



A. Mohan Kumar
B.A., B.L., F.C.S., ACMA.,

**CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & E-VOTING DURING THE
28TH ANNUAL GENERAL MEETING (AGM) OF SUNEDISON INFRASTRUCTURE LIMITED**

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To

The Chairman

SunEdison Infrastructure Limited

CIN: L40100TN1994PLC028263

Registered Office: 11th Floor, Bascon Futura

New No: 10/2 Old No: 56L

Venkata Narayana Road

T. Nagar, Chennai – 600 017 Tamil Nadu

Subject: Consolidated Scrutinizer's Report on remote E-Voting and E-Voting during the 28th Annual General Meeting ("AGM") of the Equity Shareholders of SunEdison Infrastructure Limited held on Friday, 30th September, 2022 at 11:00 A.M (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Dear Sir,

I, **A. Mohan Kumar (FCS-4347 / CoP No. 19145)**, Practicing Company Secretary, have been appointed as the **Scrutinizer** by the Board of Directors of **SunEdison Infrastructure Limited ("Company")** at its meeting held on **10th August, 2022**, for the purpose of scrutinizing the following:

- (i) Remote e-Voting process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 ("**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"); and
- (ii) Electronic voting done by the shareholders of the Company under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 28th Annual General Meeting ("**AGM**") held on **Friday, 30th September 2022 at 11:00 A.M. (IST)** through VC/OAVM.

in respect of all resolutions set out in the **Notice dated 10th August, 2022**, convening the 28th AGM of the members of the Company.

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Act and the rules made thereunder and the SEBI Listing Regulations, relating to voting including voting by electronic means for the resolutions stated in the Notice dated 10th August, 2022, convening the 28th AGM of the members of the Company.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "**assent/favor**" and "**dissent/against**" the resolutions set out in the Notice of 28th AGM, based

on the reports generated from the e-voting system provide by CDSL, the authorized agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, I ensured that e-Voting and remote e-Voting done by the shareholders was in order and in compliance with the relevant provisions under the Companies Act, 2013 and Rules made thereunder.

Convening of 28th AGM:

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 (hereinafter collectively referred to as the "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as the "SEBI Circulars") have permitted the companies to hold their general meetings through video conferencing / any other audio visual means ("VC/OAVM facility") without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the 28th AGM of the Company was held on **Friday, 30th September 2022 at 11:00 A.M. (IST)** through VC/OAVM, in accordance with the applicable provisions of:

- (i) The Companies Act, 2013 and the Rules made thereunder;
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India and
- (iv) the **MCA Circulars** and the **SEBI Circulars**.

The attendance of the members attending the 28th AGM through VC/OAVM was counted for the purpose of reckoning the quorum under Section 103 of the Act

Dispatch of Notice convening the 28th AGM:

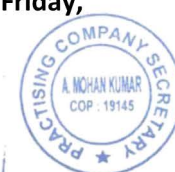
The Annual Report for FY22 along with the Notice dated 10th August 2022 convening 28th AGM of the Company along with Statement setting out material facts, under Section 102 of the Companies Act, 2013, in respect of the resolutions to be passed at the 28th AGM of the Company, were sent **only through electronic mode on e-mail IDs** in compliance with the MCA Circulars and the SEBI Circulars, on **September 08, 2022 to 514 eligible members**, whose names appeared in the Register of Members/ records of depositories as beneficial owners, out of total **859 members**, as on **Friday, September 02, 2022**, and were also made available on the Company's website, www.sunedisoninfra.com under 'Investor Relations' section, websites of the Stock Exchange i.e., the BSE Limited, www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL), <https://evoting.cdslindia.com>.

E-Voting Agency:

The Company had appointed **Central Depository Services (India) Limited ("CDSL")** as the Agency for providing remote e-Voting facility and e-voting facility to the shareholders present at the AGM through VC/ OAVM who had not cast their vote earlier through remote e-voting facility.

Newspaper Advertisement:

Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released a **Public Notice** by way of Advertisement in **Newspapers**, published on **Friday,**



9th September, 2022, in **Business Standard** (All Editions) (**English** Newspaper) and **Dinamani** (All Editions) (**Tamil** Newspaper).

The Notice published in the Newspapers carried the required information as specified in the Rule 20(4)(v) (a) to (h).

Cut-off Date:

The shareholders of the Company holding shares as on the "**Cut-Off Date**" i.e., **Friday, 23rd September, 2022**, were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 13 in the Notice of the 28th AGM of SunEdison Infrastructure Limited.

As on the Cut-Off Date, there were 877 shareholders of the Company.

Remote e-Voting Period:

The voting period for remote e-Voting commenced on **Tuesday, 27th September, 2022 at 09:00 A.M. (IST)** and ended on **Thursday, 29th September, 2022 at 05:00 P.M. (IST)** and the CDSL e-Voting platform was blocked thereafter.

Voting at the AGM:

In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who had cast their votes through remote e-voting.

The Company had provided e-Voting facility to the members present/ logged-in at the 28th AGM through VC/OAVM and who had not cast their vote earlier.

Counting Process:

On completion of e-voting at the AGM, I unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the CDSL e-voting platform and downloaded the results for scrutiny.

I have scrutinized and reviewed the voting through electronic means prior to the 28th AGM and during the 28th AGM and votes tendered therein based on the data downloaded from the CDSL e-Voting system.

Results:

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.

The consolidated result of e-voting is as under: -



ORDINARY BUSINESS:**Item No. 1: Ordinary Resolution:**

Audited Financial Statements of the Company for the financial year ended March 31, 2022 and reports of the Board of Directors and Auditors thereon

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor 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 favor of the resolution with requisite majority.

Item No. 2: Ordinary Resolution:

Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon Audited Financial Statements of the Company for the financial year ended March 31, 2022 and reports of the Board of Directors and Auditors thereon

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor 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 favor of the resolution with requisite majority.

Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Shailesh Rajagopalan (DIN: 01855598) as a Director (Non-Executive), who retires by rotation and being eligible, offers himself for re-appointment



Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor 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 favor of the resolution with requisite majority.

SPECIAL BUSINESS:

Item No. 4: Special Resolution:

Change of Name of the Company from "SunEdison Infrastructure Limited" to "Refex Renewables & Infrastructure Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Item No. 5: Ordinary Resolution:

Increase in the Authorized Share Capital of the Company and consequential alteration to Memorandum of Association of the Company

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00



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

Item No. 6: Special Resolution:

Borrowing of Funds in excess of the limits as prescribed under Section 180(1)(c) of the Companies Act, 2013

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 6 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Item No. 7: Special Resolution:

Creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 7 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Item No. 8: Special Resolution:

Divestment by way of sale, transfer or dispose-off of 36% equity stake in Sherisha Solar LLP, a subsidiary to Refex Green Power Private Limited, a wholly-owned subsidiary



Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	2	19,75,777	0	0	2	19,75,777	98.47
Dissent/Against	1	30,748	0	0	1	30,748	1.53
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 8 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Item No. 9: Special Resolution:

Conversion of loan into shares or convertible instruments or other securities

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 9 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Item No. 10: Special Resolution:

Issue of further securities

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 10 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.



Item No. 11: Ordinary Resolution:

Termination of SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 11 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Item No. 12: Special Resolution:

Approval for RRIL – Employees Stock Option Scheme 2022

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 12 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Item No. 13: Special Resolution:

Grant of Stock Options under RRIL – Employees Stock Option Scheme 2022 to the Employees of Holding Company, if any, Associate Company(ies), Group Company(ies) and Subsidiary Company(ies)

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	3	20,06,525	0	0	3	20,06,525	100.00
Dissent/Against	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
Total	3	20,06,525	0	0	3	20,06,525	100.00



As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item No. 13 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

All the 13 (thirteen) resolutions stand passed under remote e-Voting and e-Voting with the requisite majority and, hence, deemed to be passed as on the date of the AGM, i.e., on Friday, September 30, 2022.

Records:

I hereby confirm that I am maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e-Voting and e-Voting during the 28th AGM, by way of electronic means by the members of the Company.

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 28th Annual General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.

You may kindly declare the results accordingly.

Thanking you.

Yours faithfully,

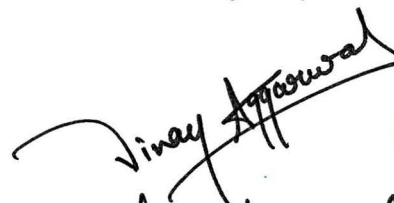
For Mohan Kumar & Associates



A. Mohan Kumar
Practising Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
UDIN: F004347D001101344

Date : September 30, 2022
Place : Chennai

Countersigned by:



Vinay Aggarwal
Company Secretary &
Compliance Officer

