

August 21, 2025

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| 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.: Summary of Proceedings, details of voting results and Scrutinizer’s Report of the 8th Annual General Meeting of Sterling and Wilson Renewable Energy Limited (“the Company”)

Ref: *Disclosure under Regulations 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)*

Dear Sir/ Ma’am,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the summary of proceedings of the 8th Annual General Meeting of the Company (“AGM”) held today i.e. Thursday, August 21, 2025, at 11:00 a.m. (IST) through Video Conferencing (VC)/ Other Audio - Visual Means (OAVM) as **Annexure A**.

Further, the voting results of the businesses transacted at the AGM as per the format prescribed under Regulation 44(3) of the Listing Regulations, along with the consolidated Report of the Scrutinizer dated, August 21, 2025, on the remote e-voting and e-voting at the AGM, are enclosed as **Annexure B** and **Annexure C** respectively. All the resolutions at the AGM were approved by the members with the requisite majority.

The above information will be uploaded on the website of the Company i.e. www.sterlingandwilsonre.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com.

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 & Compliance Officer
Encl.: As above

Summary of the Proceedings of the 8th Annual General Meeting of the Company

The 8th Annual General Meeting (“AGM”) of the members of Sterling and Wilson Renewable Energy Limited (“the Company”), was held on Thursday, August 21, 2025 at 11:00 a.m. IST through Video Conference (VC)/ Other Audio Visual Means (OAVM)

Mr. Khurshed Yazdi Daruvala, Chairman of the Company, chaired the meeting and after ascertaining the requisite quorum being present, called the meeting to order at 11:00 a.m. IST.

Mr. Daruvala informed the Members that, this AGM of the Company was convened through VC/ OAVM, in accordance with various circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) in this regard and in compliance with the applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

He then introduced himself and other Directors and Officers of the Company present in the AGM as under:

| | | |
|----------------------------|---|---|
| Mr. Khurshed Daruvala | : | Non-Executive Chairman of the Company & Chairperson of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee |
| Ms. Rukhshana Mistry | : | Independent Director & Chairperson of Audit Committee & Nomination and Remuneration Committee |
| Mr. Umesh Khanna | : | Non-Executive Director |
| Mr. Balanadu Narayan | : | Non-Executive Director |
| Mr. Cherag Balsara | : | Independent Director |
| Mr. Rahul Dutt | : | Independent Director |
| Mr. Chandra Kishore Thakur | : | Manager of the Company and Global CEO of Sterling and Wilson Renewable Energy Group |
| Mr. Ajit Pratap Singh | : | Chief Financial Officer |
| Mr. Jagannadha Rao Ch. V. | : | Company Secretary & Compliance Officer |

He informed that Mr. Saurabh Agarwal, Non-Executive Director and Ms. Naina Krishna Murthy, Independent Director were unable to attend this AGM due to prior commitments.

Mr. Daruvala further informed that the representative of M/s. Deloitte Haskins & Sells LLP, the Statutory Auditors of the Company & M/s. Manish Ghia & Associates, the Secretarial Auditors of the Company and Scrutinizers for this AGM were also attending this meeting.

Mr. Daruvala then addressed the members highlighting, *inter alia*, the financial and operational performance of the Company for the Financial Year 2024-25.

Thereafter, Mr. Jagannadha Rao Ch. V., Company Secretary informed the Members that there was no proxy facility available for this meeting and that the statutory registers and the certificate from the Secretarial Auditors stating compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were available for inspection electronically.

The Company Secretary further informed the Members that the Notice of the meeting was already sent to the Members electronically and therefore was taken as read. The Members were informed that there were no qualifications, observations or adverse comments in the Report of the Statutory Auditors. The comment/ observation made by the Secretarial Auditor was read out at the Meeting by the Company Secretary.

The Company Secretary then informed the Members that the Company had provided remote e-voting facility to its members to cast votes electronically on all resolutions set out in the Notice. Also, the facility to vote at the meeting through e-voting platform of National Securities Depository Limited (“NSDL”), was made available to the members who participated in the meeting and had not cast their votes through remote e-voting facility. He further informed that Mr. Mannish Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for the remote e-voting as well as to supervise the e-voting process at this AGM, who would scrutinize the votes and hand over the combined report on voting within two working days of conclusion of this AGM.

The Company Secretary read out the businesses as mentioned in the Notice convening the AGM as under:

| Sr. No. | Agenda item | Resolution to be passed |
|----------------|--|--------------------------------|
| 1 | To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the report of the Board and the Auditors thereon b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the report of the Auditors thereon | Ordinary Resolution |
| 2 | To approve appointment of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive Director of the Company, who retires by rotation as a Director | Ordinary Resolution |
| 3 | To approve appointment of Branch Auditors | Ordinary Resolution |
| 4 | To approve appointment of M/s. Manish Ghia & Associates as Secretarial Auditors | Ordinary Resolution |
| 5 | To approve re-appointment of Mr. Chandra Kishore Thakur as the Manager of the Company | Special Resolution |
| 6 | To consider and approve “Sterling and Wilson Renewable Energy Limited - Employee Stock Option Plan II 2025” | Special Resolution |
| 7 | To consider and approve the grant of employee stock options to the eligible employees of the subsidiary(ies) of the Company under “Sterling and Wilson Renewable Energy Limited - Employee Stock Option Plan II 2025” | Special Resolution |

The Company Secretary then invited the members who had registered themselves in advance by sending request from their registered email id to express their views/ ask questions in the AGM. The Chairman and the Officers of the Company replied to the queries raised by the speaker shareholders in the AGM.

Mr. Daruvala thanked the Members for attending the Meeting and declared the meeting as concluded at 11:32 a.m. IST.

The Chairman further informed the Members that the e-voting facility was available at the meeting for those members who had not cast their vote through remote e-voting and would remain open for another 15 minutes and authorized the Company Secretary of the Company to receive the voting results and intimate same to the stock exchanges.

STERLING AND WILSON RENEWABLE ENERGY LIMITED**Annexure B****Voting results of the AGM pursuant to Regulation 44(3) of the SEBI Listing Regulations**

| | |
|--|-----------------------|
| Date of AGM | 21-Aug-25 |
| Record Date | 14-Aug-25 |
| Total number of shareholders on record date | 372628 |
| 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") | 59 |
| Promoters and Promoter Group | 6 |
| Public | 53 |

| Resolution Required: Ordinary | | | a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board and the Auditors thereon. b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, 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 - in Against | % of votes - in favour | % of votes - Against |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 27417597 | 21738261 | 79.2858 | 21738261 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 27417597 | 21738261 | 79.2858 | 21738261 | 0 | 100.0000 | 0.0000 |
| Public Non-Institutions | E-voting | 99296970 | 333299 | 0.3357 | 262784 | 70515 | 78.8433 | 21.1567 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 99296970 | 333299 | 0.3357 | 262784 | 70515 | 78.8433 | 21.1567 |
| Total | | 233494316 | 127444247 | 54.5813 | 127373732 | 70515 | 99.9447 | 0.0553 |

| Resolution Required: Ordinary | | | To appoint Mr. Balanadu Narayan (DIN: 00007129), Non- Executive Director of the Company, who retires by rotation as a Director | | | | | |
|---|------------------------------|--------------------|--|--------------------------------------|--------------------------|------------------------|------------------------|----------------------|
| 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 | % of votes - Against |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 27417597 | 21738261 | 79.2858 | 21425959 | 312302 | 98.5634 | 1.4366 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 27417597 | 21738261 | 79.2858 | 21425959 | 312302 | 98.5634 | 1.4366 |
| Public Non-Institutions | E-voting | 99296970 | 333300 | 0.3357 | 256978 | 76322 | 77.1011 | 22.8989 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 99296970 | 333300 | 0.3357 | 256978 | 76322 | 77.1011 | 22.8989 |
| Total | | 233494316 | 127444248 | 54.5813 | 127055624 | 388624 | 99.6951 | 0.3049 |

| Resolution Required: Ordinary | | | 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 | % votes polled on outstanding shares | No. of votes - in favour | No. of votes - Against | % of votes - in favour | % of votes - Against |
| | | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 27417597 | 21738261 | 79.2858 | 21738261 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 27417597 | 21738261 | 79.2858 | 21738261 | 0 | 100.0000 | 0.0000 |
| Public Non-Institutions | E-voting | 99296970 | 333300 | 0.3357 | 262673 | 70627 | 78.8098 | 21.1902 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 99296970 | 333300 | 0.3357 | 262673 | 70627 | 78.8098 | 21.1902 |
| Total | | 233494316 | 127444248 | 54.5813 | 127373621 | 70627 | 99.9446 | 0.0554 |

| Resolution Required: Ordinary | | | To Approve appointment of M/s. Manish Ghia and Associates as Secretarial Auditors | | | | | |
|---|------------------------------|--------------------|---|--------------------------------------|--------------------------|------------------------|------------------------|----------------------|
| 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 | % of votes - Against |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 27417597 | 21738261 | 79.2858 | 21738261 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 27417597 | 21738261 | 79.2858 | 21738261 | 0 | 100.0000 | 0.0000 |
| Public Non-Institutions | E-voting | 99296970 | 333300 | 0.3357 | 262087 | 71213 | 78.6340 | 21.3660 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 99296970 | 333300 | 0.3357 | 262087 | 71213 | 78.6340 | 21.3660 |
| Total | | 233494316 | 127444248 | 54.5813 | 127373035 | 71213 | 99.9441 | 0.0559 |

| Resolution Required: Special | | | To approve re-appointment of Mr. Chandra Kishore Thakur as the Manager of the Company. | | | | | |
|---|------------------------------|--------------------|--|--------------------------------------|--------------------------|------------------------|------------------------|--------------------|
| 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 | % of votes Against |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 27417597 | 21738261 | 79.2858 | 20443693 | 1294568 | 94.0447 | 5.9553 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 27417597 | 21738261 | 79.2858 | 20443693 | 1294568 | 94.0447 | 5.9553 |
| Public Non-Institutions | E-voting | 99296970 | 333300 | 0.3357 | 255941 | 77359 | 76.7900 | 23.2100 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 99296970 | 333300 | 0.3357 | 255941 | 77359 | 76.7900 | 23.2100 |
| Total | | 233494316 | 127444248 | 54.5813 | 126072321 | 1371927 | 98.9235 | 1.0765 |

| Resolution Required: Special | | | To consider and approve Sterling and Wilson Renewable Energy Limited - Employee Stock Option Plan II 2025 | | | | | |
|---|------------------------------|--------------------|---|--------------------------------------|--------------------------|------------------------|------------------------|----------------------|
| 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 | % of votes - Against |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 27417597 | 21738261 | 79.2858 | 8046692 | 13691569 | 37.0163 | 62.9837 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 27417597 | 21738261 | 79.2858 | 8046692 | 13691569 | 37.0163 | 62.9837 |
| Public Non-Institutions | E-voting | 99296970 | 333300 | 0.3357 | 253371 | 79929 | 76.0189 | 23.9811 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 99296970 | 333300 | 0.3357 | 253371 | 79929 | 76.0189 | 23.9811 |
| Total | | 233494316 | 127444248 | 54.5813 | 113672750 | 13771498 | 89.1941 | 10.8059 |

| Resolution Required: Special | | | To consider and approve the grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under Sterling and Wilson Renewable Energy Limited - Employee Stock Option Plan II 2025 | | | | | |
|---|------------------------------|--------------------|---|--------------------------------------|--------------------------|------------------------|------------------------|----------------------|
| 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 | % of votes - Against |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 106779749 | 105372687 | 98.6823 | 105372687 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 27417597 | 21738261 | 79.2858 | 8046692 | 13691569 | 37.0163 | 62.9837 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 27417597 | 21738261 | 79.2858 | 8046692 | 13691569 | 37.0163 | 62.9837 |
| Public Non-Institutions | E-voting | 99296970 | 333281 | 0.3356 | 253153 | 80128 | 75.9578 | 24.0422 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot(if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 99296970 | 333281 | 0.3356 | 253153 | 80128 | 75.9578 | 24.0422 |
| Total | | 233494316 | 127444229 | 54.5813 | 113672532 | 13771697 | 89.1939 | 10.8061 |

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
Sterling and Wilson Renewable Energy Limited
9th 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 Annual General Meeting ("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 8th AGM of the members of Sterling and Wilson Renewable Energy Limited ("the Company") held on Thursday, August 21, 2025 at 11:00 a.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 ("SEBI Listing Regulations") in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 7 as set out in the Notice of AGM dated April 24, 2025 ("Notice"), issued by the Company in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, and Circular SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India ("SEBI Circulars"), wherein the Companies are permitted to hold the AGM through VC / OAVM. Accordingly, in compliance with the provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars the Company convened the 8th AGM of its members through VC/OAVM on Thursday, August 21, 2025 at 11:00 a.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, MCA Circulars and SEBI Circulars relating to remote e-voting and e-voting during the AGM on the resolution contained in the Notice of AGM of the members of the Company. 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.
2. As per the confirmation received from the Company;
 - 2.1 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.
 - 2.2 As per MCA General Circular No. 20/2020 dated May 05, 2020, the Company has published advertisements in the English Newspaper "Financial Express" and Marathi Newspaper (Vernacular language) "Navshakti" on Wednesday, July 23, 2025, regarding the compliance with the said circular in relation to 8th AGM of the Company.
 - 2.3 The Company on Monday, July 28, 2025, 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 Thursday, August 14, 2025.
 - 2.4 As per applicable provisions of the rules, the Company had published an advertisement after 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 "Navshakti" dated Tuesday, July 29, 2025 respectively.
 - 2.5 The remote e-voting period commenced on Monday, August 18, 2025, 9:00 a.m. (IST) onwards and ended on Wednesday, August 20, 2025 at 5:00 p.m. (IST).
 - 2.6 Votes cast through remote e-voting till 5:00 p.m. on Wednesday, August 20, 2025 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.
 - 2.7 The remote e-voting module was disabled by NSDL on Wednesday, August 20, 2025 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. Misba Mir and Ms. Aayushi Patel 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, August 14, 2025.



- 2.8 The remote e-voting and e-voting during the AGM was scrutinized for verification of votes cast in favor and against the resolution.
3. 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

- a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board and the Auditors thereon.; and
- b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 506 | 12,73,73,732 | 99.94 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 21 | 70,515 | 0.06 |

- (iii) Invalid votes:

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

Resolution No. 2: Ordinary Resolution

- Appointment of Mr. Balanadu Narayan (DIN: 00007129), Non-Executive Director of the Company, who retires by rotation as a Director;
- (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 |
|-------------------------|------------------------------------|---------------------------------------|
| 467 | 12,70,55,624 | 99.70 |



(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 66 | 3,88,624 | 0.30 |

(iii) Invalid votes:

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

SPECIAL BUSINESS:

Resolution No. 3: Ordinary Resolution

➤ 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 |
|----------------------------|---------------------------------------|--|
| 505 | 12,73,73,621 | 99.94 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 23 | 70,627 | 0.06 |

(iii) Invalid votes:

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

Resolution No. 4: Ordinary Resolution

➤ Appointment of M/s. Manish Ghia & Associates, Company Secretaries as Secretarial Auditors of the Company.

(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 |
|----------------------------|---------------------------------------|--|
| 502 | 12,73,73,035 | 99.94 |



(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 26 | 71,213 | 0.06 |

(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

- Re-appointment of Mr. Chandra Kishore Thakur as the Manager of the Company.

(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 |
|----------------------------|---------------------------------------|--|
| 472 | 12,60,72,321 | 98.92 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 56 | 13,71,927 | 1.08 |

(iii) Invalid votes:

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

Resolution No. 6: Special Resolution

- To consider and approve "Sterling and Wilson Renewable Energy Limited - Employee Stock Option Plan II 2025".

(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 |
|----------------------------|---------------------------------------|--|
| 393 | 11,36,72,750 | 89.19 |



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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 139 | 1,37,71,498 | 10.81 |

(iii) **Invalid** votes:

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

Resolution No. 7: Special Resolution

- To consider and approve the grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under "Sterling and Wilson Renewable Energy Limited - Employee Stock Option Plan II 2025".

(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 |
|----------------------------|---------------------------------------|--|
| 389 | 11,36,72,532 | 89.19 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 142 | 1,37,71,697 | 10.81 |

(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 to 4 (Ordinary Resolution)- We report that number of votes cast in favour are more than the number of votes cast against;
2. For resolution No. 5 to 7 (Special Resolution)- 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 April 24, 2025 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



Mannish Ghia

CS Mannish L. Ghia
Partner

M. No. FCS 6252, C.P. No. 3531
Peer Review No.: - PR 6759/2025
(Unique ID: P2006MH007100)

Place: Mumbai
Date: August 21, 2025
UDIN: F006252G001051001

Countersigned by

Khurshed
Yazdi
Daruvala

Digitally signed by
Khurshed Yazdi
Daruvala
Date: 2025.08.21
18:36:50 +05'30'

Mr. Khurshed Daruvala
Chairperson
Sterling and Wilson Renewable Energy Limited

Place: Mumbai
Date: August 21, 2025