



July 16, 2022

The BSE Ltd.

1st Floor, New Trading Wing, Rotunda Building,
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai - 400001

corp.relations@bseindia.com

Security Code No.: 531260

RE: Disclosures under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Subject: Litigation(s) / dispute(s) / regulatory action(s) with impact.

Dear Sir(s)/ Madam,

This is with reference to the captioned subject and in terms of Regulation 30 read with Para B of Part A of Schedule III to the SEBI Listing Regulations and the SEBI Circular No. CIR/CFD/CMD4/2015 dated 9th September, 2015 and our earlier announcements made from time to time in this regard.

We would like to inform all our stakeholders that consequent to the forensic audit ordered by the Securities & Exchange Board of India ("SEBI") and subsequent investigation for the proposed transaction pertaining to the Framework Agreement dated June 23, 2020 ("**Framework Agreement**") including all its amendments (*which was cancelled by the Board of Directors, in its meeting held on March 21, 2022*) and the Interim Order dated February 15, 2021 (WTM/SKM/CFID/4/2020-21) and the Confirmation Order dated July 15, 2021 (WTM/SC/CFID/43/2021-22) (together the "**Orders**"), issued by SEBI, in the matter of SunEdison Infrastructure Limited ("**Company**" or "**SIL**"), SEBI, has vide its letter no. SEBI/HO/CFID/CFID-SEC2/P/OW/2022/28737/1 dated July 15, 2022, issued Administrative Warning cum Advice to the Company on the basis of its findings during the investigation process (*copy attached herewith*).

The necessary disclosures pursuant to the SEBI Circular No. CIR/CFD/CMD4/2015 dated 9th September, 2015 are as follows: -

Regularly till the litigation is concluded or dispute is resolved:	
a) the details of any change in the status and/or any development in relation to such proceedings:	SEBI has issued administrative warning cum advice to the Company to place the observations of SEBI before the Audit Committee and the Board of Directors of the Company and take measures comply with the same, within a period of three months from the date of receipt of SEBI's letter (i.e., July 15, 2022), for failing which, the Company would be liable for enforcement action under the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956 and Regulations made thereunder.
b) in the case of litigation against key management personnel (KMP) or its promoter or ultimate person in control, regularly provide details of any change in the status and/or any development in relation to such proceedings:	No applicable.



SunEdison Infrastructure Limited

CIN: L40100TN1994PLC028263

Registered Office: 11th Floor, Bascon Futura SV IT Park, New #10/2, Old #561,
Venkatanarayana Road, T Nagar, Chennai - 600 017, Tamil Nadu

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c) in the event of settlement of the proceedings, details of such settlement including- terms of the settlement, compensation/penalty paid (if any) and impact of such settlement on the financial position of the listed entity:	Not applicable. <i>The Company had earlier filed a Settlement Application vide application no. 6534/2021 dated September 09, 2021, with the SEBI, which was returned by SEBI vide its letter no. SEBI/HO/EFD-2/CSD/OW/P/2021/36463/1 dated December 29, 2021, on account of pending investigation.</i>
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The Company hereby undertake to take necessary action within the stipulated timeframe as advised by the SEBI.

You are requested to take the above information on records and disseminate the same on your website.

Thanking you.

Yours faithfully,
For SunEdison Infrastructure Limited

Vinay Aggarwal
Company Secretary & Compliance Officer
ACS-39099



Encl.: Administrative Warning cum Advice Letter issued by SEBI dated July 15, 2022



Deputy General Manager
Corporation Finance Investigation Department-3
Email : shinod@sebi.gov.in
Tel.: 022-2644 9635/4045 9635

**भारतीय प्रतिभूति
और विनियम बोर्ड**
**Securities and Exchange
Board of India**

SEBI/HO/CFID/CFID-SEC2/P/OW/2022/28737/1
July 15, 2022

SunEdison Infrastructure Limited

11th Floor, Bascon Futura,
New No: 10/2 Old No: 56I,
Venkatanarayana Road, T Nagar,
Chennai TN 600017 In.

Kind attention: Mr. Vinay Aggarwal, Company Secretary & Compliance Officer

Dear Sir,

Sub: Administrative Warning cum Advice Letter to M/s. SunEdison Infrastructure Limited ("SIL" or "The Company")

1. SEBI has carried out investigation pertaining to the observations made by the Forensic Auditor, BDO India LLP ("BDO") dated June 03, 2021 to BSE in the matter of SunEdison Infrastructure Limited for the period April 01, 2019 to December 31, 2020.
2. Based on your letters dated March 15, 2022 and April 28, 2022 and information gathered from your Key Managerial Personnels and Members of Audit Committee and publicly available information with respect to the Forensic Audit observations, the following is observed:
 - a. SIL has taken a loan from DN Energy Private Limited (DEPL) of Rs. 25 crores and revolving credit facility of Rs 35 crores. The outstanding loan as on 31 March 2020 was Rs.15.97 Crores. 50% of the Share Capital of DN Energy Private Limited was held by Mr. Kalpesh Kumar, Managing Director of SIL till March 09, 2020. From the MCA records, it is noted that email id for correspondence is "cscompliance@sunedisoninfra.com" which is same as that of mentioned for SIL and the Contact no." +4443405950" is that of Refex Industries Limited in which Mr. Anil Jain, Non-Executive Director (Promoter) of SIL, is Managing Director. Also SIL, in its Audit Committee Meetings held on May 30, 2019 and September 01, 2020 has taken omnibus audit committee approval for loan from DEPL during FY 2019-20 and FY 2020-21, respectively, under Related Party transaction approval stating nature of relationship as "Entities in which shareholders exercise significant influence".

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर.एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in





In view of the above, it appears that DN Energy Private Limited is a related party of SIL and SIL has even after taking Audit Committee Approval of the said transaction failed to disclose the same in the Annual Report in terms of IndAS 24 during the FY 2019-20 and FY 2020-21. This has led to non-compliance of Regulation 4(1) (a), (b), 34(3) read with Para A of Schedule V and 48 of SEBI LODR Regulations, 2015 by SIL.

- b. SIL paid advance of Rs. 33.20 crores to SIL Rooftop Solar Power Pvt. Ltd. ("SIL Rooftop") during the period April 2019 to December 2020 for acquisition of 64 % stake of Sherisha Solar Pvt. Ltd (SSPL). Approval of Framework Agreement dated June 23, 2020 was taken from the Audit Committee in meeting held on June 23, 2020. From the minutes of the Audit Committee meeting of SIL dated June 23, 2020, it appears that the complete fact of giving advance to SIL Rooftop for acquisition of 64% stake of SSPL for was not disclosed to the Audit Committee. The same was disclosed as "Relevant Loans & Advances" and not separately highlighted to the Audit Committee. The complete fact has also not been disclosed to the shareholders in the EGM held on December 11, 2020 at the time of taking their approval for Framework Agreement dated June 23, 2020 and the same was only disclosed as "Relevant Loans & Advances".

An Investment of Rs. 18.67 crores for acquisition of 36% stake in SSPL was made by SIL in FY 2020-21. This was also not disclosed to the Shareholders in the EGM held on December 11, 2020. This violation has already been mentioned in the SEBI Confirmatory Order in the matter of SIL dated July 15, 2021.

The above has led to non-compliance of Regulation 4(1) (d), (e), (g), 4(2) (b) (i) 23(2), and 23(4) of SEBI (LODR) Regulations, 2015 by SIL.

- c. The Company by making erroneous segment wise disclosures for the Quarter ended March 2020 and September 2020 has failed to comply with the provisions of "IndAS 108 – Operating Segments" and in turn violated regulation 4(1) (a), (b), 34(3) read with Para A of Schedule V and 48 of SEBI LODR Regulations, 2015.
3. The non-compliances with SEBI LODR Regulations, 2015, as mentioned above, have been viewed seriously. SIL is hereby warned and advised to be careful in future while making disclosures and ensure strict compliance with





provisions of SEBI (LODR) Regulations, 2015 in letter and spirit, in the annual reports, shareholder approvals and in the matters placed before the audit committee and while making disclosures to shareholders.

4. Further, SIL is advised to place the above observations of SEBI before audit Committee and Board of Directors of SIL and take measures to:
 - a) Disclose transactions with DEPL as Related party transactions and to make all consequential disclosures.
 - b) Disclose Advance of Rs. 33.20 crores given to SIL Rooftop to Audit Committee and to make all consequential disclosures.
5. A period of three months from the date of receipt of this letter has been given for complying with the above advice and to intimate the status of compliance to SEBI and Stock Exchange, failing which SIL would be liable for enforcement action under SEBI Act, 1992, Securities Contracts (Regulation) Act, 1956 and Regulations made thereunder.

Yours faithfully,

M.A. Shinod



Copy to:

Shri Neeraj Kulshrestha,
Chief Regulatory Officer
Bombay Stock Exchange, Limited
Phiroze Jeejeebhoy Towers,
19th Floor,
Dalal St, Fort, Mumbai 400001