

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 RENEV

(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.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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/09/2022

(b) Due date of AGM 30/09/2022

(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	99.96

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	U74999MH2018PTC315871	Subsidiary	100
2	Sterling and Wilson International		Subsidiary	100

3	Sterling and Wilson Thailand L		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 Solar Mala		Subsidiary	100
15	Esterlina Solar – Proyecto Uno,		Subsidiary	99
16	Esterlina Solar-Proyecto Dos, S		Subsidiary	99
17	Esterlina Solar – Proyecto Tres,		Subsidiary	99
18	Esterlina Solar – Proyecto Cuat		Subsidiary	99
19	Esterlina Solar – Proyecto Cinco		Subsidiary	99
20	Esterlina Solar – Proyecto Seis,		Subsidiary	99
21	Esterlina Solar – Proyecto Siete		Subsidiary	99
22	Esterlina Solar – Proyecto Ocho		Subsidiary	99
23	Esterlina Solar – Proyecto Nuev		Subsidiary	99
24	Esterlina Solar – Proyecto Diez,		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
Equity shares of face value Re. 1 each				
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
Preference Shares of Rs. 100 each				
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	Physical	DEMAT	Total			
At the beginning of the year	0	160,360,000	160360000	160,360,000	160,360,000	

Increase during the year	0	29,333,333	29333333	29,333,333	29,333,333	0
i. Pubic 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	29,333,333	29333333	29,333,333	29,333,333	
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 <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	189,693,333	189693333	189,693,333	189,693,333	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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 <div></div>						
Decrease during the year	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						
At the end of the year	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)

0

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		30/09/2021	
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

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) *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
Total			0

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

34,595,814,436

(ii) Net worth of the Company

16,764,350,558

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)	11,384,544	6	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)	123,207,220	64.95	0	
10.	Others	0	0	0	
	Total	149,032,164	78.56	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	24,972,959	13.16	0	
	(ii) Non-resident Indian (NRI)	771,556	0.41	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	300	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	4,423,840	2.33	0	
7.	Mutual funds	6,009,272	3.17	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,352,321	1.24	0	
10.	Others Trusts, Foreign Nationals, C	2,130,921	1.12	0	
	Total	40,661,169	21.43	0	0

Total number of shareholders (other than promoters)

159,019

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

159,028

(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	8	9
Members (other than promoters)	43,913	159,019
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	2	0	2	0	6.38
B. Non-Promoter	0	4	0	4	0	0.85
(i) Non-Independent	0	1	0	1	0	0.85
(ii) Independent	0	3	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	6	0	6	0	7.23

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	11,384,544	
BIKESH OGRA	08378235	Director	1,603,600	07/04/2022
CHERAG SAROSH BAL	07030974	Additional director	0	
KEKI MANCHERSHA E	00003940	Director	0	
PALLON SHAPOORJI M	05229734	Director	720,000	
RUUKSHANA JINA MIS	08398795	Director	0	
BAHADUR SAM DASTO	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

2

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)
Arif Saleh Doctor	08390169	Director	18/02/2022	Cessation
Cherag Sarosh Balsara	07030974	Additional director	29/03/2022	Appointment

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

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2021	69,383	54	69.95
Extraordinary General Meet	02/11/2021	108,396	37	69.94

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2021	6	6	100
2	29/06/2021	6	6	100
3	29/07/2021	6	6	100
4	14/08/2021	6	5	83.33
5	10/10/2021	6	5	83.33
6	13/11/2021	6	5	83.33
7	30/12/2021	6	4	66.67
8	14/02/2022	6	6	100
9	29/03/2022	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

19

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	28/06/2021	3	3	100
2	Audit Committee	14/08/2021	3	3	100
3	Audit Committee	10/10/2021	3	3	100
4	Audit Committee	12/11/2021	3	3	100
5	Audit Committee	30/12/2021	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	14/02/2022	3	3	100
7	Audit Committee	29/03/2022	3	3	100
8	Nomination and Remuneration Committee	28/06/2021	3	3	100
9	Nomination and Remuneration Committee	14/08/2021	3	3	100
10	Nomination and Remuneration Committee	18/10/2021	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	30/09/2022
								(Y/N/NA)
1	KHURSHED YAKUB	9	9	100	19	18	94.74	Yes
2	BIKESH OGRAS	9	8	88.89	2	2	100	Not Applicable
3	CHERAG SAFARI	0	0	0	0	0	0	Yes
4	KEKI MANCHANDA	9	9	100	17	16	94.12	Yes
5	PALLON SHAH	9	5	55.56	8	7	87.5	Yes
6	RUKHSHANA	9	9	100	15	15	100	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	CHANDRA KISHORE	Manager	21,300,000	0	0	1,799,957	23,099,957
	Total		21,300,000	0	0	1,799,957	23,099,957

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
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BAHADUR DASTOI	Chief Financial Officer	27,700,000	0	0	307,478	28,007,478
2	VENKATA JAGANNATH	Company Secretary	16,000,000	0	0	810,416	16,810,416
	Total		43,700,000	0	0	1,117,894	44,817,894

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KHURSHED YAZDI	DIRECTOR	0	0	0	1,670,000	1,670,000
2	ARIF DOCTOR	DIRECTOR	0	0	0	850,000	850,000
3	BIKESH OGRA	DIRECTOR	0	0	0	850,000	850,000
4	KEKI MANCHERSH	DIRECTOR	0	0	0	1,650,000	1,650,000
5	PALLON SHAPOOF	DIRECTOR	0	0	0	660,000	660,000
6	RUKHSHANA MIST	DIRECTOR	0	0	0	1,595,000	1,595,000
	Total		0	0	0	7,275,000	7,275,000

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

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

(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

KHURSHED YAZDI
DARUVALA
Digitally signed by KHURSHED YAZDI
Date: 2022.11.27 21:02:25 +05'30'

DIN of the director

00216905

To be digitally signed by

Venkata Jagannadha Rao Chunduru
Digitally signed by Venkata Jagannadha Rao Chunduru
Date: 2022.11.27 20:56:02 +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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT 8.pdf
Committee Meeting Details.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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