



May 27, 2022

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 26, 2022 along with the Explanatory Statement (“Notice”) seeking approval of the Members of the Company, by way of remote e-voting process, for appointment of Mr. Cherag Balsara (DIN: 07030974) and Ms. Naina Krishna Murthy (DIN: 01216114) as Independent Directors of the Company and for appointment of Mr. Balanadu Narayan (DIN: 00007129) and Mr. Saurabh Agarwal (DIN: 09206293) as Non-Executive Directors of the Company.

The Notice has been sent today, i.e. Friday, May 27, 2022 through electronic means, only to the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose e-mail IDs are registered with their Depository Participant(s)/ Company as on Friday, May 20, 2022, being the cut-off date.

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 28, 2022 at 9:00 a.m. IST** and conclude on **Sunday, June 26, 2022 at 5:00 p.m. IST**.

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

(Formerly Known as Sterling and Wilson Solar Limited)

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



Sterling and Wilson Renewable Energy Limited

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 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 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 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 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force as amended from time to time) that it is proposed to seek the consent of the Shareholders of Sterling and Wilson Renewable Energy Limited (formerly known as Sterling and Wilson Solar Limited) (“the Company”) for the resolutions as set out in this Postal Ballot Notice (“Notice”) through electronic voting process (“remote e-voting”).

The explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act, read with Rules setting out all material facts relating to the resolutions proposed in this Notice is annexed hereto.

Pursuant to the MCA Circulars, this Notice is being sent through electronic mode only, and hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Board of Directors of the Company have appointed Mr. Mannish Ghia, Partner of Manish Ghia & Associates, Practicing Company Secretaries (FCS No. - 6252) as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot remote 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 Scrutinizers decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the Company is extending the remote e-voting facility only, to enable its Members to cast their votes electronically instead of through physical Postal Ballot Forms.

MCA has clarified that for companies that are required to provide remote e-voting facility under the Act, while they are transacting any business(es) only by Postal Ballot up to December 31, 2022 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice

by e-mail to all its Members who have registered their e-mail addresses with the Company, the Registrar and Share Transfer Agent of the Company i.e., Link Intime India Pvt. Ltd. ("RTA") or their Depository Participant(s) ("DP") and the communication of assent/ dissent of the Members will only take place through the remote e-voting system.

For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ("NSDL"). Members are required to vote through the remote e-voting platform provided by NSDL.

After completion of scrutiny of the remote e-voting, the Scrutinizer will submit his report to the Chairman or any other authorized officer of the Company. The results of the remote e-voting conducted through Postal Ballot will be announced **on or before Tuesday, June 28, 2022** at the Registered Office situated at Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai – 400 043 of the Company and also by placing the same along with the Scrutinizer's Report on the Company's website, i.e. www.sterlingandwilsonre.com as well as on NSDL's website, i.e. www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges where the Equity Shares of the Company are listed.

You are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions forming part of this Notice.

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Cherag Balsara (DIN: 07030974) as an Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification 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 reenactment(s) thereof, for the time being in force), Mr. Cherag Balsara (DIN: 07030974), who was appointed as an Additional Director, in the capacity of Non-Executive Independent Director of the Company, 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 five consecutive years commencing from March 29, 2022 to March 28, 2027.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company, be and are 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: Appointment of Ms. Naina Krishna Murthy (DIN: 01216114) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and

Qualification 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 reenactment(s) thereof, for the time being in force), Ms. Naina Krishna Murthy (DIN: 01216114), who was appointed as an Additional Director, in the capacity of Non-Executive Independent Director of the Company, 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 her 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 five consecutive years commencing from April 07, 2022 to April 06, 2027.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company, be and are 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. 3: Appointment of Mr. Balanadu Narayan (DIN: 00007129) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, 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. Balanadu Narayan (DIN: 00007129) who was appointed as an Additional Director, in the capacity of Non-Executive Non-Independent Director of the Company, 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 a Non-Executive Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and are 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. 4: Appointment of Mr. Saurabh Agarwal (DIN: 09206293) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, 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. Saurabh Agarwal (DIN: 09206293) who was appointed as an Additional Director, in the capacity of Non-Executive Non-Independent Director of the Company, 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 a Non-Executive Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and are 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 26, 2022

Jagannadha Rao Ch. V.
Company Secretary & Compliance Officer

Registered Office:

Sterling and Wilson Renewable Energy Limited
(Formerly known as Sterling and Wilson Solar Limited)
(CIN: L74999MH2017PLC292281)
Universal Majestic, 9th Floor, P. L. Lokhande Marg
Chembur (W), Mumbai – 400 043
Phone: (91-22) 25485300
Website: www.sterlingandwilsonre.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rules made thereunder, setting out material facts and reasons for the proposed resolutions in respect of the business matters as set out above is annexed hereto and forms a part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, May 20, 2022** (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Depository Participant (“DP”)/ Company.
3. This Postal Ballot Notice will also be available on the website of the Company, i.e. 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, i.e. www.evoting.nsdl.com
4. In compliance with provisions of Sections 108 and 110 of the Act, read with the Rules made thereunder, Regulation 44 of SEBI Listing Regulations and SS-2, the Company is pleased to provide remote e-voting facility to the Members to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by NSDL. The manner of voting for Members who have not registered their email addresses is provided under the section “Electronic Voting Particulars”.
5. Members who have not yet registered their e-mail addresses are requested to register the same with their DP where they maintain their demat account(s).
6. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date, will be considered for the purpose of voting. **Voting rights of the Members shall be in proportion to the Equity Shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date.** A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.

7. A Member cannot exercise his/ her vote through proxy on Postal Ballot. However, Corporate and Institutional Members shall be entitled to vote through their authorized representatives. Corporate and Institutional Members are requested to provide a proof of authorization (board resolution/ authority letter/ power of attorney etc.) in favour of their authorized representatives to the Company at ir@sterlingwilson.com.
8. The Board of Directors of the Company has appointed Mr. Mannish Ghia, Partner of Manish Ghia & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
9. The remote e-voting period commences on **Saturday, May 28, 2022 at 09:00 a.m. IST** and ends on **Sunday, June 26, 2022 at 05:00 p.m. IST**. During this period, Members of the Company as on the Cut-Off Date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the same cannot be changed subsequently.
10. The proposed resolution(s), 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 26, 2022**. Further, all the resolutions passed through this Postal Ballot shall be deemed to have been passed by the Members at a General Meeting.
11. The Scrutinizer shall prepare and submit his report on the total number of votes cast in favour or against or abstained, if any. The Scrutinizer shall after completion of his scrutiny of the remote e-voting, submit his report to the Chairman or any other person authorized by him, who will declare the results of e-voting by Postal Ballot on or before **Tuesday, June 28, 2022**, at the Registered Office of the Company. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
12. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website at www.sterlingandwilsonre.com and website of NSDL i.e. www.evoting.nsdl.com
13. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to ir@sterlingwilson.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 1

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 29, 2022, had appointed Mr. Cherag Balsara (DIN: 07030974), as an Additional Director, designated as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 29, 2022, subject to the approval of the Members of the Company to fill the casual vacancy caused due to the resignation of Mr. Arif Saleh Doctor (DIN: 08390169), Independent Director, on account of personal reasons. During the tenure of his appointment, Mr. Balsara shall not be liable to retire by rotation.

The Company has received declarations from Mr. Cherag Balsara, confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is eligible to be appointed as an Independent Director of the Company and a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Mr. Cherag Balsara does not hold any shares of the Company.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Cherag Balsara for the office of a Director of the Company.

The Company has also received declaration from Mr. Cherag Balsara to the effect that he has, in accordance with Rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, registered with the Indian Institute of Corporate Affairs ("IICA"), for inclusion of his name in the data bank maintained by IICA, for a period of 5 (Five) years.

Mr. Cherag Balsara will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for attending Board and Committee(s) meetings, as applicable, and commission of such sum as the Board of Directors on the recommendation of the Nomination and Remuneration Committee may determine from time to time, as approved by the Shareholders of the Company at their Extraordinary General Meeting held on April 01, 2019.

In the opinion of the Board, Mr. Cherag Balsara fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possess appropriate skills, experience and knowledge.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, the details of Mr. Cherag Balsara are provided in the "Annexure 1" to the Notice.

The letter of appointment of Mr. Cherag Balsara setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on ir@sterlingwilson.com.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommends the Special Resolution with respect to the appointment of Mr. Cherag Balsara as an Independent Director of the Company, as set out at Item No. 1 of the Notice, for approval by the Members.

Except, Mr. Cherag Balsara, none of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 1 of this Notice.

Item No. 2

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on April 07, 2022 had appointed, Ms. Naina Krishna Murthy (DIN: 01216114) as an Additional Director, designated as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from April 07, 2022 subject to the approval of the Members of the Company. During the tenure of her appointment, she shall not be liable to retire by rotation.

The Company has received declarations from Ms. Naina Krishna Murthy confirming that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that she is eligible to be appointed as an Independent Director of the Company and a declaration from her that she is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013. Ms. Naina Krishna Murthy does not hold any shares of the Company.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Ms. Naina Krishna Murthy for the office of a Director of the Company.

The Company has also received declaration from Ms. Naina Krishna Murthy to the effect that she has, in accordance with Rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, registered with the IICA, for inclusion of her name in the data bank maintained by IICA, for a period of 1 (One) year, and that she will from time to time take steps to renew the same, till the time she continues to hold the office of an Independent Director in the Company.

Ms. Naina Krishna Murthy will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for attending Board and Committee(s) meetings, as applicable, and commission of such sum as the Board of Directors on the recommendation of the Nomination and Remuneration Committee may determine from time to time, as approved by the Shareholders of the Company at their Extraordinary General Meeting held on April 01, 2019.

In the opinion of the Board, Ms. Naina Krishna Murthy fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Ms. Naina Krishna Murthy is independent of the management and possess appropriate skills, experience and knowledge.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, the details of Ms. Naina Krishna Murthy are provided in the "Annexure 1" to the Notice.

The letter of appointment of Ms. Naina Krishna Murthy setting out the terms and conditions of her appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on ir@sterlingwilson.com.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommends the Special Resolution with respect to the appointment of Ms. Naina Krishna Murthy as an Independent Director of the Company, as set out at Item No. 2 of the Notice, for approval by the Members.

Except, Ms. Naina Krishna Murthy, none of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 2 of this Notice.

Item No. 3 & 4

Reliance New Energy Limited (Formerly known as Reliance New Energy Solar Limited) nominated Mr. Balanadu Narayan (DIN: 00007129) and Mr. Saurabh Agarwal (DIN: 09206293) to act as Directors on the Board of the Company.

Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on April 07, 2022 had appointed, Mr. Balanadu Narayan (DIN: 00007129) and Mr. Saurabh Agarwal (DIN: 09206293) as Additional Directors of the Company, in the capacity of Non-executive Non-Independent Directors with effect from April 07, 2022, subject to the approval of the Members of the Company.

The Company has received consents from Mr. Balanadu Narayan and Mr. Saurabh Agarwal to act as Directors and declarations that they are not disqualified under Section 164(2) of the Act.

The Company has also received notices under Section 160 of the Act from Members proposing the candidature of Mr. Balanadu Narayan and Mr. Saurabh Agarwal for the office of a Director of the Company.

Details of Mr. Balanadu Narayan and Mr. Saurabh Agarwal are provided in the "Annexure 2" to the Notice, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

The Board recommends the Ordinary Resolutions with respect to the appointment of Mr. Balanadu Narayan (DIN: 00007129) and Mr. Saurabh Agarwal (DIN: 09206293) as Directors of the Company, as set out at Item Nos. 3 and 4 of the Notice, for approval by the Members.

Except Mr. Balanadu Narayan and Mr. Saurabh Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolutions set out at Item Nos. 3 and 4 of this Notice.

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

Place: Mumbai
Date: May 26, 2022

Jagannadha Rao Ch. V.
Company Secretary & Compliance Officer

Details of the Directors seeking appointment as Independent Directors of the Company pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:

Particulars	Mr. Cherag Balsara	Ms. Naina Krishna Murthy
Age	53 years	50 years
Date of first Appointment on the Board	March 29, 2022	April 07, 2022
Brief resume including Qualification, Experience and expertise in specific functional area	Mr. Cherag Balsara has completed his Bachelor of Commerce from the Sydenham College of Commerce and Economics in the year 1989. Thereafter, he completed Bachelor of Laws degree in the year 1992 and enrolled at the Bar in the year 1992. He has also done his Masters in Law in the year 1994. He has practiced as a Counsel specializing in civil litigation mainly in the Bombay High Court and also in the Supreme Court as well as the National Company Law Tribunal. During his career spanning 30 years, he has litigated in a large number of Commercial Disputes, Corporate Disputes and handled several Commercial Arbitration matters and has also handled numerous redevelopment projects in the city of Mumbai.	Ms. Naina Krishna Murthy completed Bachelor of Laws degree in the year 1996 from National Law School, Bengaluru and enrolled at the Bar in the year 1999. She has been practicing law for 26 years and specializes in corporate commercial law, specifically mergers and acquisitions, joint ventures, collaborations and PE/VC investments. Ms. Naina is also a trusted legal advisor to some of the foremost corporates in India. She is on the Board of several leading organizations, including the Universal Business School. She has cochaired the Infosys Grievance Redressal Board for five years. In addition to that, she has been on committees of various companies involving sexual harassment complaints. Some of these companies are Novartis India Ltd; Mphasis Ltd; McAfee Software India Pvt Ltd; GE India Technology and British Telecom, among others. Ms. Naina has represented eminent Indian and overseas clients on their operations in India and abroad, such as L&T, Ryerson Steel, Reliance Industries, and Dell Engineering Services, and she has been appointed as the external Ombudsman of SB Energy, a Softbank company. She has authored many articles and

Particulars	Mr. Cherag Balsara	Ms. Naina Krishna Murthy
		white papers on topics including Trade and Renewable Energy.
Terms and conditions of appointment	Appointed for a term of 5 (Five) consecutive years commencing from March 29, 2022 to March 28, 2027	Appointed for a term of 5 (Five) consecutive years commencing from April 07, 2022 to April 06, 2027
No. of shares held in the Company ⁽¹⁾	Nil	Nil
Remuneration paid/ proposed to be paid ⁽²⁾	Remuneration proposed to be paid to Mr. Balsara by the Company would comprise of sitting fees for attending the meetings of the Board of Directors and/ or its Committees wherever he is a member and Commission, if any, as a % of the net profits of the Company for the relevant financial year as may be approved by the Board.	Remuneration proposed to be paid to Ms. Naina by the Company would comprise of sitting fees for attending the meetings of the Board of Directors and/ or its Committees wherever she is a member and Commission, if any, as a % of the net profits of the Company for the relevant financial year as may be approved by the Board.
Relationship with other Directors and Key Managerial Personnel	None	None
Number of meetings of the Board attended during the financial year 2021-22	N.A.	N.A.
List of other Indian Public Limited Companies in which Directorships held ⁽³⁾	The New Piece Goods Bazar Company Limited	Indostar Capital Finance Limited Shiva Pharmachem Limited
Listed Companies from which the Director has resigned in the past three years	Nil	Nil
Membership / Chairmanship of Committee(s) of Board of Directors of the Company ⁽⁴⁾	Nil	Nil
Membership / Chairmanship of Committees of Board of Directors of other Companies in which he/she is a Member/ Chairperson ⁽⁴⁾	Nil	Indostar Capital Finance Limited Audit Committee- Member Stakeholders Relationship Committee- Member
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements	Being an Independent Director on the Board of the Company, Mr. Balsara's guidance and inputs backed by his rich experience and expertise in corporate and commercial litigations having represented before various forums including	Being an Independent Director on the Board of the Company, Ms. Naina's contributions and guidance with her excellent knowledge on corporate matters particularly on mergers & acquisitions, joint ventures and varied experience in advising the

Particulars	Mr. Cherag Balsara	Ms. Naina Krishna Murthy
	the Bombay High Court, the Supreme Court of India and the National Company Law Tribunal, are expected to benefit the Company in evaluating and finalizing the strategies in various commercial and corporate litigations/ arbitrations where the Company may get involved.	Indian and overseas corporates in corporate commercial laws and also her deep knowledge in trade and renewable energy sector is expected to be of immense benefit to the Company.

Notes:

- (1) This also includes shareholding as a beneficial owner.
- (2) No remuneration was paid to the Mr. Cherag Balsara during the F.Y. 2021-22.
- (3) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.
- (4) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees viz. Audit Committee and Shareholders/ Stakeholders Relationship Committee of Public Limited Companies are considered.

Details of the Directors seeking appointment as Non-Executive Directors of the Company pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:

Particulars	Mr. Saurabh Agarwal	Mr. Balanadu Narayan
Age	48 years	72 years
Date of first Appointment on the Board	April 07, 2022	April 07, 2022
Brief resume including Qualification, Experience and expertise in specific functional area	Mr. Saurabh Agarwal has done his Bachelor's in mechanical engineering from IIT – Roorkee. He has a rich and varied work experience of 26 years with Reliance Group. His experience spans in various senior positions in fibres, petrochemicals, refining & marketing and exploration & production businesses of Reliance.	Mr. B. Narayan has done Master's in chemical engineering from IIT – Madras. He has a rich and varied work experience of nearly 5 decades out of which over 4 decades are with Reliance Group. He is well recognised as an industry stalwart in his domain. 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. In his current role as the Chief Procurement Officer, he is leading a team of procurement professionals in cost optimisation, new initiatives in manufacturing and implementation of digital solutions for procurement and contracting functions.
Terms and conditions of appointment	He is proposed to be appointed as a Non-Executive Director, liable to retire by rotation.	He is proposed to be appointed as a Non-Executive Director, liable to retire by rotation.
No. of shares held in the Company ⁽¹⁾	Nil	Nil
Remuneration proposed to be paid	Remuneration proposed to be paid to him by the Company would comprise of sitting fees	Remuneration proposed to be paid to him by the Company would comprise of sitting fees

Particulars	Mr. Saurabh Agarwal	Mr. Balanadu Narayan
	for attending the meetings of the Board of Directors and/ or its Committees wherever he is a member and Commission, if any, as a % of the net profits of the Company for the relevant financial year as may be approved by the Board.	for attending the meetings of the Board of Directors and/ or its Committees wherever he is a member and Commission, if any, as a % of the net profits of the Company for the relevant financial year as may be approved by the Board.
Relationship with other Directors and Key Managerial Personnel	None	None
Number of meetings of the Board attended during the financial year 2021-22	N.A.	N.A.
List of other Indian Public Limited Companies in which Directorships held ⁽²⁾	1. Reliance Power Electronics Limited 2. Reliance New Energy Power Electronics Limited 3. Reliance New Energy Limited 4. Reliance Carbon Fibre Cylinder Limited 5. Kutch New Energy Projects Limited	Nil
Listed Companies from which the Director has resigned in the past three years	Nil	Nil
Membership / Chairmanship of Committee(s) of Board of Directors of the Company ⁽³⁾	Nil	Nil
Membership / Chairmanship of Committees of Board of Directors of other Companies in which he/she is a Member/ Chairperson ⁽³⁾	Nil	Nil

Notes:

- (1) This includes shareholding as a beneficial owner.
- (2) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.
- (3) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees viz. Audit Committee and Shareholders/ Stakeholders Relationship Committee of Public Limited Companies are considered.

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 circular dated December 09, 2020 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 in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- 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 e-Voting page. Click on 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.jsp - 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. 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.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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 ‘Shareholders/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 (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. Your password 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit 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?**" option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by the aforesaid option(s), you can send a request at evoting@nsdl.co.in mentioning your demat account number, your PAN, your name and your registered address.
 - 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 is in active status.
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 resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- 1 Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to auditteam@mgconsulting.in with a copy marked to evoting@nsdl.co.in and ir@sterlingwilson.com.
2. 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.

3. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or ir@sterlingwilson.com

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

1. 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.
3. In terms of SEBI circular dated December 9, 2020 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.