

May 24, 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.: Postal Ballot Notice

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith the Postal Ballot Notice dated May 24, 2024 along with the Explanatory Statement (“Notice”) seeking approval of the Members of the Company, by way of remote e-voting process, for passing Special Resolution(s) for (i) Appointment of Mr. Rahul Dutt (DIN: 08872616) as an Independent Director of the Company; and (ii) Continuation of the term of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive Director of the Company.

The Notice has been sent today, i.e. Friday, May 24, 2024 through electronic mode, only to those Members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, May 17, 2024 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited for providing remote e-voting facility to all its Members.

The remote e-voting period shall commence on **Saturday, May 25, 2024 at 09:00 a.m. IST** and conclude **on Sunday, June 23, 2024 at 05:00 p.m. IST**

The Notice is also available on the Company's website at www.sterlingandwilsonre.com.

Request you to please take the same on your records.

Thanking you.

Yours faithfully,

For Sterling and Wilson Renewable Energy Limited

Jagannadha Rao Ch. V.

Company Secretary and Compliance Officer

Sterling and Wilson Renewable Energy Limited

Regd. Office: Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai - 400043

Phone: (91-22) 25485300 | Fax: (91-22) 25485331 | CIN: L74999MH2017PLC292281

Email: info@sterlingwilson.com | Website: www.sterlingandwilsonre.com



Sterling and Wilson Renewable Energy Limited

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: ir@sterlingwilson.com | Website: www.sterlingandwilson.com

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Sterling and Wilson Renewable Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Mr. Mannish Ghia, a Practicing Company Secretary (Membership No.: FCS 6252) Partner of Manish Ghia & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Saturday, May 25, 2024
End of e-voting:	5:00 p.m. (IST) on Sunday, June 23, 2024

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by him. The results of the e-voting will be announced on or before Tuesday, June 25, 2024 and will be displayed on the Company's website at www.sterlingandwilsonre.com and the website of NSDL at www.evoting.nsdl.com. The results will be communicated to the Stock Exchanges and will also displayed at the Registered Office of the Company.

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Rahul Dutt (DIN: 08872616) as an Independent Director of the Company

To consider and pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rahul Dutt (DIN: 08872616) who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from March 26, 2024 till March 25, 2029;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2: Continuation of the term of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive Director of the Company

To consider and pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Rules framed thereunder, and such other applicable laws, rules, regulations, guidelines (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive Director on the Board of the Company, on attaining the age of 75 years;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Sterling and Wilson Renewable Energy Limited

Place: Mumbai
Date: May 24, 2024

Jagannadha Rao Ch. V.
Company Secretary & Compliance Officer

Registered Office:
Sterling and Wilson Renewable Energy Limited
CIN: L74999MH2017PLC292281
Universal Majestic, 9th Floor, P. L. Lokhande Marg
Chembur (W), Mumbai – 400 043
Phone: (91-22) 25485300
Website: www.sterlingandwilsonre.com
Email: ir@sterlingwilson.com

NOTES:

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of members/ Register of Beneficial Owners as on Friday, May 17, 2024 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participant (“**DP**”) / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the website of the Company at www.sterlingandwilsonre.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member/ beneficial owner shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. Institutional/ Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: auditteam@mgconsulting.in with a copy marked to ir@sterlingwilson.com and evoting@nsdl.co.in. Such authorisation shall contain necessary authority for voting by its authorised representative(s).
9. **The e-voting period commences at 09:00 a.m. IST on Saturday, May 25, 2024 and ends at 05:00 p.m. IST on Sunday, June 23, 2024.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
10. The resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e., Sunday, June 23, 2024.
11. All documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to ir@sterlingwilson.com

Electronic Voting Particulars





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. An option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My Easi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit DP ID/ client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ir@sterlingwilson.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The following Statement sets out all material facts relating to the Special Businesses mentioned in this Postal Ballot Notice:

Item No. 1

The Nomination and Remuneration Committee (“NRC”) after evaluating and considering the skills, experience and knowledge that would be available to the Board and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Rahul Dutt (DIN: 08872616) as an Independent Director of the Company. The Board of Directors of the Company at its meeting held on March 26, 2024, considered the recommendation and appointed Mr. Rahul Dutt, as an Additional Director, designated as Independent Director of the Company. The Board also approved that the tenure of office of Mr. Rahul Dutt as Independent Director will be a term of 5 (Five) consecutive years with effect from March 26, 2024, subject to the approval of the shareholders of the Company. During the tenure of his appointment, Mr. Dutt shall not be liable to retire by rotation.

Mr. Rahul Dutt is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received declaration from Mr. Rahul Dutt that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India (“SEBI”)/Ministry of Corporate Affairs or any such authority.

The Company has received notice under Section 160 of the Act from a member proposing the candidature of Mr. Rahul Dutt for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Rahul Dutt fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rahul Dutt is independent of the management and possesses the appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Mr. Rahul Dutt’s vast experience in the field of law will immensely benefit the Company. He also possesses experience in mergers & acquisitions, joint ventures, franchising, technology licensing, infrastructure and commercial contracts across sectors including retail, refining, petrochemicals, telecommunications, security solutions, and general corporate law advisory. In view of this, the appointment of Mr. Rahul Dutt as an Independent Director is in the interest of the Company.

Details of Mr. Rahul Dutt, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure I” to the Postal Ballot Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and other meetings and profit related commission for the relevant financial year as may be recommended by the NRC and approved by the Board.

In accordance with the provisions of Section 149, 150 and 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Rahul Dutt as an Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Rahul Dutt as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Rahul Dutt as an Independent Director of the Company.

Copy of the letter of appointment issued to Mr. Rahul Dutt setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to ir@sterlingwilson.com

Mr. Rahul Dutt is interested in the resolution set out at Item No. 1 of the Postal Ballot Notice with regard to his appointment. Relatives of Mr. Rahul Dutt may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends this special resolution set out at Item No. 1 of the Postal Ballot Notice for approval by the members.

Item No. 2

Mr. Balanadu Narayan (DIN: 00007129) was appointed as a Non-Executive Director, liable to retire by rotation, by the Board of Directors of the Company at its meeting held on April 07, 2022. His appointment was approved by the Shareholders via Postal Ballot on June 26, 2022.

Pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, as amended from time to time, approval of the Members by way of a Special Resolution is required for continuation of directorship of Non-Executive Directors of the Company who have attained the age of seventy-five years. Mr. Balanadu Narayan will attain the age of seventy-five years in the month of July 2024. Accordingly, approval of the Members is required for continuation of his directorship on attaining the age of seventy-five years.

Considering the vast knowledge, acumen, expertise and performance of Mr. Balanadu Narayan and the significant contributions made by him, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Non-Executive Director on Board.

In the opinion of the Nomination and Remuneration Committee ("NRC") and Board of Directors of the Company, considering Mr. Balanadu Narayan's seniority, role played by him towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of the Members is sought for continuation of Mr. Balanadu Narayan as a Non-Executive Director, liable to retire by rotation as set out in Resolution No. 2 of this Notice.

Mr. Balanadu Narayan is qualified to be appointed as a Director in terms of Section 164 of the Act, 2013 and has given his consent to continue to act as a Director and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI")/Ministry of Corporate Affairs or any such authority.

Details of Mr. Balanadu Narayan, pursuant to the provisions of (i) the Listing Regulations; and SS-2, issued by the Institute of Company Secretaries of India, are provided in the "Annexure II" to the Notice.

Mr. Balanadu Narayan is interested in the resolution set out at Item No. 2 of the Postal Ballot Notice with regard to his appointment. Relatives of Mr. Balanadu Narayan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends this special resolution set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

By Order of the Board
For Sterling and Wilson Renewable Energy Limited

Place: Mumbai
Date: May 24, 2024

Jagannadha Rao Ch. V.
Company Secretary & Compliance Officer

Registered Office:
Sterling and Wilson Renewable Energy Limited
CIN: L74999MH2017PLC292281
Universal Majestic, 9th Floor, P. L. Lokhande Marg
Chembur (W), Mumbai – 400 043
Phone: (91-22) 25485300
Website: www.sterlingandwilsonre.com
Email: ir@sterlingwilson.com

Annexure I to the Postal Ballot Notice

Particulars	Mr. Rahul Dutt
Age	48 years
Date of first Appointment on the Board	March 26, 2024
Qualification	B.L.S. LL.B., Government Law College, University of Bombay LL.M European and International Trade Law (Distinction), University of Leicester, U.K.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rahul Dutt is a Partner in the M&A and Private Equity Practice Group in Khaitan & Co. Mr. Dutt specialises in mergers & acquisitions, joint ventures, franchising, technology licensing, infrastructure and commercial contracts across sectors including retail, refining, petrochemicals, telecommunications, security solutions, and general corporate law advisory. Mr. Dutt has also worked for a year (2004 - 2005) for law firm Michael Wilson & Partners in Almaty, Kazakhstan
Terms and conditions of appointment	Appointment as an Independent Director for a term of 5 (Five) consecutive years commencing from March 26, 2024 to March 25, 2029 (both days inclusive)
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Number of meetings of the Board attended during the financial year 2023-24	Nil
Remuneration last drawn (including sitting fees, if any) (FY 2023-24)	N.A.
Remuneration paid/ proposed to be paid	Remuneration paid for attending Board meeting(s) held during FY 2024-25: Rs. 1,00,000 Remuneration proposed to be paid to Mr. Dutt by the Company would comprise of sitting fees for attending the meetings of the Board of Directors and/ or its Committee(s) wherever he is a member and Commission as a % of the net profits of the Company for the relevant financial year as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
Relationship with other Directors/ Key Managerial Personnel	None
Directorships of other Boards as on date of Postal Ballot Notice	1. Reliance 4IR Realty Development Limited 2. Den Network Limited 3. Alok Industries Limited 4. Reliance Industrial Infrastructure Limited 5. Balkrishna Industries Limited
Listed entities from which the Director has resigned in the past three years	Nil

Particulars	Mr. Rahul Dutt
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<u>Audit Committee - Member:</u> Alok Industries Limited Reliance 4IR Realty Development Limited DEN Networks Limited Reliance Industrial Infrastructure Limited

Annexure II to the Postal Ballot Notice

Particulars	Mr. Balanadu Narayan
Age	74 years
Date of first Appointment on the Board	April 07, 2022
Qualification	Master's in chemical engineering from IIT – Madras
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Narayan has a rich and varied work experience of nearly 5 decades out of which over 4 decades are with Reliance Group.</p> <p>His experience spans project management and procurement of process technologies, engineering services and capital equipment. He was closely involved with the implementation of polyester, petro chemicals, elastomers and refinery projects of Reliance Industries Limited at Patalganga, Silvasa, Hazira and Jamnagar.</p> <p>In his current role as the Chief Procurement Officer, he is leading a team of procurement professionals in cost optimization, new initiatives in manufacturing and implementation of digital solutions for procurement and contracting functions.</p>
Terms and conditions of appointment	Continuation of Directorship as a Non-Executive Director on attaining the age of seventy-five years
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Number of meetings of the Board attended during the financial year 2023-24	Six out of Six
Remuneration last drawn (including sitting fees, if any) (FY 2023-24)	Rs. 6,00,000
Remuneration paid/ proposed to be paid	<p>Remuneration paid for attending Board meeting(s) held during FY 2024-25: Rs. 1,00,000</p> <p>Remuneration proposed to be paid to him by the Company would comprise of sitting fees for attending the meetings of the Board of Directors and/ or its Committee(s), wherever he is a member and Commission as a % of the net profits of the Company for the relevant financial year as may be recommended by the Nomination and Remuneration Committee and approved by the Board.</p>
Relationship with other Directors/ Key Managerial Personnel	None
Directorships of other Boards as on date of Postal Ballot Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Membership/ Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil

**By Order of the Board
For Sterling and Wilson Renewable Energy Limited**

Place: Mumbai
Date: May 24, 2024

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

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