

September 25, 2021

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 542760	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East), Mumbai – 400 051 Symbol: SWSOLAR
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Sub.: Addendum to Item No. 6 of the explanatory statement to the notice of the 4th Annual General Meeting of Sterling and Wilson Solar Limited (“the Company”)

Ref: Our disclosure dated September 07, 2021

Dear Sir/ Ma’am,

With reference to the above, the Company had issued a notice dated August 14, 2021 (“**AGM Notice**”) for convening the 4th Annual General Meeting of the Members of the Company, which is scheduled to be held on **Thursday, September 30, 2021 at 4.30 p.m. IST**, through Video Conferencing/ Other Audio-Visual means. The AGM Notice has been dispatched to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder.

In this connection, we refer to **Item No. 6** of the explanatory statement pursuant to Section 102 of the Act, which pertains to seeking approval of the shareholders for change in name of the Company from Sterling and Wilson Solar Limited to “Sterling and Wilson Renewable Energy Limited” and consequent amendment to Memorandum and Articles of Association of the Company.

As mentioned in the explanatory statement to Item No. 6, the Company has obtained a Certificate from G. N. Shanbhag and Co., Practicing Chartered Accountants certifying compliance with conditions specified in sub-clause (a) and (b) of Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The said Certificate referred to in the explanatory statement, has been made available for inspection through electronic mode by the Members from the date of circulation of the AGM Notice i.e. September 07, 2021 up to the date of the AGM i.e. September 30, 2021 and has also been uploaded on the website of the Company at www.sterlingandwilsonsolar.com under “Investor Relations” tab.

Pursuant to Regulation 45 of the SEBI Listing Regulations, the explanatory statement to the notice seeking shareholders’ approval for change in name, shall include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of SEBI Listing Regulations. Accordingly, we are herewith enclosing an Addendum to

Sterling and Wilson Solar Limited
An Associate of Shapoorji Pallonji Group

Registered Office: Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai – 400 043
Phone: (91-22) 25485300 | Fax: (91-22) 25485331 | CIN: L74999MH2017PLC292281
Email: info@sterlingwilson.com | www.sterlingandwilsonsolar.com

Item No. 6 of the explanatory statement to the AGM Notice to include the said certificate obtained from G. N. Shanbhag and Co., Practicing Chartered Accountants.

This Addendum shall form an integral part of Item No. 6 of the explanatory statement to the AGM Notice which has already been circulated to the shareholders of the Company and on and from the date hereof, the AGM Notice shall always be read in conjunction with this Addendum.

The said Addendum has been sent today, i.e. September 25, 2021, by electronic mode to the Members only whose email addresses are registered with the Depository Participants.

The same is also available on the website of the Company at www.sterlingandwilsonsolar.com under the tab “Investor Relations”.

The inconvenience caused is regretted.

Request you to take the same on records.

Thanking you.

Yours faithfully,
For Sterling and Wilson Solar Limited



Jagannadha Rao Ch. V.
Company Secretary & Compliance Officer

Encl.: As above

**ADDENDUM TO ITEM NO. 6 OF THE EXPLANATORY STATEMENT TO THE NOTICE OF
THE FOURTH ANNUAL GENERAL MEETING**

Certificate from Practicing Chartered Accountant certifying compliance with conditions specified in sub-clause (a) and (b) of Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Sterling and Wilson Solar Limited
Universal Majestic, 9th Floor,
P. L. Lokhande Marg,
Chembur (W),
Mumbai – 400 043

We have examined the relevant records of Sterling and Wilson Solar Limited (“the Company”) and information provided by the management of the Company in relation to issuance of Compliance Certificate under Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for proposed change of name of the Company from ‘Sterling and Wilson Solar Limited’ to ‘Sterling and Wilson Renewable Energy Limited’.

The Company is currently engaged in offering end-to-end solar engineering, procurement and construction (“EPC”) solutions and is contemplating to offer end-to-end EPC solutions for Hybrid Energy power plants, Energy Storage solutions and Waste to Energy power plants.

Based on our examination and according to the information and explanations given to us, pursuant to the requirement of provisions of Regulation 45 of the SEBI Listing Regulations, we do hereby confirm that:

- a. time period of more than one year has elapsed from the last name change;
- b. more than 50% of the Total Revenue in the preceding 1-year period has been accounted for by the new activity suggested by the new name as explained herein below:
 - i) The Standalone Total Revenue of the Company as per Audited Standalone Statement of Profit and Loss for the year ended March 31, 2021 was Rs. 3,176.17 Crores which includes revenue of Rs. 2,941.41 Crores from Solar EPC business segment which works out to 92.61% of Audited Standalone Total Revenue of the Company for the year ended March 31, 2021.
 - ii) The Consolidated Total Revenue of the Company as per Audited Consolidated Statement of Profit and Loss for the year ended March 31, 2021 was Rs. 5,080.80 Crores which included revenue of Rs. 4,825.75 Crores from Solar EPC business segment which works out to 94.98% of Audited Consolidated Total Revenue of the Company for the year ended March 31, 2021.

Note: Total revenue referred to above means Revenue from operations.

Thus, the company is complying with conditions (a) and (b) of Regulation 45(1) of SEBI Listing Regulations.

This report is issued at the request of the Company pursuant to the requirement of provisions of Regulation 45 of the SEBI Listing Regulations for onward submission to the Stock Exchanges (Bombay Stock Exchange and National Stock Exchange of India), where the equity shares of the Company are listed.

**For G. N. SHANBHAG & CO.
Chartered Accountants
F. R. N. 109885W**

**Sd/-
G. N. SHANBHAG
Proprietor
Membership No. 032057
UDIN: 21032057AAAAQI9401**

**Place: Mumbai
Date: September 2, 2021**