



COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members

Refex Renewables & Infrastructure Limited

(Formerly SunEdison Infrastructure Limited)

CIN: L40100TN1994PLC028263

Registered Office: 2nd Floor, Refex Towers, Sterling Road Signal,
313, Valluvar Kottam High Road, Nungambakkam,
Chennai-600034 Tamil Nadu

I, **A. Mohan Kumar**, Practicing Company Secretary, **Secretarial Auditor** of **Refex Renewables & Infrastructure Limited** (hereinafter referred to as '**the Company**'), issue this certificate under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**").

As per Regulation 13 of the Regulations, "*in the case of every company which has passed a Resolution for the scheme(s) under these Regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the Resolution of the Company in the general meeting.*"

Management Responsibility:

It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

Verification:

The Company has implemented Employee Stock Option Scheme, namely, **RRIL – Employees Stock Option Scheme 2022 ("Scheme")**, in accordance with the Regulations and the special resolution(s) passed by the members of the Company at the **28th Annual General Meeting** held on **September 30, 2022**.

For the purpose of verifying the compliance of the Regulations, I/we have examined the following documents:

1. Scheme received from/furnished by the Company;
2. The Articles of Association of the Company;
3. Resolutions passed at the meetings of the Nomination & Remuneration Committee;
4. Resolutions passed at the meeting of the Board of Directors;
5. Shareholders resolutions passed at the General Meeting(s);
6. Disclosure by the Board of Directors;
7. Relevant provisions of the Regulations, Companies Act, 2013 and rules made thereunder.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the **Scheme** is in compliance with the applicable provisions of the Regulations and that the **Scheme** has been implemented in accordance with the Regulations and in accordance with the special resolutions of the Company passed in the 28th Annual General Meeting held on September 30, 2022.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificate based upon my examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is addressed to the Members of the Company for the purpose of placing at the forthcoming annual general meeting pursuant to the requirements of the Regulations or may be submitted with stock exchange for listing permission or with any other regulatory authority if required for any other purpose.
5. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.
6. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose.

Place: Chennai
Date: 13.08.2024

A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
Peer Review No.: 2205/2022
UDIN: F004347F000917743