

September 30, 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.: Proceedings of the 5th Annual General Meeting of Sterling and Wilson Renewable Energy Limited (“the Company”)

Ref: Intimation under Regulation 30 read with Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Ma’am,

Please find enclosed herewith the proceedings of the 5th Annual General Meeting of the Company held today i.e. **Friday, September 30, 2022** at **03:00 p.m.** (IST) through Video Conferencing (VC)/ Other Audio - Visual Means (OAVM).

The same is also available on the website of the Company at www.sterlingandwilsonre.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

Proceedings of the 5th AGM

The 5th Annual General Meeting (“AGM”) of Sterling and Wilson Renewable Energy Limited (‘the Company’), was held on Friday, September 30, 2022 at 03:00 p.m. IST through Video Conference (VC).

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 03:00 p.m. IST. The Chairman welcomed the Members to the AGM.

Mr. Daruvala informed the Members that, in view of the continuing Covid-19 pandemic, and to ensure social distancing norms, this AGM of the Company was convened through VC/OAVM, in accordance with various circulars issued by MCA and SEBI in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

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

Mr. Khurshed Daruvala	:	Chairman of the Company & Chairperson of the Stakeholders Relationship Committee
Mr. Balanadu Narayan	:	Non-Executive Director
Mr. Cherag Balsara	:	Independent Director
Mr. Keki Elavia	:	Independent Director & Chairperson of Nomination and Remuneration Committee
Mr. Pallon Mistry	:	Non-Executive Director
Ms. Rukhshana Mistry	:	Independent Director & Chairperson of Audit Committee
Mr. Amit Jain	:	Global CEO
Mr. Chandra Kishore Thakur	:	Manager of the Company
Mr. Bahadur Dastoor	:	Chief Financial Officer
Mr. Jagannadha Rao Ch. V.	:	Company Secretary & Compliance Officer

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

Mr. Daruvala further informed that the representatives of M/s. Kalyaniwalla & Mistry LLP, the Statutory Auditors of the Company & M/s. Manish Ghia & Associates, the Secretarial Auditors and Scrutinizers of the Company were also attending this meeting.

Thereafter, Mr. Jagannadha Rao Ch. V., Company Secretary informed the Members that there was no proxy facility available for this meeting, as it was dispensed with by MCA 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.

Sterling and Wilson Renewable Energy Limited

(Formerly known as Sterling and Wilson Solar Limited)

Regd. Office: Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai - 400043
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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 qualification, observation or adverse comment in the Report of the Statutory Auditors and the Secretarial Auditors, so it was not required to read those Reports at the meeting.

Thereafter, Mr. Daruvala addressed the Members highlighting *inter alia* the financial performance of the Company for the financial year 2021-22, the performance of various businesses, and order book position.

The Company Secretary then informed the Members that in compliance with the relevant provisions of the Companies Act 2013, Rules made thereunder and SEBI Listing Regulations, the Company had provided the facility to the Members to exercise their right to vote on the businesses proposed to be transacted at this AGM through remote e-voting for the period commencing from September 27, 2022 to September 29, 2022. In order to facilitate voting to those Members, who have not exercised their right to vote through remote e-voting, the Company had also provided facility to vote at this AGM through e-voting platform of NSDL. 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 e-voting 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, which had been put to vote through remote e-voting and voting at the AGM as under:

Sr. No.	Agenda item	Resolution
1	To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, and the report of the Auditors thereon	Ordinary Resolution
2	To approve the appointment of Mr. Khurshed Yazdi Daruvala (DIN: 00216905), Non-Executive Director of the Company, who retires by rotation as a director	Ordinary Resolution
3	To approve the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No.: 117366W/ W-100018) as Statutory Auditors of the Company	Ordinary Resolution

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Sr. No.	Agenda item	Resolution
4	To approve the appointment of Branch Auditors	Ordinary Resolution
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	Special Resolution
6	To approve grant of interest bearing loan to Shapoorji Pallonji and Company Private Limited	Special Resolution

He further informed the Members that since this meeting was being held through VC/ OAVM and the resolutions mentioned in the Notice convening this meeting had already been put to the vote through “remote e-voting” there would be no proposing and seconding of resolutions.

The Company Secretary then invited the Member who had registered himself in advance by sending request from his registered email id to express his views/ ask questions in the AGM.

The Chairman and the Officers of the Company replied to the queries raised by the speaker Member in the AGM.

Mr. Daruvala thanked the Members for attending the Meeting and declared the meeting as concluded at 03:51 p.m. IST.

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

The details regarding the voting results of the business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer will be intimated separately.

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