

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]



सत्यमेव जयते

Annual Return

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

U74999MH2017PLC292281

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 SOLAF

(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@sterlingwilso

(d) *Telephone number with STD code

02225485300

(e) Website

www.sterlingandwilsonsolar.c

(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

(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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	94.78

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SHAPOORJI PALLONJI AND CO	U45200MH1943PTC003812	Holding	65.77
2	Sterling and Wilson Internatio		Subsidiary	100
3	Sterling and Wilson (Thailand)		Subsidiary	100
4	STERLING & WILSON - WAAREE	U93000MH2016PTC288571	Subsidiary	100
5	Sterling and Wilson Saudi Arab		Subsidiary	95
6	Sterling and Wilson Brasil Servi		Subsidiary	100
7	ESTERLINA SOLAR ENGINEERS	U74999MH2018PTC315871	Subsidiary	100

8	Sterling and Wilson Solar LLC		Subsidiary	70
9	Sterling and Wilson Middle East		Subsidiary	49
10	Sterling and Wilson Singapore		Subsidiary	100
11	Sterling and Wilson Engineering		Subsidiary	60
12	Sterling and Wilson Solar Solutions		Subsidiary	100
13	Renovable Energia Contracting		Subsidiary	99
14	Sterling and Wilson Solar Solutions		Subsidiary	100
15	GCO Electrical Pty. Limited		Subsidiary	76

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	160,360,000	160,360,000	160,360,000
Total amount of equity shares (in Rupees)	500,000,000	160,360,000	160,360,000	160,360,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF FACE VALUE RE. 1 EACH				
Number of equity shares	500,000,000	160,360,000	160,360,000	160,360,000
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	160,360,000	160,360,000	160,360,000

(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
PREFERENCE SHARE CAPITAL OF RS. 100 EAC				
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
Equity shares				
At the beginning of the year	16,036,000	160,360,000	160,360,000	
Increase during the year	144,324,000	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	144,324,000			
Sub-division of Equity Shares from face value of Rs. 10				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0

iv. Others, specify				
At the end of the year	160,360,000	160,360,000	160,360,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	16,036,000		
	Face value per share	10		
After split / Consolidation	Number of shares	160,360,000		
	Face value per share	1		

(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		28/09/2018	
Date of registration of transfer (Date Month Year)		14/12/2018	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		11	
Transferor's Name	Khurshed	Yazdi	Daruvala
	Surname	middle name	first name
Ledger Folio of Transferee		11	
Transferee's Name	Pervin	Zarir	Madan
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

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

(iv) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			11,750,020,000
Deposit			0
Total			11,750,020,000

Details of debentures

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

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

82,103,790,887

(ii) Net worth of the Company

620,754,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	54,893,330	34.23	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)	105,466,670	65.77	0	

10.	Others	0	0	0	
	Total	160,360,000	100	0	0

Total number of shareholders (promoters)

8

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	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)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

8

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	6	8
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	2	33.78	0
B. Non-Promoter	0	3	0	4	0	0
(i) Non-Independent	0	3	0	1	0	0
(ii) Independent	0	0	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	0	6	33.78	0

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

9

(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	53,452,930	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ARIF SALEH DOCTOR	08390169	Director	0	
BIKESH OGRA	08378235	Director	0	
KEKI MANCHERSHA E	00003940	Director	0	
PALLON SHAPOORJI M	05229734	Director	720,000	
RUKSHANA JINA MIS	08398795	Director	0	
BAHADUR SAM DASTO	AACPD5618H	CFO	0	
KRISHNAN KANNAN	AETPK6032M	Manager	0	
VENKATA JAGANNADI	ABFPC5452Q	Company Secretar	0	

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

17

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)
ZARINE YAZDI DARUV	00190585	Additional director	25/04/2018	Appointment as Additional Director
KHURSHED YAZDI DA	00216905	Additional director	25/04/2018	Appointment as Additional Director
VENKATA JAGANNADI	ABFPC5452Q	Company Secretar	08/05/2018	Appointment as Company Secretary
RAVI ANANTHAKRISH	07681964	Director	25/05/2018	Resignation as Director
ANIRUDDHA CHOUDH	07681947	Director	25/05/2018	Resignation as Director
KALPATHY PARAMESV	00476718	Director	25/05/2018	Resignation as Director
PALLON SHAPOORJI M	05229734	Additional director	02/08/2018	Appointment as Additional Director
BAHADUR SAM DASTO	AACPD5618H	CFO	01/07/2018	Appointment as Chief Financial Officer
BIKESH OGRA	08378235	Additional director	27/03/2019	Appointment as Additional Director
ZARINE YAZDI DARUV	00190585	Director	28/09/2018	Appointment as Director
KHURSHED YAZDI DA	00216905	Director	28/09/2018	Appointment as Director
PALLON SHAPOORJI M	05229734	Director	28/09/2018	Appointment as Director
KEKI MANCHERSHA E	00003940	Additional director	27/03/2019	Appointment as Additional Director
RUUKSHANA JINA MIS	08398795	Additional director	27/03/2019	Appointment as Additional Director
ARIF SALEH DOCTOR	08390169	Additional director	27/03/2019	Appointment as Additional Director
KRISHNAN KANNAN	AETPK6032M	Manager	27/03/2019	Appointment as Manager
ZARINE YAZDI DARUV	00190585	Director	27/03/2019	Resignation as Director

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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRAORDINARY GENER	16/06/2018	6	6	100
ANNUAL GENERAL MEETI	28/09/2018	6	4	100
EXTRAORDINARY GENER	11/01/2019	7	7	100
EXTRAORDINARY GENER	07/03/2019	8	8	100

B. BOARD MEETINGS

*Number of meetings held

20

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/04/2018	3	3	100
2	25/04/2018	3	3	100
3	08/05/2018	5	5	100
4	25/05/2018	5	5	100
5	26/05/2018	2	2	100
6	11/07/2018	2	2	100
7	16/07/2018	2	2	100
8	02/08/2018	2	2	100
9	11/08/2018	3	2	66.67
10	21/08/2018	3	2	66.67
11	17/09/2018	3	3	100
12	26/09/2018	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

1

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CSR Meeting	21/08/2018	3	2	66.67

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	14/08/2019
								(Y/N/NA)
1	KHURSHED Y	18	16	88.89	1	0	0	Yes
2	ARIF SALEH I	0	0	0	0	0	0	Yes
3	BIKESH OGR	0	0	0	0	0	0	Yes
4	KEKI MANCH	0	0	0	0	0	0	Yes
5	PALLON SHA	12	12	100	1	1	100	Yes
6	RUKHSHANA	0	0	0	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRISHNAN KANNA	MANAGER	147,171	0	0	14,129.6	161,300.6
	Total		147,171	0	0	14,129.6	161,300.6

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 SAM DA	CFO	18,641,250	0	0	2,503,226	21,144,476
2	VENKATA JAGANN	Company Secre	10,476,000	0	0	0	10,476,000
	Total		29,117,250	0	0	2,503,226	31,620,476

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☒ Yes ☐ No

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

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

Name

MANISH 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:

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

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

To be digitally signed by

Director

BIKESH
OGRA

Digitally signed by
BIKESH OGRA
Date: 2019.10.12
20:19:43 +05'30'

DIN of the director

To be digitally signed by

VENKATA
JAGANNADHA
RAO
CHUNDURU

Digitally signed by
VENKATA
JAGANNADHA RAO
CHUNDURU
Date: 2019.10.12
20:20:15 +05'30'

- ☒ 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

List of attachments

List of Shareholders 31032019.pdf
List of Board Meetings.pdf
SW Solar_Signed MGT_8_31032019.pdf

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

