

October 01, 2022

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.: Voting results and Consolidated report of the Scrutinizer of the 5th Annual General Meeting (“AGM”) of the Company held on Friday, September 30, 2022

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 5th AGM of the Company in the prescribed format.

Further, please find enclosed the Consolidated report of the Scrutinizer dated September 30, 2022 issued by the Scrutinizer, i.e. Mr. Mannish Ghia, Partner, Manish Ghia & Associates, Practicing Company Secretary.

All the resolutions at the 5th AGM were passed with 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

VENKATA
JAGANNADHA
RAO CHUNDURU
RAO CHUNDURU

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VENKATA JAGANNADHA
RAO CHUNDURU
Date: 2022.10.01
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Jagannadha Rao Ch. V.
Company Secretary and Compliance Officer

Encl.: As above

Sterling and Wilson Renewable Energy Limited								
Date of Annual General Meeting							September 30, 2022	
Total number of shareholders on record date (September 23, 2022)							163253	
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")							65	
Promoters and Promoter group							7	
Public							58	
Resolution Required : (Ordinary)			1 - To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, 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	% 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	145475983	144755983	99.5051	144755983	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		144755983	99.5051	144755983	0	100.0000	0.0000
Public Institutions	E-Voting	12555461	9683516	77.1259	9683516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9683516	77.1259	9683516	0	100.0000	0.0000
Public Non Institutions	E-Voting	31661889	137306	0.4337	136811	495	99.6395	0.3605
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		137306	0.4337	136811	495	99.6395	0.3605
Total		189693333	154576805	81.4877	154576310	495	99.9997	0.0003

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Ordinary)			2 - To appoint Mr. Khurshed Daruvala (DIN: 00216905), Non-Executive Director of the Company, who retires by rotation as a Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Except Mr. Khurshed Daruvala none of the promoters/promoter group are interested in the agenda/ resolution					
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	145475983	134556833	92.4942	134556833	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		134556833	92.4942	134556833	0	100.0000	0.0000
Public Institutions	E-Voting	12555461	9683516	77.1259	9638722	44794	99.5374	0.4626
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9683516	77.1259	9638722	44794	99.5374	0.4626
Public Non Institutions	E-Voting	31661889	137271	0.4336	107566	29705	78.3603	21.6397
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		137271	0.4336	107566	29705	78.3603	21.6397
Total		189693333	144377620	76.1111	144303121	74499	99.9484	0.0516

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Ordinary)			3 - To approve the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration No.:117366W/ W-100018) as Statutory Auditors 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	% 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	145475983	144755983	99.5051	144755983	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		144755983	99.5051	144755983	0	100.0000	0.0000
Public Institutions	E-Voting	12555461	9683516	77.1259	9683516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9683516	77.1259	9683516	0	100.0000	0.0000
Public Non Institutions	E-Voting	31661889	137301	0.4336	133594	3707	97.3001	2.6999
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		137301	0.4336	133594	3707	97.3001	2.6999
Total		189693333	154576800	81.4877	154573093	3707	99.9976	0.0024

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Ordinary)			4 - 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	145475983	144755983	99.5051	144755983	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		144755983	99.5051	144755983	0	100.0000	0.0000
Public Institutions	E-Voting	12555461	9683516	77.1259	9683516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9683516	77.1259	9683516	0	100.0000	0.0000
Public Non Institutions	E-Voting	31661889	136951	0.4325	109784	27167	80.1630	19.8370
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		136951	0.4325	109784	27167	80.1630	19.8370
Total		189693333	154576450	81.4876	154549283	27167	99.9824	0.0176

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Special)			5 - To approve the waiver of recovery of excess remuneration paid to Mr. Chandra Kishore Thakur, Manager of the Company during the financial year 2021-22					
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	145475983	144755983	99.5051	144755983	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		144755983	99.5051	144755983	0	100.0000	0.0000
Public Institutions	E-Voting	12555461	9683516	77.1259	9683516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9683516	77.1259	9683516	0	100.0000	0.0000
Public Non Institutions	E-Voting	31661889	136956	0.4326	86912	50044	63.4598	36.5402
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		136956	0.4326	86912	50044	63.4598	36.5402
Total		189693333	154576455	81.4876	154526411	50044	99.9676	0.0324

Sterling and Wilson Renewable Energy Limited								
Resolution Required : (Special)			6 - Approval to grant interest bearing loan to Shapoorji Pallonji and Company Private Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			Except Mr. Khurshed Daruvala, Mr. Pallon Mistry and Shapoorji Pallonji and Company Private Limited, none of the promoters/ promoters group are interested in the agenda/ resolution					
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	145475983	88877734	61.0944	88877734	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		88877734	61.0944	88877734	0	100.0000	0.0000
Public Institutions	E-Voting	12555461	9683516	77.1259	7574464	2109052	78.2202	21.7798
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9683516	77.1259	7574464	2109052	78.2202	21.7798
Public Non Institutions	E-Voting	31661889	136951	0.4325	89264	47687	65.1795	34.8205
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		136951	0.4325	89264	47687	65.1795	34.8205
Total		189693333	98698201	52.0304	96541462	2156739	97.8148	2.1852

For Sterling and Wilson Renewable Energy Limited

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CHUNDURU
Date: 2022.10.01 15:42:19
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Jagannadha Rao Ch. V.
Company Secretary and Compliance Officer

CONFIDENTIAL

Date: 30th September, 2022

To
The Chairperson/Company Secretary
Sterling and Wilson Renewable Energy Limited
(Formerly known as Sterling and Wilson Solar Limited)
9th 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



Manish Ghia
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)
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 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 5th Annual General Meeting ("AGM") of the members of Sterling and Wilson Renewable Energy Limited ('the Company') held on Friday, 30th September, 2022 at 03:00 p.m. 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 6 as set out in the Notice of AGM dated 07th September, 2022 ("Notice"), issued by the Company in accordance with General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular no. 19/2021 dated 08th December, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 05th May, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 5th AGM of its members through VC / OAVM on Friday, 30th September, 2022 at 03:00 p.m.

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 Thursday, 08th September, 2022, 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, Friday, 02nd September, 2022.
 - 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 Friday, 09th September 2022 respectively.
 - 1.5 The remote e-voting period commenced on Tuesday, 27th September 2022, 9:00 a.m. (IST) onwards and ended on Thursday, 29th September 2022 at 5:00 p.m. (IST).
 - 1.6 Votes cast through remote e-voting till 5:00 p.m. on Thursday, 29th September 2022 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 Thursday, 29th September 2022 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 Mr. Vivek Thakur and Ms. Vaishnavi Ambre 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., Friday, 23rd September, 2022.
 - 1.8 The remote e-voting and e-voting during the AGM data 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, 2022, 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, 2022, 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
370	154576310	99.9997

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	495	0.0003

(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

To approve the appointment of Mr. Khurshed Yazdi Daruvala (DIN:00216905), 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
341	144303121	99.9484

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	74499	0.0516

(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 the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration No.:117366W/ W-100018) as Statutory 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
360	154573093	99.9976

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	3707	0.0024

(iii) Invalid votes:

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

SPECIAL BUSINESS:

Resolution No. 4: 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
362	154549283	99.9824

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	27167	0.01756

(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 the waiver of recovery of excess remuneration paid to Mr. Chandra Kishore Thakur, Manager of the Company during the financial year 2021-22.

(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
313	154526411	99.9676

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
67	50044	0.0324

(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

Approval to grant interest bearing loan to Shapoorji Pallonji and Company Private Limited.

(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
302	96541462	97.8148

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
73	2156739	2.1852

(iii) Invalid votes:



Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	44959099

Results:

- For resolution No. 1,2,3 and 4– We report that number of votes cast in favour are more than the number of votes cast against;
- For resolution No. 5 and 6– We report that the 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 07th September, 2022 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.



Place: Mumbai
Date: September 30, 2022
UDIN: F006252D001088344

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH0071Q0)

Mannish L. Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Countersigned by

KHURSHED Digitally signed by
YAZDI KHURSHED YAZDI
DARUVALA DARUVALA
Date: 2022.10.01
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Khurshed Daruvala
Chairman
Sterling and Wilson Renewable Energy Limited

Place: Mumbai
Date: October 01, 2022