

October 01, 2020

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.: Proceedings of the 3rd Annual General Meeting of Sterling and Wilson Solar Limited (“the Company”)

Ref: Intimation under Regulation 30 and part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Ma’am,

Please find enclosed herewith the proceedings of the 3rd Annual General Meeting of the Company held on **Wednesday, September 30, 2020** at **11:30 a.m.** (IST) through Video Conferencing (VC)/ Other Audio - Visual Means (OAVM).

The same is also available on the website of the Company at www.sterlingandwilsonsolar.com under the tab “Investor Relations”.

Request you to take the same on records.

Thanking you.

Yours faithfully,
For Sterling and Wilson Solar Limited

Jagannadha Rao Ch. V.
Company Secretary & Compliance Officer

Encl.: As above

Proceedings of the 3rd AGM

The 3rd Annual General Meeting (“AGM”) of the Sterling and Wilson Solar Limited (“the Company”), was held on Wednesday, September 30, 2020 at 11:30 A.M. (IST) through Video Conference/ Other Audio-Visual Means as permitted by the Ministry of Corporate Affairs (“MCA”).

Mr. Khurshed Daruvala, Chairman of the Company, chaired the meeting and after ascertaining the requisite quorum being present, called the meeting to order. The Chairman welcomed the Members to the AGM.

Mr. Daruvala informed the Members that, in view of the continuing COVID-19 pandemic, and to ensure social distancing norms, this 3rd AGM of the Company was convened through Video Conferencing or Other Audio-Visual Means, in accordance with various circulars issued by the Ministry of Corporate Affairs in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

He then introduced himself and other Board of Directors and the Key Managerial Personnel present in the meeting as under:

Mr. Khurshed Daruvala	:	Chairman of the Company & Chairperson of the Stakeholders Relationship Committee
Ms. Rukhshana Mistry	:	Independent Director & Chairperson of Audit Committee
Ms. Keki Elavia	:	Independent Director & Chairperson of Nomination and Remuneration Committee
Mr. Arif Doctor	:	Independent Director
Mr. Pallon Mistry	:	Non-Executive Director
Mr. Bikesh Ogra	:	Non-Executive Director & Global CEO
Mr. Chandra Kishore Thakur	:	Manager of the Company
Mr. Bahadur Dastoor	:	Chief Financial Officer
Mr. Jagannadha Rao Ch. V.	:	Company Secretary & Compliance Officer

He also welcomed the representatives of the Statutory Auditor – BSR & Co. LLP & Secretarial Auditor – Manish Ghia & Associates, attending this meeting.

Thereafter, Mr. Jagannadha Rao Ch. V., Company Secretary, informed the Members that there was no proxy facility available for this meeting, as it was dispensed with by MCA while other statutory registers were available for inspection electronically.

The Company Secretary informed the Members that the Notice of the meeting was already sent to the members electronically and therefore was taken as read. He mentioned that the Secretarial Auditors Report did not contain any qualification, observation or adverse comment, hence, it was not required to read this Report at the meeting. The Statutory Auditor made a qualification in their Report which was read out at the meeting by the Company Secretary.

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Thereafter, the Chairman briefed the Members on the operational and financial performance of the Company, order book, impact of Covid-19, global presence etc.

The Company Secretary informed the Members that in compliance with the relevant provisions of the Companies Act 2013, Rules made thereunder and SEBI Listing Regulations, the Company had 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, 2020 to September 29, 2020. In order to facilitate voting to those Members, who have not exercised their right to vote through remote e-voting, the Company had also provided facility to vote at this AGM through e-voting platform of NSDL. He further informed that Mr. Manish Ghia of Manish Ghia & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for the 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 forty eight hours of conclusion of this AGM.

The Company Secretary then invited the Members who had registered themselves in advance by sending request from their registered email id to express their views/ask questions in the AGM. The Chairman replied to the queries raised by the speaker shareholders in the AGM.

The Chairman thanked the Members for attending the Meeting and declared the meeting as concluded.

The Company Secretary informed that the Members that the e-voting facility which was available at the meeting for those members who have not cast their vote through remote e-voting would remain open for another 15 minutes. The combined voting results from the Scrutinizer once received would be submitted to the Stock Exchanges.

Businesses as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and voting at the AGM:

Sr. No.	Agenda item	Manner of approval proposed
1	To consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020, and the Reports of the Board and the Auditors thereon.	Ordinary Resolution
2	To confirm the payment of Interim Dividend of ₹ 6/- (Rupees Six only) per Equity Share paid during the Financial Year, as final dividend on Equity Shares of the Company for the Financial Year 2019-2020.	Ordinary Resolution
3	To appoint a Director in place of Mr. Pallon Mistry, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution
4	To approve continuation of the term of Mr. Keki Elavia as an Independent Director	Special Resolution

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Sr. No.	Agenda item	Manner of approval proposed
5	To approve the appointment and remuneration of Mr. Chandra Kishore Thakur as the Manager of the Company	Ordinary Resolution
6	To approve Material Related Party Transactions	Ordinary Resolution
7	To approve fees to be paid by Members of the Company for service of documents through a particular mode of service	Ordinary Resolution

The details regarding the voting results of the business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer will be intimated separately.

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