

March 26, 2024

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 under Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Scrutinizers Report

Dear Sir/ Ma’am,

Pursuant to Regulation 44 (3) of the SEBI Listing Regulations, please find enclosed the details of voting results in the prescribed format for the resolution as set out in the Postal Ballot Notice dated February 21, 2024 along with Scrutinizers Report dated March 26, 2024 issued by Mr. Mannish Ghia, Partner, Manish Ghia & Associates, Practicing Company Secretary.

Please note that the resolution has been approved by the Members of the Company with requisite majority and shall be deemed to have been passed on March 24, 2024, being the last date specified by the Company for remote e-voting.

The information will be uploaded on the website of the Company i.e. www.sterlingandwilsonre.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com

Thanking you,

Yours faithfully,

For Sterling and Wilson Renewable Energy Limited

Venkata Jagannadha Rao Chunduru
Digitally signed by Venkata Jagannadha Rao Chunduru
Date: 2024.03.26 21:33:52 +05'30'

Jagannadha Rao Ch. V.
Company Secretary and Compliance Officer

Encl: As above

Sterling and Wilson Renewable Energy Limited

Last Date of Postal Ballot and E- Voting	March 24, 2024
Total number of shareholders on record date (February 16, 2024)	1,91,738
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")	Not Applicable
Promoters and Promoter Group	-
Public	-

Resolution Required (Ordinary/Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Description of resolution considered	Re-appointment of Ms. Rukhshana Mistry (DIN: 08398795) as an Independent Director of the Company
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Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - Against	% of votes - in favour	% of votes - Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	123462687	123462667	100.0000	123462667	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	123462687	123462667	100.0000	123462667	0	100.0000	0
Public Institutions	E-voting	47881811	36038989	75.2666	31575582	4463407	87.6151	12.3849
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	47881811	36038989	75.2666	31575582	4463407	87.6151	12.3849
Public Non-Institutions	E-voting	61688835	1893663	3.0697	1804975	88688	95.3166	4.6834
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	61688835	1893663	3.0697	1804975	88688	95.3166	4.6834
Total		233033333	161395319	69.2585	156843224	4552095	97.1795	2.8205

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 Venkata Jagannadha
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CONFIDENTIAL

Date: March 26, 2024

To

**The Chairperson / Company Secretary
Sterling and Wilson Renewable Energy Limited**

9th Floor, Universal Majestic,
P.L. Lokhande Marg,
Chembur West,
Mumbai-400043

Sir,

Sub.: Scrutinizer's Report for passing of resolution through Postal Ballot (e-voting)

I have completed the assignment as the Scrutinizer for the Postal Ballot process under Section 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I submit herewith my report for your necessary further action.

I further report that the electronic data and all other relevant records relating to the Remote E-Voting during the Postal Ballot process, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

I request you to preserve electronic data and all other relevant records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

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

Encl: as above

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]

To

**The Chairperson / Company Secretary
Sterling and Wilson Renewable Energy Limited**

9th Floor, Universal Majestic,
P.L. Lokhande Marg,
Chembur West,
Mumbai-400043

Dear Sir,

Sub: Scrutinizer's Report for passing of resolution through Postal Ballot (remote e-voting)

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 Postal Ballot ("remote e-voting") in terms of the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 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(s) as mentioned in the Postal Ballot Notice dated February 21, 2024 ("Notice"), issued by the Company in accordance with General Circular Nos. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dated 23rd June, 2021, Circular No. 20/2021 dated 8th December, 2021 and Circular No. 03/2022 dated 5th May, 2022, General Circular No. 09/2023 dated 25th September, 2023 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

1. The Postal Ballot conducted through remote e-voting in terms of 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 making Scrutinizer's 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 Postal Ballot process through remote e-voting.
 - 1.3 The Company on Friday, February 23, 2024 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, February 16, 2024.
 - 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 remote e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper "Nav Shakti" on Saturday, February 24, 2024.
 - 1.5 The remote e-voting period commenced on Saturday, February 24, 2024, 9:00 a.m. (IST) onwards and ended on Sunday, March 24, 2024 at 5.00 p.m. (IST).
 - 1.6 Votes cast through remote e-voting till 5.00 p.m. on Sunday, March 24, 2024 being the last date and time fixed by the Company for voting, are considered for my scrutiny.
 - 1.7 The e-voting module was disabled by NSDL on Sunday, March 24, 2024 after 5.00 p.m. and as required under the rules the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Ms. Kinjal Gala and Ms. Dhruvi Upadhyay who are not in employment with the Company; thereafter the data of remote 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., Friday, February 16, 2024.
 - 1.8 The remote e-voting data was scrutinized for verification of votes cast in favor and against the resolution.
2. The summary of the voting through remote e-voting is as follows:

Resolution No.1: Special Resolution

Re-appointment of Ms. Rukhshana Mistry (DIN: 08398795) as an Independent Director 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
767	15,68,43,224.00	97.18



(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	45,52,095.00	2.82

(iii) **Invalid** votes:

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

Result:

- a. **For Resolution No. 1** – 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 Postal Ballot dated February 21, 2024 may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting by Postal Ballot.

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: March 26, 2024
UDIN: F006252E003631621

Countersigned by

Khurshed
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Khurshed Yazdi Daruvala
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Khurshed Yazdi Daruvala
Chairman
Sterling and Wilson Renewable Energy Limited

Place: Mumbai
Date: March 26, 2024