

June 29, 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.: Annual Secretarial Compliance Report of Sterling and Wilson Solar Limited (“the Company”) for the financial year ended March 31, 2021

Ref.: Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Ma’am,

Pursuant to the SEBI Listing Regulations read with SEBI Circular dated February 08, 2019 bearing Ref. No. CIR/CFD/CMD1/27/2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by Manish Ghia & Associates, Practicing Company Secretaries for the financial year ended March 31, 2021.

The above is for your information and records.

Thanking you.

Yours faithfully,

For Sterling and Wilson Solar Limited

VENKATA
JAGANNADHA RAO CHUNDURU
RAO CHUNDURU
Digitally signed by VENKATA
JAGANNADHA RAO CHUNDURU
Date: 2021.06.29 21:46:29 +05'30'

Jagannadha Rao Ch. V.
Company Secretary and Compliance Officer

Encl.: As above

**Secretarial Compliance Report
of Sterling and Wilson Solar Limited for the year ended 31st March 2021.**

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,
The Members,
Sterling and Wilson Solar Limited
Mumbai

We Manish Ghia & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Sterling and Wilson Solar Limited having Corporate Identification Number L74999MH2017PLC292281 and whose equity shares are listed at BSE Limited and National Stock Exchange of India Limited with Scrip Code/Symbol of "542760" and "SWSOLAR" respectively ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (No compliances were required to be made during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (No compliances were required to be made during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (No compliances were required to be made during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (No compliances were required to be made during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder *except in respect of the matters specified below:-*

Sr No	Compliance requirements (Regulations/Circulars/guidelines including specific clause)	Deviations	Remarks
1	Under Reg 33(3) of LODR the company was required to submit to the Stock Exchanges quarterly standalone and consolidated financial results along with Limited Review Report for quarter ended 30th June 2020 by 15 th September 2020 (extended time line)	The company has submitted the quarterly standalone and consolidated financial results and the Limited Review Report which was approved in the Board Meeting (held on 15 th September 2020) to the Stock Exchanges on 16 th September 2020	The Company vide its letter dated September 16, 2020, submitted to the stock exchanges has informed that the signed copies of the enclosed disclosures were received from the Statutory Auditors on September 16, 2020 at 12:54 a.m. due to the lockdown conditions and the company has submitted the financial results within 30 minutes of receipt of signed documents from the Statutory Auditors.



- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) no action have been taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder.
- (d) there were no observations in the previous reports which requires any follow-up actions by the listed entity.

For Manish Ghia & Associates
Company Secretaries

(Unique ID: P2006MH007100)



Manish L. Ghia
CS Mannish L. Ghia
Partner

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

Place: Mumbai

Date: June 29, 2021

UDIN: F006252C000514551

NOTE:

On account various restrictions imposed by the Government Authorities on opening of offices, travel and movement due to Covid19 pandemic during the year under review, we for the purpose of completion of our audit have relied on documents and papers provided in electronic form through email/other virtual means for verification of compliances.