STERLING & WILSON

STERLING AND WILSON RENEWABLE ENERGY LIMITED

TRANSCRIPT OF THE 5TH ANNUAL GENERAL MEETING OF STERLING AND WILSON RENEWABLE ENERGY LIMITED HELD ON FRIDAY, SEPTEMEBER 30, 2022 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING

Welcome Address by Mr. Khurshed Daruvala, Chairman of the Company:

Good Afternoon Members! I hope that you and your families are safe and fine.
We welcome you to the Fifth Annual General Meeting of your Company.

The quorum being present, the meeting can start now.

In view of the continuing Covid-19 pandemic, and to ensure social distancing norms, this Fifth AGM of the Company is convened through Video Conferencing or Other Audio-Visual Means, in accordance with various circulars issued by the Ministry of Corporate Affairs and SEBI in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

I would like to introduce my fellow Board Members and Officers of your Company attending this meeting:

I am Khurshed Yazdi Daruvala, Chairman of the Company & Chairperson of the Stakeholders Relationship Committee

We have Mr. Balanadu Narayan - Non-Executive Director

Mr. Balanadu Narayan: Good Afternoon shareholders

Mr. Cherag Balsara - Independent Director

Mr. Cherag Balsara: Good Afternoon everyone

Mr. Keki Elavia - Independent Director & Chairperson of Nomination and Remuneration Committee

Mr. Keki Elavia: Good Afternoon everyone

Mr. Pallon Mistry - Non-Executive Director

Mr. Pallon Mistry: Good Afternoon everyone

Ms. Rukhshana Mistry - Independent Director & Chairperson of Audit Committee

Ms. Rukhshana Mistry: Good Afternoon everyone

Mr. Saurabh Agarwal and Ms. Naina Krishna Murthy have not been able to attend today due to unavoidable circumstances.

We have Mr. Amit Jain - Global CEO

Mr. Amit Jain: Good Afternoon everyone

Mr. C K Thakur - Manager of the Company

Mr. Bahadur Dastoor - Chief Financial Officer

And Mr. Jagannadha Rao - Company Secretary & Compliance Officer

Mr. Jagannadha Rao: Good Afternoon

I also welcome the representatives of M/s. Kalyaniwalla & Mistry LLP, the Statutory Auditors of the Company and of M/s. Manish Ghia & Associates, the Secretarial Auditors and Scrutinizers of the Company, attending this meeting.

I now request the Company Secretary to brief the Members on certain information.

Mr. Jagannadha Rao: Thank you Chairman.

Welcome the Shareholders to our Fifth AGM. Just would like to mention few details about the corporate authorizations.

The Company has received Two Corporate Authorizations, representing Twelve Crore Eight Lakh Thirty Six Thousand Four Hundred and Thirty Three equity shares of the Company constituting 63.70% of the paid-up equity share capital of the Company. Since the meeting is being held through Video conference there is no proxy facility available for this meeting.

The Register of Directors & Key Managerial Personnel (including their shareholding) maintained under Section 170 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the certificate from the Secretarial Auditors stating compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available for inspection electronically till the conclusion of this Annual General Meeting and the Members may send their request to ir@sterlingwilson.com to inspect the same.

The Notice of the meeting along with Annual Report of the Company for the financial year 2021-22 have already been sent to the Members through electronic mode, in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. We, therefore, take the Notice as read.

As the Statutory Auditors' Report and the Secretarial Auditors' Report do not contain any qualification, observation or adverse comment, it is not required to read these Reports at the meeting.

Now I request the Chairman to brief the Members on the operational and financial performance of the Company.

Mr. Khurshed Daruvala: Thank you Mr. Rao.

Good Afternoon again dear Shareholders,
A warm welcome to all of you to the 5th AGM of Sterling and Wilson Renewable Energy Limited and thank you for having confidence in our company and staying invested with us.

The last time around, I was hopeful that the entire Board would have had an opportunity to meet you in person this year. However, we continue to meet virtually, and I sincerely hope that the next year we can all meet in person.

In the past year we have faced some unprecedented global challenges but have managed to see them through and are now set for a new beginning.

This year marked a turning point in our history, following the acquisition of a stake in our company by Reliance New Energy Limited, a subsidiary of Reliance Industries, through a combination of primary investment, secondary purchase, and an open offer.

The last tranche of this transaction was completed in February 2022 that culminated in RIL owning a 40% stake in our company. This is in line with RIL's strategy to establish and enable at least 100 Gigawatts of Green Energy capacity in India by 2030 through a fully integrated supply chain with EPC being one of the pillars to help deliver green energy at a low cost. This partnership along with Reliance Group's new integrated vision, will consolidate our position in existing territories and help us make our mark in newer geographies.

As a strategic partner, our engineering talent, deep domain knowledge, global presence, and experience in executing complex projects globally, should help RIL achieve their global green energy vision.

On the operational and financial performance, during the year under review, a near-term headwind and a notable development in the global solar market was the sustained increase in commodity prices, PV module prices, rising freight cost and inflation. After a consistent year-on-year decline in solar module prices for over a decade, which saw a 90% reduction in prices since 2010, the module prices shot up more than 50% in 2021. This unprecedented event has caused huge losses across the solar value chain.

In international solar projects, solar modules account for roughly 50-55% of total project cost. So the substantial rise in commodity prices across the board and other supply chain constraints, coupled with the continued after-effects of the Covid, significantly drove up project costs in addition to delay-related liquidated damages. These dynamics dampened new PV installations and affected the viability of solar projects, delaying them well past deadlines, therefore, impacting the value of projects awarded and profitability of existing projects.

This has had a major impact on profitability last year and continues to affect us during the current year also. However, inspite of suffering huge losses due to reasons beyond our control, our customers appreciate that we have been able to deliver projects globally through this very difficult period.

For example, in Australia, we managed to substantially complete four projects and should be commissioning one more before the year closes. Having nearly completed 5 projects totaling to 1.1 Gigawatt in Australia we have become the largest home-grown Solar EPC in Australia with a turnover of about 1.2 billion Australian Dollars.

Beside the challenge on profitability, a major amount of order finalisation for Financial Year 2022 in which we participated, got deferred because it was becoming unsustainable for project owners to absorb the huge increase in cost of projects. In India alone, over 2 Gigawatt worth of projects were deferred owing to delays in execution of power purchase agreements, imposition of BCD and land procurement issues.

But despite all the challenges, total revenue from Operations was ₹ 5,198 Crore in the Financial Year 2022, compared to ₹ 5,080 Crore in the year 2021, which was up about 2.3%. Revenue from the EPC business increased to ₹ 4,974 Crore in 2022, from ₹ 4,825 Crore in the year ended 2021, while Revenue from O&M business was ₹ 222 Crore in year ending 2022, compared to ₹ 252 Crore in the year earlier. As on March 31, 2022, the Company became net debt free with net bank balances of ₹ 73 Crore.

Profitability in our Domestic EPC business where we only execute Balance of systems was not majorly impacted last year as was the case with our Operations & Maintenance business. However, we were impacted by losses in our International EPC business during the previous financial year.

The EPC business contributed about 95.7% to the overall revenue, while the remaining 4.3% was contributed by the O&M business. If we look at the region-wise revenue share, last year Australia was 56%, United States was 21%, India 11%, Latin America 9% and the balance 3% was contributed by Africa and the MENA region.

I would like to give you an outlook on the solar industry. The global solar energy market is poised to grow at a rapid speed owing to increasing environment sustainability concerns and decarbonization. Globally, countries are beginning to fast-track their green energy targets.

In India, solar power capacity increased by more than 15 times in the last seven years. The solar energy segment is expected to witness significant growth during 2022 to 2027 capturing the largest market share among all renewables. Even with the increased costs of solar projects, solar power today remains one of the cheapest forms of energy. With solar power being commercially attractive and helping the environment, the future of solar energy is very bright. India is endowed with vast solar energy potential of ~5,000 trillion kWh per year of energy being incident over

India’s land area, with most parts receiving 4-7 kWh per square meter per day. The Union Cabinet’s approval to the second tranche of the PLI scheme for the development of solar PV modules, with an outlay of ₹ 19,500 Crore has been a positive development and will help the industry in the long run. This infact is a big step towards India’s goal of setting up 30-35 Gigawatts of solar module capacity by 2024, reducing the country’s dependence on import of solar cells and modules.

India is targeting to achieve 500 Gigawatts of non-fossil fuel generation capacity in this decade and is poised to become the fourth largest renewable energy market by 2030. The outlook for renewables additions remain strong with a large project pipeline of over 55 Gigawatts and the highly competitive tariffs offered by these projects. The nation is on the cusp of a solar energy revolution as cumulative solar installations have reached the 50 Gigawatts milestone. In fact, we added 10 Gigawatts of new solar capacity in calendar year 2021, the highest 12-month capacity addition, despite the challenges surrounding Covid-19, disruptions in global solar supply chains, and the rise in commodity prices. So, as the country moves towards its 2030 goal, solar will continue to dominate new capacity additions. The long-term outlook for the industry remains robust with the global thrust on clean, green energy.

As far as the International market is concerned, while India continues to be one of the leading markets globally for solar energy, the international markets are seeing an unprecedented growth opportunity. While the war in Ukraine has caused global inflation across sectors the impact on the energy costs in Europe has been absolutely catastrophic. The cost of gas in Europe has risen by nearly over 5 times in the past year itself which is making countries across the world look at solar energy with storage as a viable option. So even if gas prices do come down in the future most countries have realized that energy dependency on other countries needs to be reduced and there is a huge thrust on encouraging renewable energy.

Green hydrogen is being talked about as the fuel of the future and there have been announcements of huge investments proposed in this sector. In a recent report by PWC, Green hydrogen, produced through renewable resources such as solar and wind—holds significant promise in meeting the world’s future energy demands.

Markets like India, Australia and the MENA region have large land parcels with abundant sunlight and have announced some of the most ambitious green hydrogen projects globally. This sector will be an area of exciting opportunities as the scale of these projects is huge and will benefit large global players like us. There are over 17 large Green Hydrogen projects announced of which nearly half are based in Australia, and all are very large projects in the mega Gigawatt scale.

So, renewable energy will continue to rise in the upcoming decade, edging out fossil fuels and reducing greenhouse gas emissions. According to the International Energy Agency ‘Renewable 2020’ report, renewable energy capacity is set to expand 50% between 2019 and 2024, led by solar energy. The other sources of clean energy including Wind Energy, Energy Storage and Hydropower projects are rolling out at their fastest pace in four years, making for the argument that the future lies in using renewables.

While we have had one of the most challenging years in terms of profitability and new order bookings, the investment by Reliance and them coming in as co promoters has been one of the highlights of the past year. This has given a lot of confidence to all our stakeholders including customers, bankers, suppliers, employees, etc. and the positive impact of the same is already beginning to show. While the revenue and profitability for the current year remains a challenge due to the lack of new orders in the previous year, the order booking in the current year is likely to break all our previous records. The order book in India and the international markets is likely to be higher than it has ever been before and if we add the potential captive business opportunity from projects being put up by the Reliance group, then in the near future, we would aspire to retain our position of the world largest solar EPC which we had last attained in the year 2019.

I am glad to inform you that the Company has already entered into a MOU with the Nigerian government and Sun Africa to design and construct a 961 MW solar PV project in Nigeria along with Battery energy storage systems with a total installed capacity of 455 MWh, and we have also been declared L1 for 1.6 Gigawatt Balance of Systems package of NTPC amounting to ₹ 2,200 Crore including O&M for 3 years. Work on these projects are expected to commence by the end of this financial year.

We are excited to leverage on the Government's push for renewable energy and we anticipate an exciting phase of growth in the coming years. We expect the tailwind to come from the solar power supply chain gradually moving to India; the Green Hydrogen policy; and new opportunities in solar battery storage. Within the organization, we are augmenting our digital resources and cultivating a culture of innovation, with the vision of making solar energy accessible to all. With significant capacity additions expected in the year 2023, we are positioned to grow at a rapid pace.

The Board went through a few changes with one of our Board members, Mr. Arif Doctor ceased to be director during the financial year 2021-22. He contributed significantly to the transformation process, corporate governance and in formulating appropriate business strategies. The Board appreciates his efforts and we all wish him the very best. I am also glad to welcome Mr. Cherag Balsara, Mr. Balanadu Narayan, Mr. Saurabh Agarwal and Ms. Naina Krishna Murthy, on the Board and I am excited to work with them closely to take the Company to greater heights.

Another person I would wish to thank is Cyrus Mistry. As a co-promoter he was always available and helped us navigate through some of the most difficult times this Company has seen. He has always been a friend, philosopher and guide. I will miss him both personally and professionally.

Before I conclude, on behalf of the Board of Directors I wish to convey my sincere regards and deep gratitude to the valued stakeholders for their continued support and trust. I hereby place on record my sincere thanks to the Board of Directors for their advice and support, all the employees of the Company for their dedicated efforts and unstinted support.

Last but not the least, I extend my gratitude to the various Regulatory authorities, Company's valued customers, suppliers, vendors and investors for their consistent co-operation and trust.

Thank you very much. I will hand it over to Mr. Jagannadha Rao to take the meeting forward.

Mr. Jagannadha Rao: Thank you Mr. Daruvala!

In Compliance with the relevant provisions of the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations, the Company has provided the facility to the Members to exercise their right to vote on the businesses proposed to be transacted at this AGM through remote e-voting for the period commencing from September 27, 2022 to September 29, 2022. In order to facilitate voting to those Members, who have not exercised their right to vote through remote e-voting, the Company has also provided the facility to vote at this AGM through e-voting platform of NSDL.

Mr. Mannish Ghia of Manish Ghia & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer for remote e-voting as well as e-voting at this AGM, who would scrutinize the votes and hand over the combined report on voting within 2 working days of the conclusion of this AGM. Upon receipt of the result of voting along with the Scrutinizer's Report, the same shall be uploaded on the website of the Company, NSDLs website and shall also be submitted to the Stock Exchanges.

The businesses as mentioned in the Notice convening the AGM, which have been put to vote through remote e-voting and now available for voting at the AGM are:

First Item to consider and adopt:
a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, and the report of the Auditors thereon

The resolution is proposed to be passed as an ordinary resolution. The next resolution proposed is to approve the appointment of Mr. Khurshed Yazdi Daruvala, Non-Executive Director of the Company, who retires by rotation as a director. This is also as an ordinary resolution.

The next one is to approve the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No.: 117366W/ W-100018) as Statutory Auditors of the Company in addition to Kalyaniwalla & Mistry LLP. This also is an ordinary resolution.

Next Item, another ordinary resolution is to approve the appointment of Branch Auditors. The next Item proposed to be passed as a special resolution, seeking approval of the Shareholders to waive recovery of excess remuneration paid to Mr. Chandra Kishore Thakur, Manager of the Company during the financial year 2021-22.

Next Item is again a special resolution, to approve grant of interest bearing loan to Shapoorji Pallonji and Company Private Limited.

Since this meeting is being held through Video Conference/ Other Audio-Visual Means and the resolutions mentioned in the Notice convening this meeting have already been put to the vote through "remote e-voting" there is no proposing and seconding of resolutions.

The Company had provided the facility to the Members to register themselves in advance by sending request from their registered email ID to express their views or ask questions during the Annual General Meeting. One Member has registered to speak at the AGM.

So, I request Mr. Faisal Hawa to please switch on your video and express your views.

Mr. Faisal Hawa: Can you hear me?

Mr. Jagannadha Rao: Yes please.

Mr. Faisal Hawa: First of all my deepest condolences on the untimely demise of Mr. Cyrus Mistry and even though I was never knowing him but there is you know every 2-3 days we somehow just remember him and there is so much sorrow on losing such a dynamic personality at such a young age under very unfortunate circumstances. My heart goes out to the family and to the Group itself. Having said that, I must appreciate the way the Group has navigated its debt problems and has really come out so strong after that and has not defaulted in any kind of debt. It is really credit to you know the integrity that this this Group has. I will now come to the specific questions I have to the Board as far as the Sterling Wilson business is concerned. We had this unfortunate incident of solar module prices you know going up so drastically, so what are the solar module prices now and you know how much of they fallen from the top that is one and what are the kind of guarantees that you know we will be able to make you at least 10-11% EBIDTA on the NTPC and the Nigeria orders going forward. I would also you know if one of the independent board members could guide me on the prices going up and that is where company came into so much problems. So that is another thing. I have almost around 11 questions so but yeah I would really appreciate if you could answer one by one since I am the only speaker.

Mr. Khurshed Daruvala: So, the first question on the module prices so just to give you a benchmark, about $2.5-2.6 was the price in 2010, it came down all the way to about 19 or 20 cents which was the price when we had picked up majority of our orders and since then it has gone up somewhere between 25 and 30 cents and remains in that range for the last 6-9 months. So, I think on the module prices obviously if you compare them to what they were ages back they are still dramatically down but the price increased that took place in the last one year was absolute shock to everyone because they always come down over the last 10 years. So thats one thing on the module prices. On the gross margin that we are expecting for all are current orders, yes, like we've indicated historically most of the orders that we pickup are in the low double digit gross margin that's been our target, so the EBITDA margin won't be 10% it's a low gross or low double digit margin which we target while picking up the orders and then we have are overheads and after that we have are EBIDTA. So, depending on the volumes and the operational efficiency then will have the net EBIDTA after that. So, these are first 2 questions of yours. We are happy to take up question by question Mr. Hawa.

Mr. Faisal Hawa: So in the Nigeria and NTPC orders are there some keys risks as because Nigeria as a government you know may not be able to finance it if crude prices fall and you know we may be mid way into a projects and face problems, so I mean how can we mitigate these kind of risks and has the Group or even the Shapoorji Pallonji Group ever executed any projects in Nigeria previously and one more thing is that you just talked about a record order book in FY 2023, so what was our previous record order book? and what is it that on a very conservative basis that you can target that we would be able to get and then again what are the other kinds of checks and balances that the Board has taken going forward now so that you know we don't get trapped with these historically taken orders.

Mr. Khurshed Daruvala: So, Bahadur, while I am answering the question, if you can just look at the order book, historically high order book we have had. But Mr. Hawa, lets first talk about the NTPC, see even right through historically where we have lost money has not been in the domestic market, all the module price increases hence leading to project delays and the Covid issues majority have hit us in the international businesses, especially Australia and US, the labour costs are very high. So, any large delays in the projects because of all these issues and so thats really hit us. Domestically, yes we had got hit by all the commodity prices and all but we really not lost money in the domestic market even in the very bad years. It's just that the margins have gone down but historically over a period of time because domestic business doesn't include modules we are normally doing only balance of systems which includes in case of NTPC its only balance of systems, hence, the risks are much less plus it is a home market subcontracting etc. so on the NTPC order we are generally de-risked like we are historically been de-risked. In case of Nigeria, I think we have this as public information in our upload to the stock market we would not have taken this, we are in negotiations to get the order from the Nigerian government hence we can't declare a particular value to you right now, but its size of the order is huge from what you can see also in terms of both the megawatts to be installed for solar and the megawatt has to be installed for battery storage. We wouldn't have taken such an order if it was going to be funded locally by the Nigerian government, that would be impossible, so this is a project where we are expecting US EXIM funding to come in and majority of the products in subcontracting all will be US subcontractors and it will be products from the US. So, it is the structure of the Nigerian project and hence it is financially when we sign up it will be financially closed with US EXIM funding, so that financial risk won't be there. The execution side, always I think working in any markets is not the easiest. Nigeria we have had a large history, as both Shapoorji Pallonji Group and Sterling Wilson Group and in fact we have done certain smaller projects historically which included solar and storage but very very small projects, they won't compare in size to these, but we have a good understanding of the local Nigerian market. Yeah, so these were I think 3 questions that you had raised.

Mr. Bahadur Dastoor: And if I had to answer the question on the order book, the largest order book executable that we had was in FY 21 which was about ₹ 6800 Crore, this is also there in our investor presentation for June and this year we expect to cross that substantially, but at this particular stage I will not be able to put a number to it, but definitely from whatever we have got and whatever is in the pipeline we should be exceeding this number.

Mr. Faisal Hawa: But we are already at almost 18,000-19000 Crore, if we take the Nigeria project at round ₹ 12,500 Crore means the newspaper has reported.

Mr. Bahadur Dastoor: Can't comment on what the newspaper has reported Mr. Hawa and that is why I'm being a little circumspect in telling you that it will be well in excess of what we have.

Mr. Faisal Hawa: You are saying that it could be excess of ₹ 12,500 Crore also.

Mr. Bahadur Dastoor: No, well in excess of ₹ 6800 Crore which was our record. I do not have a value to ascribe at the Nigeria order for the moment and I don't want to comment on what newspapers have said.

Mr. Faisal Hawa: So, Mr. Bahadur, fair to assume that you will be back to our ROE and ROC levels which we were just before the IPO and you know that for many years we were at negative working capital and then you know I would say that almost like you know all hell broke loose, so is there a chance of being there again in say FY 23 or 24.

Mr. Bahadur Dastoor: So definitely not in FY 23 as I'm sure you will agree, but in FY 24 considering the order book that we have and which we believe we will have, considering also the conversion of most part of it to revenue because some would also go in to FY 25 taking the gross margin that Mr. Daruvala was mentioning and what we have as are overheads we should be substantially where we were in the earlier days.

Mr. Faisal Hawa: And what are our fixed overheads like you know like our fixed central office expenses, the exact which ones we cost you know we cross that curve playing out and you know the cash flows of the company then being really strong.

Mr. Bahadur Dastoor: So, overheads are broken into 2 parts, significantly it would be the salaries, whether you call it the corporate office, the design engineering team, the procurement team, the HR etc. or what we call the support functions, so that would be in the region of about 220 to 240 Crore. The other overheads, which is travelling and rent all of that put together would bring the total to around 350 to 400 Crore. This year however, there would be a certain amount of borrowing that would have to be done to take care of completing of our existing projects, so there would be an interest element and interest element of somewhere between 70-80 Crore. That is what your gross margin has to absorb. Depreciation is very very small, we do not have much fixed assets except for assets like laptops, furniture fixtures or IT assets.

Mr. Faisal Hawa: So Mr. Daruvala, if you could just brief us on how you feel this you know green hydrogen opportunity will pan out at in particularly in Australia and where does our role as an EPC player actually come in you know and two things if you could enlighten us is that one is that say like you know one GW of solar is roughly I would say one billion dollars of cost. So what would be the EPC portion in that, so you know that will just give us an idea of you know how big the market is for us the addressable market rather so and you know where exactly our great hydrogen EPC skills will come into play and whether we can start with Australia itself or we have to wait for reliance to come in with its technology.

Mr. Khurshed Daruvala: So Mr. Hawa, if you look at our business plan currently, it is mainly we will be doing the solar which will power the green hydrogen project. Now within the green hydrogen projects itself you will have electrolyzer manufacturers who could do the balance of plant etc. so our business model right now will still be restricted to solar power in those projects. So now if you see the projects announced in Australia, because the green hydrogen projects are so large the solar projects to back those projects need to be huge. So that's going to be our play. Like I mentioned that in Australia we lost huge amount of money, we are one of the few contractors who went and still finished all the projects taking the losses etc. We have created an excellent goodwill both with our subcontractors and with our clients out there and as these large projects come up we will take advantage of that. The reason for bringing out green hydrogen in this discussion is that the scale of solar to support green hydrogen is a massive market by itself, so we should not look at Sterling Wilson renewables being a green hydrogen technology player right now, that's not the model for us.

Mr. Faisal Hawa: You know we are like continuously seeing that you know solar module manufacturing itself is evolving and you know reliance recently just took over another company in US for the technology, so I mean we will be agnostic to the technology we will buy like whatever is the recommended by the producer so that that won't affect us much.

Mr. Khurshed Daruvala: Yes, as a turnkey EPC we will always be agnostic to the technology and give what is best for our clients most competitive etc. Having said that Mr. Hawa, we are excited about the future because going up in the future we are seeing that the entire value chain, would get created within India and that we believe will give both us and our partners are competitive global advantage and we won't be dependent as much on China has been historically have been and we have lost a lot of money because of contracts not being honoured etc. so I think when we are working with our partners out here and the entire value chain is captured by us together, we will be able to then address the global market in a less riskier manner that what e have been doing.

Mr. Faisal Hawa: One thing which I have not been able to understand is that you know when most of our troubles almost behind us and you know the parent had cleared the debt also and that is when we decided to dilute the stake and you know Shapoorji Pallonji has been in business you know almost for almost 70-80 years, so why did we actually you know then dilute our promoter stake you know I mean and I have asked this question on several con calls also but I have got a very clear answer as to where the synergies between reliance and ourselves are and I mean yes there are lot of synergies which are very obvious. How exactly will work it and what is the exact plan you know whom do we talk to at reliance and you know I mean these questions have never been answered you know so it becomes very difficult for an investor to take a larger position because what happens is then you know you are a bit unclear that you know whether reliance will take since they have the almost the entire pie with them like the solar modules, the battery, will they take the bulk of the margin and we will get you know something which they give us and how exactly you know this and their vision generally in most things is much larger than anybody in probably India, so I mean can you just you know give more light on how this whole reliance relationship is going to work out in future.

Mr. Khurshed Daruvala: So, when we did decide that we will partner with reliance, I think it was a very well thought of decision and I think everything that we expected to do as partners together is moving in that line. So, when you have one of India's largest groups taking a long term call on having the entire value chain within them and to be a subset of that, because we were never going to get into manufacturing, never, so to be a part of that entire value chain and I think that partnering together has benefited will benefit surely, I think both groups going up in the long term. So that's why Mr Hawa, it was a win win situation, so like you are saying that yes Shapoorji group always has been a strong group, has lot of businesses, seen lots of ups and downs, but if we don't plan to be into manufacturing right from sand to silicon to modules and reliance plans to be and we have the global front end, partnering together, we felt made huge sense for both groups and that's one of the reasons that we are there together.

Mr. Faisal Hawa: But when they created the entire ecosystem, I mean they have done so many complex projects themselves why did they not do the EPC bit themselves.

Mr. Khurshed Daruvala: Maybe it's a maker by decision but I think that would be better addressed from reliance's side.

Mr. Faisal Hawa: I appreciate that. I mean this will be like you know, I've been reading up on the hold renewable space and you know and I mean this looks like almost like you know 30-40 year old opportunity and you know the entire system just undergoing changes at so many levels, I mean do you see the possibility that we could actually have like a 1,00,000 crore order booking in probably 2 to 3 years.

Mr. Khurshed Daruvala: I won't speculate on that. I think we all have gone through may be such difficult years which we never saw before. I think everybody has to adjust to the risk that we have seen, so we definitely as the organization have tightened up are risk matrix substantial, I think the ITPs themselves would have tightened up their risk matrix substantially so would the lenders. So, I think that the opportunity like you are saying is huge I think it's quite obvious to all of us but it's a massive opportunity out there, I think how each player plays it how are execution reputation is in place, how the markets grow, etc. the margins we expect, what the industry allows us, I think that will determine the future order booking. What we can just say is like you mentioned I think the NTPC order in India I think he is one of the largest plants coming up in India that we won right now, the Nigeria order will be a huge order that will come through and a few more orders that we are expecting and those are all large orders, if those few more orders that we expecting come through, the base that we will have this year for executing next year will be huge once you achieve that execution I think we all see that there's huge potential up there. But let's take a step by step, I think this year will be a big jump anyway another booking.

Mr. Faisal Hawa: So, my question on the ROC and ROE bit and whether will be back to negative working capital in 1 or 2 years remains unanswered.

Mr. Khurshed Daruvala: No, I think that Bahadur has in all the investor presentations even in the tough times, the working capital has been negligible. It is just that once you have losses and you are funding losses that is different, but I'm saying working capital per se in the solar business is very very very low or the at least in the solar business we address, is low and will remain low going out in the future.

Mr. Faisal Hawa: So, any geographies that you feel that could really give us a lot of business in future now, because like this Nigeria thing in no con call was ever mentioned that we are targeting and suddenly we have this coming up from almost like you know nowhere and also that kind of makes me feel that you know I mean we could have a problem of plenty very soon.

Mr. Khurshed Daruvala: So, India, I can just indicate to you that India will become a much much bigger geography then what is historically was right much much bigger. I think globally, Mr. Hawa we will just have to see how each market adapts, so like we said Australia if we becoming risk averse and in those markets put in certain terms conditions we are hoping that our clients appreciate those terms conditions, then we could play big in those markets also. So, it will depend on how our risk averse is now and the market domestically allows us to play. We believe all EPCs will become risk averse because nobody can sustain these kind of risk that we historically had, so I think it is a early in the day to say but we are very very confident then India will become a much larger pipe in our in our entire order booking going forward and internationally also will grow back to historical highs that we had, both.

Mr. Faisal Hawa: So, like if reliance is planning to make 100 GW of solar modules in the next 8 years, what would be the EPC portion of that those 100 GW of solar modules have to be installed and would it be 12 to 13%...

Mr. Khurshed Daruvala: It would be too early to discuss those numbers. We also are working closely with reliance, we also forming are strategies together, we also pulling our strengths together, so I don’t think this will be discussed in the next quarter call because this kind of a thing will take a little longer for both groups to sit and look at and how to work with us strengths to address the market together.

Mr. Faisal Hawa: But do we have on record now that at least getting more bank guarantee, getting more funding, getting more working capital will not be much of a problem?

Mr. Khurshed Daruvala: So, with reliance stepping in, there has been a lot more comfort like I mentioned everywhere right, so and that has helped a lot and going forward also I think being a part of the reliance group will help everywhere not only on the banking side it has helped in customer confidence also globally and supplier confidence also globally.

Mr. Faisal Hawa: Thank you so much for answering my questions so well and you know I can really place my thanks for patiently listening to me.

Mr. Khurshed Daruvala: Thanks for being patient Mr. Hawa, I think you have been one of our long term investors, so happy to have you.

So, I would like to once again thank the Members of the Company for attending this 5th Annual General Meeting of the Company. I declare that the meeting as concluded.

On behalf of the Board of Directors and Management of the Company, I convey our sincere thanks to all the Members for attending and participating at this meeting. Please stay healthy and safe. Thank you very much, have a good day.

Members may please note that the e-voting facility available at the meeting for those members who have not cast their vote through remote e-voting will remain open for another 15 minutes. I authorize the Company Secretary to receive the combined voting results and Report from the Scrutinizer and submit the same to the stock exchanges. Thank you very much everyone.