

October 01, 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 and Consolidated report of the Scrutinizer of the 4th Annual General Meeting (“AGM”) of the Company held on Thursday, September 30, 2021

Dear Sir/ Ma’am,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details regarding the voting results of the business transacted at the 4th AGM of the Company in the prescribed format.

Further, please find enclosed the Consolidated report of the Scrutinizer dated October 01, 2021 issued by the Scrutinizer, i.e. Mr. Mannish Ghia, Partner, Manish Ghia & Associates, Practicing Company Secretary.

All the resolutions at the 4th AGM were passed with requisite majority.

The above 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

Request you to take the same on records.

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

Date of Annual General Meeting: September 30, 2021

Total number of shareholders on record date (September 23, 2021) : 69,383

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter group: --

Public: --

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"):

Promoters and Promoter group: 06

Public: 48

Resolution Required : (Ordinary)

1 - To consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021, and the report of the Auditors thereon.

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	111222360	99.9998	111222360	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		111222360	99.9998	111222360	0	100.0000	0.0000
Public Institutions	E-Voting	19586532	9541445	48.7143	3143108	6398337	32.9416	67.0584
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9541445	48.7143	3143108	6398337	32.9416	67.0584
Public Non Institutions	E-Voting	29550888	2115885	7.1601	1837692	278193	86.8522	13.1478
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2115885	7.1601	1837692	278193	86.8522	13.1478
Total		160360000	122879690	76.6274	116203160	6676530	94.5666	5.4334

Sterling and Wilson Solar Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Bikesh Ogra (DIN:08378235), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.					
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	111222360	99.9998	111222360	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		111222360	99.9998	111222360	0	100.0000	0.0000
Public Institutions	E-Voting	19586532	9541445	48.7143	9541445	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		9541445	48.7143	9541445	0	100.0000	0.0000
Public Non Institutions	E-Voting	29550888	2115797	7.1598	1832746	283051	86.6220	13.3780
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2115797	7.1598	1832746	283051	86.6220	13.3780
Total		160360000	122879602	76.6273	122596551	283051	99.7697	0.2303

Sterling and Wilson Solar Limited

Resolution Required : (Ordinary)			3 - To approve the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, as Statutory Auditors of the Company to fill casual vacancy.					
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	111222360	99.9998	111222360	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		111222360	99.9998	111222360	0	100.0000	0.0000
Public Institutions	E-Voting	19586532	9541445	48.7143	9541445	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		9541445	48.7143	9541445	0	100.0000	0.0000
Public Non Institutions	E-Voting	29550888	2115807	7.1599	1828461	287346	86.4191	13.5809
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2115807	7.1599	1828461	287346	86.4191	13.5809
Total		160360000	122879612	76.6273	122592266	287346	99.7662	0.2338

Sterling and Wilson Solar Limited

Resolution Required : (Ordinary)			4 - To approve the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, as Statutory Auditors of the Company for a term of five years.					
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	111222360	99.9998	111222360	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		111222360	99.9998	111222360	0	100.0000	0.0000
Public Institutions	E-Voting	19586532	9541445	48.7143	9541445	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		9541445	48.7143	9541445	0	100.0000	0.0000
Public Non Institutions	E-Voting	29550888	2115807	7.1599	1828410	287397	86.4167	13.5833
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2115807	7.1599	1828410	287397	86.4167	13.5833
Total		160360000	122879612	76.6273	122592215	287397	99.7661	0.2339

Sterling and Wilson Solar Limited

Resolution Required : (Ordinary)			5 - To approve appointment of Branch Auditors.					
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	111222360	99.9998	111222360	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		111222360	99.9998	111222360	0	100.0000	0.0000
Public Institutions	E-Voting	19586532	9541445	48.7143	9541445	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		9541445	48.7143	9541445	0	100.0000	0.0000
Public Non Institutions	E-Voting	29550888	2114807	7.1565	1836590	278217	86.8443	13.1557
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2114807	7.1565	1836590	278217	86.8443	13.1557
Total		160360000	122878612	76.6267	122600395	278217	99.7736	0.2264

Sterling and Wilson Solar Limited

Resolution Required : (Special)			6 - To approve change in name of the Company from Sterling and Wilson Solar Limited to "Sterling and Wilson Renewable Energy Limited" and consequent amendment to Memorandum and Articles 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	111222580	111222360	99.9998	111222360	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		111222360	99.9998	111222360	0	100.0000	0.0000
Public Institutions	E-Voting	19586532	9541445	48.7143	9541445	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		9541445	48.7143	9541445	0	100.0000	0.0000
Public Non Institutions	E-Voting	29550888	2115807	7.1599	2113791	2016	99.9047	0.0953
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2115807	7.1599	2113791	2016	99.9047	0.0953
Total		160360000	122879612	76.6273	122877596	2016	99.9984	0.0016

For Sterling and Wilson Solar Limited

Jagannadha Rao Ch. V.
Company Secretary

October 01, 2021

CONSOLIDATED SCRUTINIZER REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting & E-Voting during the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 4th Annual General Meeting ("AGM") of the Members of Sterling and Wilson Solar Limited ('the Company') held on Thursday, 30th September, 2021 at 04:30 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

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 electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 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 under item numbers 1 to 6 as set out in the Notice of AGM dated 14th August, 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. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 4th AGM of its members through VC / OAVM on Thursday, 30th September, 2021 at 04:30 p.m.

1. The e-voting conducted in terms of the provisions of the Act, the rules and 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 make Scrutinizers Report of 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 e-voting facility prior and during the AGM.
- 1.3 The Company on Tuesday, 7th September, 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, Friday, 3rd September, 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 e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper "Nav Shakti" on Wednesday, 8th September, 2021.
- 1.5 The remote e-voting period commenced on Monday, 27th September, 2021, 9:00 a.m. (IST) onwards and ended on Wednesday, 29th September, 2021 at 5.00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5.00 p.m. on Wednesday, 29th September, 2021 being the last date and time fixed by the Company for voting and e-voting during the AGM, are considered for my scrutiny.
- 1.7 The remote e-voting module was disabled by NSDL on Wednesday, 29th September, 2021 after 5.00 p.m. and as required under the rules the votes cast under the e-voting facility during the voting period and e-voting during the AGM, were unblocked in the presence of Mr. Vivek Thakur and Ms. Vedika Khandelwal who are not in employment with the Company; thereafter the data of 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., Thursday, 23rd September, 2021.
- 1.8 The remote e-voting and e-voting during the AGM data was scrutinized for verification of votes cast in favor and against the resolution.
2. The summary of the voting through remote e-voting and e-voting during the AGM is as follows:

Ordinary Business:

Resolution No.1: Ordinary Resolution

To consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Reports of the Board of Directors' and Auditors' thereon;
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Report of Auditors' thereon.



(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
278	116203160	94.57

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
26	6676530	5.43

(iii) Invalid votes:

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

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Bikesh Ogra (DIN: 08378235), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

(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
269	122596551	99.77

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	283051	0.23

(iii) Invalid votes:

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



Special Business:

Resolution No. 3: Ordinary Resolution

To approve the appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, as Statutory Auditors of the Company to fill casual vacancy.

(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
282	122592266	99.77

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	287346	0.23

(iii) Invalid votes:

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

Resolution No. 4: Ordinary Resolution

To approve the appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, as Statutory Auditors of the Company for a term of five years.

(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
278	122592215	99.77

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	287397	0.23



(iii) Invalid votes:

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

Resolution No. 5: Ordinary Resolution

To approve appointment of Branch Auditors

(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
284	122600395	99.77

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	278217	0.23

(iii) Invalid votes:

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

Resolution No. 6: Special Resolution

To approve the change in name of the Company from Sterling and Wilson Solar Limited to "Sterling and Wilson Renewable Energy Limited" and consequent amendment to Memorandum and Articles 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
289	122877596	100.00

(ii) Voted against the resolution:



Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	2016	0.00

(iii) Invalid votes:

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

Result:

- For Resolution No. 1, 2, 3, 4 and 5 – We report that number of votes cast in favour are more than number of votes cast against;
- For Resolution No. 6 – We report that the number of votes cast in favour are more than three times the number of votes cast against.

Accordingly, the resolutions as contained in the Notice of Annual General Meeting dated 14th August, 2021 may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting and e-voting during the AGM.

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: October 1, 2021
UDIN: F006252C001048106

Countersigned by

Khurshed
Yazdi Daruvala

Digitally signed by
Khurshed Yazdi Daruvala
Date: 2021.10.01
15:15:55 +05'30'

Khurshed Daruvala
Chairman
Sterling and Wilson Solar Limited

Place: Mumbai
Date: 01st October, 2021