



May 30, 2022

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  <b>Scrip Code: 542760</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra Kurla Complex Bandra (East), Mumbai – 400 051  <b>Symbol: SWSOLAR</b>
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**Sub.: Annual Secretarial Compliance Report of Sterling and Wilson Renewable Energy Limited (“the Company”) for the financial year ended March 31, 2022**

**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, 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, 2022.

Please take the same on records.

Thanking you.

Yours faithfully,

**For Sterling and Wilson Renewable Energy Limited**

  
**Jagannadha Rao Ch. V.**  
**Company Secretary and Compliance Officer**



Encl.: As above

**Secretarial Compliance Report**

**of Sterling and Wilson Renewable Energy Limited for the year ended 31<sup>st</sup> March 2022.**

[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 Renewable Energy 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 Renewable Energy 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 31<sup>st</sup> March 2022 ("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 (applicable up to August 12, 2021); and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (applicable w.e.f. August 13, 2021);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (applicable up to August 8, 2021); and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (applicable w.e.f. August 9, 2021) (*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 (applicable up to August 8, 2021); and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (applicable w.e.f. August 9, 2021) (*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;
- (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.
- (e) The Company has complied with the provisions of paragraph '6 (A)' and '6 (B)' of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the





Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" in respect of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as Statutory Auditors of the company.

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



*Mannish L Ghia*

CS Mannish L. Ghia  
Partner

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

Place: Mumbai  
Date: April 07, 2022  
UDIN: F006252D000031662

NOTE:

On account of 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.