>Total expenses</b>	<b>518.12</b>	<b>670.68</b>	<b>937.12</b>	<b>1,188.80</b>	<b>2,152.77</b>	<b>4,475.90</b>
3	<b>(Loss) / profit before tax</b>	<b>(19.03)</b>	<b>(16.79)</b>	<b>87.80</b>	<b>(35.82)</b>	<b>153.92</b>	<b>424.43</b>
4	<b>Tax expense</b>						
	- Current tax	-	-	13.37	-	44.16	109.95
	- Current tax relating to earlier period / year	-	-	-	-	-	(0.28)
	- Deferred tax (credit) / charge	(0.91)	(3.44)	7.77	(4.35)	7.10	3.32
5	<b>(Loss) / profit for the period / year</b>	<b>(18.12)</b>	<b>(13.35)</b>	<b>66.66</b>	<b>(31.47)</b>	<b>102.66</b>	<b>311.44</b>
6	<b>Other comprehensive income for the period / year</b>						
	Items that will not be reclassified to profit or loss						
	- Remeasurements of defined benefit liability	(0.45)	(0.46)	(0.17)	(0.91)	(0.30)	(1.82)
	- Income tax relating to items that will not be reclassified to profit or loss	0.12	0.11	0.03	0.23	0.08	0.46
	Items that will be reclassified to profit or loss						
	- Exchange differences in translating financial statements of foreign operations	(1.27)	3.23	4.19	1.96	4.20	14.84
	- Effective portion of (losses) on hedging instruments in cash flow hedges	(26.26)	(47.17)	-	(73.43)	-	-
	- Income tax relating to items that will be reclassified to profit or loss	6.61	11.87	-	18.48	-	-
	<b>Other comprehensive (loss) / income for the period / year (net of tax)</b>	<b>(21.25)</b>	<b>(32.42)</b>	<b>4.05</b>	<b>(53.67)</b>	<b>3.98</b>	<b>13.48</b>
7	<b>Total comprehensive (loss) / income for the period / year</b>	<b>(39.37)</b>	<b>(45.77)</b>	<b>70.71</b>	<b>(85.14)</b>	<b>106.64</b>	<b>324.92</b>
8	Paid-up equity share capital (face value ₹ 1/-)	16.04	16.04	16.04	16.04	16.04	16.04
9	Other equity						645.19
10	Earnings per equity share (EPS) (of ₹ 1 each) (not annualised)						
	(a) Basic	(1.13)	(0.83)	4.16	(1.96)	6.40	19.42
	(b) Diluted	(1.13)	(0.83)	4.16	(1.96)	6.40	19.42
	See accompanying notes to the unaudited standalone financial results						



# STERLING & WILSON



## Sterling and Wilson Solar Limited

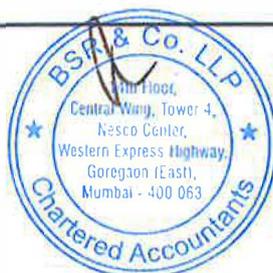
CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chombur West, Mumbai 400 043

### Unaudited Standalone Statement Of Assets And Liabilities As At September 30, 2020

(₹ In crore)

Particulars	As at	
	30-Sep-20 (Unaudited)	31-Mar-20 (Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
(a) Property, plant and equipment	23.72	18.19
(b) Capital work-in-progress	4.05	2.42
(c) Right-of-use assets	6.99	8.25
(d) Other intangible assets	1.59	1.76
(e) Intangible assets under development	0.32	0.32
(f) Financial Assets		
(i) Investments	3.68	3.68
(ii) Loans	0.77	1.44
(g) Deferred tax assets, net	49.99	26.93
(h) Non-current tax assets	8.47	-
(i) Other non-current assets	5.03	3.81
<b>Total non-current assets</b>	<b>104.61</b>	<b>66.80</b>
<b>Current assets</b>		
(a) Inventories	10.60	14.51
(b) Financial Assets		
(i) Investments	0.20	0.46
(ii) Trade receivables	823.23	1,539.76
(iii) Cash and cash equivalents	232.78	181.72
(iv) Bank balances other than (iii) above	68.25	10.47
(v) Loans	897.94	949.19
(vi) Other financial assets	535.13	351.55
(c) Other current assets	791.74	760.38
<b>Total current assets</b>	<b>3,359.87</b>	<b>3,808.04</b>
<b>TOTAL ASSETS</b>	<b>3,464.48</b>	<b>3,874.84</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity share capital	16.04	16.04
(b) Other Equity	560.06	645.19
<b>Total equity</b>	<b>576.10</b>	<b>661.23</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
(a) Financial Liabilities		
(i) Lease liabilities	6.29	6.48
(b) Provisions	10.11	9.05
(c) Other non-current liabilities		
<b>Total non-current liabilities</b>	<b>16.40</b>	<b>15.53</b>
<b>Current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	403.24	600.09
(ii) Lease liabilities	1.26	2.18
(iii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	40.82	39.89
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,707.01	2,266.25
(iv) Derivatives	74.15	6.23
(v) Other financial liabilities	56.48	37.95
(b) Other current liabilities	498.33	156.75
(c) Provisions	69.33	67.38
(d) Current tax liabilities, net	21.36	21.36
<b>Total current liabilities</b>	<b>2,871.98</b>	<b>3,198.08</b>
<b>Total liabilities</b>	<b>2,888.38</b>	<b>3,213.61</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3,464.48</b>	<b>3,874.84</b>



# STERLING & WILSON



## Sterling and Wilson Solar Limited

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043

### Unaudited Standalone Statement Of Cash flows For The Six Months Ended September 30, 2020

(₹ in crore)

Particulars	For the six months ended	
	30-Sep-20 (Unaudited)	30-Sep-19 (Unaudited)
<b>Cash flows from operating activities</b>		
(Loss) / profit before tax	(35.82)	153.92
Adjustments for:		
Depreciation and amortisation expense	3.67	3.15
Supplier balances written back	(0.49)	(0.88)
Provision for mark-to-market loss on derivative instruments (net)	0.72	-
Share of loss in partnership firm	16.07	13.94
Finance costs	34.78	81.89
Interest income	(59.33)	(110.71)
Profit on sale of investments (net)	-	(0.26)
Provision for liquidated damages	-	2.42
Unrealised foreign exchange loss (net)	94.24	67.08
<b>Operating profit before working capital changes</b>	<b>53.84</b>	<b>210.60</b>
Working capital adjustments:		
Decrease / (Increase) in inventories	3.91	(4.99)
Decrease in trade receivables	722.81	146.01
Decrease / (Increase) in loans and advances	0.71	(6.48)
(Increase) in restricted cash	(2.92)	(15.79)
(Increase) in other financial assets	(160.93)	(130.62)
(Increase) / Decrease in other current and non-current assets	(32.59)	83.40
(Decrease) in trade payable, derivatives, other financial liabilities, other liabilities and provisions	(311.90)	(195.90)
<b>Net change in working capital</b>	<b>219.09</b>	<b>(124.37)</b>
<b>Cash flows generated from operating activities</b>	<b>272.93</b>	<b>86.23</b>
Income tax (paid) (net)	(8.48)	(60.31)
Effects of exchange differences on translation of assets and liabilities	1.96	4.20
<b>Net cash flows generated from operating activities</b>	<b>266.41</b>	<b>30.12</b>
<b>Cash flows from investing activities</b>		
(Purchase) of property, plant and equipment, capital work in progress and intangible assets	(10.30)	(5.97)
(Investment) in fixed deposits / proceeds from redemption of fixed deposits (net)	(54.86)	(1.71)
Proceeds from sale of mutual funds	0.27	-
Inter-corporate deposits/ Loans given to subsidiaries and fellow subsidiaries	(9.89)	(578.65)
Inter-corporate deposits/ Loans repaid by subsidiaries and fellow subsidiaries	55.22	250.00
Interest received	36.96	1.02
<b>Net cash flows generated from/ (used in) investing activities</b>	<b>17.40</b>	<b>(335.31)</b>
<b>Cash flows from financing activities</b>		
Proceeds from cash credit borrowings (net)	30.07	-
(Repayment of) / proceeds from secured and unsecured short-term borrowings (net)	(226.93)	286.94
Proceeds from issue of debentures	-	100.00
Repayment of lease liabilities	(1.55)	-
Finance costs paid	(34.66)	(75.73)
Received from Shareholders towards IPO expenses (net)	-	13.82
<b>Net cash flows (used in)/ generated from financing activities</b>	<b>(233.07)</b>	<b>325.03</b>
<b>Net movement in currency translation</b>	<b>0.32</b>	<b>-</b>
<b>Net increase in cash and cash equivalents</b>	<b>51.06</b>	<b>19.84</b>
Cash and cash equivalents - Opening balance	181.72	309.88
<b>Cash and cash equivalents - Closing balance</b>	<b>232.78</b>	<b>329.72</b>
<b>Reconciliation of cash and cash equivalents as per the Standalone Statement of Cash Flows</b>		
Cash and cash equivalents as per the above comprise of the following:		
Cash and cash equivalents as per the Standalone Balance Sheet	232.78	335.29
Less: Bank overdrafts repayable on demand	-	(5.57)
<b>Cash and cash equivalents as per the Standalone Statement of Cash Flows</b>	<b>232.78</b>	<b>329.72</b>



# STERLING & WILSON



## Sterling and Wilson Solar Limited

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043

### Unaudited Standalone Segment-Wise Revenue, Assets, Liabilities and Capital Employed For The Quarter And Six Months Ended September 30, 2020

Particulars	₹ in crore					
	For the quarter ended			For the six months ended		Year ended
	30-Sep-20 (Unaudited)	30-Jun-20 (Unaudited)	30-Sep-19 (Unaudited)	30-Sep-20 (Unaudited)	30-Sep-19 (Unaudited)	31-Mar-20 (Audited)
<b>Segment Revenue</b>						
Solar EPC business	408.07	564.58	926.67	972.65	2,118.78	4,365.44
Operation and maintenance service	52.52	58.58	37.59	111.10	68.33	169.62
<b>Total</b>	<b>460.59</b>	<b>623.16</b>	<b>964.26</b>	<b>1,083.75</b>	<b>2,187.11</b>	<b>4,535.06</b>
Other operating income	-	-	0.04	-	0.04	0.04
<b>Revenue from operations</b>	<b>460.59</b>	<b>623.16</b>	<b>964.30</b>	<b>1,083.75</b>	<b>2,187.15</b>	<b>4,535.10</b>
<b>Segment Results</b>						
Solar EPC business	18.68	24.36	126.93	43.04	237.33	466.83
Operation and maintenance service	9.35	24.33	9.05	33.68	25.85	51.34
<b>Total</b>	<b>28.03</b>	<b>48.69</b>	<b>135.98</b>	<b>76.72</b>	<b>263.18</b>	<b>518.17</b>
Add: Unallocable income	35.76	29.28	60.65	65.04	119.58	318.09
Less: Unallocable expenditure	(82.82)	(94.76)	(108.83)	(177.58)	(228.84)	(411.83)
<b>Total (loss) / profit before tax</b>	<b>(19.03)</b>	<b>(16.79)</b>	<b>87.80</b>	<b>(35.82)</b>	<b>153.92</b>	<b>424.43</b>
<b>Segment Assets</b>						
Solar EPC business	1,351.26	1,739.43	2,104.32	1,351.26	2,104.32	2,041.55
Operation and maintenance service	135.14	127.49	68.38	135.14	68.38	116.69
Unallocated	1,978.08	1,739.60	2,809.53	1,978.08	2,809.53	1,716.60
<b>Total</b>	<b>3,464.48</b>	<b>3,606.52</b>	<b>4,982.23</b>	<b>3,464.48</b>	<b>4,982.23</b>	<b>3,874.84</b>
<b>Segment Liabilities</b>						
Solar EPC business	2,248.83	2,138.59	2,699.51	2,248.83	2,699.51	2,438.78
Operation and maintenance service	76.62	77.34	30.39	76.62	30.39	72.63
Unallocated	562.93	775.11	1,706.67	562.93	1,706.67	702.20
<b>Total</b>	<b>2,888.38</b>	<b>2,991.04</b>	<b>4,436.57</b>	<b>2,888.38</b>	<b>4,436.57</b>	<b>3,213.61</b>
<b>Capital Employed (Segment Assets - Segment Liabilities)</b>						
Solar EPC business	(897.57)	(399.16)	(595.19)	(897.57)	(595.19)	(397.23)
Operation and maintenance service	58.52	50.15	37.99	58.52	37.99	44.06
Unallocated	1,415.15	964.49	1,102.86	1,415.15	1,102.86	1,014.40
<b>Total</b>	<b>576.10</b>	<b>615.48</b>	<b>545.66</b>	<b>576.10</b>	<b>545.66</b>	<b>661.23</b>



# STERLING & WILSON



## Sterling and Wilson Solar Limited

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043

### Statement Of Unaudited Standalone Financial Results For The Quarter And Six Months Ended September 30, 2020

#### Notes :

- 1 The unaudited standalone financial results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on November 12, 2020. These unaudited standalone financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- 2 The above results have been subjected to "limited review" by the statutory auditors of the Company. There are qualifications in the review report for the quarter and six months ended September 30, 2020.
- 3 The Company is primarily engaged in the business of complete Turnkey solution for Engineering, Procurement, Construction, Operation and maintenance of Solar Power projects. The Company's Chief Operating Decision Maker (CODM) reviews the internal management reports prepared based on financial information for Solar EPC business and Solar Operation and maintenance service. Accordingly, the Company has determined its reportable segments under Ind AS 108 "Operating Segments" as follows:
  - Engineering, Procurement and Construction (Solar EPC) business; and
  - Operation and maintenance service.

The financial information of these segments has been provided in the unaudited standalone financials results as per Ind AS 108.

- 4 The Red Herring Prospectus dated 29 July 2019 stated that Shapoorji Pallonji and Company Private Limited and Khurshed Yazdi Daruvala ("Selling Shareholders") shall use a portion of net offer proceeds towards funding full repayment of the outstanding inter-corporate deposits payable by a fellow subsidiary to the Company within a period of 90 days from the date of listing of equity shares i.e. by 18 November 2019. The Selling Shareholders pursuant to their letter dated 14 November 2019 however requested the Board of Directors of the Company to consider a revised payment schedule for the outstanding inter-corporate deposits of Rs. 1,727.18 crore (including interest thereon of Rs. 170.82 crore) as at 30 September 2019 with additional interest of 50 basis points per annum.

The Board of Directors in their meeting held on 31 December 2019 had considered the revised payment schedule of the outstanding inter-corporate deposits of Rs 1,045.78 crore (including accrued interest thereon of Rs. 49.92 crore) as at that date, in three quarterly instalments by 31 March 2020, by 30 June 2020 and balance amount by 30 September 2020 (which would include further accruals of interest beyond 31 December 2019). The Selling Shareholders have already facilitated the repayment of inter-corporate deposits amounting to Rs 1,545.00 crore by the fellow subsidiary to the Company, from the date of listing i.e. 20 August 2019 till 30 September 2020. The inter-corporate deposits (including interest accrued) outstanding as on 30 September 2020 aggregate to Rs. 547.88 crore. Further, the Selling Shareholders have provided immovable properties as a security worth about Rs. 460.00 crore and are in the process of perfecting securities of Rs. 740.00 crore, after obtaining necessary approvals, making the total security package of Rs. 1,200.00 crore.

Considering the current economic slowdown and the challenges which the promoter group are facing due to their business being significantly impacted by COVID-19, the Board of Directors has also taken a decision to extend the repayment timelines till September 2021 and levy additional interest spread of 400 basis points over and above the average interest rate. In view of the steps taken/being taken by the Company, management believes that no provision towards expected credit losses is required as at 30 September 2020.

The Company has also responded to queries (including from Shareholders, SEBI and ROC)/media reports. The Company, based on independent opinions from legal experts, has determined that there is no non-compliance with any provisions of the Companies Act, 2013 and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 by the Company, in respect of this transaction.



**Sterling and Wilson Solar Limited**

CIN:U74999MH2017PLC292281

Registered Office: 9th Floor, Universal Marjatic, P. L. Lokhande Marg, Chembur West, Mumbai 400 043

**Statement Of Unaudited Standalone Financial Results For The Quarter And Six Months Ended September 30, 2020**

**Notes : (Continued)**

- 5 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. During the quarter and six months ended September 30, 2020, the construction activities at various sites in India and outside India were stalled as per the directives issued by various regulatory authorities. Subsequently, the construction activities have resumed at various sites gradually in a phased manner based on the directives issued by regulatory authorities and by ensuring compliance with preventive measures in terms of various guidelines issued by such regulatory authorities.

The Company believes that the current level of operations are temporary in nature and therefore this may not result in any significant financial impact on the Company. The management has considered internal and external sources up to the date of approval of these unaudited standalone financial results, in assessing the assets, liquidity, financial position and operations of the Company including impact on estimated costs to be incurred towards projects under execution and believes that carrying value of all assets are completely recoverable.

Considering the uncertainties involved in estimating the impact of this pandemic, the future impact of this pandemic may be different from those estimated as on the date of approval of these unaudited standalone financial results, and this will continue to be monitored in future periods.

- 6 The Board of Directors of the Company at their meeting held on 16 March 2020 has approved the "Scheme of Arrangement" ('the Scheme') for merger of the Sterling & Wilson - Warree Private Limited ('SWWPL') with the Company subject to obtaining necessary approvals from the applicable statutory authorities. Subsequently, the Company has completed e-filing of the application for the said Scheme with National Company Law Tribunal ('NCLT') on 5 August 2020 and is awaiting admission of the application by NCLT.

- 7 The results of the Company are available for investors at [www.sterlingandwilsonsolar.com](http://www.sterlingandwilsonsolar.com), [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

**BY ORDER OF THE BOARD OF DIRECTORS**  
For Sterling and Wilson Solar Limited



**Mr. Khurshed Daruvala**  
Chairman

■IN: 00216905

Date : November 12, 2020  
Place : Mumbai