

August 31, 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.: Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Scrutinizers Report

Dear Sir/ Ma’am,

Pursuant to Regulation 44 (3) of the SEBI Listing Regulations, please find enclosed the details of voting results in the prescribed format for the resolution as set out in the Postal Ballot Notice dated July 29, 2021, along with Scrutinizers Report dated August 31, 2021, issued by the Scrutinizer, i.e. Mr. Manish Ghia, Partner, Manish Ghia & Associates, Practicing Company Secretary.

Please note that the resolution has been approved by the Members of the Company with requisite majority and shall be deemed to have been passed on August 29, 2021, being the last date specified by the Company for remote e-voting.

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

Thanking you,

Yours faithfully,
For Sterling and Wilson Solar Limited



Jagannadha Rao Ch. V.
Company Secretary and Compliance Officer

Encl: As above

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 | Website: www.sterlingandwilsonsolar.com

Sterling and Wilson Solar Limited	
Last Date of Postal Ballot and E- Voting : 29th August, 2021	
Total number of shareholders on record date (23rd July, 2021) : 77575	
No. of shareholders present in the meeting either in person or through proxy: Not Applicable	
Promoters and Promoter Group: 0	
Public: 0	
No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable	
Promoters and Promoter Group: 0	
Public: 0	

Sterling and Wilson Solar Limited								
Resolution Required : (Special)			1 - Alteration of the Object Clause of the Memorandum of Association 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	111222580	111222560	100.0000	111222560	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		111222560	100.0000	111222560	0	100.0000	0.0000
Public Institutions	E-Voting	18930196	10150413	53.6202	10150413	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		10150413	53.6202	10150413	0	100.0000	0.0000
Public Non Institutions	E-Voting	30207224	2047366	6.7777	2023020	24346	98.8109	1.1891
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2047366	6.7777	2023020	24346	98.8109	1.1891
Total		160360000	123420339	76.9645	123395993	24346	99.9803	0.0197

For Sterling and Wilson Solar Limited

Jagannadha Rao Ch. V.
Company Secretary

August 31, 2021

CONFIDENTIAL

Date: August 31, 2021

To
The Chairperson / Company Secretary
Sterling and Wilson Solar Limited
Universal Majestic, 9th Floor,
P. L. Lokhande Marg,
Chembur (West), Mumbai-400043

Sir

Sub.: Scrutinizer's Report for passing of resolution through Postal Ballot (e-voting)

I have completed the assignment as the Scrutinizer for the Postal Ballot process under Section 110 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 the Remote E-Voting during the Postal Ballot process, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot 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 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

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

MANNISH
LALITCHAN
DRA GHIA

Digitally signed by MANNISH LALITCHANDRA GHIA
DN: c=IN, o=Personal,
pseudoym=#9a05644001b75442f100518f1
8f92a436719cb795551645b59ee64283427,
postalCode=400007, st=MAHARASHTRA,
serialNumber=dca773b72a489466b164eb76
283118548b79c1a25633b11c32bc91e55cd64
3, cn=MANNISH LALITCHANDRA GHIA
Date: 2021.08.31 13:18:39 +05'30'

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



Encl: as above

SCRUTINIZER REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]*

To
The Chairperson / Company Secretary
Sterling and Wilson Solar Limited
Universal Majestic, 9th Floor,
P. L. Lokhande Marg,
Chembur (West), Mumbai-400043

Dear Sir,

Sub: Scrutinizer's Report for passing of resolution through Postal Ballot (remote e-voting).

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 Postal Ballot ("remote e-voting") in terms of the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 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 resolution as mentioned in the Postal Ballot Notice dated 29th July, 2021 ("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. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

1. The Postal Ballot conducted through remote e-voting 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 preparing the Scrutinizers Report on the votes cast in favor and against the resolution(s) stated in the Notice.



- 1.2 The Company had availed the e-voting platform/facility offered by National Securities Depository Limited (NSDL) for conducting Postal Ballot process through remote e-voting.
- 1.3 The Company on Friday, 30th July, 2021, 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, 23rd July, 2021.
- 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 remote e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper "Nav Shakti" on Saturday, 31st July, 2021.
- 1.5 The remote e-voting period commenced on Saturday, 31st July, 2021, 9:00 a.m. (IST) onwards and ended on Sunday, 29th August, 2021 at 5.00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5.00 p.m. on Sunday, 29th August, 2021 being the last date and time fixed by the Company for voting, are considered for my scrutiny.
- 1.7 The e-voting module was disabled by NSDL on Sunday, 29th August, 2021 after 5.00 p.m. and as required under the rules the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Mr. Vivek Thakur and Ms. Dhruvi Upadhyay who are not in employment with the Company; thereafter the data of remote 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 i.e., Friday, 23rd July, 2021.
- 1.8 The remote e-voting data was scrutinized for verification of votes cast in favor and against the resolution.

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

Resolution No.1: Special Resolution

Alteration of the Object Clause of the Memorandum of Association 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
556	123395993	99.98



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	24346	0.02

(iii) Invalid votes:

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

Result: We report that the number of votes cast in favour of the aforesaid Resolution is not less than three times the number of votes cast against it. Accordingly the special resolution as contained in the Notice of Postal Ballot dated 29th July, 2021 may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting by Postal Ballot.



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

MANNISH
LALITCHAN
DRA GHIA

Digitally signed by MANNISH LALITCHAN DRA GHIA
DN: cn=MANNISH LALITCHAN DRA GHIA, o=Manish Ghia & Associates, ou=Company Secretaries, postalCode=400007, st=Maharashtra, email=lalitchan@manishghia.com, c=IN
Date: 2021.08.31 13:17:07 +05'30'

**CS Mannish L. Ghia
Partner**

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

**Place: Mumbai
Date: August 31, 2021
UDIN: F006252C000860325**

Countersigned by

Khurshed Yazdi Daruvala
Digitally signed by Khurshed Yazdi Daruvala
Date: 2021.08.31 14:49:38 +05'30'

**Khurshed Daruvala
Designation: Chairman
Sterling and Wilson Solar Limited**

**Place: Mumbai
Date: August 31, 2021**