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**INDEPENDENT AUDITOR’S REPORT ON AUDIT OF ANNUAL CONSOLIDATED FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS OF THE COMPANY PURSUANT TO REGULATION 33 AND 52(4) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.**

***TO THE BOARD OF DIRECTORS  
STERLING AND WILSON RENEWABLE ENERGY LIMITED***

**Opinion and Conclusion**

We have (a) audited the Consolidated Financial Results for the year ended March 31, 2024 and (b) reviewed the Consolidated Financial Results for the quarter ended March 31, 2024 (refer ‘Other Matters’ section below), which were subject to limited review by us, both included in the accompanying “Statement of Consolidated Financial Results for the Quarter and Year Ended March 31, 2024”, of *Sterling and Wilson Renewable Energy Limited* ("the Parent Company") and its subsidiaries (together referred to as "the Group"), together with the notes thereon attached herewith, ("the Statement", “Consolidated Financial Results”), being submitted by the Parent Company pursuant to the requirements of Regulation 33 and 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI (LODR) Regulations, 2015”).

**(a) Opinion on Annual Consolidated Financial Results for the year ended March 31, 2024**

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the audit reports of the other auditors on the separate audited financial information of subsidiaries, referred to in the Other Matters section below, the Statement:

i) includes the results of the following entities:

Name of the Entity	Relationship
i) Sterling and Wilson International Solar FZCO	Wholly owned subsidiary
a) Sterling and Wilson Singapore Pte. Ltd.	Wholly owned subsidiary
- Sterling and Wilson Kazakhstan LLP	Wholly owned subsidiary
b) Sterling and Wilson International LLP	Wholly owned subsidiary
c) Sterling and Wilson Solar Solutions Inc	Wholly owned subsidiary
- Sterling and Wilson Solar Solutions LLC	Wholly owned subsidiary
- Sterling and Wilson Renewable Energy Nigeria Limited (from February 9, 2023)	Wholly owned subsidiary
d) Sterling and Wilson Solar Australia Pty. Ltd.	Wholly owned subsidiary
e) GCO Solar Pty Ltd. (formerly known as GCO Electrical Pty Ltd.)	Wholly owned subsidiary
f) Sterling and Wilson Middle East Solar Energy LLC	Wholly owned subsidiary
g) Sterling and Wilson Engineering (Pty) Ltd	Subsidiary
h) Sterling and Wilson Renewable Energy Spain S.L. (formerly known as Esterlina Solar – Proyecto Diez, S.L.)	Wholly owned subsidiary
i) Sterling and Wilson Solar Spain S.L. (formerly known as Renovable Energia Contracting S.L)	Wholly owned subsidiary
- Esterlina Solar - Proyecto Uno, S.L.	Wholly owned subsidiary

Name of the Entity	Relationship
- Esterlina Solar – Proyecto Dos, S.L.	Wholly owned subsidiary
- Esterlina Solar – Proyecto Tres, S.L.	Wholly owned subsidiary
- Esterlina Solar – Proyecto Cuatro, S.L.	Wholly owned subsidiary
- Esterlina Solar – Proyecto Cinco, S.L.	Wholly owned subsidiary
- Esterlina Solar – Proyecto Seis, S.L.	Wholly owned subsidiary
- Esterlina Solar – Proyecto Siete, S.L.	Wholly owned subsidiary
- Esterlina Solar – Proyecto Ocho, S.L.	Wholly owned subsidiary
- Esterlina Solar – Proyecto Nueve, S.L.	Wholly owned subsidiary
ii) Esterlina Solar Engineers Private Limited	Wholly owned subsidiary
iii) Sterling and Wilson (Thailand) Limited	Wholly owned subsidiary
iv) Sterling and Wilson Saudi Arabia Limited	Wholly owned subsidiary
v) Sterling Wilson – SPCPL – Chint Moroccan Venture	Subsidiary
vi) Sterling and Wilson Solar LLC	Subsidiary

- ii) is presented in accordance with the requirements of Regulation 33 and 52(4) of the SEBI (LODR) Regulations, 2015, in this regard; and
- iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder and other accounting principles generally accepted in India of the net loss, other comprehensive loss, and other financial information of the Group for the year ended March 31, 2024.

**(b) Conclusion on Consolidated Financial Results for the quarter ended March 31, 2024**

With respect to the Consolidated Financial Results for the quarter ended March 31, 2024, based on our review conducted and procedures performed as stated in paragraph (b) of *Auditor's Responsibilities* section below and based on the consideration of the audit reports of the branch auditors and other auditors referred to in Other Matters section below, nothing has come to our attention that causes us to believe that the Consolidated Financial Results for the quarter ended March 31, 2024, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and 52(4) of the SEBI (LODR) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Basis for Opinion on the Annual Consolidated Financial Results for the year ended March 31, 2024**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the year ended March 31, 2024, under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and by the other auditors in terms of their reports referred to in paragraph (i) and (ii) in the "Other Matters" paragraph in this audit report, is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matters**

We draw attention to:

- i) Note 5 to the Statement which describes the Indemnity Agreement dated December 29, 2021, entered into by the Parent Company with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the “Promoter Selling Shareholders”) and Reliance New Energy Limited (formerly known as Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Parent Company and its subsidiaries / branches for a net amount, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreement), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters, if such claims (net of receivables) exceeds Rs. 300.00 crores. Consequently, trade receivables from the customer undergoing a resolution process under the supervision of the National Company Law Tribunal (‘NCLT’) and bank guarantees related to liquidated damages encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. Since all future crystallized claims beyond Rs. 300.00 crores will be fully charged back and recovered from the Promoter Selling Shareholders, there will be no further impact on the results of the Parent Company and its subsidiaries.
- ii) Note 7(a) to the Statement which describes the uncertainty related to the recoverability of remediation costs amounting to Rs. 467.12 crores (USD 56.07 million) incurred by a wholly owned subsidiary company (“WOS”) of the Group in a particular geography due to delays and default by a sub-contractor. The subcontractor has filed a counter claim on a WOS of the Group for approximately Rs. 159.71 crores (USD 19.17 million). In the opinion of the Management of the Group and based on the conclusion memorandum of the external legal firm, the Group is confident of recovering the above-mentioned remediation costs and that the subcontractor’s claim amounting to Rs. 159.71 crores (USD 19.17 million) is not tenable. Accordingly, no provision has been considered necessary during the quarter and year ended March 31, 2024.
- iii) Note 7(b) to the Statement where a WOS of the Group has incurred remediation costs amounting to Rs. 22.08 crores (USD 2.65 million) with respect to defective parts supplied by a supplier. Management is confident of recovery of the same. Accordingly, no provision has been considered necessary during the quarter and year ended March 31, 2024.
- iv) Note 8(a) to the Statement which describes the wrongful invocation of the bank guarantees by two customers aggregating to Rs. 391.89 crores (USD 47.04 million). The Management is confident of recovering the encashed bank guarantees from the customers and accordingly has disclosed Rs. 391.89 crores (USD 47.04 million) as recoverable from customers as at March 31, 2024. The Management is also confident that customer’s claim is not tenable.
- v) Note 8(b) to the Statement which describes the wrongful invocation of the bank guarantee by a customer of Rs. 90.20 crores (AUD 16.59 million). The Management is confident of recovering the encashed guarantees from the customer and accordingly has disclosed Rs. 90.20 crores (AUD 16.59 million) as recoverable from customers as at March 31, 2024.

Our opinion / conclusion is not modified in respect of the above matters.

### **Management's Responsibilities for the Consolidated Financial Results**

These Consolidated Financial Results for the year ended March 31, 2024, have been prepared on the basis of the Audited Consolidated Financial Statements. This Statement, which is the responsibility of the Parent Company's Management has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on April 20, 2024. The Parent Company's Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Results that give a true and fair view of the net profit / (loss) for the quarter and year ended March 31, 2024, respectively, other comprehensive loss for the quarter ended and year ended March 31, 2024 and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52(4) of the SEBI (LODR) Regulations, 2015.

The respective Board of Directors of the Companies and the Management of the Partnership Firm included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Results by the Directors of the Parent Company, as aforesaid.

In preparing the Consolidated Financial Results, the respective Board of Directors of the Companies and the Management of the Partnership Firm included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors and the Management of the firm either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies and the Management of the Partnership Firm included in the Group are responsible for overseeing the financial reporting process of the respective entities.

### **Auditor's Responsibilities**

#### **(a) for the Audit of the Consolidated Financial Results for the year ended March 31, 2024**

Our objective is to obtain reasonable assurance about whether the Consolidated financial results for the year ended March 31, 2024, as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 and 52(4) of the SEBI (LODR) Regulations, 2015.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the annual consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results / financial information of the entities or branches within the Group to express an opinion on the annual consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the annual consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (LODR) Regulations, 2015, to the extent applicable.

Materiality is the magnitude of misstatements in the Annual Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Consolidated Financial Results.

**(b) Review of the Consolidated Financial Results for the quarter ended March 31, 2024**

We conducted our review of the Consolidated Financial Results for the quarter ended March 31, 2024, 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 ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel 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 SAs specified under section 143(10) of the Act 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.

The Statement includes the results of the entities as listed under paragraph (a)(i) of Opinion and Conclusion section above.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (LODR) Regulations, 2015, to the extent applicable.

**Other Matters**

- i) We neither reviewed nor audited the interim financial information / annual financial statements of 17 branches included in the standalone financial results of the Parent Company, whose interim financial information / annual financial statements reflect total assets (before consolidation adjustments) of Rs. 717.19 crores as at March 31, 2024 and total revenues (before consolidation adjustments) of Rs. 56.19 crores and Rs. 188.28 crores, total net profit / (loss) after tax (before consolidation adjustments) of Rs. 32.32 crores and (Rs. 0.60 crores), total comprehensive income / (loss) (before consolidation adjustments) of Rs. 32.32 crores and (Rs. 0.60 crores) for the quarter ended March 31, 2024, and year ending on that date respectively and net cash outflows of Rs. 3.19 crores for the year ended on that date as considered in the standalone financial results of the Parent Company.

The annual financial statements of these branches have been audited by the respective branch auditors whose reports have been furnished to us, and our conclusion / opinion 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 *Auditor's Responsibilities* section above.

- ii) We did not review / audit the interim financial information / annual financial statements of 8 subsidiaries included in the consolidated financial results of the Group, whose interim financial information / annual financial statements reflect total assets (before consolidation adjustments) of Rs. 1,381.66 as at March 31, 2024 and total revenues (before consolidation adjustments) of Rs. 32.48 crores and Rs. 239.15 crores, total net loss after tax (before consolidation adjustments) of Rs. 84.31 crores and Rs. 294.24 crores, total comprehensive loss (before consolidation adjustments) of Rs. 82.58 crores and Rs. 312.23 crores, for the quarter ended March 31, 2024, and year ended on that date respectively and net cash outflows of Rs. 10.00 crores for the year ended on that date as considered in the audited consolidated financial results of the Group.

The annual financial statements of these subsidiaries have been audited by other auditors whose reports have been furnished to us by the Management and our conclusion / opinion 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 *Auditor's Responsibilities* section above.

- iii) The branches and subsidiaries referred to above are located outside India whose financial statements have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been audited by the respective branch auditors and other auditors under generally accepted auditing standards applicable in their respective countries. The Parent Company's Management has converted the financial statements 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 audited these conversion adjustments made by the Parent Company's Management.

Our opinion / 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 other auditors and the conversion adjustments prepared by the Management of the Parent Company and audited / reviewed by us.

- iv) The Statement includes the interim financial information / annual financial statements of 18 subsidiaries which have not been audited, whose financial results / statements reflect total assets (before consolidation adjustments) of Rs. 183.89 crores as at March 31, 2024 total revenues (before consolidation adjustments) of Rs. 1.21 crores and Rs. 1.21 crores, total net loss after tax (before consolidation adjustments) of Rs. 0.37 crores and Rs. 8.04 crores, total comprehensive gain (before consolidation adjustments) of Rs. 0.36 crores and total comprehensive loss (before consolidation adjustments) Rs. 8.26 crores for the quarter ended March 31, 2024, and year ended on that date respectively and net cash inflows of Rs. 18.02 crores for the year ended on that date as considered in the Statement.



**Statement Of Consolidated Financial Results For The Quarter and Year Ended 31 March 2024**

(₹ in crore)

Sr No.	Particulars	For the quarter ended			Year ended	
		31-Mar-24 (Refer Note 12)	31-Dec-23 (Unaudited)	31-Mar-23 (Refer Note 12)	31-Mar-24 (Audited)	31-Mar-23 (Audited)
1	<b>Income</b>					
	Revenue from operations	1,178.01	582.88	88.43	3,035.37	2,015.01
	Other income (net)	33.39	27.43	(2.07)	85.42	110.86
	<b>Total Income</b>	<b>1,211.40</b>	<b>610.31</b>	<b>86.36</b>	<b>3,120.79</b>	<b>2,125.87</b>
2	<b>Expenses</b>					
	Cost of construction materials, stores and spare parts	878.96	355.50	8.01	1,941.73	1,210.50
	Changes in inventories of stock-in-trade	-	-	-	-	-
	Direct project costs	174.98	162.04	354.17	779.82	1,549.97
	Employee benefits expense	44.91	51.87	61.26	211.27	247.85
	Finance costs	24.54	67.55	59.50	218.52	144.91
	Depreciation and amortisation expense	4.46	4.49	3.83	16.65	14.70
	Other expenses	49.81	29.65	17.11	125.12	136.68
	<b>Total Expenses</b>	<b>1,177.66</b>	<b>671.10</b>	<b>503.88</b>	<b>3,293.11</b>	<b>3,304.61</b>
3	<b>Profit/(Loss) before tax (1 - 2)</b>	<b>33.74</b>	<b>(60.79)</b>	<b>(417.52)</b>	<b>(172.32)</b>	<b>(1,178.74)</b>
4	<b>Tax Expense</b>					
	- Current-tax	0.93	0.72	1.37	2.71	6.66
	- Tax adjustments relating to earlier period / year	(1.00)	-	1.02	0.99	(8.09)
	- Deferred tax charge / (credit)	32.41	0.88	1.20	34.77	(2.35)
5	<b>(Loss)/ Profit for the period / year (3 - 4)</b>	<b>1.40</b>	<b>(62.39)</b>	<b>(421.11)</b>	<b>(210.79)</b>	<b>(1,174.96)</b>
6	<b>Other comprehensive (loss) / income for the period / year</b>					
	Items that will not be reclassified to profit or loss					
	- Remeasurements of defined benefit liability	(2.09)	(0.14)	0.36	(2.48)	0.81
	- Income-tax relating to items that will not be reclassified to profit or loss	0.60	-	-	0.60	-
	Items that will be reclassified to profit or loss					
	- Effective portion of (losses) / gain on hedging instruments in cash flow hedges	(2.29)	0.84	(10.99)	(5.22)	39.56
	- Effective portion of (gain) / losses on hedging instruments in cash flow hedges reclassified to profit or loss	3.29	-	(7.53)	0.23	(15.50)
	- Income-tax relating to items that will be reclassified to profit or loss	-	-	-	-	(5.13)
	- Exchange differences in translating financial statements of foreign operations	(27.71)	(16.74)	(19.72)	(63.45)	5.74
	<b>Other comprehensive (loss) / income for the period / year (net of income-tax)</b>	<b>(28.19)</b>	<b>(16.04)</b>	<b>(37.88)</b>	<b>(70.32)</b>	<b>25.48</b>
7	<b>Total comprehensive (loss) for the period / year (5 + 6)</b>	<b>(26.79)</b>	<b>(78.43)</b>	<b>(458.99)</b>	<b>(281.11)</b>	<b>(1,149.48)</b>
8	<b>(Loss) / Profit for the period / year attributable to:</b>					
	- Owners of the Company	1.45	(63.67)	(417.45)	(211.92)	(1,169.55)
	- Non-controlling interests	(0.04)	1.28	(3.66)	1.13	(5.41)
9	<b>Other comprehensive (loss) / income for the period / year (net of income-tax) attributable to:</b>					
	- Owners of the Company	(28.44)	(15.56)	(38.03)	(70.25)	24.37
	- Non-controlling interests	0.26	(0.49)	0.15	(0.07)	1.11
10	<b>Total comprehensive (loss) / profit for the period / year attributable to:</b>					
	- Owners of the Company	(26.99)	(79.23)	(455.48)	(282.17)	(1,145.18)
	- Non-controlling interests	0.22	0.79	(3.51)	1.06	(4.30)
11	Paid-up equity share capital (face value ₹ 1/-)	23.32	23.30	18.97	23.32	18.97
12	Other equity				945.85	(244.05)
13	Earnings per equity share (EPS) (of ₹ 1 each) (not annualised)					
	(a) Basic	0.06	(3.31)	(22.00)	(10.40)	(61.65)
	(b) Diluted (Refer note 11)	0.06	(3.31)	(22.00)	(10.39)	(61.65)
	See accompanying notes to Consolidated Financial Results					



**Statement of Cash flows for the Year Ended 31 March 2024**

(₹ in crore)

Particulars	Year ended	
	31-Mar-24 (Audited)	31-Mar-23 (Audited)
<b>Cash flows from operating activities</b>		
<b>(Loss) before tax</b>	(172.32)	(1,178.74)
<i>Adjustments for:</i>		
Depreciation and amortisation expense	16.81	14.70
Expected credit loss on financial assets	5.99	7.50
Bad debts written off	-	9.76
Expected credit loss on financial assets	-	(35.21)
Loans and advances written off	3.35	-
(Profit) on sale of property, plant and equipments (net)	(0.06)	-
Property, plant and equipment written off and scrapped	0.21	-
Provision for liquidated damages	-	11.07
(Reversal) / Provision for foreseeable losses	(28.39)	18.12
Finance costs	218.52	144.91
Interest income	(9.17)	(4.38)
Provision for mark-to-market gain/ (loss) on derivative instruments	(0.23)	-
Unrealised foreign exchange loss / (gain) (net)	(6.45)	(32.71)
ESOP Expense	1.04	-
Liabilities no longer required	(23.71)	(59.83)
<b>Operating profit / (loss) before working capital changes</b>	<b>5.59</b>	<b>(1,104.81)</b>
<i>Working capital adjustments:</i>		
Decrease / (Increase) in inventories	0.43	2.33
(Increase) / Decrease in trade receivables	(42.15)	34.73
Decrease / (Increase) in loans and advances	0.11	(1.02)
(Increase) in other financial assets and derivative assets	(11.73)	(488.94)
(Increase) / Decrease in other current assets	(860.17)	432.58
Decrease in restricted cash	2.55	0.25
Increase / (Decrease) in trade payable, derivatives, other financial liabilities, other liabilities and provisions	1,481.99	(687.94)
(Increase) in other non-current assets	(2.87)	-
<b>Net change in working capital</b>	<b>568.16</b>	<b>(708.01)</b>
<b>Cash flows generated from / (used in) operating activities</b>	<b>573.76</b>	<b>(1,812.82)</b>
Income-tax refund received / (paid) (net)	28.09	(22.13)
Effects of exchange differences on translation of assets and liabilities (net)	(63.45)	5.74
<b>Net cash flows generated from / (used in) operating activities</b> (A)	<b>538.40</b>	<b>(1,829.21)</b>
<b>Cash flows from investing activities</b>		
(Purchase) of property, plant and equipment, capital work in progress and intangible assets	(1.01)	(9.24)
Redemption in short term fixed deposits (net)	1.17	(1.01)
(Investment) in long term fixed deposits	(12.98)	(6.00)
Proceeds from sale of property, plant and equipment	0.40	0.09
Interest received	7.71	4.38
<b>Net cash flows (used in) investing activities</b> (B)	<b>(4.71)</b>	<b>(11.78)</b>
<b>Cash flows from financing activities</b>		
(Repayment of) / Proceeds from cash credit borrowings (net)	(42.08)	(4.29)
Proceeds from issue of equity shares for ESOP	6.70	-
Proceeds from secured short-term borrowings	895.00	84.18
Repayment of secured short-term borrowings	(1,294.20)	-
(Repayment of) / proceeds from secured long term borrowings	(1,097.00)	1,500.00
Proceeds from issue of equity shares (net of share issue expenses)	1,468.02	-
Finance costs paid	(215.50)	(143.42)
Repayment of lease liabilities (including interest on lease liabilities amounting to 2.74 crores (previous year 1.20 crores))	(6.90)	(5.21)
<b>Net cash flows generated from financing activities</b> (C)	<b>(285.96)</b>	<b>1,431.26</b>
Net movement in currency translation (D)	-	0.12
<b>Net (Decrease) / increase in cash and cash equivalents (A+B+C+D)</b>	<b>247.73</b>	<b>(409.61)</b>
Cash and cash equivalents - Opening balance	47.90	457.51
Cash and cash equivalents of subsidiaries acquired during the year	-	-
<b>Cash and cash equivalents - Closing balance</b>	<b>295.63</b>	<b>47.90</b>
<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 Statement of Assets and Liabilities	295.63	47.90
Less: Bank overdrafts repayable on demand	-	-
<b>Cash and cash equivalents as per the Consolidated Statement of Cash Flows</b>	<b>295.63</b>	<b>47.90</b>

**Segment-Wise Revenue, Assets, Liabilities And Capital Employed For The Quarter and Year Ended 31 March 2024**

(₹ in crore)

Particulars	For the quarter ended			Year ended	
	31-Mar-24 (Refer Note 12)	31-Dec-23 (Unaudited)	31-Mar-23 (Refer Note 12)	31-Mar-24 (Audited)	31-Mar-23 (Audited)
<b>Segment Revenue</b>					
EPC business	1,124.16	525.37	39.58	2,824.71	1,823.50
Operation and maintenance service	53.84	57.49	48.81	210.40	189.86
<b>Total</b>	<b>1,178.00</b>	<b>582.86</b>	<b>88.39</b>	<b>3,035.11</b>	<b>2,013.36</b>
Other operating income	0.01	0.02	0.04	0.26	1.65
<b>Revenue from operations</b>	<b>1,178.01</b>	<b>582.88</b>	<b>88.43</b>	<b>3,035.37</b>	<b>2,015.01</b>
<b>Segment Results</b>					
EPC business	129.59	58.94	(295.85)	297.82	(677.18)
Operation and maintenance service	6.49	8.82	6.27	33.69	9.04
<b>Total</b>	<b>136.08</b>	<b>67.76</b>	<b>(289.58)</b>	<b>331.51</b>	<b>(668.14)</b>
Add: Unallocable income	15.67	24.73	2.33	61.73	16.26
Less: Unallocable expenditure	(118.02)	(153.28)	(130.27)	(565.57)	(526.86)
<b>Total Profit/(loss) before tax</b>	<b>33.74</b>	<b>(60.79)</b>	<b>(417.52)</b>	<b>(172.32)</b>	<b>(1,178.74)</b>
<b>Segment Assets</b>					
EPC business	3,167.79	2,834.31	2,094.02	3,167.79	2,094.02
Operation and maintenance service	121.80	118.31	123.56	121.80	123.56
Unallocated	1,010.92	1,267.17	972.79	1,010.92	972.79
<b>Total</b>	<b>4,300.51</b>	<b>4,219.79</b>	<b>3,190.37</b>	<b>4,300.51</b>	<b>3,190.37</b>
<b>Segment Liabilities</b>					
EPC business	2,620.91	2,324.15	1,226.20	2,620.91	1,226.20
Operation and maintenance service	40.95	41.64	60.02	40.95	60.02
Unallocated	683.64	872.09	2,144.45	683.64	2,144.45
<b>Total</b>	<b>3,345.50</b>	<b>3,237.88</b>	<b>3,430.67</b>	<b>3,345.50</b>	<b>3,430.67</b>
<b>Capital Employed (Segment Assets - Segment Liabilities)</b>					
EPC business	546.88	510.16	867.82	546.88	867.82
Operation and maintenance service	80.85	76.67	63.54	80.85	63.54
Unallocated	327.29	395.08	(1,171.66)	327.29	(1,171.66)
<b>Total</b>	<b>955.01</b>	<b>981.91</b>	<b>(240.30)</b>	<b>955.01</b>	<b>(240.30)</b>

**Notes to Consolidated Financial Results For The Quarter and Year Ended 31 March 2024**

**Notes :**

- 1 The above consolidated financial results which are published in accordance with Regulation 33 and Regulation 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as prescribed in Securities and Exchange Board of India operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021 ('Listing Regulations'), have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 20 April 2024. These 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.
- 2 The Parent Company and its Subsidiaries (collectively known as 'the Group') are primarily engaged in the business of complete Turnkey solution for Engineering, Procurement, Construction, Operation and Maintenance of Renewable Energy Power projects. The Parent Company's Chief Operating Decision Maker (CODM) reviews the internal Management reports prepared based on financial information for Engineering, Procurement and Construction (EPC) business and Operation and Maintenance Service based on analysis of certain performance indicators viz. Gross margin, Profit after tax, etc. Accordingly, the Group has determined its reportable segments under Ind AS 108 "Operating Segments" as follows:
  - Engineering, Procurement and Construction Business ('EPC Business'); and
  - Operation and Maintenance Service
 The financial information of these segments has been provided in the consolidated financials results as per Ind AS 108.

- 3 The Standalone Financial Results of Sterling and Wilson Renewable Energy Limited (Parent Company):

(₹ in crore)

Particulars	For the quarter ended			Year ended	
	31-Mar-24 (Unaudited)	31-Dec-23 (Unaudited)	31-Mar-23 (Unaudited)	31-Mar-24 (Unaudited)	31-Mar-23 (Audited)
Total Income	1,232.83	602.24	187.60	2,977.07	1,672.17
Profit/(Loss) before tax for the period / year	121.49	6.81	(147.47)	123.46	(346.97)
Profit/(Loss) for the period / year	88.89	6.29	(150.70)	87.25	(355.02)

- 4 The shareholders of the Company through a postal ballot, which ended on 27 October 2023, approved raising of funds by way of issuance of equity shares or other securities through public and/ or private offerings including by way of a qualified institutional placement for an aggregate amount not exceeding ₹ 1,500 Crore.

Accordingly, the Company launched a public offering of a qualified institutional placement for an aggregate amount of ₹ 1,500 crore which was fully subscribed. 4,32,27,665 equity shares of ₹ 1 each were issued at a premium of ₹ 346 per share on 14 December 2023. The Company utilized the proceeds to reduce debts (including all overdue debts and balance payable against encashed bank guarantees) to ₹ 403.06 crore as at 31 March 2024 and further by ₹ 25.00 crore till date. The Company has thereby also remediated all applicable cross default clauses and has also further placed fixed deposits with a scheduled commercial bank amounting to ₹ 50.00 crore, earmarking the same towards repayment of loan installments upto November 2024. Balance debt post November 2024 amounting to ₹ 328.06 crore will be paid in due course in installments commencing from December 2024 upto October 2026.

- 5 On 29 December 2021, the Parent Company had signed an Indemnity Agreement with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Parent Company and its subsidiaries/branches for a net amount, if it exceeds ₹ 300.00 crore, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreements), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters. These amounts would be crystallized by 30 September 2022 and thereafter on 30 September of each succeeding year, on the basis of the final settlement amounts with customers/suppliers/other authorities. Consequently, trade receivables from customer undergoing a resolution process under the supervision of the National Company Law Tribunal ('NCLT') and bank guarantees, if related to liquidated damages, encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. The Promoter Selling Shareholders are consequently entitled to net off the amounts payable, with specific counter-claims levied and recovered by the Parent Company and its subsidiaries/branches on its customers/vendors relating to these matters.

In line with the terms of the Indemnity Agreement, the Parent Company has subsequent to 30 September 2023, raised the claim amounting to ₹ 418.13 crore to be recovered from the Promoter Selling Shareholders on the basis of crystallized items for the period ending 30 September 2023, which has been fully received by the Company

**Notes : (Continued)**

- 6 The Parent Company had entered into a contract for a 100 MW AC Photovoltaic plant in the state of Karnataka with an infrastructure company ("Customer") to cater to inhouse power demands of large office space facilities at Bangalore of a real estate developer ("Developer"). The works were majorly completed by end February 2018 and the balance work was pending due to non-availability of land, which was in the scope of the Customer. In October 2018, proceedings were initiated in the National Company Law Tribunal ("NCLT") against the Customer group and the Parent Company issued a work suspension notice to the Customer, on account of non-receipt of balance of payments, with a copy to the Developer. The Developer issued directions to the Parent Company, vide a letter, to go ahead with the works/maintenance of the plant wherein they also assured the Parent Company that they would make the payment if the customer failed to pay. As on date, the Customer owes the Parent Company ₹ 92.45 crore. In addition, an amount of ₹ 64.10 crore, under confirmed irrevocable Letters of Credit arranged by the customer from their bank were discounted by the Parent Company after confirmation both, from the Customer and their bank. However, the Customer's bank refused to honour the payment due to the Parent Company's bank citing the NCLT proceedings and the Parent Company had to refund the amount back to its bank.

During the year ended 31 March 2020, the Parent Company had initiated legal proceedings before National Company Law Appellate Tribunal ("NCLAT") in respect of amount receivable under irrevocable Letters of Credit by filing an Intervention Application in the main proceedings filed by Union of India against the Customer group. Further, the Parent Company has filed a claim before the Claim Management Advisors in respect of amount recoverable from the Customer group and the same has been admitted. The Parent Company had also filed legal proceedings against the Developer before the NCLAT. The Parent Company had obtained a legal opinion regarding recoverability of the amount due from the Developer as per their assurance letter and from the Customer's bank due to failure to pay confirmed Letters of Credit and has been advised that the said amounts are recoverable. The amounts of ₹ 92.45 crore and ₹ 64.10 crore are classified under the head Trade Receivables and Other Financial Assets, respectively. The case relating to the Customer is pending before the NCLAT. In order to recover the amount receivable under Letter of Credit i.e. ₹ 64.10 crore plus interest, the Company and the Parent Company has lodged a Summary Suit against the Customer's Bank before the Hon'ble Bombay High Court.

During the quarter ended 30 June 2023, the case against the Developer has been dismissed by NCLAT and in the quarter ended 30 September 2023, the Parent Company has filed an Appeal before the Hon'ble Supreme Court of India. Vide Order dated 11th September 2023, the Hon'ble Supreme Court of India has admitted the appeal and issued Notice to the Developer. The Developer filed its reply to the Appeal which was taken on record by the Registrar on 13 February 2024. As on 31 March 2024, the next date in the matter is not yet fixed by the Hon'ble Supreme Court of India. Further, during the year ended 31 March 2023, the Parent Company had filed a criminal complaint against the Developer and subsequently a First Information Report ("FIR") has also been filed. The Developer has also filed a Writ Petition before the Hon'ble Bombay High Court for quashing of the said FIR and as on 31 March 2024, the said Writ Petition is pending for hearing before the Hon'ble Bombay High Court.

Both the above claims are covered under the Indemnity Agreement as referred in Note 5 above.

- 7(a) During the previous year, a Wholly Owned Subsidiary Company ("WOS") of the Group has terminated a contract with a major subcontractor in a particular geography for delays and default of its obligations under the contract. The WOS has filed a legal suit to claim the surety bond tendered by the subcontractor for performance of works amounting to ₹ 257.18 crore (USD 30.87 million). Upto 31 March 2024, ₹ 467.12 crore (USD 56.07 million) has been incurred by the Group towards additional cost to complete the subcontractor's scope of work. The subcontractor has filed a lien on the project seeking a counter claim on the Group for approximately ₹ 159.71 crore (USD 19.17 million) which has been refuted by the Management. During the previous year, the Group had issued a bond amounting to ₹ 239.52 crore (USD 28.75 million) to the County Court in Washington for release of this lien, consequently the lien has been released. Further, the WOS has made a counter claim on the subcontractor for an amount of ₹ 805.86 crore (USD 96.73 million) (including ₹ 467.12 crore (USD 56.07 million)) for non-compliance with the contractual obligations. The ongoing arbitration in the appropriate forum is proceeding as per the agreed schedule and the final hearing is likely to be scheduled in the second quarter of 2024.

In the opinion of the Management of the Group, supported by the conclusion memorandum issued by an external legal Firm, the Group is confident of recovering the additional costs incurred amounting to ₹ 467.12 crore (USD 56.07 million) to complete the subcontractor's scope of work as at 31 March 2024, which has been recognised by the Group as recoverable from the subcontractor and subcontractor's counter claim being not tenable. Accordingly, no provision has been considered necessary during the quarter and year ended 31 March 2024.

- 7(b) During the previous year, a WOS Company of the Group had incurred ₹ 22.08 crore (USD 2.65 million) towards remediation cost due to defective parts supplied by a supplier. The WOS has made a claim amounting to ₹ 80.98 crore (USD 9.72 million) towards the expected remediation costs, liquidated damages and back charge of liquidated damages from the customer per supply agreement and holds the supplier's surety bond of value ₹ 12.83 crore (USD 1.54 million). The WOS is in discussions with the attorneys and is preparing to file a formal dispute complaint in the appropriate forum for recovery of the said amounts. The Management is confident that the amount is fully recoverable and accordingly, no provision has been considered necessary during the quarter and year ended 31 March 2024.

**Notes to Consolidated Financial Results For The Quarter and Year Ended 31 March 2024 (Continued)**

**Notes : (Continued)**

8(a) During the previous year, two customers of a WOS in a particular geography filed claims amounting to ₹ 393.06 crore (USD 47.18 million) and ₹ 79.31 crore (USD 9.52 million) against the WOS in relation to two projects. During the quarter ended 30 June 2023, notices of invocation of two bank guarantees amounting to ₹ 202.78 crore (USD 24.34 million) and ₹ 189.11 crore (USD 22.70 million) were received from the two customers. The WOS believes that both these invocations are wrongful in nature as the projects have successfully achieved commercial operations and that it has fulfilled all its obligations under the contracts. As of date, the Group has repaid the banks the entire Bank Guarantee amount of ₹ 391.89 crore (USD 47.04 million).

The WOS has filed liens amounting to ₹ 364.57 crore (USD 43.76 million) and ₹ 506.03 crore (USD 60.74 million) on project properties for recovery of claims, amounts due and recoverable from the customers. The customers have furnished bonds equivalent to 150% of the liens and released the liens on the project properties. The WOS has filed applications for foreclosure of the liens and has filed complaints for commencing federal litigation against the two customers in the appropriate Courts of Law arising from breaches of the EPC Contracts, as well as the wrongful invocation of the two bank guarantees.

During the quarter ended March 31, 2024 the WOS has received intimation from the customers lawyers that an amount of ₹ 142.41 crore (USD 17.09 million) has been utilized by the customers to pay outstanding vendors of the WOS. No adjustments have been made between the receivables and payables in the absence of confirmation from the vendors releasing the liability of the WOS. In the opinion of the Management, supported by internal legal assessment, the Group is confident of recovering the wrongfully invoked Bank Guarantee amounts aggregating to ₹ 391.89 crore (USD 47.04 million), which has been recognised by the Group as recoverable from the customers. In addition, the Group is also confident on customers claims amounting to ₹ 393.06 crore (USD 47.18 million) and ₹ 79.31 crore (USD 9.52 million), being not tenable.

8(b) During the quarter ended March 31, 2024, a customer of a WOS in a particular geography terminated the contract in relation to a project. Notice of invocation of the bank guarantee amounting to ₹ 90.20 crore (AUD 16.59 million) was received from the customer. The WOS believes that both the termination and invocation are wrongful in nature considering the fact that despite the project being fully constructed it could not be fully operated for certain technical reasons as being the responsibility of the Owners which has been brought to their notice on several occasions. The Group had immediately repaid the bank the entire Bank Guarantee amount of ₹ 90.20 crore (AUD 16.59 million).

In the opinion of the Management, supported by internal and external assessment, the Group is confident of recovering the wrongfully invoked Bank Guarantee amount which has been recognised by the Group as recoverable from the customer.

9 During the year ended 31 March 2024, the Company had received application for issue of 281,319 equity shares of ₹ 1 each fully paid-up on exercise of stock options by employees in accordance with the Employee Stock Option Plan which were allotted during the period.

10 The information as required by Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended is attached as per Annexure 1.

11 The Group has incurred losses after tax for the reported periods prior to the quarter ended 31 March 2024 and accordingly, the effect of potential equity shares to be issued would be anti-dilutive in respect of those periods.

12 The figures for the last quarter are the balancing figures between audited figures in respect of full financial year and the published year to date unaudited figures upto the third quarter of the respective financial years.

13 The results of the Group are available at [www.sterlingandwilsonre.com](http://www.sterlingandwilsonre.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 Renewable Energy Limited

Khurshed  
Yazdi Daruvala

Digitally signed by  
Khurshed Yazdi  
Daruvala  
Date: 2024.04.20  
14:41:13 +05'30'

Khurshed Daruvala  
Chairman  
DIN: 00216905  
Date : 20 April 2024  
Place : Mumbai

**Sterling and Wilson Renewable Energy Limited**

CIN:L74999MH2017PLC292281

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

**Annexure 1 to the Unaudited Consolidated Financial Results**

Information as required by Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr.No.	Particulars	Definition of ratio	For the quarter ended			Year ended	
			31-Mar-24	31-Dec-23	31-Mar-23	31-Mar-24	31-Mar-23
1	Debt equity ratio (times)	Total Borrowings / Total equity	0.49	0.58	(8.95)	0.49	(8.95)
2	Debt service coverage ratio (times) (annualised)	Loss before depreciation and amortisation, Finance cost and Tax / ((Finance cost) + (Current borrowings excluding Cash credit, Working capital loan from banks and Supplier credit facilities))	0.98	0.06	(1.17)	0.17	(0.66)
3	Interest service coverage ratio (times)	Loss before depreciation and amortisation, Finance cost and Tax / Finance cost	2.56	0.17	(5.95)	0.29	(7.03)
4	Outstanding redeemable preference shares (quantity)	Not applicable	Not applicable	Not applicable	Not applicable		Not applicable
5	Outstanding redeemable preference shares (value)	Not applicable	Not applicable	Not applicable	Not applicable		Not applicable
6	Capital redemption reserve*	Capital redemption reserve	0.00	0.00	0.00		0.00
7	Debenture redemption reserve	Not applicable	Not applicable	Not applicable	Not applicable		Not applicable
8	Net worth	Equity share capital + Retained earnings + Securities premium	1,194.52	1,194.08	(68.79)	1,194.52	(68.79)
9	Net profit after tax	Loss before tax - Tax expense	1.41	(62.39)	(421.11)	(210.78)	(1,174.96)
10	Earnings per share (not annualised)	Consolidated (loss) after tax attributable to equity shareholders / Weighted average number of equity shares outstanding during the period / year					
	Basic		0.06	(3.31)	(22.00)	(10.40)	(61.65)
	Diluted (Refer note 12)		0.06	(3.31)	(22.00)	(10.38)	(61.65)
11	Current ratio (times)	Current assets / current liabilities	1.35	1.37	1.10	1.35	1.10
12	Long term debt to working capital (times)	Non-current borrowings / (Current assets - Current liabilities)	0.23	0.27	2.56	0.23	2.56
13	Bad debts to Account receivable ratio (times) (annualised)*	Bad debts / Average trade receivables	Not applicable	Not applicable	Not applicable	Not applicable	0.01
14	Current liability ratio (times)	Current liabilities / Total liabilities	0.91	0.89	0.79	0.91	0.79
15	Total debts to Total assets (times)	(Current borrowings + Non-current borrowings) / Total assets	0.11	0.13	0.63	0.11	0.63
16	Debtors' turnover ratio (times) (annualised)	Revenue from operations / Average trade receivables	1.39	2.82	0.45	3.57	2.56
17	Inventory turnover ratio** (times)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
18	Operating margin (%)	(Loss before tax + finance cost - Interest income) / Revenue from operations	9.36%	0.96%	-407.32%	1.22%	-51.52%
19	Net profit margin (%)	Net loss after tax / Revenue from operations	0.12%	-10.70%	-476.20%	-6.94%	-58.31%

\*Amount less than Rs 0.01 crore

\*\*The Group is not engaged in the business of manufacturing or trading of goods and consequently this ratio is not applicable.

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Deloitte Haskins & Sells LLP  
Chartered Accountants  
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Elphinstone (W), Mumbai 400 013.

***INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL STANDALONE FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS OF THE COMPANY PURSUANT TO REGULATION 33 AND 52(4) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.***

***TO THE BOARD OF DIRECTORS OF  
STERLING AND WILSON RENEWABLE ENERGY LIMITED***

**Opinion and Conclusion**

We have (a) audited the Standalone Financial Results for the year ended March 31, 2024 and (b) reviewed the Standalone Financial Results for the quarter ended March 31, 2024 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Standalone Financial Results for the Quarter and Year Ended 31 March 2024" of *Sterling and Wilson Renewable Energy Limited* ("the Company") together with the notes thereon attached herewith, in which are incorporated financial information from branches in Australia, Argentina, Chile, Dubai, Egypt (2 branches), Greece, Jordan (2 branches), Kenya, Mexico, Namibia, Philippines, United Kingdom, Vietnam (3 branches), Tanzania, Mali, New Zealand, Zambia and Italy ("the Statement", "Standalone Financial Results"). This Statement is being submitted by the Company pursuant to the requirements of Regulation 33 and 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI (LODR) Regulations, 2015").

**(a) Opinion on Annual Standalone Financial Results for the year ended March 31, 2024**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the branch auditors on the respective audited financial information of the branches as referred to in the Other Matters section below, the Statement:

- i) is presented in accordance with the requirements of Regulation 33 and 52(4) of the SEBI (LODR) Regulations, 2015, in this regard; and
- ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder and other accounting principles generally accepted in India of the net profit, other comprehensive income and other financial information of the Company for the year ended March 31, 2024.

**(b) Conclusion on Standalone Financial Results for the quarter ended March 31, 2024**

With respect to the Standalone Financial Results for the quarter ended March 31, 2024, based on our review conducted as stated in paragraph (b) of *Auditor's Responsibilities* section below and based on the consideration of the audit reports of the branch auditors as referred to in the Other Matters section below, nothing has come to our attention that causes us to believe that the Standalone Financial Results for the quarter ended March 31, 2024, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and 52(4) of the SEBI (LODR) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

### **Basis for Opinion on the Audited Standalone Financial Results for the year ended March 31, 2024**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities* section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended March 31, 2024, under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the branch auditors in terms of their reports referred to in paragraph (i) of the "Other Matters" paragraph in this audit report, is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matters**

We draw attention to:

- i) Note 5 to the Statement which details the Company's exposure in respect of its investment in a wholly owned subsidiary, loans given together with accrued interest thereon and other receivables aggregating to Rs. 2,733.10 crores as at March 31, 2024. The Company is confident that these amounts are recoverable based on the projected cash flows of the wholly owned subsidiary and amounts recoverable under the indemnity agreement with the Promoter Selling Shareholders.
- ii) Note 3 to the Statement which describes the Indemnity Agreement dated December 29, 2021, entered into by the Company with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly known as Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Company and its subsidiaries / branches for a net amount, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreement), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters, if such claims (net of receivables) exceeds Rs. 300.00 crores. Consequently, trade receivables from the customer undergoing a resolution process under the supervision of the National Company Law Tribunal ('NCLT') and bank guarantees related to liquidated damages encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. Since all future crystallized claims beyond Rs. 300.00 crores will be fully charged back and recovered from the Promoter Selling Shareholders, there will be no further impact on the results of the Company.

Our opinion / conclusion is not modified in respect of the above matters.

### **Management's Responsibilities for the Standalone Financial Results**

The Standalone Financial Results for the year ended March 31, 2024, have been prepared on the basis of Audited Standalone Financial Statements. This Statement, which is the responsibility of the Company's Management has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on April 20, 2024. The Company's Board of Directors are responsible for the preparation and presentation of the Standalone Financial Results, that give a true and fair view of the net profit for the quarter and year ended March 31, 2024, other comprehensive income for the quarter and year ended March 31, 2024 and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52(4) of the SEBI (LODR) Regulations, 2015.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities**

#### **(a) For the Audit of the Standalone Financial Results for the year ended March 31, 2024**

Our objective is to obtain reasonable assurance about whether the Standalone Financial Results for the year ended March 31, 2024, as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results / financial information of the Company and its branches to express an opinion on the Standalone Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of the Company included in the Standalone Financial Results of which we are the independent auditors.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (LODR) Regulations, 2015, to the extent applicable.

For the other branches included in the Standalone Financial Results, which have been audited by branch auditors, such branch auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (i) of the “Other Matters” paragraph in this audit report.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Materiality is the magnitude of misstatements in the Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Results.

**(b) For the Review of the Standalone Financial Results for the quarter ended March 31, 2024**

We conducted our review of the Standalone Financial Results for the quarter ended March 31, 2024, 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 ICAI. A review of interim financial information consists of making inquiries, primarily of the Company’s personnel 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 SAs specified under section 143(10) of the Act 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 SEBI (LODR) Regulations, 2015, to the extent applicable.





## Sterling and Wilson Renewable Energy Limited

CIN:L74999MH2017PLC292281

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

### Statement of Standalone Financial Results for the Quarter and Year Ended 31 March 2024

(₹ in crore)

Sr No.	Particulars	For the quarter ended			For the Year ended	
		31-Mar-24 (Refer Note 9)	31-Dec-23 (Unaudited)	31-Mar-23 (Refer Note 9)	31-Mar-24 (Audited)	31-Mar-23 (Audited)
1	<b>Income</b>					
	Revenue from operations	1,139.63	540.65	158.05	2,706.16	1,457.91
	Other income (net)	93.20	61.59	29.55	270.91	214.26
	<b>Total Income</b>	<b>1,232.83</b>	<b>602.24</b>	<b>187.60</b>	<b>2,977.07</b>	<b>1,672.17</b>
2	<b>Expenses</b>					
	Cost of construction materials, stores and spare parts	877.90	352.20	9.03	1,920.14	900.54
	Changes in inventories of stock in trade	-	-	-	-	-
	Direct project costs	151.75	126.69	161.74	522.66	689.54
	Employee benefits expense	27.81	34.07	35.46	135.05	144.06
	Finance costs	24.13	60.89	59.26	192.39	141.10
	Depreciation and amortisation expense	2.66	2.74	1.43	9.46	6.69
	Other expenses	27.09	18.84	68.15	73.91	137.21
	<b>Total Expenses</b>	<b>1,111.34</b>	<b>595.43</b>	<b>335.07</b>	<b>2,853.61</b>	<b>2,019.14</b>
3	<b>Profit / (Loss) before tax (1 - 2)</b>	<b>121.49</b>	<b>6.81</b>	<b>(147.47)</b>	<b>123.46</b>	<b>(346.97)</b>
4	<b>Tax Expense</b>					
	- Current tax	0.77	0.52	1.18	2.27	6.00
	- Tax adjustments relating to earlier period / year	(1.00)	-	2.05	1.11	2.05
	- Deferred tax charge for the period / year	32.83	-	-	32.83	-
5	<b>Profit / (Loss) for the period / year (3 - 4)</b>	<b>88.89</b>	<b>6.29</b>	<b>(150.70)</b>	<b>87.25</b>	<b>(355.02)</b>
6	<b>Other comprehensive (loss) / income for the period / year</b>					
	Items that will not be reclassified to profit or loss					
	- Remeasurements of defined benefit liability	(1.99)	(0.13)	(0.97)	(2.38)	(0.52)
	- Income-tax relating to items that will not be reclassified to profit or loss	0.60	-	-	0.60	-
	Items that will be reclassified to profit or loss					
	- Effective portion of (losses) / gain on hedging instruments in cash flow hedges	(2.29)	0.84	(10.96)	(5.22)	39.59
	- Effective portion of gain / (losses) on hedging instruments in cash flow hedges reclassified to profit or loss	3.29	-	(7.53)	0.23	(15.50)
	- Income-tax relating to items that will be reclassified to profit or loss	-	-	-	-	(5.13)
	- Exchange differences in translating financial statements of foreign operations	(30.28)	(5.68)	4.33	(45.35)	1.01
	<b>Other comprehensive (loss) / income for the period / year (net of income-tax)</b>	<b>(30.67)</b>	<b>(4.97)</b>	<b>(15.13)</b>	<b>(52.12)</b>	<b>19.45</b>
7	<b>Total comprehensive income / (loss) for the period / year (5 + 6)</b>	<b>58.22</b>	<b>1.32</b>	<b>(165.83)</b>	<b>35.13</b>	<b>(335.57)</b>
8	Paid-up equity share capital (face value ₹ 1/-)	23.32	23.30	18.97	23.32	18.97
9	Other equity				2,657.24	1,150.01
10	Earnings per equity share (EPS) (of ₹ 1 each) (not annualised)					
	(a) Basic	3.81	0.32	(7.95)	4.31	(18.72)
	(b) Diluted (Refer note 10)	3.81	0.32	(7.95)	4.30	(18.72)
	See accompanying Notes to Standalone Financial Results					



## Sterling and Wilson Renewable Energy Limited

CIN:L74999MH2017PLC292281

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

### Standalone Statement of Assets and Liabilities as at 31 March 2024

(₹ in crore)

Particulars	As at	
	31-Mar-24	31-Mar-23
	(Audited)	(Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
(a) Property, plant and equipment	14.86	18.69
(b) Right-of-use assets	27.31	9.05
(c) Other intangible assets	4.59	5.53
(d) Financial Assets		
(i) Investments	371.21	371.21
(ii) Loans	1,507.44	-
(iii) Other financial assets	30.03	11.06
(e) Deferred tax assets (net)	68.36	100.60
(f) Non-current tax assets (net)	24.71	61.35
(g) Other non-current assets	4.72	1.85
<b>Total non-current assets</b>	<b>2,053.23</b>	<b>579.34</b>
<b>Current assets</b>		
(a) Inventories	1.14	1.57
(b) Financial Assets		
(i) Trade receivables (Refer note 4)	650.05	546.08
(ii) Cash and cash equivalents	262.92	23.32
(iii) Bank balances other than (ii) above	22.39	35.41
(iv) Loans	499.62	1,262.14
(v) Derivatives	-	3.72
(vi) Other financial assets	723.22	869.78
(c) Other current assets	1,474.53	735.62
<b>Total current assets</b>	<b>3,633.87</b>	<b>3,477.64</b>
<b>TOTAL ASSETS</b>	<b>5,687.10</b>	<b>4,056.98</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity share capital (Refer note 6 and 7)	23.32	18.97
(b) Other Equity (Refer note 6 and 7)	2,657.24	1,150.01
<b>Total equity</b>	<b>2,680.56</b>	<b>1,168.98</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	246.21	700.00
(ii) Lease liabilities	28.68	10.13
(b) Provisions	16.51	14.02
<b>Total non-current liabilities</b>	<b>291.40</b>	<b>724.15</b>
<b>Current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	230.45	1,140.18
(ii) Lease liabilities	5.21	0.98
(iii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	54.19	9.72
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,178.07	319.19
(iv) Derivatives	1.28	-
(v) Other financial liabilities	263.32	155.33
(b) Other current liabilities	946.31	505.65
(c) Provisions	35.78	27.89
(d) Current tax liabilities (net)	0.53	4.91
<b>Total current liabilities</b>	<b>2,715.14</b>	<b>2,163.85</b>
<b>Total liabilities</b>	<b>3,006.54</b>	<b>2,888.00</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>5,687.10</b>	<b>4,056.98</b>



## Sterling and Wilson Renewable Energy Limited

CIN:L74999MH2017PLC292281

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

### Standalone Statement of Cash flows for the Year ended 31 March 2024

(₹ in crore)

Particulars	Year Ended	
	31-Mar-24	31-Mar-23
	(Audited)	(Audited)
<b>Cash flows from operating activities</b>		
<b>Profit / (Loss) before tax</b>	123.46	(346.97)
<i>Adjustments for:</i>		
Depreciation and amortisation expense	9.46	6.69
Expected credit loss on financial assets	9.80	14.90
Bad debts written off	-	0.58
Rent Income	(0.19)	-
Loans and advances written off	3.35	-
Profit on sale of property, plant and equipments (net)	(0.06)	(0.06)
Provision for liquidated damages	0.08	-
Provision for foreseeable losses	(3.11)	3.93
Finance costs	192.39	141.10
Interest income	(187.45)	(86.19)
Provision for mark-to-market (gain) on derivative instruments (net)	(0.23)	-
Unrealised foreign exchange (gain) / loss (net)	(34.54)	(63.27)
Liabilities no longer required	(21.78)	(59.83)
ESOP Expense	1.08	-
Expected credit loss on financial assets no longer required	-	(31.58)
Share of loss in partnership firm	5.67	56.59
<b>Operating profit / (loss) before working capital changes</b>	<b>97.93</b>	<b>(364.11)</b>
<i>Working capital adjustments:</i>		
Decrease in inventories	0.43	2.33
(Increase) / Decrease in trade receivables	(111.56)	85.75
(Increase) in loans and advances	(0.03)	(0.99)
Decrease in restricted cash	2.56	0.25
Decrease in other financial assets	312.00	559.38
(Increase) / Decrease in other current and non-current assets	(741.78)	215.37
Increase / (Decrease) in trade payable, derivatives, other financial liabilities, other liabilities and provisions	1,477.23	(1,056.25)
<b>Net change in working capital</b>	<b>938.85</b>	<b>(194.16)</b>
<b>Cash flows generated from / (used in) operating activities</b>	<b>1,036.78</b>	<b>(558.27)</b>
Income-tax refund received / (paid) (net)	35.64	(22.44)
Effects of exchange differences on translation of assets and liabilities	(45.35)	1.01
<b>Net cash flows generated from / (used in) operating activities</b> (A)	<b>1,027.07</b>	<b>(579.70)</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment, capital work in progress and intangible assets	(0.32)	(6.52)
Proceeds from sale of property, plant and equipment	0.06	0.08
Investment in long term fixed deposits (net)	(12.98)	(0.06)
Investment in short term fixed deposits (net)	10.47	(6.00)
Inter-corporate deposits / Loan given to subsidiaries and fellow subsidiaries	(889.15)	(1,168.91)
Inter-corporate deposits / Loan repaid by subsidiaries and fellow subsidiaries	165.00	74.69
Interest received	24.61	18.75
<b>Net cash flows (used in) investing activities</b> (B)	<b>(702.31)</b>	<b>(1,087.97)</b>



## Sterling and Wilson Renewable Energy Limited

CIN:L74999MH2017PLC292281

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

### Standalone Statement of Cash flows for the Year ended 31 March 2024

(₹ in crore)

Particulars	Year Ended	
	31-Mar-24	31-Mar-23
	(Audited)	(Audited)
<b>Cash flows from financing activities</b>		
Proceeds from secured short-term borrowings	895.00	-
Repayment of secured short-term borrowings	(1,111.00)	-
(Repayment of) / Proceeds from secured long-term borrowings	(1,097.00)	1,500.00
(Repayment of) / Proceeds from cash credit borrowings (net)	(42.08)	(4.29)
Proceeds from issue of equity shares and share application money received for ESOP	6.67	-
Proceeds from /(Repayment of) unsecured short-term borrowings (net)	(8.26)	(8.76)
Proceeds from issue of equity shares (net of issue expenses)	1,468.02	-
Finance costs paid	(190.22)	(139.51)
Repayment of lease liabilities	(6.56)	(1.42)
(Including interest on lease liabilities of ₹ 2.74 crore (31 March 2023 ₹ 1.20 crore))		
Rent income received	0.19	-
<b>Net cash flows (used in) / generated from financing activities</b>	<b>(C)</b>	
	<b>(85.24)</b>	<b>1,346.02</b>
Net movement in currency translation	<b>(D)</b>	
	<b>0.08</b>	<b>0.12</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C+D)</b>		
	<b>239.60</b>	<b>(321.53)</b>
<b>Cash and cash equivalents - Opening balance</b>		<b>23.32</b>
<b>Cash and cash equivalents - Closing balance</b>		<b>262.92</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 Statement of Assets and Liabilities	262.92	23.32
<b>Cash and cash equivalents as per the Standalone Statement of Cash Flows</b>	<b>262.92</b>	<b>23.32</b>

# STERLING & WILSON



## Sterling and Wilson Renewable Energy Limited

CIN:L74999MH2017PLC292281

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

### Standalone Segment-Wise Revenue, Assets, Liabilities and Capital Employed for the Quarter and Year Ended 31 March 2024

(₹ in crore)

Particulars	For the quarter ended			For the Year ended	
	31-Mar-24 (Refer Note 9)	31-Dec-23 (Unaudited)	31-Mar-23 (Refer Note 9)	31-Mar-24 (Audited)	31-Mar-23 (Audited)
<b>Segment Revenue</b>					
EPC business	1,092.52	491.99	116.65	2,526.78	1,287.94
Operation and maintenance service	47.11	48.64	41.36	179.16	168.66
<b>Total</b>	<b>1,139.63</b>	<b>540.63</b>	<b>158.01</b>	<b>2,705.94</b>	<b>1,456.60</b>
Other operating income	-	0.02	0.04	0.22	1.31
<b>Revenue from operations</b>	<b>1,139.63</b>	<b>540.65</b>	<b>158.05</b>	<b>2,706.16</b>	<b>1,457.91</b>
<b>Segment Results</b>					
EPC business	114.08	64.02	(22.30)	254.79	(38.22)
Operation and maintenance service	11.69	0.65	2.17	30.57	(2.64)
<b>Total</b>	<b>125.77</b>	<b>64.67</b>	<b>(20.13)</b>	<b>285.36</b>	<b>(40.86)</b>
Add: Unallocable income	77.42	58.68	21.73	248.92	107.47
Less: Unallocable expenditure	(81.70)	(116.54)	(149.07)	(410.82)	(413.58)
<b>Total Profit / (loss) before tax</b>	<b>121.49</b>	<b>6.81</b>	<b>(147.47)</b>	<b>123.46</b>	<b>(346.97)</b>
<b>Segment Assets</b>					
EPC business	1,852.85	1,572.44	1,233.11	1,852.85	1,233.11
Operation and maintenance service	119.50	116.24	109.46	119.50	109.46
Unallocated	3,714.75	3,720.42	2,714.41	3,714.75	2,714.41
<b>Total</b>	<b>5,687.10</b>	<b>5,409.10</b>	<b>4,056.98</b>	<b>5,687.10</b>	<b>4,056.98</b>
<b>Segment Liabilities</b>					
EPC business	2,160.41	1,792.78	775.00	2,160.41	775.00
Operation and maintenance service	39.07	37.70	56.89	39.07	56.89
Unallocated	807.06	955.91	2,056.11	807.06	2,056.11
<b>Total</b>	<b>3,006.54</b>	<b>2,786.39</b>	<b>2,888.00</b>	<b>3,006.54</b>	<b>2,888.00</b>
<b>Capital Employed (Segment Assets - Segment Liabilities)</b>					
EPC business	(307.56)	(220.34)	458.11	(307.56)	458.11
Operation and maintenance service	80.43	78.54	52.57	80.43	52.57
Unallocated	2,907.69	2,764.51	658.30	2,907.69	658.30
<b>Total</b>	<b>2,680.56</b>	<b>2,622.71</b>	<b>1,168.98</b>	<b>2,680.56</b>	<b>1,168.98</b>

**Sterling and Wilson Renewable Energy Limited**

CIN:L74999MH2017PLC292281

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

**Notes to Standalone Financial Results for the Quarter and Year Ended 31 March 2024****Notes :**

- 1 These standalone financial results which are published in accordance with Regulation 33 and Regulation 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as prescribed in Securities and Exchange Board of India operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August, 2021 ('Listing Regulations') have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 20 April 2024. These 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 Company is primarily engaged in the business of complete Turnkey solution for Engineering, Procurement, Construction, Operation and Maintenance of Renewable Energy Power projects. The Company's Chief Operating Decision Maker (CODM) reviews the internal management reports prepared based on financial information for Engineering, Procurement and Construction (EPC) and Operation and maintenance service based on analysis of certain performance indicators viz. Gross margin, Profit after tax, etc. Accordingly, the Company has determined its reportable segments under Ind AS 108 "Operating Segments" as follows:
  - Engineering, Procurement and Construction ('EPC' business) and
  - Operation and Maintenance service.The financial information of these segments has been provided in the standalone financials results as per Ind AS 108.
- 3 On 29 December 2021, the Company had signed an Indemnity Agreement with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Company and its subsidiaries/branches for a net amount, if it exceeds ₹ 300.00 crore, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreements), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters. These amounts would be crystallized by 30 September 2022 and thereafter on 30 September of each succeeding year, on the basis of the final settlement amounts with customers/suppliers/other authorities. Consequently, trade receivables from customer undergoing a resolution process under the supervision of the National Company Law Tribunal ("NCLT") and bank guarantees, if related to liquidated damages, encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. The Promoter Selling Shareholders are consequently entitled to net off the amounts payable, with specific counter-claims levied and recovered by the Company and its subsidiaries/branches on its customers/vendors relating to these matters.

In line with the terms of the Indemnity Agreement, the Company has subsequent to 30 September 2023, raised the claim amounting to ₹ 418.13 crore to be recovered from the Promoter Selling Shareholders on the basis of crystallized items for the period ending 30 September 2023, which has been fully received by the Company.

- 4 The Company had entered into a contract for a 100 MW AC Photovoltaic plant in the state of Karnataka with an infrastructure company ("Customer") to cater to inhouse power demands of large office space facilities at Bangalore of a real estate developer ("Developer"). The works were majorly completed by end February 2018 and the balance work was pending due to non-availability of land, which was in the scope of the Customer. In October 2018, proceedings were initiated in the National Company Law Tribunal ("NCLT") against the Customer group and the Company issued a work suspension notice to the Customer, on account of non-receipt of balance of payments, with a copy to the Developer. The Developer issued directions to the Company, vide a letter, to go ahead with the works/maintenance of the plant wherein they also assured the Company that they would make the payment if the customer failed to pay. As on date, the Customer owes the Company ₹ 92.45 crore. In addition, an amount of ₹ 64.10 crore, under confirmed irrevocable Letters of Credit arranged by the customer from their bank were discounted by the Company after confirmation both, from the Customer and their bank. However, the Customer's bank refused to honour the payment due to the Company's bank citing the NCLT proceedings and the Company had to refund the amount back to its bank.

During the year ended 31 March 2020, the Company had initiated legal proceedings before National Company Law Appellate Tribunal ("NCLAT") in respect of amount receivable under irrevocable Letters of Credit by filing an Intervention Application in the main proceedings filed by Union of India against the Customer group. Further, the Company has filed a claim before the Claim Management Advisors in respect of amount recoverable from the Customer group and the same has been admitted. The Company had also filed legal proceedings against the Developer before the NCLAT. The Company had obtained a legal opinion regarding recoverability of the amount due from the Developer as per their assurance letter and from the Customer's bank due to failure to pay confirmed Letters of Credit and has been advised that the said amounts are recoverable. The amounts of ₹ 92.45 crore and ₹ 64.10 crore are classified under the head Trade Receivables and Other Financial Assets, respectively. The case relating to the Customer is pending before the NCLAT. In order to recover the amount receivable under the Letter of Credit i.e. ₹ 64.10 crore plus interest, the Company has lodged a Summary Suit against the Customer's Bank before the Hon'ble Bombay High Court.

During the quarter ended 30 June 2023, the case against the Developer has been dismissed by NCLAT and in the quarter ended 30 September 2023, the Company has filed an Appeal before the Hon'ble Supreme Court of India. Vide Order dated 11 September 2023, the Hon'ble Supreme Court of India has admitted the appeal and issued Notice to the Developer. The Developer filed its reply to the Appeal which was taken on record by the Registrar on 13 February 2024. As on 31 March 2024, the next date in the matter is not yet fixed by the Hon'ble Supreme Court of India. Further, during the year ended 31 March 2023, the Company had filed a criminal complaint against the Developer and subsequently a First Information Report ("FIR") has also been filed. The Developer has also filed a Writ Petition before the Hon'ble Bombay High Court for quashing of the said FIR and as on 31 March 2024, the said Writ Petition is pending for hearing before the Hon'ble Bombay High Court.

Both the above claims are covered under the Indemnity Agreement as referred in Note 3 above.

**Sterling and Wilson Renewable Energy Limited**

CIN:L74999MH2017PLC292281

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

**Notes to Standalone Financial Results for the Quarter and Year Ended 31 March 2024**

- 5 The Company's investment in a subsidiary and loans given, along with accrued interest thereon and other receivables aggregates to ₹ 2,733.10 crore as at 31 March 2024. These amounts are good for recovery based on the projected cash flows expected from revenue contracts where Letters of Intent or Memorandum of Understanding have been signed, refund of encashed bank guarantees, recovery of remediation costs incurred on projects and amounts recoverable under the indemnity agreement with the Promoter Selling Shareholders. Hence, no impairment required as at 31 March 2024.
- 6 The shareholders of the Company through a postal ballot, which ended on 27 October 2023, approved raising of funds by way of issuance of equity shares or other securities through public and/ or private offerings including by way of a qualified institutional placement for an aggregate amount not exceeding ₹ 1,500 crore.
- Accordingly, the Company launched a public offering of a qualified institutional placement for an aggregate amount of ₹ 1,500 crore which was fully subscribed. 4,32,27,665 equity shares of ₹ 1 each were issued at a premium of ₹ 346 per share on 14 December 2023. The Company utilized the proceeds to reduce debts (including all overdue debts and balance payable against encashed bank guarantees) to ₹ 403.06 crore as at 31 March 2024 and further by ₹ 25.00 crore till date. The Company has thereby also remediated all applicable cross default clauses and has also further placed fixed deposits with a scheduled commercial bank amounting to ₹ 50.00 crore, earmarking the same towards repayment of loan installments upto November 2024. Balance debt post November 2024 amounting to ₹ 328.06 crore will be paid in due course in installments commencing from December 2024 upto October 2026.
- 7 During the year ended 31 March 2024, the Company had received application for issue of 281,319 equity shares of ₹ 1 each fully paid-up on exercise of stock options by employees in accordance with the Employee Stock Option Plan which were allotted during the year.
- 8 The information as required by Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended is attached as per Annexure 1.
- 9 The figures for the last quarter are the balancing figures between audited figures in respect of full financial year and the published year to date unaudited figures upto the third quarter of the respective financial years.
- 10 The Company has incurred losses after tax for the reported periods prior to the quarter ended 31 March 2023 and accordingly, the effect of potential equity shares to be issued would be anti-dilutive in respect of those periods.
- 11 The results of the Company are available for investors at <https://www.sterlingandwilsonre.com>, [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

BY ORDER OF THE BOARD OF DIRECTORS  
**Sterling and Wilson Renewable Energy Limited**Khurshed  
Yazdi  
DaruvallaDigitally signed by  
Khurshed Yazdi  
Daruvalla  
Date: 2024.04.20  
14:40:18 +05'30'**Khurshed Daruvalla**  
**Chairman**  
**DIN: 00216905****Date : 20 April, 2024**  
**Place : Mumbai**



**Sterling and Wilson Renewable Energy Limited**

CIN:L74999MH2017PLC292281

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

**Annexure 1 to the Standalone Financial Results**

Information as required by Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr.No.	Particulars	Definition of ratio	For the quarter ended			For the year ended	
			31-Mar-24	31-Dec-23	31-Mar-23	31-Mar-24	31-Mar-23
1	Debt equity ratio (times)	Total Borrowings / Total equity	0.18	0.22	1.57	0.18	1.57
2	Debt service coverage ratio (times) (annualised)	Profit / Loss before depreciation and amortisation, Finance cost and Tax / ((Finance cost) + (Current borrowings excluding Cash credit, Working capital loan from banks and Supplier credit facilities))	2.34	0.60	(0.33)	0.93	(0.14)
3	Interest service coverage ratio (times)	Profit / Losses before depreciation and amortisation, Finance cost and Tax/ Finance cost	6.15	1.16	(1.46)	1.69	(1.41)
4	Outstanding redeemable preference shares (quantity)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
5	Outstanding redeemable preference shares (value)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
6	Capital redemption reserve*	Capital redemption reserve	0.00	0.00	0.00	0.00	0.00
7	Debenture redemption reserve	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
8	Net worth	Equity share capital + Retained earnings+ Securities premium	2,880.17	2,791.93	1,317.18	2,880.17	1,317.18
9	Net profit / (loss) after tax	Profit / (Loss) after tax - Tax expense	88.89	6.29	(150.70)	87.25	(355.02)
10	Earnings per share (not annualised)	Profit / (Loss) after tax attributable to equity shareholders / Weighted average number of equity shares outstanding during the period / year (Refer note 10)					
a	Basic		3.81	0.32	(7.95)	4.31	(18.72)
b	Diluted (Refer note 10)		3.81	0.32	(7.95)	4.30	(18.72)
11	Current ratio (times)	Current assets/Current liabilities	1.34	1.98	1.61	1.34	1.61
12	Long term debt to working capital (times)	Non-current borrowings / (Current assets - Current liabilities)	0.27	0.13	0.53	0.27	0.53
13	Bad debts to Account receivable ratio (times)	Bad debts / Average trade receivables	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
14	Current liability ratio (times)	Current liabilities / Total liabilities	0.90	0.88	0.75	0.90	0.75
15	Total debts to Total assets (times)	(Current borrowings + Non-current borrowings) / Total assets	0.08	0.11	0.45	0.08	0.45
16	Debtors' turnover ratio (times) (annualised)	Revenue from operations / Average trade receivables	1.74	3.86	2.67	4.52	2.57
17	Inventory turnover ratio** (times)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
18	Operating margin (%)	(Profit / Loss after tax + finance cost - Interest income) / Revenue from operations	7.97%	3.52%	-79.48%	4.74%	-20.03%
19	Net profit margin (%)	Profit / Loss after tax / Revenue from operations	7.80%	1.16%	-93.31%	3.22%	-23.80%

\*Amount less than Rs 0.01 crore

\*\*The Company is not engaged in the business of manufacturing or trading of goods and consequently this ratio is not applicable.