

October 21, 2023

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  <b>Scrip Code: 542760 (Equity)</b> <b>Scrip Code: 725032 (CP)</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra Kurla Complex Bandra (East), Mumbai – 400 051  <b>Symbol: SWSOLAR</b>
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**Sub.: Outcome of the Board Meeting of Sterling and Wilson Renewable Energy Limited**  
("the Company")

**Ref.: Regulation 30 read with Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI Listing Regulations")

Dear Sir/ Madam,

Pursuant to the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company ("the Board") at its meeting held today i.e., **Saturday, October 21, 2023**, *inter alia* considered and approved the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter and half year ended September 30, 2023 along with the Limited Review Report issued by the Statutory Auditors of the Company. The same is enclosed herewith.

The said meeting commenced at 10:30 a.m. and concluded at 12:28 p.m.

Request you to take the same on records.

Thanking you,

Yours faithfully,  
For **Sterling and Wilson Renewable Energy Limited**

**Jagannadha Rao Ch. V.**  
**Company Secretary and Compliance Officer**

Encl: As above

**Sterling and Wilson Renewable Energy Limited**  
(Formerly known as Sterling and Wilson Solar Limited)

Regd. Office: Universal Majestic, 9<sup>th</sup> Floor, P. L. Lokhande Marg, Chembur (W), Mumbai - 400043  
Phone: (91-22) 25485300 | Fax: (91-22) 25485331 | CIN: L74999MH2017PLC292281  
Email: [info@sterlingwilson.com](mailto:info@sterlingwilson.com) | Website: [www.sterlingandwilsonre.com](http://www.sterlingandwilsonre.com)

Kalyaniwalla & Mistry LLP  
Chartered Accountants  
2<sup>nd</sup> Floor, Esplanade House,  
29, Hazarimal Somani Marg,  
Fort, Mumbai 400 001

Deloitte Haskins & Sells LLP  
Chartered Accountants  
One International Centre  
Tower 3, 27th - 32nd Floor  
Senapati Bapat Marg  
Elphinstone (W), Mumbai 400 013.

**REVIEW REPORT**  
**TO THE BOARD OF DIRECTORS**  
**STERLING AND WILSON RENEWABLE ENERGY LIMITED**  
**(FORMERLY KNOWN AS STERLING AND WILSON SOLAR LIMITED)**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of *Sterling and Wilson Renewable Energy Limited* (formerly known as *Sterling and Wilson Solar Limited*) (“the Company”) for the quarter and six months ended September 30, 2023, together with the notes thereon attached herewith, in which are incorporated returns 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 and Zambia (the “Statement”). This Statement is being submitted by the Company pursuant to the requirements of 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 August 10, 2021, as amended (“SEBI (LODR) Regulations, 2015”).
2. 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 meetings held on October 20, 2023, and October 21, 2023, respectively. The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ‘Interim Financial Reporting (‘Ind AS 34’), prescribed under Section 133 of the Companies Act, 2013, (the “Act”) read with the relevant Rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”, issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

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.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the branch auditors referred to in paragraph 6(i) below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and

other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 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.

**5. Emphasis of Matters**

We draw attention to:

- i) Note 6 of the Statement which indicates that the Company had losses during the previous year and continued to incur losses during the half year ended September 30, 2023. Further, the Company has defaulted in repayment of a short-term working capital loan from a bank amounting to Rs. 135.00 crores. The aforesaid event results in cross default in respect of certain other loans bearing a fixed maturity. Consequently, non-current loans aggregating to Rs. 516.67 crores have been classified as “current” borrowings in the Statement. However, the consortium of lenders at its meeting dated October 13, 2023, have agreed to execute an intercreditor agreement within the scheduled timeframe and discuss the resolution plan which has been proposed by the Company at their next meeting.

The aforesaid events and conditions indicate existence of liquidity stress and material uncertainties that may cast significant doubt on the Company’s ability to continue as a going concern and consequently, the ability of the Company to realise its assets and discharge its liabilities in the normal course of business.

The Company is working towards a resolution plan with its lenders by way of funds to be raised from equity or debt issue and amounts recoverable from the Promoter Selling Shareholders in accordance with the indemnity agreement.

The Company’s ability to continue as a going concern is solely dependent on successful outcome of the above plans. As stated in the Note 6, the Management is confident of successfully consummating the above plans. Considering the above, the Statement has been prepared on the basis that the Company will continue as a going concern and hence, no adjustments have been made to the carrying values of its assets and liabilities.

- ii) Note 7 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. 2,395.13 crores as at September 30, 2023. The Company is confident that these amounts are good of recoveries based on the projected cash flows of the wholly owned subsidiary expected from a revenue contract where a Memorandum of Understanding has 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.

- iii) Note 4 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 crore. 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 crore 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 conclusion on the Statement is not modified in respect of the above matters.

**6. Other Matters**

- i) We did not review the interim financial information of 17 branches included in the Statement, whose interim financial information reflect total assets (before consolidation adjustments) of Rs. 799.42 crores as at September 30, 2023, and total revenues (before consolidation adjustments) of Rs. 56.22 crores and Rs. 103.18 crores, total net loss after tax (before consolidation adjustments) of Rs. 1.65 crores and Rs. 18.09 crores and total comprehensive loss (before consolidation adjustments) of Rs. 1.65 crores and Rs. 18.09 crores for the quarter ended September 30, 2023, and for the six months ended September 30, 2023, respectively, and cash inflows (net) of Rs. 5.79 crores for the six months ended September 30, 2023, as considered in the Statement.

The interim financial information of these branches has been reviewed by the branch auditors whose reports have been furnished to us, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the reports of such branch auditors and the procedures performed by us as stated in paragraph 3 above.

- ii) The branches referred to above are located outside India whose interim financial information has been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been reviewed by the branch auditors under generally accepted auditing standards applicable in their respective countries. The Company’s Management has converted the interim financial information of such branches located outside India from the accounting principles generally accepted in their respective countries to the accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Company’s Management.

Kalyaniwalla & Mistry LLP  
Chartered Accountants

Deloitte Haskins & Sells LLP  
Chartered Accountants

Our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches located outside India is based on the report of such branch auditors and the conversion adjustments prepared by the Management of the Company and reviewed by us.

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

***For KALYANIWALLA & MISTRY LLP***  
***CHARTERED ACCOUNTANTS***

Firm Regn. No.: 104607W / W100166

***For DELOITTE HASKINS & SELLS LLP***  
***CHARTERED ACCOUNTANTS***

Firm Regn. No.: 117366W-W-100018

*Daraius Z. Fraser*

***PARTNER***

M. No.: 42454

UDIN: 23042454BGXFUM5013

Mumbai: October 21, 2023.

*Mohammed Bengali*

***PARTNER***

M. No.: 105828

UDIN: 23105828BGWPLU5576

Mumbai: October 21, 2023.

# STERLING & WILSON



## Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

### Statement of Unaudited Standalone Financial Results For The Quarter and Six Months Ended 30 September 2023

(₹ in crore)

Sr No.	Particulars	For the quarter ended			For the six months ended		Year ended
		30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	Revenue from operations	642.01	383.87	213.98	1,025.88	1,007.30	1,457.91
	Other income (net)	67.82	48.30	117.94	116.12	144.42	214.26
	<b>Total Income</b>	<b>709.83</b>	<b>432.17</b>	<b>331.92</b>	<b>1,142.00</b>	<b>1,151.72</b>	<b>1,672.17</b>
2	<b>Expenses</b>						
	Cost of construction materials, stores and spare parts	458.61	231.43	129.27	690.04	776.98	900.54
	Changes in inventories of stock in trade	-	-	-	-	-	-
	Direct project costs	139.88	104.34	183.89	244.22	348.26	689.54
	Employee benefits expense	38.23	34.94	36.36	73.17	71.20	144.06
	Finance costs	55.25	52.12	30.99	107.37	45.24	141.10
	Depreciation and amortisation expense	2.48	1.58	1.42	4.06	3.11	6.69
	Other expenses	(2.58)	30.56	5.07	27.98	63.97	137.21
	<b>Total Expenses</b>	<b>691.87</b>	<b>454.97</b>	<b>387.00</b>	<b>1,146.84</b>	<b>1,308.76</b>	<b>2,019.14</b>
3	<b>Profit / (Loss) before tax (1 - 2)</b>	<b>17.96</b>	<b>(22.80)</b>	<b>(55.08)</b>	<b>(4.84)</b>	<b>(157.04)</b>	<b>(346.97)</b>
4	<b>Tax Expense</b>						
	- Current tax	0.98	-	0.22	0.98	0.22	6.00
	- Tax adjustments relating to earlier period / year	2.11	-	0.01	2.11	2.07	2.05
5	<b>Profit / (Loss) for the period / year (3 - 4)</b>	<b>14.87</b>	<b>(22.80)</b>	<b>(55.31)</b>	<b>(7.93)</b>	<b>(159.33)</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	(0.13)	(0.13)	0.15	(0.26)	0.30	(0.52)
	- Income-tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	Items that will be reclassified to profit or loss						
	- Effective portion of (losses) / gain on hedging instruments in cash flow hedges	(4.13)	0.36	7.46	(3.77)	31.17	39.59
	- Effective portion of (losses) / gain on hedging instruments in cash flow hedges reclassified to profit or loss	-	(3.06)	(3.05)	(3.06)	(4.46)	(15.50)
	- Income-tax relating to items that will be reclassified to profit or loss	-	-	-	-	(5.13)	(5.13)
	- Exchange differences in translating financial statements of foreign operations	(13.58)	4.19	3.66	(9.39)	(5.69)	1.01
	<b>Other comprehensive (loss) / income for the period / year (net of income-tax)</b>	<b>(17.84)</b>	<b>1.36</b>	<b>8.22</b>	<b>(16.48)</b>	<b>16.19</b>	<b>19.45</b>
7	<b>Total comprehensive (loss) for the period / year (5 + 6)</b>	<b>(2.97)</b>	<b>(21.44)</b>	<b>(47.09)</b>	<b>(24.41)</b>	<b>(143.14)</b>	<b>(335.57)</b>
8	Paid-up equity share capital (face value ₹ 1/-)	18.97	18.97	18.97	18.97	18.97	18.97
9	Other equity						1,150.01
10	Earnings per equity share (EPS) (of ₹ 1 each) (not annualised)						
	(a) Basic	0.78	(1.20)	(2.92)	(0.42)	(8.40)	(18.72)
	(b) Diluted (Refer note 11)	0.78	(1.20)	(2.92)	(0.42)	(8.40)	(18.72)
	See accompanying Notes to Unaudited Standalone Financial Results						

# STERLING & WILSON



## Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

### Unaudited Standalone Statement of Assets and Liabilities as at 30 September 2023

Particulars	As at	
	30-Sep-23	31-Mar-23
	(Unaudited)	(Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
(a) Property, plant and equipment	17.17	18.69
(b) Right-of-use assets	30.16	9.05
(c) Other intangible assets	5.05	5.53
(d) Financial Assets		
(i) Investments (Refer note 7)	371.21	371.21
(ii) Other financial assets	7.37	11.06
(e) Deferred tax assets (net)	100.60	100.60
(f) Non-current tax assets (net)	27.51	61.35
(g) Other non-current assets	4.68	1.85
<b>Total non-current assets</b>	<b>563.75</b>	<b>579.34</b>
<b>Current assets</b>		
(a) Inventories	1.25	1.57
(b) Financial Assets		
(i) Trade receivables (Refer note 5)	461.54	546.08
(ii) Cash and cash equivalents	29.77	23.32
(iii) Bank balances other than (ii) above	31.71	35.41
(iv) Loans (Refer note 7)	1,810.04	1,262.14
(v) Derivatives	-	3.72
(vi) Other financial assets	952.43	869.78
(c) Other current assets	1,121.76	735.62
<b>Total current assets</b>	<b>4,408.50</b>	<b>3,477.64</b>
<b>TOTAL ASSETS</b>	<b>4,972.25</b>	<b>4,056.98</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity share capital (Refer note 10)	18.97	18.97
(b) Other Equity	1,127.90	1,150.01
<b>Total equity</b>	<b>1,146.87</b>	<b>1,168.98</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	-	700.00
(ii) Lease liabilities	31.38	10.13
(b) Provisions	15.98	14.02
<b>Total non-current liabilities</b>	<b>47.36</b>	<b>724.15</b>
<b>Current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings (Refer note 6)	1,894.26	1,140.18
(ii) Lease liabilities	4.93	0.98
(iii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	233.59	9.72
Total outstanding dues of creditors other than micro enterprises and small enterprises	732.98	319.19
(iv) Derivatives	3.12	-
(v) Other financial liabilities	161.43	155.33
(b) Other current liabilities	719.85	505.65
(c) Provisions	22.13	27.89
(d) Current tax liabilities (net)	5.73	4.91
<b>Total current liabilities</b>	<b>3,778.02</b>	<b>2,163.85</b>
<b>Total liabilities</b>	<b>3,825.38</b>	<b>2,888.00</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>4,972.25</b>	<b>4,056.98</b>

# STERLING & WILSON



## Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

### Unaudited Standalone Statement of Cash flows for the Six Months ended 30 September 2023

(₹ in crore)

Particulars	For the six months ended	
	30-Sep-23	30-Sep-22
	(Unaudited)	(Unaudited)
<b>Cash flows from operating activities</b>		
<b>(Loss) before tax</b>	(4.84)	(157.04)
<i>Adjustments for:</i>		
Depreciation and amortisation expense	4.06	3.11
Expected credit loss on financial assets	0.72	-
Rent Income	(0.19)	-
Profit on sale of property, plant and equipments (net)	(0.02)	-
Provision for foreseeable losses	(2.40)	-
Finance costs	107.37	45.24
Interest income	(83.99)	(28.08)
Provision for mark-to-market (gain) on derivative instruments (net)	-	(4.46)
Unrealised foreign exchange (gain) / loss (net)	(48.52)	29.60
Liabilities no longer required	(0.43)	(59.25)
Expected credit loss on financial assets no longer required	-	(41.39)
Share of loss in partnership firm	4.53	21.21
<b>Operating (loss) before working capital changes</b>	(23.71)	(191.06)
<i>Working capital adjustments:</i>		
Decrease / (Increase) in inventories	0.32	(0.11)
Decrease in trade receivables	100.34	42.43
Decrease / (Increase) in loans and advances	0.89	(1.02)
Decrease / (Increase) in restricted cash	0.65	(0.69)
Decrease in other financial assets	10.86	401.85
(Increase) / Decrease in other current and non-current assets	(388.97)	392.26
Increase / (Decrease) in trade payable, derivatives, other financial liabilities, other liabilities and provisions	851.10	(1,330.57)
<b>Net change in working capital</b>	575.19	(495.85)
<b>Cash flows generated from / (used in) operating activities</b>	551.48	(686.91)
Income-tax (paid) (net)	31.30	(6.69)
Effects of exchange differences on translation of assets and liabilities	(9.39)	(7.15)
<b>Net cash flows generated from / (used in) operating activities</b> (A)	573.39	(700.75)
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment, capital work in progress and intangible assets	(0.45)	(4.17)
Proceeds from sale of property, plant and equipment	0.02	-
Redemption in long term fixed deposits (net)	8.09	-
Redemption / (Investment) in short term fixed deposits (net)	3.06	(2.78)
Loan given to subsidiaries and fellow subsidiaries	(529.52)	(0.30)
Interest received	4.17	15.29
<b>Net cash flows (used in) / generated from investing activities</b> (B)	(514.63)	8.04
<b>Cash flows from financing activities</b>		
(Repayment of) / Proceeds from secured borrowings	(81.66)	700.00
Proceeds from / (Repayment of) cash credit borrowings (net)	21.44	(13.34)
Proceeds from secured and unsecured short-term borrowings (net)	114.30	77.48
(Repayment) of lease liabilities	(1.32)	(0.58)
Proceeds from issue of equity shares and share application money received	1.23	-
Rent income received	0.19	-
Finance costs paid (net of recoveries)	(106.57)	(44.07)
<b>Net cash flows (used in) / generated from financing activities</b> (C)	(52.39)	719.49
<b>Net movement in currency translation</b> (D)	0.08	0.12
<b>Net Increase in cash and cash equivalents (A+B+C+D)</b>	6.45	26.90
<b>Cash and cash equivalents - Opening balance</b>	23.32	344.85
<b>Cash and cash equivalents - Closing balance</b>	29.77	371.75
<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	29.77	371.75
<b>Cash and cash equivalents as per the Standalone Statement of Cash Flows</b>	29.77	371.75





# Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

## Unaudited Standalone Segment-Wise Revenue, Assets, Liabilities and Capital Employed For The Quarter and Six months Ended 30 September 2023

(₹ in crore)

Particulars	For the quarter ended			For the six months ended		Year ended
	30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Segment Revenue</b>						
EPC business	598.75	343.52	179.41	942.27	933.20	1,287.94
Operation and maintenance service	43.06	40.35	34.02	83.41	72.79	168.66
<b>Total</b>	<b>641.81</b>	<b>383.87</b>	<b>213.43</b>	<b>1,025.68</b>	<b>1,005.99</b>	<b>1,456.60</b>
Other operating income	0.20	-	0.55	0.20	1.31	1.31
<b>Revenue from operations</b>	<b>642.01</b>	<b>383.87</b>	<b>213.98</b>	<b>1,025.88</b>	<b>1,007.30</b>	<b>1,457.91</b>
<b>Segment Results</b>						
EPC business	32.35	44.34	10.93	76.69	(4.64)	(38.22)
Operation and maintenance service	13.70	4.53	(7.14)	18.23	(8.32)	(2.64)
<b>Total</b>	<b>46.05</b>	<b>48.87</b>	<b>3.79</b>	<b>94.92</b>	<b>(12.96)</b>	<b>(40.86)</b>
Add: Unallocable income	68.09	44.73	14.97	112.82	39.44	107.47
Less: Unallocable expenditure	(96.18)	(116.40)	(73.84)	(212.58)	(183.52)	(413.58)
<b>Total Profit / (loss) before tax</b>	<b>17.96</b>	<b>(22.80)</b>	<b>(55.08)</b>	<b>(4.84)</b>	<b>(157.04)</b>	<b>(346.97)</b>
<b>Segment Assets</b>						
EPC business	1,800.20	1,370.74	1,282.37	1,800.20	1,282.37	1,233.11
Operation and maintenance service	100.84	87.97	104.38	100.84	104.38	109.46
Unallocated	3,071.21	2,835.62	1,882.12	3,071.21	1,882.12	2,714.41
<b>Total</b>	<b>4,972.25</b>	<b>4,294.33</b>	<b>3,268.87</b>	<b>4,972.25</b>	<b>3,268.87</b>	<b>4,056.98</b>
<b>Segment Liabilities</b>						
EPC business	1,656.58	931.47	601.30	1,656.58	601.30	775.00
Operation and maintenance service	40.94	36.29	34.95	40.94	34.95	56.89
Unallocated	2,127.86	2,178.38	1,273.77	2,127.86	1,273.77	2,056.11
<b>Total</b>	<b>3,825.38</b>	<b>3,146.14</b>	<b>1,910.02</b>	<b>3,825.38</b>	<b>1,910.02</b>	<b>2,888.00</b>
<b>Capital Employed (Segment Assets - Segment Liabilities)</b>						
EPC business	143.62	439.27	681.07	143.62	681.07	458.11
Operation and maintenance service	59.90	51.68	69.43	59.90	69.43	52.57
Unallocated	943.35	657.24	608.35	943.35	608.35	658.30
<b>Total</b>	<b>1,146.87</b>	<b>1,148.19</b>	<b>1,358.85</b>	<b>1,146.87</b>	<b>1,358.85</b>	<b>1,168.98</b>



## Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

### Notes to Unaudited Standalone Financial Results For The Quarter and Six Months Ended 30 September 2023

#### Notes :

- 1 The above unaudited 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 October 2023 and 21 October 2023 respectively. These unaudited standalone financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- 2 The above unaudited standalone financial results have been subjected to a "limited review" by the joint statutory auditors of Sterling and Wilson Renewable Energy Limited ('the Company'). The joint statutory auditors have expressed an unmodified conclusion in the review report for the quarter and six months ended 30 September 2023.
- 3 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 business (EPC business); and
  - Operation and Maintenance service.The financial information of these segments has been provided in the unaudited standalone financials results as per Ind AS 108.

- 4 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 reimburse the Company and its subsidiaries/branches for a net amount, if it exceeds Rs 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 Rs. 418.13 crore to be recovered from the Promoter Selling Shareholders on the basis of crystallized items for the period ending 30 September 2023. The Company has received Rs. 43.00 crore against such claim, till date.

- 5 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 Rs 92.45 crore. In addition, an amount of Rs 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 sought 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 Rs 92.45 crore and Rs 64.10 crore are shown under the head Trade Receivables and Other Financial Assets, respectively. The case relating to the Customer is pending before the NCLAT.

During the quarter ended 30 June 2023, the case against the Developer has been dismissed by NCLAT and in the current quarter 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. 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 the said Writ Petition is pending for hearing before the Hon'ble Bombay High Court. Further, in order to recover the amount recoverable under Letter of Credit i.e. Rs. 64.10 crores, the Company has lodged a Summary Suit against the Customer's Bank before the Hon'ble Bombay High Court.

Both the above claims are covered under the Indemnity Agreement as referred in Note 4 above.

**Sterling and Wilson Renewable Energy Limited***(formerly known as Sterling and Wilson Solar Limited)*

CIN:L74999MH2017PLC292281

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

**Notes to Unaudited Standalone Financial Results For The Quarter and Six Months Ended 30 September 2023**

- 6 The Company had incurred losses during the previous year and has continued to incur losses during the six months ended 30 September 2023. Further, as on 30 September 2023, the Company had a repayment due of a short-term loan for working capital purposes from a bank amounting to Rs. 250 crores, of which, Rs. 135.00 crores is yet to be repaid as on the date.
- The aforesaid event results in cross default in respect of certain other loans bearing a fixed maturity period. Consequently, non-current loans aggregating to Rs. 516.67 crores have also been classified as “current” borrowings in the Statement even though the Company has not received notice of recall of loans. The consortium of lenders at its meeting dated 13 October 2023 have agreed to execute intercreditor agreement within the scheduled timeframe and discuss the resolution plan which has been proposed by the Company at their next meeting.
- However, the Company is working towards a resolution plan with its lenders by way of funds to be raised from equity or debt issue and amounts recoverable from the Promoter Selling Shareholders in accordance with the indemnity agreement.
- The Management is confident of successfully consummating the above plans. Considering the above, the Statement have been prepared on the basis that the Company will continue as a going concern and hence, no adjustments have been made to the carrying values of its assets and liabilities.
- 7 The Company’s investment in a subsidiary and loans given along with accrued interest thereon and other receivables aggregates to Rs. 2,395.13 crores as at 30 September 2023. 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.
- 8 The Board of Directors of the Company at its meeting held on 27 September 2023 considered and approved raising of funds by way of issuance of equity shares, global depository receipts, depository receipts, foreign currency convertible bonds fully/partly convertible debentures, non-convertible debentures, and/or any other financial instruments convertible into equity shares (including warrants) or a combination of any of the securities mentioned above in one or more tranches through one or more public and/ or private offerings including by way of a qualified institutions placement or any combination thereof or any other method as may be permitted under applicable laws to eligible investors for an aggregate amount not exceeding Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore Only) in one or more tranches subject to such regulatory/ statutory approvals as may be required, including the approval of the shareholders of the Company through a postal ballot, which is presently in process.
- 9 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.
- 10 During the quarter ended 30 September 2023, the Company has received application for issue of 51,839 equity shares of Re 1 each fully paid-up on exercise of stock options by employees in accordance with the Employee Stock Option Plan. Of these, the Company has allotted 13,039 equity shares before 30 September 2023 and the balance 38,800 equity shares have been allotted subsequent to the period end.
- 11 The Company has incurred losses for each of the reported periods prior to quarter ended 30 September 2023 and accordingly, the effect of potential equity shares to be issued would be anti-dilutive in respect of those quarters.
- 12 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**  
(formerly known as Sterling and Wilson Solar Limited)

**Khurshed Daruvala**  
Chairman  
DIN: 00216905

Date : 21 October 2023  
Place : Mumbai

# STERLING & WILSON



## Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

### Annexure 1 to the Unaudited 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 six months ended		Year ended
			30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
1	Debt equity ratio (times)	Total Borrowings / Total equity	1.65	1.72	0.82	1.65	0.82	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))	0.17	0.10	(0.24)	0.12	(0.64)	(0.14)
3	Interest service coverage ratio (times)	Profit / losses before depreciation and amortisation, Finance cost and Tax/ Finance cost	1.37	0.59	(0.73)	0.99	(2.40)	(1.41)
4	Outstanding redeemable preference shares (quantity)	Not applicable	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	Not applicable
6	Capital redemption reserve*	Capital redemption reserve	0.00	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	Not applicable
8	Net worth	Equity share capital + Retained earnings+ Securities premium	1,310.33	1,294.27	1,513.88	1,310.33	1,513.88	1,317.18
9	Net profit after tax	Profit / Loss before tax - Tax expense	14.87	(22.80)	(55.31)	(7.93)	(159.33)	(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		0.78	(1.20)	(2.92)	(0.42)	(8.40)	(18.72)
b	Diluted (Refer note 10)		0.78	(1.20)	(2.92)	(0.42)	(8.40)	(18.72)
11	Current ratio (times)	Current assets/Current liabilities	1.17	1.51	1.86	1.17	1.86	1.61
12	Long term debt to working capital (times)	Non-current borrowings / (Current assets - Current liabilities)	-	0.50	0.35	-	0.35	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	0.00
14	Current liability ratio (times)	Current liabilities / Total liabilities	0.99	0.79	0.76	0.99	0.76	0.75
15	Total debts to Total assets (times)	(Current borrowings + Non-current borrowings) / Total assets	0.38	0.46	0.34	0.38	0.34	0.45
16	Debtors' turnover ratio (times) (annualised)	Revenue from operations / Average trade receivables	5.18	2.85	1.54	4.07	3.47	2.57
17	Inventory turnover ratio** (times)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
18	Operating margin (%)	(Profit / Loss before tax + finance cost - Interest income) / Revenue from operations	4.53%	-2.74%	-16.98%	1.81%	-13.89%	-20.03%
19	Net profit margin (%)	Profit / Loss before tax / Revenue from operations	2.80%	-5.94%	-25.74%	-0.47%	-15.59%	-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.

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Chartered Accountants  
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Fort, Mumbai 400 001

Deloitte Haskins & Sells LLP  
Chartered Accountants  
One International Centre  
Tower 3, 27th - 32nd Floor  
Senapati Bapat Marg  
Elphinstone (W), Mumbai 400 013.

**Independent Auditor's Review Report on Unaudited Quarterly and Year to Date Consolidated Financial Results of the Company Pursuant to Regulation 33 and Regulation 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***

***(FORMERLY KNOWN AS STERLING AND WILSON SOLAR LIMITED)***

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of *Sterling and Wilson Renewable Energy Limited* (formerly known as *Sterling and Wilson Solar Limited*) ("the Parent Company") and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group") for the quarter and six months ended September 30, 2023, together with the notes thereon, (the "Statement"), attached herewith, being submitted by the Parent Company pursuant to the requirements of 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 August 10, 2021, as amended ("SEBI (LODR) Regulations, 2015").
2. This Statement, which is the responsibility of the Parent Company's Management has been reviewed by the Audit Committee and approved by the Parent Company's Board of Directors at their meetings held on October 20, 2023, and October 21, 2023, respectively. The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 - Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 (the "Act"), read with the relevant Rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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

4. The Statement includes 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
- 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

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7(i) and 7(ii) below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 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.

6. **Emphasis of Matters**

We draw attention to:

- i) Note 10 of the Statement which indicates that the Group had incurred losses during the previous year and has continued to incur losses during the half year ended September 30, 2023, resulting in the Group's current liabilities exceeding its current assets by Rs. 558.35 crores and net worth becoming negative to the extent of Rs. 414.97 crores as at September 30, 2023. Further refer:
  - a) Note 9 of the Statement which indicates that the Group has defaulted in honouring bank guarantees encashed by the customers amounting to Rs. 249.02 crores (USD 29.94 million).
  - b) Note 10 of the Statement which indicates that the Parent Company has defaulted in repayment of a short-term working capital loan from a bank of Rs. 135.00 crores. The aforesaid event results in cross default in respect of certain other loans bearing a fixed maturity. Consequently, non-current loans aggregating to Rs. 516.67 crores have been classified as "current" borrowings in the Statement. However, the consortium of lenders at its meeting dated October 13, 2023, have agreed to execute an intercreditor agreement within the scheduled timeframe and discuss the resolution plan which has been proposed by the Company at their next meeting.

The aforesaid events and conditions indicate existence of liquidity stress and material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern and consequently, the ability of the Group to realise its assets and discharge its liabilities in the normal course of business.

The Group is working towards a resolution plan with its lenders by way of funds to be raised from equity or debt issue and amounts recoverable from the Promoter Selling Shareholders in accordance with the indemnity agreement.

The Parent Company's ability to continue as a going concern is solely dependent on successful outcome of the above plans. As stated in the Note 10, the Management is confident of successfully consummating the above plans. Considering the above, the Statement have been prepared on the basis that the Parent Company will continue as a going concern and hence, no adjustments have been made to the carrying values of its assets and liabilities.

- ii) Note 6 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 crore 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.

- iii) Note 8(a) to the Statement which describes the uncertainty related to the recoverability of remediation costs amounting to Rs. 466.35 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. 159.44 crores (USD 19.17 million). In the opinion of the Management and based on the conclusion memorandum of the external legal firm obtained, the WOS of the Group is confident of recovering the above-mentioned remediation costs and that the subcontractor's claim amounting to Rs. 159.44 crores (USD 19.17 million) is not tenable and hence not provided for.
- iv) Note 8(b) to the Statement where a WOS of the Group has incurred costs amounting to Rs. 22.04 crores (USD 2.65 million) on account of remediation costs in respect of defective parts supplied by a supplier. Management is confident of recovery of the same.
- v) Note 9 to the Statement which describes the wrongful invocation of the bank guarantees by two customers aggregating to Rs. 391.24 crores (USD 47.04 million). The Management is confident of recovering the encashed guarantees from the customers and customer's claim being not tenable.

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

## 7. **Other Matters**

- i) We did not review the interim financial information of 17 branches of the Parent Company included in the Statement, whose interim financial information reflects total assets (before consolidation adjustments) of Rs. 799.42 crores as at September 30, 2023, and total revenues (before consolidation adjustments) of Rs. 56.22 crores and Rs. 103.18 crores, total net loss after tax (before consolidation adjustments) of Rs. 1.65 crores and Rs. 18.09 crores and total comprehensive loss (before consolidation adjustments) of Rs. 1.65 crores and Rs. 18.09 crores for the quarter ended September 30, 2023, and for the six months ended September 30, 2023, respectively and cash inflows (net) of 5.79 crores for the six months ended September 30, 2023, as considered in the Statement.



The interim financial information of these branches has been reviewed by the branch auditors whose reports have been furnished to us, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the reports of such branch auditors and the procedures performed by us as stated in paragraph 3 above.

- ii) We did not review the interim financial information of 8 subsidiaries included in the Statement, whose interim financial information reflects total assets (before consolidation adjustments) of Rs. 1,602.22 crores as at September 30, 2023, and total revenues (before consolidation adjustments) of Rs. 61.47 crores and Rs. 166.37 crores, total net loss after tax (before consolidation adjustments) of Rs. 72.63 crores and Rs. 141.79 crores and total comprehensive loss (before consolidation adjustments) of Rs. 81.76 crores and Rs. 151.94 crores for the quarter ended September 30, 2023, and for six months ended September 30, 2023, respectively, and cash inflows (net) of Rs. 0.63 crores for the six months ended September 30, 2023, as considered in the Statement.

The interim financial information of these subsidiaries has been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

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

Our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches and subsidiaries located outside India is based on the report of such branch auditors and other auditors respectively and the conversion adjustments prepared by the Management of the Parent Company and reviewed by us.

- iv) The Statement includes the interim financial information of 18 subsidiaries which has not been reviewed, whose interim financial information reflects total assets (before consolidation adjustments) of Rs. 1.04 crores as at September 30, 2023, and total revenues (before consolidation adjustments) of Rs. Nil and Rs. Nil, total net loss after tax (before consolidation adjustments) of Rs. 4.33 crores and Rs. 6.31 crores and total comprehensive loss (before consolidation adjustments) of Rs. 3.40 crores and total comprehensive loss of Rs. 5.78 crores for the quarter ended September 30, 2023, and for the six months ended

September 30, 2023, respectively, and cash inflows (net) of Rs. 0.11 crores for the six months ended September 30, 2023, as considered in the Statement. These interim financial results have been furnished to us by the Management of the Parent Company and our 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 such interim financial results. According to the information and explanations given to us by the Management, the interim financial information of these subsidiaries is not material to the Group.

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

***For KALYANIWALLA & MISTRY LLP***  
***CHARTERED ACCOUNTANTS***  
Firm Regn. No.: 104607W / W100166

***For DELOITTE HASKINS & SELLS LLP***  
***CHARTERED ACCOUNTANTS***  
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Mumbai: October 21, 2023.

Mumbai: October 21, 2023.



# Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

## Statement Of Unaudited Consolidated Financial Results For The Quarter and Six Months Ended 30 September 2023

(₹ in crore)

Sr No.	Particulars	For the quarter ended			For the six months ended		Year ended
		30-Sep-23 (Unaudited)	30-Jun-23 (Unaudited)	30-Sep-22 (Unaudited)	30-Sep-23 (Unaudited)	30-Sep-22 (Unaudited)	31-Mar-23 (Audited)
1	<b>Income</b>						
	Revenue from operations	759.52	514.96	312.69	1,274.48	1,519.62	2,015.01
	Other income (net)	17.21	7.39	98.11	24.60	102.24	110.86
	<b>Total Income</b>	<b>776.73</b>	<b>522.35</b>	<b>410.80</b>	<b>1,299.08</b>	<b>1,621.86</b>	<b>2,125.87</b>
2	<b>Expenses</b>						
	Cost of construction materials, stores and spare parts	467.37	239.91	157.82	707.28	1,051.14	1,210.50
	Changes in inventories of stock-in-trade	-	-	-	-	-	-
	Direct project costs	226.44	216.36	414.03	442.80	907.39	1,549.97
	Employee benefits expense	55.82	58.67	63.50	114.49	123.68	247.85
	Finance costs	64.34	62.09	32.84	126.43	47.50	144.91
	Depreciation and amortisation expense	4.29	3.42	3.30	7.71	6.76	14.70
	Other expenses	8.42	37.23	47.53	45.65	151.47	136.68
	<b>Total Expenses</b>	<b>826.68</b>	<b>617.68</b>	<b>719.02</b>	<b>1,444.36</b>	<b>2,287.94</b>	<b>3,304.61</b>
3	<b>(Loss) before tax (1 - 2)</b>	<b>(49.95)</b>	<b>(95.33)</b>	<b>(308.22)</b>	<b>(145.28)</b>	<b>(666.08)</b>	<b>(1,178.74)</b>
4	<b>Tax Expense</b>						
	- Current-tax	1.06	-	0.40	1.06	0.40	6.66
	- Tax adjustments relating to earlier period / year	2.00	-	(10.10)	2.00	(8.04)	(8.09)
	- Deferred tax charge / (credit)	1.50	(0.01)	0.19	1.49	(3.74)	(2.35)
5	<b>(Loss) for the period / year (3 - 4)</b>	<b>(54.51)</b>	<b>(95.32)</b>	<b>(298.71)</b>	<b>(149.83)</b>	<b>(654.70)</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	(0.12)	(0.13)	0.15	(0.25)	0.30	0.81
	- Income-tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	Items that will be reclassified to profit or loss						
	- Effective portion of (losses) / gain on hedging instruments in cash flow hedges	(4.13)	0.36	7.46	(3.77)	31.17	39.56
	- Effective portion of (gain) / losses on hedging instruments in cash flow hedges reclassified to profit or loss	-	(3.06)	(3.05)	(3.06)	(4.46)	(15.50)
	- Income-tax relating to items that will be reclassified to profit or loss	-	-	-	-	(5.13)	(5.13)
	- Exchange differences in translating financial statements of foreign operations	(21.79)	2.79	36.00	(19.00)	64.52	5.74
	<b>Other comprehensive (loss) / income for the period / year (net of income-tax)</b>	<b>(26.04)</b>	<b>(0.04)</b>	<b>40.56</b>	<b>(26.08)</b>	<b>86.40</b>	<b>25.48</b>
7	<b>Total comprehensive (loss) for the period / year (5 + 6)</b>	<b>(80.55)</b>	<b>(95.36)</b>	<b>(258.15)</b>	<b>(175.91)</b>	<b>(568.30)</b>	<b>(1,149.48)</b>
8	<b>(Loss) / Profit for the period / year attributable to:</b>						
	- Owners of the Company	(54.24)	(95.47)	(296.95)	(149.71)	(650.86)	(1,169.55)
	- Non-controlling interests	(0.26)	0.15	(1.76)	(0.11)	(3.84)	(5.41)
9	<b>Other comprehensive (loss) / income for the period / year (net of income-tax) attributable to:</b>						
	- Owners of the Company*	(26.24)	0.00	39.19	(26.24)	84.13	24.37
	- Non-controlling interests	0.20	(0.04)	1.37	0.16	2.27	1.11
10	<b>Total comprehensive (loss) / profit for the period / year attributable to:</b>						
	- Owners of the Company	(80.48)	(95.47)	(257.76)	(175.95)	(566.73)	(1,145.18)
	- Non-controlling interests	(0.06)	0.11	(0.39)	0.05	(1.57)	(4.30)
11	Paid-up equity share capital (face value ₹ 1/-)	18.97	18.97	18.97	18.97	18.97	18.97
12	Other equity						(244.05)
13	Earnings per equity share (EPS) (of ₹ 1 each) (not annualised)						
	(a) Basic	(2.86)	(5.03)	(15.65)	(7.89)	(34.31)	(61.65)
	(b) Diluted (Refer note 13)	(2.86)	(5.03)	(15.65)	(7.89)	(34.31)	(61.65)
	See accompanying notes to Unaudited Consolidated Financial Results						
	*Amount less than Rs 0.01 crore						



## Sterling and Wilson Renewable Energy Limited

(formerly known as Sterling and Wilson Solar Limited)

CIN:L74999MH2017PLC292281

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

### Unaudited Consolidated Statement of Assets and Liabilities as at 30 September 2023

(₹ in crore)

Particulars	As at	
	30-Sep-23 (Unaudited)	31-Mar-23 (Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
(a) Property, plant and equipment	22.93	26.11
(b) Capital work-in-progress	-	0.08
(c) Right-of-use assets	35.41	12.26
(d) Other intangible assets	5.33	5.87
(e) Financial Assets		
(i) Other financial assets	7.38	11.06
(f) Deferred tax assets (net)	96.54	98.11
(g) Non-current tax assets (net)	27.51	61.35
(h) Other non-current assets	4.68	1.85
<b>Total non-current assets</b>	<b>199.78</b>	<b>216.69</b>
<b>Current assets</b>		
(a) Inventories	1.25	1.57
(b) Financial Assets		
(i) Trade receivables (Refer note 7)	688.58	790.25
(ii) Cash and cash equivalents	55.23	47.90
(iii) Bank balances other than (ii) above	43.74	47.28
(iv) Loans	1.26	2.17
(v) Derivatives	-	3.72
(vi) Other financial assets	1,718.17	1,260.72
(c) Current tax assets (net)	1.61	1.70
(d) Other current assets	1,303.30	818.37
<b>Total current assets</b>	<b>3,813.14</b>	<b>2,973.68</b>
<b>TOTAL ASSETS</b>	<b>4,012.92</b>	<b>3,190.37</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity share capital (Refer note 11)	18.97	18.97
(b) Other Equity	(418.68)	(244.05)
Total equity attributable to owners of the Company	(399.71)	(225.08)
(c) Non-controlling interests	(15.26)	(15.22)
<b>Total equity</b>	<b>(414.97)</b>	<b>(240.30)</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	0.00	700.00
(ii) Lease liabilities	34.48	11.09
(b) Provisions	21.92	19.24
<b>Total non-current liabilities</b>	<b>56.40</b>	<b>730.33</b>
<b>Current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings (Refer note 10)	2,178.01	1,314.95
(ii) Lease liabilities	7.32	3.57
(iii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	233.61	9.72
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,092.86	640.24
(iv) Derivatives	3.12	-
(v) Other financial liabilities	55.83	49.58
(b) Other current liabilities	745.89	602.89
(c) Provisions	49.11	74.37
(d) Current tax liabilities (net)	5.74	5.02
<b>Total current liabilities</b>	<b>4,371.49</b>	<b>2,700.34</b>
<b>Total liabilities</b>	<b>4,427.89</b>	<b>3,430.67</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>4,012.92</b>	<b>3,190.37</b>



# **Sterling and Wilson Renewable Energy Limited**

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

## **Unaudited Consolidated Statement of Cash flows for the Six Months Ended 30 September 2023**

(₹ in crore)

Particulars	For the six months ended	
	30-Sep-23 (Unaudited)	30-Sep-22 (Unaudited)
<b>Cash flows from operating activities</b>		
<b>(Loss) before tax</b>	<b>(145.28)</b>	<b>(666.08)</b>
<i>Adjustments for:</i>		
Depreciation and amortisation expense	7.71	6.76
Bad debts written off	-	5.53
Expected credit loss on financial assets	-	(31.33)
(Profit) on sale of property, plant and equipments (net)	<b>(0.02)</b>	-
Provision for liquidated damages	-	11.03
(Reversal) / Provision for foreseeable losses	<b>(17.93)</b>	16.44
Finance costs	<b>126.43</b>	47.50
Interest income	<b>(4.45)</b>	(0.76)
Unrealised foreign exchange loss / (gain) (net)	<b>(23.31)</b>	(15.51)
Liabilities no longer required	<b>(0.43)</b>	(59.25)
<b>Operating (loss) before working capital changes</b>	<b>(57.28)</b>	<b>(685.67)</b>
<i>Working capital adjustments:</i>		
Decrease / (Increase) in inventories	<b>0.32</b>	(0.11)
Decrease in trade receivables	<b>118.40</b>	66.56
(Increase) / Decrease in loans and advances	<b>0.92</b>	(1.05)
(Increase) in other financial assets and derivative assets	<b>(456.31)</b>	(303.41)
Decrease / (Increase) in other current assets	<b>(484.93)</b>	311.36
Decrease / (Increase) in restricted cash	<b>0.64</b>	(0.69)
Increase / (Decrease) in trade payable, derivatives, other financial liabilities, other liabilities and provisions	<b>821.60</b>	(294.95)
Decrease in other non-current assets	<b>(2.83)</b>	-
<b>Net change in working capital</b>	<b>(2.19)</b>	<b>(222.29)</b>
<b>Cash flows (used in) operating activities</b>	<b>(59.46)</b>	<b>(907.96)</b>
Income-tax (paid) (net)	<b>30.09</b>	(6.22)
Effects of exchange differences on translation of assets and liabilities	<b>(19.00)</b>	62.84
<b>Net cash flows (used in) operating activities</b>	<b>(48.37)</b>	<b>(851.34)</b>
<b>Cash flows from investing activities</b>		
(Purchase) of property, plant and equipment, capital work in progress and intangible assets	<b>(2.29)</b>	(5.60)
Redemption in short term fixed deposits (net)	<b>2.90</b>	-
Redemption / (Investment) in long term fixed deposits	<b>10.00</b>	(3.84)
Interest received	<b>4.45</b>	0.83
<b>Net cash flows (used in) / generated from investing activities</b>	<b>15.06</b>	<b>(8.61)</b>
<b>Cash flows from financing activities</b>		
Proceeds / (Repayment) of cash credit borrowings (net)	<b>21.44</b>	(13.34)
(Repayment)/ Proceeds from secured borrowings	<b>(81.66)</b>	700.00
Proceeds from issue of equity shares and share application money received	<b>1.23</b>	-
Proceeds from secured and unsecured short-term borrowings (net)	<b>223.34</b>	191.07
(Repayment) of secured borrowings	-	-
Finance costs paid	<b>(125.16)</b>	(45.42)
Repayment of lease liabilities (including interest on lease liabilities)	<b>1.38</b>	(2.34)
<b>Net cash flows generated from financing activities</b>	<b>40.57</b>	829.97
Net movement in currency translation	<b>0.08</b>	0.12
<b>Net (Decrease) / increase in cash and cash equivalents (A+B+C+D)</b>	<b>7.33</b>	(29.86)
Cash and cash equivalents - Opening balance	<b>47.90</b>	457.51
<b>Cash and cash equivalents - Closing balance</b>	<b>55.23</b>	427.65
<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	<b>55.23</b>	<b>427.65</b>
<b>Cash and cash equivalents as per the Consolidated Statement of Cash Flows</b>	<b>55.23</b>	<b>427.65</b>



# Sterling and Wilson Renewable Energy Limited

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## Unaudited Consolidated Segment-Wise Revenue, Assets, Liabilities And Capital Employed For The Quarter and Six Months Ended 30 September 2023

(₹ in crore)

Particulars	For the quarter ended			For the six months ended		Year ended
	30-Sep-23 (Unaudited)	30-Jun-23 (Unaudited)	30-Sep-22 (Unaudited)	30-Sep-23 (Unaudited)	30-Sep-22 (Unaudited)	31-Mar-23 (Audited)
<b>Segment Revenue</b>						
EPC business	707.71	467.47	273.82	1175.18	1435.83	1,823.50
Operation and maintenance service	51.61	47.46	38.11	99.07	82.14	189.86
<b>Total</b>	<b>759.32</b>	<b>514.93</b>	<b>311.93</b>	<b>1,274.25</b>	<b>1,517.97</b>	<b>2,013.36</b>
Other operating income	0.20	0.03	0.76	0.23	1.65	1.65
<b>Revenue from operations</b>	<b>759.52</b>	<b>514.96</b>	<b>312.69</b>	<b>1,274.48</b>	<b>1,519.62</b>	<b>2,015.01</b>
<b>Segment Results</b>						
EPC business	53.68	55.61	(167.36)	109.29	(348.42)	(677.18)
Operation and maintenance service	11.83	6.55	(4.63)	18.38	(1.44)	9.04
<b>Total</b>	<b>65.51</b>	<b>62.16</b>	<b>(171.99)</b>	<b>127.67</b>	<b>(349.86)</b>	<b>(668.14)</b>
Add: Unallocable income	17.42	3.91	5.39	21.33	7.64	16.26
Less: Unallocable expenditure	(132.87)	(161.40)	(141.62)	(294.27)	(323.86)	(526.86)
<b>Total (loss) before tax</b>	<b>(49.94)</b>	<b>(95.33)</b>	<b>(308.22)</b>	<b>(145.27)</b>	<b>(666.08)</b>	<b>(1,178.74)</b>
<b>Segment Assets</b>						
EPC business	2,825.20	2,289.75	2,280.58	2825.20	2280.58	2,094.02
Operation and maintenance service	107.77	89.44	109.45	107.77	109.45	123.56
Unallocated	1,079.95	928.98	1,071.04	1079.95	1071.04	972.79
<b>Total</b>	<b>4,012.92</b>	<b>3,308.17</b>	<b>3,461.07</b>	<b>4,012.92</b>	<b>3,461.07</b>	<b>3,190.37</b>
<b>Segment Liabilities</b>						
EPC business	2,050.94	1,314.87	1,659.07	2050.94	1,659.07	1,226.20
Operation and maintenance service	44.70	38.06	36.33	44.70	36.33	60.02
Unallocated	2,332.25	2,290.35	1,428.14	2332.25	1,428.14	2,144.45
<b>Total</b>	<b>4,427.89</b>	<b>3,643.28</b>	<b>3,123.54</b>	<b>4,427.89</b>	<b>3,123.54</b>	<b>3,430.67</b>
<b>Capital Employed (Segment Assets - Segment Liabilities)</b>						
EPC business	774.27	974.88	621.51	774.27	621.51	867.82
Operation and maintenance service	63.07	51.38	73.12	63.07	73.12	63.54
Unallocated	(1,252.31)	(1,361.37)	(357.10)	(1,252.31)	(357.10)	(1,171.66)
<b>Total</b>	<b>(414.97)</b>	<b>(335.11)</b>	<b>337.53</b>	<b>(414.97)</b>	<b>337.53</b>	<b>(240.30)</b>



## Sterling and Wilson Renewable Energy Limited

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### Notes to Unaudited Consolidated Financial Results For The Quarter and Six Months Ended 30 September 2023

#### Notes :

- The above unaudited 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 October 2023 and 21 October 2023 respectively. These unaudited consolidated financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- The above unaudited consolidated financial results have been subjected to a "limited review" by the joint statutory auditors of the Sterling and Wilson Renewable Energy Limited ('Parent Company'). The joint statutory auditors have expressed an unmodified conclusion in the review report for the quarter and six months ended 30 September 2023.
- The Parent Company and its Subsidiaries ('the Group') is 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.

- Unaudited Standalone Financial results of Sterling and Wilson Renewable Energy Limited (formerly known as Sterling and Wilson Solar Limited) :

Particulars	For the quarter ended			For the six months ended		Year ended
	30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Total Income	709.83	432.17	331.92	1,142.00	1,151.72	1,672.17
Profit/(Loss) before tax for the period / year	17.96	(22.80)	(55.08)	(4.84)	(157.04)	(346.97)
Profit/(Loss) for the period / year	14.87	(22.80)	(55.31)	(7.93)	(159.33)	(355.02)

- The Board of Directors of the Company at its meeting held on September 27, 2023 considered and approved raising of funds by way of issuance of equity shares, global depository receipts, depository receipts, foreign currency convertible bonds fully/partly convertible debentures, non-convertible debentures, and/or any other financial instruments convertible into equity shares (including warrants) or a combination of any of the securities mentioned above in one or more tranches through one or more public and/ or private offerings including by way of a qualified institutions placement or any combination thereof or any other method as may be permitted under applicable laws to eligible investors for an aggregate amount not exceeding Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore Only) in one or more tranches subject to such regulatory/ statutory approvals as may be required, including the approval of the shareholders of the Company through a postal ballot, which is presently in process.
- 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 Rs 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 Rs 418.13 crore to be recovered from the Promoter Selling Shareholders on the basis of crystallized items for the period ending 30 September 2023. The Parent Company has received Rs 43.00 crore against such claim, till date.



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### Notes to Unaudited Consolidated Financial Results For The Quarter and Six Months Ended 30 September 2023 (Continued)

#### Notes : (Continued)

- 7 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 Rs 92.45 crore. In addition, an amount of Rs 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 sought 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 Rs 92.45 crore and Rs 64.10 crore are shown under the head Trade Receivables and Other Financial Assets, respectively. The case relating to the Customer is pending before the NCLAT.

During the quarter ended 30 June 2023, the case against the Developer has been dismissed by NCLAT and in the current quarter the Parent 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. 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 the said Writ Petition is pending for hearing before the Hon'ble Bombay High Court. Further, In order to recover the amount recoverable under Letter of Credit i.e. Rs. 64.10 crores, the Parent Company has lodged a Summary Suit against the Customer's Bank before the Hon'ble Bombay High Court.

Both the above claims are covered under the Indemnity Agreement as referred in Note 6 above.

- 8(a) During the year ended 31 March 2023, 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 Rs 256.75 crore (USD 30.87 million). As at 31 March 2023, Rs 466.35 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 Rs 159.44 crore (USD 19.17 million) which has been refuted by the Management. During the year ended 31 March 2023, the Group had issued a bond amounting to Rs 239.12 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 Rs 804.53 crore (USD 96.73 million) (including Rs 466.35 crore (USD 56.07 million)) for non-compliance with the contractual obligations.

In the opinion of the Management, supported by the conclusion memorandum issued by an external legal Firm, the Group is confident of recovering the additional costs amounting to Rs 466.35 crore (USD 56.07 million) incurred to complete the subcontractor's scope of work as at 30 September 2023, which has been recognised by the Group as recoverable from the subcontractor and subcontractor's counter claim being not tenable.

- 8(b) During the year ended 31 March 2023, a WOS Company of the Group had incurred Rs 22.04 crore (USD 2.65 million) towards cost of remediation works due to defective parts supplied by a supplier. The WOS has made a claim amounting to Rs 80.84 crore (USD 9.72 million) towards the expected remediation costs, liquidated damages due as per supply agreement and back charge of liquidated damages from the customer and holds the supplier's surety bond of value Rs 12.81 crore (USD 1.54 million). The Management is confident that the amount is fully recoverable.

- 9 During the year ended 31 March 2023, two customers of a WOS in a particular geography filed claims amounting to Rs 392.41 crore (USD 47.18 million) and Rs 79.18 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 Rs 202.44 crore (USD 24.34 million) and Rs 188.80 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.

The WOS has filed liens amounting to Rs 363.96 crore (USD 43.76 million) and Rs 505.19 crore (USD 60.74 million) on project properties for recovery of amounts due and recoverable from the customers. The WOS is in the process of 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.

In the opinion of the Management, supported by internal legal assessment along with submissions made to the appropriate Courts, the Group is confident of recovering the wrongfully invoked Bank Guarantee amounts aggregating to Rs 391.24 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 Rs 392.41 crore (USD 47.18 million) and Rs 79.18 crore (USD 9.52 million), being not tenable.

As of date, the Group has repaid the banks Rs 142.23 crore (USD 17.10 million) and is currently in the process of securing additional financing to repay the balance amount of Rs 249.02 crore (USD 29.94 million) with a schedule worked out in consultation with the banks.





**Sterling and Wilson Renewable Energy Limited**

*(formerly known as Sterling and Wilson Solar Limited)*

CIN:L74999MH2017PLC292281

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

**Notes to Unaudited Consolidated Financial Results For The Quarter and Six Months Ended 30 September 2023 (Continued)**

**Notes : (Continued)**

- 10 The Group had incurred losses during the previous year and has continued to incur losses during the six months ended September 30, 2023 and the Group's current liabilities exceed its current assets by Rs 558.35 crore and net worth becoming negative to the extent of Rs 415.10 crore as at that date.
- a)As mentioned in Note 9 (above) the Group is in the process of securing additional financing to repay the balance amount of Rs 249.02 crore (USD 29.94 million).
- b)Further, as on 30 September 2023, the Parent Company had a repayment due of a short-term loan for working capital purposes from a bank amounting to Rs. 250 crores, of which, Rs 135.00 crore is yet to be repaid as on the date. The aforesaid event results in cross default in respect of certain other loans bearing a fixed maturity period. Consequently, non-current loans aggregating to Rs. 516.67 crores have also been classified as "current" borrowings in the Statement even though the Parent Company has not received notice of recall of loans. The consortium of lenders at its meeting dated 13 October 2023 have agreed to execute intercreditor agreement within the scheduled time frame and discuss the resolution plan which has been proposed by the Company at their next meeting.
- However, the Group is working towards a resolution plan with its lenders by way of funds to be raised from equity or debt issue and amounts recoverable from the Promoter Selling Shareholders in accordance with the indemnity agreement.
- The Management is confident of successfully consummating the above plans. Considering the above, the Statement have been prepared on the basis that the Parent Company will continue as a going concern and hence, no adjustments have been made to the carrying values of its assets and liabilities.
- 11 During the quarter ended 30 September 2023, the Company has received application for issue of 51,839 equity shares of Re 1 each fully paid-up on exercise of stock options by employees in accordance with the Employee Stock Option Plan. Of these, the Company has allotted 13,039 equity shares before 30 September 2023 and the balance 38,800 equity shares have been allotted subsequent to the period end.
- 12 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.
- 13 The Group has incurred losses for each of the reported periods prior to 30 September 2023 and accordingly, the effect of potential equity shares to be issued would be anti-dilutive in respect of those quarters.
- 14 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**  
**(formerly known as Sterling and Wilson Solar Limited)**

**Khurshed Daruvala**  
**Chairman**

**DIN: 00216905**

Date : 21 October 2023

Place : Mumbai



**Sterling and Wilson Renewable Energy Limited**  
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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			For the six months ended		Year ended
			30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
1	Debt equity ratio (times)	Total Borrowings / Total equity	(5.45)	(6.76)	3.75	(5.45)	3.75	(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))	0.05	(0.09)	(2.22)	(0.01)	(2.23)	(0.92)
3	Interest service coverage ratio (times)	Loss before depreciation and amortisation, Finance cost and Tax / Finance cost	0.29	(0.48)	(8.29)	(0.09)	(12.88)	(7.03)
4	Outstanding redeemable preference shares (quantity)	Not applicable	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	Not applicable
6	Capital redemption reserve*	Capital redemption reserve	0.00	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	Not applicable
8	Net worth	Equity share capital + Retained earnings + Securities premium	(218.38)	(164.40)	449.04	(218.38)	449.04	(68.79)
9	Net profit after tax	Loss before tax - Tax expense	(54.49)	(95.33)	(298.71)	(149.82)	(654.70)	(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		(2.86)	(5.03)	(15.65)	(7.89)	(34.31)	(61.65)
	Diluted (Refer note 12)		(2.86)	(5.03)	(15.65)	(7.89)	(34.31)	(61.65)
11	Current ratio (times)	Current assets / current liabilities	0.87	1.05	1.22	0.87	1.22	1.10
12	Long term debt to working capital (times)	Non-current borrowings / (Current assets - Current liabilities)	(0.00)	4.18	0.73	(0.00)	0.73	2.56
13	Bad debts to Account receivable ratio (times) (annualised)*	Bad debts / Average trade receivables	Not applicable	Not applicable	0.00	Not applicable	0.01	0.01
14	Current liability ratio (times)	Current liabilities / Total liabilities	0.99	0.82	0.85	0.99	0.85	0.79
15	Total debts to Total assets (times)	(Current borrowings + Non-current borrowings) / Total assets	0.54	0.65	0.38	0.54	0.38	0.63
16	Debtors' turnover ratio (times) (annualised)	Revenue from operations / Average trade receivables	4.11	2.66	1.62	3.45	3.94	2.56
17	Inventory turnover ratio** (times)	Not applicable	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	1.81%	-7.19%	-88.24%	-1.83%	-40.76%	-51.52%
19	Net profit margin (%)	Net loss after tax / Revenue from operations	-7.17%	-18.51%	-95.53%	-11.76%	-43.08%	-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.