

July 13, 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.: Voting results and Consolidated report of the Scrutinizer of the 6<sup>th</sup> Annual General Meeting (“6<sup>th</sup> AGM”) of the Company held on Thursday, July 13, 2023**

Dear Sir/ Ma’am,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details regarding the voting results of the business transacted at the 6<sup>th</sup> AGM of the Company in the prescribed format.

Further, please find enclosed the Consolidated report of the Scrutinizer dated July 13, 2023 issued by the Scrutinizer, i.e. Mr. Mannish Ghia, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretary.

All the resolutions at the 6<sup>th</sup> AGM were passed with requisite majority.

The above information will be uploaded on the website of the Company i.e. [www.sterlingandwilsonre.com](http://www.sterlingandwilsonre.com) and on the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Request you to take the same on records.

Thanking you,

Yours faithfully,

**For Sterling and Wilson Renewable Energy Limited**

Venkata  
Jagannadha Rao  
Chunduru

Digitally signed by Venkata  
Jagannadha Rao Chunduru  
Date: 2023.07.13 19:03:16  
+05'30'

**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)

### Sterling and Wilson Renewable Energy Limited

Date of Annual General Meeting								July 13, 2023
Total number of shareholders on record date (July 06, 2023)								1,55,757
No. of shareholders present in the meeting either in person or through proxy								Not Applicable
Promoters and Promoter group								-
Public								-
No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM")								53
Promoters and Promoter group								8
Public								45
Resolution Required : (Ordinary)				1- To consider and adopt: a.the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the Board and the Auditors thereon b.the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the report of the Auditors thereon				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	130957687	130957687	100.0000	130957687	0	100.0000	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total	130957687	130957687	100.0000	130957687	0	100.0000	0
Public Institutions	E-voting	18621424	13949997	74.9137	13930650	19347	99.8613	0.1387
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total	18621424	13949997	74.9137	13930650	19347	99.8613	0.1387
Public Non-Institutions	E-voting	40114222	281282	0.7012	23344	257938	8.2991	91.7009
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total	40114222	281282	0.7012	23344	257938	8.2991	91.7009
Total		189693333	145188966	76.5388	144911681	277285	99.8090	0.1910

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Ordinary)			2- To approve appointment of Mr. Umesh Khanna (DIN: 03634361) as a Non-Executive Director of the Company to fill up the vacancy of the retiring director Mr. Pallon Mistry, who retires at this Annual General Meeting					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	130957687	130237687	99.4502	130237687	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>130957687</b>	<b>130237687</b>	<b>99.4502</b>	<b>130237687</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	E-voting	18621424	13949997	74.9137	13948049	1948	99.9860	0.0140
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>18621424</b>	<b>13949997</b>	<b>74.9137</b>	<b>13948049</b>	<b>1948</b>	<b>99.9860</b>	<b>0.0140</b>
Public Non-Institutions	E-voting	40114222	281282	0.7012	22827	258455	8.1153	91.8847
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>40114222</b>	<b>281282</b>	<b>0.7012</b>	<b>22827</b>	<b>258455</b>	<b>8.1153</b>	<b>91.8847</b>
<b>Total</b>		<b>189693333</b>	<b>144468966</b>	<b>76.1592</b>	<b>144208563</b>	<b>260403</b>	<b>99.8198</b>	<b>0.1802</b>

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Ordinary)			3- To approve appointment of Branch Auditors					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	130957687	130957687	100.0000	130957687	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>130957687</b>	<b>130957687</b>	<b>100.0000</b>	<b>130957687</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	E-voting	18621424	13949997	74.9137	13949997	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>18621424</b>	<b>13949997</b>	<b>74.9137</b>	<b>13949997</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Non-Institutions	E-voting	40114222	281282	0.7012	23364	257918	8.3063	91.6937
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>40114222</b>	<b>281282</b>	<b>0.7012</b>	<b>23364</b>	<b>257918</b>	<b>8.3063</b>	<b>91.6937</b>
<b>Total</b>		<b>189693333</b>	<b>145188966</b>	<b>76.5388</b>	<b>144931048</b>	<b>257918</b>	<b>99.8224</b>	<b>0.1776</b>

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Special)			4- To approve the waiver of recovery of excess remuneration paid to Mr. Chandra Kishore Thakur, Manager of the Company during the financial year 2022-23					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	130957687	130957687	100.0000	130957687	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>130957687</b>	<b>130957687</b>	<b>100.0000</b>	<b>130957687</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	E-voting	18621424	13949997	74.9137	13824997	125000	99.1039	0.8961
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>18621424</b>	<b>13949997</b>	<b>74.9137</b>	<b>13824997</b>	<b>125000</b>	<b>99.1039</b>	<b>0.8961</b>
Public Non-Institutions	E-voting	40114222	281277	0.7012	19575	261702	6.9593	93.0407
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>40114222</b>	<b>281277</b>	<b>0.7012</b>	<b>19575</b>	<b>261702</b>	<b>6.9593</b>	<b>93.0407</b>
<b>Total</b>		<b>189693333</b>	<b>145188961</b>	<b>76.5388</b>	<b>144802259</b>	<b>386702</b>	<b>99.7337</b>	<b>0.2663</b>

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Special)			5- To approve re-appointment of Mr. Chandra Kishore Thakur as the Manager of the Company for a term of 2 (Two) years					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	130957687	130957687	100.0000	130957687	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>130957687</b>	<b>130957687</b>	<b>100.0000</b>	<b>130957687</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	E-voting	18621424	13949997	74.9137	11444928	2505069	82.0425	17.9575
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>18621424</b>	<b>13949997</b>	<b>74.9137</b>	<b>11444928</b>	<b>2505069</b>	<b>82.0425</b>	<b>17.9575</b>
Public Non-Institutions	E-voting	40114222	281422	0.7016	20802	260620	7.3917	92.6083
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>40114222</b>	<b>281422</b>	<b>0.7016</b>	<b>20802</b>	<b>260620</b>	<b>7.3917</b>	<b>92.6083</b>
<b>Total</b>		<b>189693333</b>	<b>145189106</b>	<b>76.5389</b>	<b>142423417</b>	<b>2765689</b>	<b>98.0951</b>	<b>1.9049</b>

**For Sterling and Wilson Renewable Energy Limited**

Venkata  
Jagannadha Rao  
Chunduru

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Jagannadha Rao Chunduru  
Date: 2023.07.13 19:12:29  
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**Jagannadha Rao Ch. V.**  
**Company Secretary and Compliance Officer**

**CONFIDENTIAL**

Date: 13 July, 2023

To

### The Chairperson/Company Secretary

# Sterling and Wilson Renewable Energy Limited

(Formerly known as Sterling and Wilson Solar Limited)

9<sup>th</sup> Floor, Universal Majestic,

P. L. Lokhande Marg,

Chembur West,

Mumbai – 400043.

Sir/Madam,

### Sub.: Scrutinizer's Report for passing of resolutions through E-Voting

I have completed the assignment as the Scrutinizer for the E-Voting process under Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I submit herewith my report for your necessary further action.

I further report that the electronic data and all other relevant records relating to E-Voting prior and during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

I request you to preserve electronic data and all other relevant records as required under Rule 20 of Companies (Management and Administration) Rules, 2014.

Thanking you,

**For Manish Ghia & Associates**

### ***Company Secretaries***

[illegible]

CS Mannish L. Ghia

## Partner

**M. No. FCS 6252: C. P. No.3531**



**CONSOLIDATED SCRUTINIZER REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of Companies (Management and Administration) Rules, 2014]*

**To**

**The Chairperson/Company Secretary**

**Sterling and Wilson Renewable Energy Limited**

(Formerly known as Sterling and Wilson Solar Limited)

9<sup>th</sup> Floor, Universal Majestic,

P. L. Lokhande Marg,

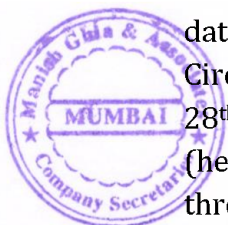
Chembur West,

Mumbai – 400043

Dear Sir/Madam,

**Sub: Consolidated Scrutinizer's Report for passing of resolutions through remote e-Voting & e-voting during the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 6<sup>th</sup> Annual General Meeting ("AGM") of the members of Sterling and Wilson Renewable Energy Limited ("the Company") held on Thursday, July 13, 2023 at 02:00 p.m. (IST) through video conferencing ("VC") / other audio visual means ("OAVM").**

I, CS Mannish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the rules") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the regulations") in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of AGM dated 20<sup>th</sup> April, 2023 ("Notice"), issued by the Company in accordance with General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular no. 19/2021 dated 08<sup>th</sup> December, 2021, Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, Circular No. 02/2022 dated 05<sup>th</sup> May, 2022, and MCA Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 6<sup>th</sup> AGM of its members through VC / OAVM on **Thursday, July 13, 2023 at 02:00 p.m. (IST)**





1. The e-voting conducted in terms of MCA Circulars, has been completed and now I submit my report as under:
  - 1.1 The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the above-mentioned MCA Circulars and the regulations. Our responsibility as Scrutinizer is restricted to make Scrutinizer's Report of the votes cast in favor and against the resolution(s) as stated in the Notice.
  - 1.2 The Company had availed the e-voting platform/facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting facility prior and during the AGM.
  - 1.3 The Company on Wednesday, 21<sup>st</sup> June, 2023, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on the cut-off date being, 16<sup>th</sup> June, 2023.
  - 1.4 As per applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of Notice as above, provision of e-voting facility and other mandated particulars in the English Newspaper "Financial Express" and Marathi Newspaper "Nav Shakti" dated Thursday, 22<sup>nd</sup> June, 2023 respectively.
  - 1.5 The remote e-voting period commenced on Monday, 10<sup>th</sup> July, 2023, 9:00 a.m. (IST) onwards and ended on Wednesday, 12<sup>th</sup> July, 2023 at 5:00 p.m. (IST).
  - 1.6 Votes cast through remote e-voting till 5:00 p.m. on Wednesday, 12<sup>th</sup> July 2023 being the last date and time fixed by the Company for remote e-voting and e-voting during the AGM, are considered for my scrutiny.
  - 1.7 The remote e-voting module was disabled by NSDL on Wednesday, 12<sup>th</sup> July 2023 after 5:00 p.m. and as required under the rules, the votes cast under the e-voting facility during the remote e-voting period and e-voting during the AGM, were unblocked in the presence of Ms. Dhruti Upadhyay and Ms. Kinjal Gala who are not in employment with the Company; thereafter the data of e-voting was downloaded and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Company/its Registrar and Share Transfer Agents / Depositories as on the cut-off date for remote e-voting i.e., Thursday, July 06 , 2023.



1.8 The remote e-voting and e-voting during the AGM was scrutinized for verification of votes cast in favor and against the resolution.

2. The summary of the voting through remote e-voting and e-voting during the AGM is as follows:

### **ORDINARY BUSINESS:**

#### **Resolution No.1: Ordinary Resolution**

➤ To consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the Board and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
239	144911681	99.8090

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	277285	0.1910

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



**SPECIAL BUSINESS:****Resolution No. 2: Ordinary Resolution**

- To approve appointment of Mr. Umesh Khanna (DIN: 03634361) as a Non-Executive Director of the Company to fill up the vacancy of the retiring Director Mr. Pallon Mistry, who retires at this Annual General Meeting.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
239	144208563	99.8198

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	260403	0.1802

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 3: Ordinary Resolution**

- To approve appointment of Branch Auditors.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
243	144931048	99.8224

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	257918	0.1776



(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 4: Special Resolution**

- To approve the waiver of recovery of excess remuneration paid to Mr. Chandra Kishore Thakur, Manager of the Company during the financial year 2022-23.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
213	144802259	99.7337

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
42	386702	0.2663

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 5: Special Resolution**

- To approve re-appointment of Mr. Chandra Kishore Thakur as the Manager of the Company for a term of 2 (Two) years.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
208	142423417	98.0951

(ii) Voted **against** the resolution:



Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
50	2765689	1.9049

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Results:**

1. For resolution No. 1,2 and 3- We report that number of votes cast in favour are more than the number of votes cast against;
2. For resolution No. 4 and 5- We report that number of votes cast in favour are more than three times the number of votes cast against.

Accordingly, the resolutions as contained in the Notice of AGM dated 20<sup>th</sup> April, 2023 may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting and e-voting during the AGM.

**For Manish Ghia & Associates**  
**Company Secretaries**  
**(Unique ID: P2006MH007100)**



MANNISH  
LALITCHANDR  
A GHIA

Digitally signed by MANNISH LALITCHANDRA GHIA  
DN: c=IN, postalCode=400067, o=MAHARASHTRA,  
street=KUMHAR, s=MUMBAI, ou=Personal,  
serialNumber=dc273b73ac8946601d5eb7628311f  
84ab79c1a25633011c12b291a55c5443,  
givenName=MANNISH, email=MANNISHGHIA@GMAIL.COM, co=MANNISH  
LALITCHANDRA GHIA  
Date: 2023.07.13 17:25:54 +05'30'

**CS Mannish L. Ghia**  
**Partner**

**M. No. FCS 6252, C.P. No. 3531**  
**PR 822/2020**

**Place: Mumbai**  
**Date: July 13, 2023**  
**UDIN: F006252E000603398**

**Countersigned by**

**KHURSHED** Digitally signed by  
**YAZDI** KHURSHED YAZDI  
**DARUVALA** DARUVALA  
Date: 2023.07.13  
19:14:58 +05'30'

**Mr. Khurshed Daruvala**  
**Chairman**  
**Sterling and Wilson Renewable Energy Limited**

**Place: Mumbai**  
**Date: July 13, 2023**