

# KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

To  
The Board of Directors  
Sterling and Wilson Solar Limited  
9th Floor, Universal Majestic,  
P. L. Lokhande Marg, Chembur (West),  
Mumbai 400 043.

**Independent Auditor's Certificate on the compliance with the conditions of proposed preferential allotment of equity shares by Sterling and Wilson Solar Limited in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended.**

1. This certificate is issued in accordance with the terms of our engagement letter dated October 11, 2021 with Sterling and Wilson Solar Limited (hereinafter 'the Company') and as per the requirement of sub-regulation 2 of Regulation 163 under Chapter V of the Securities and Exchange Board of India (the 'SEBI') (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations').
2. We, Kalyaniwalla & Mistry LLP have been appointed as the Statutory Auditors of the Company by the Shareholders of the Company at their Annual General Meeting held on September 30, 2021.
3. As required, we have examined the compliance with the Regulation 159, 160, 161, 163(1) and 164(1) of Chapter V of the SEBI ICDR Regulations for proposed preferential issue of equity shares of Sterling and Wilson Solar Limited (the 'Company') to Reliance New Energy Solar Limited (the 'proposed allottee') approved by the Board of Directors (the 'Board') in its meeting held on October 10, 2021.
4. In terms of the SEBI ICDR Regulations, the Company has issued a notice along with the explanatory statement dated October 10, 2021 (together referred to as the 'Notice') to the shareholders of the Company on October 11, 2021 pursuant to General Circular No. 10/2021 dated June 23, 2021 read with General Circulars No. 14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021, respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), the relevant provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") seeking the consent of the shareholders at the Extraordinary General Meeting of the Company scheduled on November 02, 2021, to issue 29,333,333 equity shares of the Company of face value of Re. 1/- each, fully



LLP IN : AAH - 3437

REGISTERED OFFICE : ESPLANADE HOUSE, 29, HAZARIMAL SOMANI MARG, FORT, MUMBAI 400 001  
TEL.: (91) (22) 6158 6200, 6158 7200 FAX: (91) (22) 6158 6275

paid up, on a preferential basis, at a price of Rs. 375/- (Rupees Three hundred and seventy five only) (including premium of Rs. 374/- each) per equity share as per Item No. 1 to the Notice.

**Management's Responsibility for the Statement**

5. The compliance with the aforesaid SEBI ICDR Regulations for the proposed preferential allotment of equity shares and preparation of the aforesaid Notice, including its content in respect of Item No. 1 is the responsibility of management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. Management is also responsible for providing all relevant information to SEBI, and / or BSE Limited, and / or the National Stock Exchange of India Limited.

**Auditor's Responsibility**

7. We have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.
8. For the purpose of this certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that the proposed preferential issue of equity shares as set out in Item No. 1 of the Notice is not in accordance with the requirements of the SEBI ICDR Regulations:
  - a) With respect to conditions specified in Regulation 159, 160 and 161 of the SEBI ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
    - verified that the Company has obtained requisite undertaking from the proposed allottee to ensure that they have not sold or transferred any equity shares of the Company during the six months preceding the relevant date of October 03, 2021 (however, since October 03, 2021 falls on a weekend, the relevant date for the purpose of proposed preferential issue of equity shares is October 01, 2021, in terms of explanation to Regulation 161 of SEBI ICDR Regulations);
    - obtained confirmation from the proposed allottee to verify that there are no 'pre-preferential holding' of equity shares of the Company held by the proposed allottee;
    - examined the Notice being issued and confirmed that the proposed preferential issue of equity shares of the Company shall be made fully paid up at the time of allotment;
    - examined the Notice being issued and confirmed that the special resolution for proposed preferential issue of equity shares of the Company is included in the same;
    - enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the issuer is listed; and



- verified that the Company obtained Permanent Account Number ('PAN') of the proposed allottee.
- b) Read the Notice and verified that the following disclosures have been made in accordance with Regulation 163(1) of the SEBI ICDR Regulations in the Notice:
- the objects of the proposed preferential issue;
  - the maximum number of equity shares to be issued;
  - the intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;
  - the shareholding pattern of the issuer before and after the proposed preferential issue;
  - the time frame within which the proposed preferential issue shall be completed;
  - the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them and change in control in the issuer consequent to the preferential issue except in the case of listed company, mutual fund, scheduled commercial bank, Insurance company registered with the Insurance Regulatory and Development Authority of India where the regulation exempts disclosure of ultimate beneficial owner of such proposed allottees;
  - disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter.
- c) With respect to compliance with minimum price for proposed preferential issue in accordance with Regulation 164(1) of the SEBI ICDR Regulations, we have issued our certificate dated October 11, 2021.
9. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
10. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements" issued by ICAI.



**Conclusion**

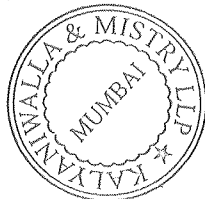
12. Based on the procedures performed as mentioned above and information, explanations and representations provided by the Company, nothing has come to our attention that causes us to believe that the proposed preferential issue of equity shares being made would not be in accordance with Chapter V of the SEBI ICDR Regulations.

**Restriction on distribution or use**

13. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the extraordinary general meeting of shareholders considering the proposed preferential issue of equity shares and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

*For KALYANIWALLA & MISTRY LLP*  
**CHARTERED ACCOUNTANTS**

Firm Reg. No.: 104607W/W100166



*Roshni R. Marfatia*

**PARTNER**

Membership No. 106548

UDIN: 21106548AAAAGA6986

Mumbai: October 11, 2021.