

June 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.: 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 resolutions as set out in the Postal Ballot Notice dated May 24, 2024 along with Scrutinizers Report dated June 24, 2024 issued by Mr. Mannish Ghia, Partner, Manish Ghia & Associates, Practicing Company Secretary.

Please note that the following resolutions have been approved by the Members of the Company with requisite majority and shall be deemed to have been passed on June 23, 2024, being the last date specified by the Company for remote e-voting.

Sr. No.	Resolution	Type of Resolution
1	Appointment of Mr. Rahul Dutt (DIN: 08872616) as an Independent Director of the Company	Special
2	Continuation of the term of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive Director of the Company	Special

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

Khurshed Daruvala
Chairman

Encl: As above

Sterling and Wilson Renewable Energy Limited								
Last Date of Postal Ballot and E- Voting							23-Jun-24	
Total number of shareholders on record date (May 17, 2024)							2,28,218	
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					1. Appointment of Mr. Rahul Dutt (DIN: 08872616) as an Independent Director of the Company			
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 - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	123462687	123462687	100.0000	123462687	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		123462687	123462687	100.0000	123462687	0	100.0000
Public Institutions	E-voting	46609668	36672143	78.6793	34391847	2280296	93.7819	6.2181
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		46609668	36672143	78.6793	34391847	2280296	93.7819
Public Non-Institutions	E-voting	63160462	319025	0.5051	312867	6158	98.0697	1.9303
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		63160462	319025	0.5051	312867	6158	98.0697
Total		233232817	160453855	68.7956	158167401	2286454	98.5750	1.4250

Sterling and Wilson Renewable Energy Limited

Resolution Required (Ordinary/Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					2. Continuation of the term of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive Director of the Company			
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 - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	123462687	123462687	100.0000	123462687	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		123462687	123462687	100.0000	123462687	0	100.0000
Public Institutions	E-voting	46609668	36672143	78.6793	35842013	830130	97.7363	2.2637
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		46609668	36672143	78.6793	35842013	830130	97.7363
Public Non-Institutions	E-voting	63160462	318358	0.5040	312582	5776	98.1857	1.8143
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		63160462	318358	0.5040	312582	5776	98.1857
Total		233232817	160453188	68.7953	159617282	835906	99.4790	0.5210

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 May 24, 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, May 24, 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, May 17, 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, May 25, 2024.
- 1.5 The remote e-voting period commenced on Saturday, May 25, 2024 at 09:00 a.m. (IST) onwards and ended on Sunday, June 23, 2024 at 05:00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5.00 p.m. on Sunday, June 23, 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, June 23, 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 Mr. Sonu Gothi 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, May 17, 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

Appointment of Mr. Rahul Dutt (DIN: 08872616) 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
919	15,81,67,401	98.58

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	22,86,454	1.42

- (iii) **Invalid** votes:

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



Resolution No.2: Special Resolution

Continuation of the term of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive 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
922	15,96,17,282	99.48

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
57	8,35,906	0.52

(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;
- b. **For Resolution No. 2** – 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 Friday, May 24, 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)



Manish L. Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: June 24, 2024
UDIN: F006252F000609283

Countersigned by

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

**Place: Mumbai
Date: June 24, 2024**