

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L74999MH2017PLC292281

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAICR1703J

(ii) (a) Name of the company

STERLING AND WILSON RENOV

(b) Registered office address

9TH FLR, UNIVERSAL MAJESTIC, P L LOKHANDE MARG,  
CHEMBUR WEST  
MUMBAI  
Maharashtra  
400043

(c) \*e-mail ID of the company

jagannadha.rao@sterlingwils

(d) \*Telephone number with STD code

02225485300

(e) Website

www.sterlingandwilsonre.com

(iii) Date of Incorporation

09/03/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

24

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Esterlina Solar Engineers Private Limited	U74999MH2018PTC315871	Subsidiary	100
2	Sterling and Wilson International		Subsidiary	100

3	Sterling and Wilson (Thailand) +		Subsidiary	100
4	Sterling and Wilson Saudi Arab +		Subsidiary	95
5	Sterling and Wilson Solar LLC		Subsidiary	70
6	Sterling and Wilson Middle East +		Subsidiary	100
7	Sterling and Wilson Singapore +		Subsidiary	100
8	Sterling and Wilson Engineering +		Subsidiary	60
9	Sterling and Wilson Solar Solut +		Subsidiary	100
10	Sterling and Wilson Solar Spair +		Subsidiary	99
11	Sterling and Wilson Solar Solut +		Subsidiary	100
12	GCO Solar Pty. Limited		Subsidiary	100
13	Sterling and Wilson Solar Austr +		Subsidiary	100
14	Sterling and Wilson Renewable +		Subsidiary	100
15	Sterling and Wilson Renewable +		Subsidiary	100
16	Esterlina Solar – Proyecto Uno, +		Subsidiary	99
17	Esterlina Solar-Proyecto Dos, S +		Subsidiary	99
18	Esterlina Solar – Proyecto Tres, +		Subsidiary	99
19	Esterlina Solar – Proyecto Cuat +		Subsidiary	99
20	Esterlina Solar – Proyecto Cinc +		Subsidiary	99
21	Esterlina Solar – Proyecto Seis, +		Subsidiary	99
22	Esterlina Solar – Proyecto Siete +		Subsidiary	99
23	Esterlina Solar – Proyecto Och +		Subsidiary	99
24	Esterlina Solar – Proyecto Nuev +		Subsidiary	99

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	189,693,333	189,693,333	189,693,333
Total amount of equity shares (in Rupees)	500,000,000	189,693,333	189,693,333	189,693,333

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	500,000,000	189,693,333	189,693,333	189,693,333
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	189,693,333	189,693,333	189,693,333

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	1,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	100,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	189,693,333	189693333	189,693,333	189,693,333	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	189,693,333	189693333	189,693,333	189,693,333	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

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

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

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

**(i) Turnover**

14,579,100,039

**(ii) Net worth of the Company**

11,689,755,811

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	14,440,400	7.61	0	
	(ii) Non-resident Indian (NRI)	7,943,662	4.19	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	115,573,625	60.93	0	
10.	Others	0	0	0	
	<b>Total</b>	137,957,687	72.73	0	0

**Total number of shareholders (promoters)**

9

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	28,780,767	15.17	0	
	(ii) Non-resident Indian (NRI)	1,153,654	0.61	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	7,827,846	4.13	0	
7.	Mutual funds	10,367,389	5.47	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,381,969	1.78	0	
10.	Others Clearing Members, NBFC, A +	224,021	0.12	0	
	<b>Total</b>	51,735,646	27.28	0	0

**Total number of shareholders (other than promoters)**

156,457

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

156,466

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	156,585	156,457
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	4.57
<b>B. Non-Promoter</b>	0	4	0	6	0	0
(i) Non-Independent	0	1	0	2	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0

(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	8	0	4.57

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

11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KHURSHED YAZDI DA +	00216905	Director	7,943,662	
BALANADU NARAYAN	00007129	Director	0	
CHERAG SAROSH BAI +	07030974	Director	0	
KEKI MANCHERSHA E +	00003940	Director	0	
NAINA KRISHNA MUR +	01216114	Director	0	
PALLON SHAPOORJI M +	05229734	Director	720,000	
RUKHSHANA JINA MIS +	08398795	Director	0	
SAURABH AGARWAL	09206293	Director	0	
BAHADUR SAM DAST +	AACPD5618H	CFO	0	
CHANDRA KISHORE T +	ABGPT6678N	Manager	0	
VENKATA JAGANNADI +	ABFPC5452Q	Company Secretar	0	

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

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
BALANADU NARAYAN	00007129	Director	07/04/2022	Appointment
SAURABH AGARWAL	09206293	Director	07/04/2022	Appointment
NAINA KRISHNA MUR +	01216114	Director	07/04/2022	Appointment
BIKESH OGRA	08378235	Director	07/04/2022	Resignation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	163,253	65	76.36

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2022	6	5	83.33
2	05/07/2022	8	8	100
3	12/07/2022	8	7	87.5
4	07/09/2022	8	6	75
5	12/10/2022	8	7	87.5
6	19/01/2023	8	7	87.5

### C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	07/04/2022	3	3	100
2	Audit Committee	05/07/2022	3	3	100
3	Audit Committee	12/07/2022	3	3	100
4	Audit Committee	07/09/2022	3	3	100
5	Audit Committee	15/09/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Audit Committee	12/10/2022	3	3	100
7	Audit Committee	19/01/2023	3	3	100
8	Audit Committee	27/03/2023	3	3	100
9	Stakeholders Forum	12/07/2022	3	3	100
10	Stakeholders Forum	19/01/2023	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	KHURSHED Y	6	6	100	17	17	100	
2	BALANADU N	5	5	100	0	0	0	
3	CHERAG SAF	6	5	83.33	2	2	100	
4	KEKI MANCH	6	6	100	15	15	100	
5	NAINA KRISH	5	3	60	0	0	0	
6	PALLON SHA	6	4	66.67	6	4	66.67	
7	RUKHSHANA	6	6	100	15	15	100	
8	SAURABH AG	5	5	100	0	0	0	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	CHANDRA KISHOF	Manager	19,602,000	0	0	4,212,540	23,814,540
	Total		19,602,000	0	0	4,212,540	23,814,540

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BAHADUR DASTOI	Chief Financial Officer	26,484,480	0	0	3,844,152	30,328,632
2	VENKATA JAGANNATH	Company Secretary	15,246,000	0	0	2,269,752	17,515,752
	Total		41,730,480	0	0	6,113,904	47,844,384

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KHURSHED YAZDI	DIRECTOR	0	0	0	1,395,000	1,395,000
2	BALANADU NARAYAN	DIRECTOR	0	0	0	500,000	500,000
3	CHERAG SAROSH	DIRECTOR	0	0	0	550,000	550,000
4	KEKI MANCHERSHI	DIRECTOR	0	0	0	1,375,000	1,375,000
5	NAINA KRISHNA MURTHY	DIRECTOR	0	0	0	300,000	300,000
6	PALLON SHAPOOF	DIRECTOR	0	0	0	470,000	470,000
7	RUKHSHANA MISHRA	DIRECTOR	0	0	0	1,345,000	1,345,000
8	SAURABH AGARWAL	DIRECTOR	0	0	0	500,000	500,000
	Total		0	0	0	6,435,000	6,435,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Sterling and Wilson	BSE Limited and NSE	28/02/2023	Regulation 38 of SEBI	BSE and NSE levied	N.A.

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MANNISH LALITCHANDRA GHIA

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3531

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

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

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

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

**List of attachments**

Details of Committee Meetings.pdf
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**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

### DETAILS OF COMMITTEE MEETINGS

Since, the Point IX.C. of the Form enables to fill only up to 10 entries, following are the remaining details of the Committee Meetings

Point IX. C. Committee Meetings

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				No. of members attended	% of attendance
11	Nomination and Remuneration Committee Meeting	07/04/2022	3	3	100
12	Nomination and Remuneration Committee Meeting	30/06/2022	3	3	100
13	Nomination and Remuneration Committee Meeting	29/07/2022	3	3	100
14	Corporate Social Responsibility Committee Meeting	07/04/2022	3	3	100
15	Corporate Social Responsibility Committee Meeting	12/10/2022	3	2	66.67
16	Risk Management Committee Meeting	17/06/2022	5	4	80
17	Risk Management Committee Meeting	14/12/2022	5	5	100