



SCRUTINIZER'S REPORT ON E – VOTING

To
THE CHAIRMAN,
SUNEDISON INFRASTRUCTURE LIMITED
11th Floor, Bascon Futura,
New No: 10/2 Old No: 56L, Venkatanarayana Road,
T. Nagar, Chennai – 600 017

Ref: **Consolidated Scrutinizer's Report on remote E-Voting and E-Voting** in the 27th Annual General Meeting of the Equity Shareholders of **M/s. SUNEDISON INFRASTRUCTURE LIMITED** held on 30th September 2021, Thursday at 3:30 P.M through Video Conferencing/ Other Audio Visual means.

Dear Sir,

I, A. MOHAN KUMAR, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of M/s. SUNEDISON INFRASTRUCTURE LIMITED at their meeting held on 7th September, 2021 for the purpose of scrutinizing the e-voting process held from 27th September, 2021, Monday at 09:00 A.M.(IST) to 29th September, 2021, Wednesday at 05:00 P.M. (IST) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolutions set out in the notice dated 7th September, 2021 of the 27th Annual General Meeting of the Members of the Company held on 30th September 2021, Thursday at 3:30 P.M. through video conferencing.

I am also appointed as the Scrutinizer to scrutinize the e - voting process during the AGM.

The Notice dated 7th September 2021 convening 27th Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the Company held on 30th September 2021, Thursday at 3:30 P.M. through Video Conferencing / Other Audio Visual Means. The emails were sent in compliance with the MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17 /2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 and MCA General Circular No. 02/2021 dated January 13, 2021 (collectively

referred to as MCA circulars) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as SEBI circulars).

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut-off" date of 17th September, 2021, Friday were entitled to vote on the proposed resolutions as set out in Item No.'s 1 to 5 in the Notice of the AGM of M/s. SUNEDISON INFRASTRUCTURE LIMITED.

The voting period for remote e-voting commenced on 27th September, 2021, Monday at 09:00 A.M.(IST) and ended on 29th September 2021, Wednesday at 05:00 P.M.(IST) and the NSDL e-voting platform was blocked thereafter. The Company had also provided e-voting facility to the Members present/ logged-in at the AGM through VC and who had not cast their vote earlier. The votes cast under e-voting facility were then unblocked in the presence of two witnesses not being in the employment of the Company.

I have scrutinized and reviewed the voting through electronic means prior to the AGM and during the AGM and votes tendered therein based on the data downloaded from the NSDL e-voting system.

I now submit my Consolidated Report as under on the result of the remote e – voting conducted prior to the AGM and during the AGM in respect of the said resolutions.

ITEM NO: 1 – ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

(ORDINARY RESOLUTION)

I. Voted **in favour** of the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	10	3668282	99.79%
e-voting at AGM	1	7745	0.21%
Total	11	3676027	100.00%

II. Voted **against** the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

III. **Invalid** votes:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

ITEM NO: 2 – ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS: (ORDINARY RESOLUTION)

I. Voted **in favour** of the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	10	3668282	99.79%
e-voting at AGM	1	7745	0.21%
Total	11	3676027	100.00%

II. Voted **against** the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

III. **Invalid** votes:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

ITEM NO. 3 –APPOINTMENT OF A DIRECTOR IN PLACE OF MR. KALPESH KUMAR (DIN: 07966090) WHO RETIRES BY ROTATION, SEEKS RE-APPOINTMENT: (ORDINARY RESOLUTION)

I. Voted **in favour** of the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	10	3668282	99.79%
e-voting at AGM	1	7745	0.21%
Total	11	3676027	100.00%

II. Voted **against** the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

III. **Invalid** votes:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

ITEM NO. 4 -TO APPOINT MRS. JAMUNA (DIN:08009308) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF TWO CONSECUTIVE YEARS: (SPECIAL RESOLUTION)

I. Voted **in favour** of the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	10	3668282	99.79%
e-voting at AGM	1	7745	0.21%
Total	11	3676027	100.00%

II. Voted **against** the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

III. **Invalid** votes:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

ITEM NO. 5 -RE-APPOINTMENT OF MR. KALPESH KUMAR (DIN:07966090) AS MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY: (SPECIAL RESOLUTION)

I. Voted **in favour** of the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	10	3668282	99.79%
e-voting at AGM	0	0	0
Total	10	3668282	99.79%

II. Voted **against** the resolution:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	0	0	%
e-voting at AGM	1	7745	0.21%
Total	1	7745	0.21%

III. **Invalid** votes:

Voting Method	Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
Remote E-Voting	-	-	-
e-voting at AGM	-	-	-
Total	-	-	-

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Thank you.

Yours faithfully,

FOR MOHAN KUMAR & ASSOCIATES

PLACE: CHENNAI

DATE: 30.09.2021

A. MOHAN KUMAR
PRACTICING COMPANY SECRETARY
MEMBERSHIP NUMBER: FCS 4347
CERTIFICATE OF PRACTICE NUMBER: 19145
UDIN: F004347C001054561