

October 18, 2021

To, BSE Limited,

The Corporate Relationship Department, P.J.Towers, Dalal Street, **Mumbai - 400 001.**

Dear Sir/Madam,

Sub: Intimation under Regulation 30 & 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the requirements of the regulation 30 & 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that at the meeting of the Board of Directors of the Company held on October 18, 2021, to consider and approve unaudited standalone and consolidated financial results for the quarter ended June 30, 2021.

The Board of Directors met today on October 18, 2021 and took up for consideration the business of approving the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended June 30, 2021 and approved the following:

- 1. Approved the Unaudited Standalone Financial Results of the Company for the Quarter Ended June 30, 2021.
- 2. Approved the Unaudited Consolidated Financial Results of the Company for the Quarter Ended June 30, 2021.

We hereby enclose the following:

- 1. A copy of the Unaudited Financial Results (Standalone and Consolidated) of the Company for the Quarter Ended June 30, 2021 along with the Segment Reporting for the quarter ended June 30, 2021. (Standalone and Consolidated).
- 2. Limited Review Report on Standalone and Consolidated Financial Results for the Quarter Ended June 30, 2021.
- 3. Statement of Impact of Audit Qualifications (Consolidation) and Declaration on (Standalone).

The Exchange are also informed that the Board Meeting commenced at 04:00 P.M. and concluded at 06:45 P.M.

We request the Exchange to take the same on record.

Thanking You

For SunEdison Infrastructure Limited

R.V.Suresh Babu

Company Secretary & Compliance Officer

#16/23, APN Building, 2nd floor, TTK Road 1st Cross Street, Alwarpet, Chennai 600 018. TN. India p: +91 44 4287 0378 e: contact@v/cauco

Independent Auditors' Report on Review of Interim Standalone Financial Results

To
The Board of Directors
SunEdison Infrastructure Limited

- 1. We have reviewed the unaudited standalone financial results of SunEdison Infrastructure Limited (the "Company") for the quarter ended June 30, 2021 which is included in the accompanying "Standalone Unaudited Financial results for the quarter ended June 30, 2021" ('the Statement') being submitted by the Company pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations, 2015), as amended, which has been initialled by us for identification purposes.
- 2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS) 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material aspects in accordance with applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies and has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Material Uncertainty Related to Going Concern

5. We draw your attention to Note 3 of the Statement which states that the Company has incurred losses during the quarter ended June 30, 2021 due to which the net worth has been fully eroded as at such date. We also draw your attention to Note 4 of the standalone financial results wherein a substantial portion of the Company's business is proposed to be restructured and transferred on a slump sale basis. The notes referred to in this paragraph in conjunction, give rise to a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. As more fully explained in such Note 3 of the standalone financial results it is considered appropriate by the management to prepare the financial statements on a going concern basis. Our concerns is not modified in respect of this matter.

V K A N & Associates

Chartered Accountants

- 6. We draw your attention to Note 4 of the Statement annexed to this report which more fully describes the transaction which the Company has entered into, vide a Framework agreement dated June 23, 2020, wherein the proposed restructuring is being undertaken to primarily separate the completed projects from the under-development projects and transfer such under-development projects along with the engineering, procurement and construction ("EPC") business and the Trademark "SunEdison" by way of a slump sale on a going concern basis to an entity which is incorporated along with the participation of certain identified external investors. Such note also fully explains events which unfolded by virtue of an interim order received from the Securities Exchange Board of India ('SEBI') and its consequent impact on such restructuring being undertaken by the Company. The management has submitted an application for Settlement before SEBI on August 3, 2021 to terminate such Framework agreement except to the extent of reliefs granted in the Confirmatory order received on July 15, 2021. The management is confident that no material adverse financial impact may arise on account of the SEBI order issued in February 2021.
- 7. We draw your attention to Note 6 of the Statement, which describes the management's assessment of the impact of the outbreak of Coronavirus (COVID-19) on the business operations of the Company. In view of the uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve. Our conclusion is not modified in respect of this matter

for V K A N & Associates Chartered Accountants

Firm Registration No. 014226S

Kaushik Venkatraman

Partner

Membership No. 222070

Place: Chennai

Date: October 18, 2021

UDIN: 21222070AAAAEW1325

CIN: L40100TN1994PLC028263 Registered and Corporate office: 11th Floor Bascon Futura, New No.10/12, Old No.56L

Venkatnarayana Road, T.Nagar, Chennai 600017, Tamii Nadu, India Statement of Standalone Financial Results for the quarter ended June 30, 2021

	Particulars	Quarter ended			Year ended
S.No.		30-Jun-21 31-Mar-2		1 30-Jun-20	31-Mar-21
		Unaudited	Audited (refer Note 7)	Unaudited	Audited
2	Revenue from Operations Other Income	1,860	971	417	6,5
	Total Income (1+2)	61	832	59	9.
	Total Income (1+2)	1,921	1,803	476	7,4
4	Expenses				
	Cost of materials consumed	1			
	Changes in inventories of finished goods, work in	1,722	1,145	429	5,4
b).	progress and stock in trade	40.		i	2
c).	Employee benefit expense	(8) 171	537	(71)	_
	Finance cost	38	244	386	1,4
e).	Depreciation and amortization expense	11	75	52	2
f).	Other, expenses	. 122	414	9	
	Total Expenses	2,057	2,456	941	1,0
		2,007	2,430	941	8,4
5	Profit/(Loss) before tax	(135)	(653)	(465)	(9:
61	Fax Expense				
a).	Current Tax	- 1			
bi.	Deferred Tax	- 1	-	- [
	Total tax expense				-
				-	
7 1	rofit/(Loss) after tax	(135)	(653)	(465)	107
		(135)	(653)	(465)	(97
8 (Other comprehensive income	(135)	(653)	(465)	(97
8 C	Other comprehensive income tems that will not be reclassified to profit or loss	(135)	(653)	(465)	
8 C	Other comprehensive income tems that will not be reclassified to profit or loss ax expense/(benefit) on above	(4)		(465)	
8 C 9 T 10 C	Other comprehensive income tens that will not be reclassified to profit or loss ax expense/(benefit) on above Other comprehensive income net of tax	(4) - (4)	(16) - (16)	(465)	(1
8 C 9 T 10 C	Other comprehensive income tems that will not be reclassified to profit or loss ax expense/(benefit) on above	(4)	(16)	(465)	(1
8 C 9 T 10 C	Other comprehensive income terns that will not be reclassified to profit or loss ax expense. (benefit) on above Other comprehensive income net of tax otal comprehensive income for the period	(4) - (4) (131)	(16) - (16) (637)	(465)	(1 (1 (95
8 C 9 T 10 C 11 T	Other comprehensive income tens that will not be reclassified to profit or loss ax expense/(benefit) on above Other comprehensive income net of tax	(4) - (4)	(16) - (16)	:	(1 (95
8 C 9 T 10 C 11 T 12 P	Other comprehensive income tems that will not be reclassified to profit or loss ax expense/(benefit) on above Other comprehensive income net of tax fotal comprehensive income for the period aid up equity share capital face value Rs. 10/- per share)	(4) - (4) (131)	(16) - (16) (637)	(465)	(1 (1 (95
8 C li 9 T 10 C 11 T 12 P (I	Other comprehensive income tems that will not be reclassified to profit or loss ax expense/benefit) on above Other comprehensive income net of tax otal comprehensive income for the period aid up equity share capital	(4) - (4) (131)	(16) - (16) (637)	(465)	(97 (1 (1 (95 44

Notes to Standalone Financial Results:-

- 1. The above results for the quarter ended June 30, 2021 were reviewed by the audit committee and approved by the Board of Directors at their respective meetings held on October 18, 2021 and subjected to a limited review by the Statutory Auditors of the Company.
- 2. The information presented above is extracted from the interim condensed financial statements which are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendments thereafter. The format of unaudited quarterly results as prescribed by Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July 2016, Ind AS and Schedule III to the Companies Act, 2013, which are applicable to companies that are required to comply with Ind AS.
- 3. The Company has incurred losses in the current quarter. Also refer. Note 4 below which fully describes that a substantial portion of the Company's business was proposed to be restructured and transferred on a slump sale basis. However based on the order received from Securities Exchange Board of India ('SEBI') the Company has submitted an application of Settlement before such regulator on August 3, 2021 to terminate such restructuring as proposed under the Framework agreement (referred to in Note 6) except to the extent of reliefs granted in the Confirmatory order received on July 15, 2021. All these factors considered together thereby raise a substantial doubt about the Company's ability to continue on a going concern basis for the foreseeable future. However, the Company has developed alternative business plans and is confident of continuing the business in a profitable manner based on the cash flow projections prepared by the management. Accordingly, these financial statements have been prepared on a going concern basis and do not include any adjustments to the recorded amounts of assets and liabilities that may be necessary if the entity is unable to continue as a going concern.

DW21

Sommer Street

CIN: L40100TN1994PLC028263

Registered and Corporate office: 11th Floor Bascon Futura, New No.10/12, Old No.56L Venkatnarayana Road, T.Nagar, Chennai 600017, Tamil Nadu, India Statement of Standalone Financial Results for the quarter ended June 30, 2021

4. The Company entered into a framework agreement dated June 23, 2020 with South Lake One LLC ("South Lake"), Fenice Investment Group LLC ("Fenice"), Pashupathy Shankar Gopalan, Anil Jain, SILRES Energy Solutions Private Limited, Pashupathy Capital Pte Limited, Sherisha Infrastructure Private Limited, Sherisha Technologies Private Limited and Avyan Pashupathy Capital Advisors Private Limited (referred to as the "Framework agreement"). The Framework agreement intends to restructure and transfer the under construction Commercial and Industrial customers, rural and residential businesses of the Company and its relevant subsidiaries to SunEdison Energy Solutions Private Limited, which is a joint venture between a company proposed to be set up in the United Kingdom by Pashupathy Capital Pte Limited, South Lake and Fenice.

The proposed restructuring is being undertaken to primarily separate the completed projects from the underdevelopment projects and transfer the under-development projects along with the engineering, procurement and construction ("EPC") business and the Trademark "SunEdison" by way of a slump sale on a going concern basis to SunEdison Energy Solutions Private Limited for a consideration of INR 45 crores. The businesses referred to in such agreement which are going to be transferred include (hereinafter referred to as 'the carve out business');

1) EPC business segment (Rural and C&I) and the Trademark which is an intangible asset of the Company

2) All equity shares held as investments in Ishaan Solar Power Private Limited, SILRES Energy Solutions Private Limited, Megamic Electronics Private Limited and Enercover Energy Recovery Solutions Private Limited. In light of the proposed transfer of the shares of the aforementioned entities, the Company has sold equity shares held in SEI Tejas Private Limited to Ishaan Solar Power Private Limited on December 15, 2020.

3) Sherisha Solar Private Limited which was held by SIL Rooftop Solar Power Private Limited (wholly owned subsidiary of the Company) has been converted into Sherisha Solar LLP on October 29, 2020. 36% of the partnership interest, constituting 99% of the economic interest, of such LLP has been transferred to the Company against INR 18.67 crores which was infused into the firm on December 15, 2020. Such interest in the firm is also proposed to be part of the transfer. The slump sale of the businesses above is proposed to be completed by way of a Business Transfer Agreement to be executed once the valuation of the businesses and subsidiaries being transferred is undertaken.

Apart from the above transaction, the Company also proposed to convert the loan outstanding, including interest accrued, to Sherisha Technologies Private Limited in the books of SIL Rooftop Solar Power Private Limited aggregating to INR 8 99 crores into equity shares of SIL Rooftop Solar Power Private Limited. Such conversion of loan into equity is also part of the Framework agreement. Necessary shareholder approvals have been sought and obtained for the proposed transfer and conversion of loan into equity shares in December 2020.

However, the Company received an interim order from Securities Exchange Board of India ('SEBI') on February 15, 2021 basis a complaint it received alleging sale of assets of the Company at an erroneous and reduced valuation Pursuant to such order

a) the Company has been restrained from disposing, selling or alienating its assets including the transactions agreed upon under the Framework agreement referred above

b) The stock exchange (BSE) is directed to appoint a forensic auditor to examine the books of accounts of the Company for the period April 01, 2019 to December 31, 2020.

Even though the shareholders have accorded their approval on the proposed transactions as per the Framework agreement, the order received from SEBI is construed as an adverse event under such Framework agreement thereby giving rise to a material uncertainty surrounding the completion of the transaction. The management has made representations to the SEBI against the order raised by SEBI and a forensic audit has also commenced post the issuance of the Order. Subsequent to the Balance sheet date, the Company received another order dated July 15, 2021 from SEBI wherein specific relief was accorded to Fenice and South Lake for conversion of the CCPS into equity shares along with a few other stipulated rights in one of the subsidiaries of the Company, namely SILRES Energy Solutions Private Limited. The said order also specifies that the status quo should remain the same pending conclusion of the ongoing investigation in relation to the remaining aspects of the Framework agreement as per its original order issued in February 2021. Moreover, the management has submitted an application for Settlement before SEBI on August 3, 2021 proposing the following settlement terms:

a) Termination of such Framework agreement except to the extent of reliefs granted in the Confirmatory order received on July 15, 2021. The parties will enter into appropriate agreeements for repayment and securing of the loans provided SILRES Energy Solutions Private Limited to the Company and its subsidiaries.

b) The slump sale of the identified business would be cancelled along with the conversion of loan of INR 8 98 crores granted by Sherisha Technologies Private Limited to SIL Rooftop Solar Power Private Limited

c) A proposed settlement sum of INR 5 lakhs in line with the SEBI settlement regulations

Considering the context as explained above, the management is confident that no material adverse financial impact may arise on account of the SEBI order issued in February 2021.

dis, 20 Juin

SunEdison Infrastructure Limited CIN: L40100TN1994PLC028263

Registered and Corporate office: 11th Floor Bascon Fatura, New No.10/12, Old No.561.
Venkatnarayana Road, T.Nagar, Chennai 600017, Tamil Nadu, India
Statement of Standalone Financial Results for the quarter ended June 30, 2021

- 5. During the Board meeting held, subsequent to June 30, 2021, on August 16, 2021 in one of the subsidiaries namely SILRES Energy Solutions Private Limited, based on the relief granted by SEBI vide its order dated July 15, 2021, the investors have exercised the option to convert their investment in Compulsorily Convertible Preference Shares into equity shares which results in a loss of control with regards to investment made by the Company
- 6. The outbreak of Coronavirus (COVID -19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company has faced certain disruptions in its operations on account of the pandemic and accordingly evaluated impact of this pandemic on its business, assessed the Company's liquidity position for the next one year and evaluated the recoverability and carrying value of its assets as at June 30, 2021. Based on its review, consideration of internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions relevant to the Company's operations, management has concluded that there are no adjustments required to the Company's financial statements. However, the estimated impact of COVID 19 might vary from the date of approval of these financial statements and the Company will continue to monitor any material changes to future economic conditions.
- 7. The figures for quarter ended March 31, 2021 are the balancing figures between the audited figures for the full financial year ended March 31, 2021 and the published year to date figures up to third quarter ended December 31,
- 8. Figures for the comparative periods have been regrouped wherever necessary in conformity with the present

For SunEdison Infrastructure Limited

Edlso,

Kalpesh Kumar Managing Directo

DIN:07966090

Date: 18 October 2021

Chennai

Standalone segment wise Revenue, Results and Liabilities

				Amou	int in INR lakhs
		Standalone			
			Quarter Ended		Year Ended
		30-Jun-21	31-Mar-21	30-Jun-20	31-Mar-21
S N	Particulars	Unaudited	Audited (refer Note 7 of the results)	Unaudited	Audited
"	Segment revenue 1. Rural 2. Commerical and Industrial Total revenue from operations	39 1,821	80 891	167 250	2,457 4,054
1	rotal revenue from operations	1,860	971	417	6,511
ii)	Segment results 1. Rural 2. Commerical and Industrial Less: Unallocable expenditure net of unallocable income	33 113 - 281	10 - 327 - 336 -	32 27 524	743 19 1.738
	Profit/(Loss) before tax Less: Income Tax Profit/(Loss) after tax Depreciation	- 135 - 135 11	- 653 - 653	465 - - 465 - 9	976 - 976 39
iii)	Segement assets 1. Rural 2. Commerical and Industrial Add: Unallocable assets Total assets	1,295 1,951 7,203	2,105 1,982 6,875	2,457 448 5,022 7,927	2.105 1,982 6,875
	Segment liabilities 1. Rural 2. Commerical and Industrial Add: Unallocable liabilities	1,280 8,466 2,676	1,195 6,251 5,519	1.316 5.058 2.901	1,195 6,251 5,519
	Total liabilities	12,421	12,965	9.275	12.065

Notes

1. The Company has reported segment information as per "Ind AS 108 Operating Segments" read with SEBI circular dated 5th July 2016. The identification of operating segments is consistent with performance assessment and resource allocation by the management.

2. Segment composition: Rural segment comprises of supply, installation, commissioning and maitenance of solar water pumps and home systems. Commercial and Industrial comprises of supply, installation, commissioning and maintenance of ground mount solar power plants and rooftop.



DM21

Confedison and a series



October 18, 2021

To,

BSE Limited,

The Corporate Relationship Department,

1st Floor, New Trading Wing, Rotunda Building,
P.J. Towers, Dalal Street,

Mumbai - 400 001.

Dear Sir/Madam,

Sub: Declaration Under Regulation 33 (3) (d) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 33 (3) (d) of SEBI (LODR) Regulations, 2015 as amended, I Dinesh Kumar Agarwal, Chief financial Officer of the Company hereby declare that M/s. V K A N & Associates, Chartered Accountants, Chennai, Statutory Auditors of the Company has issued an Audit Report with Unmodified Opinion on the Unaudited Financial Results of the Company (Standalone) for the quarter ended June 30, 2021.

Please take note of the same.

Thanking you

For SunEdison Infrastructure Limited

Dinesh Kumar Agarwal

Chief Financial Officer

Chartered Accountants

p: +91 44 4287 0378 e: contact@ykan.co

Independent Auditor's Report on Review of Interim Consolidated Financial Results

To
The Board of Directors of
SunEdison Infrastructure Limited.

- 1. We have reviewed the unaudited consolidated financial results of SunEdison Infrastructure Limited (the "Parent Company") and its subsidiaries (the Parent Company and its subsidiaries hereinafter referred to as the "Group") for the Quarter ended June 30, 2021 which are included in the accompanying "Consolidated Unaudited Financial results for the quarter ended June 30, 2021" (the "Statement"). The statement is being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, (the "Listing Regulations, 2015"), as amended which has been initialled by us for identification purposes.
- 2. This Statement, which is the responsibility of the Parent Company's Management and approved by their Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

- 4. The statement includes the results of the following entities which are subsidiaries:
 - a) Ishaan Solar Power Private Limited along with its subsidiary
 - b) SEI Solartech Private Limited
 - c) SILRES Energy Solutions Private Limited
 - d) Enrecover Energy Recovery Solution Private Limited
 - e) Megamic Electronics Private Limited
 - f) SIL Rooftop Solar Power Private Limited along with its subsidiaries
 - g) Sherisha Solar LLP along with its subsidiaries



VKAN & Associates

Chartered Accountants

5. Basis for qualified opinion

Our report on the Statement for the quarter ended June 30, 2021 is qualified in respect of the matters, stated below, in relation to two subsidiaries:

Further to Note 6 of the Statement, liabilities aggregating to Rs. 1,065.59 lakhs outstanding under borrowings, trade payables and other current liabilities are currently being reconciled by the Company. Since this exercise is not complete, we do not have adequate evidence to corroborate the management's assessment of such obligations. Hence, we are unable to determine whether any adjustment might be necessary to such amounts and the corresponding impact on results as disclosed in the Statement.

6. Based on our review conducted and procedures performed as stated in paragraph 3 above, except for the possible effect arising out of the matters specified in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material aspects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. Material uncertainty regarding Going concern

- We draw your attention to Note 3 of the Statement which states that the Group has incurred losses during the quarter ended 30th June 2021 due to which the net worth has been fully eroded as at such date. We also draw your attention to Note 7 of the consolidated financial results wherein a substantial portion of the Company's business is proposed to be restructured and transferred on a slump sale basis. The notes referred to in this paragraph in conjunction, give rise to a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. As more fully explained in such Note 3 of the consolidated financial results it is considered appropriate by the management to prepare the financial statements on a going concern basis. Our conclusion is not modified in respect of this matter.
- We draw your attention to Note 4 of the Statement which details that the net worth of a subsidiary (SEI Tejas Private Limited) has been fully eroded as at 30th June, 2021 and such subsidiary has also incurred a loss during the quarter ended on such date thereby raising substantial doubt about the subsidiary's ability to continue in operation for the foreseeable future. However, the standalone Ind AS financial statements of such subsidiary has been prepared on a going concern basis as some of the related parties of such subsidiary have been according financial support in the form of short term borrowings to enable it to meet its working capital related obligations and the management of such subsidiary is confident that such support will continue until such time it is able to meet such obligations on its own. Our conclusion is not modified in respect of this matter.
- 8. We draw your attention to Note 7 of the Statement which more fully describes the transaction which the Company has entered into, vide a Framework agreement dated June 23, 2020, wherein the proposed restructuring is being undertaken to primarily separate the completed projects from the under-development projects and transfer such under-development projects along with the engineering, procurement and construction ("EPC") business and the Trademark "SunEdison" by way of a slump sale on a going concern basis to an entity which is incorporated along with the participation of certain identified external investors. Such note also fully explains events which unfolded by virtue of an interim order received from the Securities Exchange Board of India (SEBI') and its consequent impact on such restructuring being undertaken by the Company. The management has submitted an application for Settlement before SEBI on August 3, 2021 proposing

V K A N & Associates

Chartered Accountants

terms of settlement as detailed in such note. One of the primary settlement terms proposed is to terminate such Framework agreement except to the extent of reliefs granted in the Confirmatory order received on July 15, 2021 from SEBI. The management is confident that no material adverse financial impact may arise on account of the SEBI order issued in February 2021. Our opinion is not modified in respect of this matter.

- 9. We draw your attention to Note 9 of the Statement, wherein management has assessed that there is no material impact in the financial statements due to lockdown and related restrictions imposed towards COVID-19 pandemic. Management continues to monitor all material changes to the Company's internal and external environment due to the Covid-19 pandemic. Our opinion is not modified in respect of this matter
- 10. We draw attention to Note 5 of the Statement where a subsidiary had transactions in foreign currency with parties outside India relating to various contracts. As at the balance sheet date, there are balances which are receivable/payable from such parties outstanding beyond the period permitted under RBI/FEMA regulations. Moreover, relevant annual filings and returns required to be filed under RBI/FEMA regulation with respect to foreign currency transactions/balances have not yet been carried out by such subsidiary. The subsidiary is in the process of initiating necessary actions to comply with the relevant requirements under RBI/FEMA regulations. Our conclusion is not modified in respect of this matter.
- 11. We did not review the interim financial information of 3 subsidiaries included in the statement, whose financial information reflects total revenues of INR 739.89 Lakhs, total comprehensive income (comprising profit and other comprehensive income) of Rs. (184.07) lakhs for the quarter ended 30th June 2021, as considered in the Statement. These interim financial information have been reviewed by other auditors in accordance with SRE 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity / SRE 2400, Engagements to Review Historical Financial Statements, as applicable and their reports vide which they have issued an unmodified conclusion, have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above. Our conclusion is not modified in respect of this matter.

For V K A N & Associates

Chartered Accountants
Firm Registration No. 014226S

Kaushik Venkatraman

Partner

Membership No. 222070

Place: Chennai

Date: October 18, 2021

UDIN: 21222070AAAAEX6264

SunEdison Infrastructure Limited CIN: L40100TN1994PLC028263

Registered and Corporate office: 11th Floor Bascon Futura, New No.10/12, Old No.56L Venkatnarayana Road, T.Nagar, Chennai 600017, Tamii Nadu, India Statement of Consolidated Financial Results for the quarter ended June 30, 2021

Amount in INR lakhs Quarter ended Year ended 30-Jun-21 31-Mar-21 Particulars Audited Unaudited (refer Note 10) Unaudited Audited venue from operations 1,478 1,06 Other income 1.151 1,109 8,436 125 289 2.882 Changes in inventories of finished goods and stock in trade (26 624 755 737 (71) 479 276 3,307 Employee benefits expens 717 375 231 1.399 mpairment of goodwill (also refer Note 4 below) 1.081 Depreciation and amortization expense 400 1.487 556 Total Expenses 4,807 1.675 rolit/(Loss) before tax (1,138) (2.389 (566 (4,159 Tax Expens Current Tax 28 73 324 3 35 Deferred Tax (1.831) Profit/(Loss) after tax (1,239 (648) (604) (2.675 Other comprehensive income Items that will not be reclassified to profit or loss 19 18 Total Comprehensive Income for the year (630) (604) (2,657 10 Profit / (Loss) attributable to Dwners of the company (845 (598 (2.766 Non-controlling interests (184 197 Total Comprehensive Income attributable to Owners of the company Con-controlling interests (1,051) (827 (598 (2.748 (184) Paid up equity share capital 449 449 449 449 (Face value Rs 10/- per share) Earnings per equity share (not annualized)

Notes to Constidated Financial Results:-

Basic earnings per share

arnings per equity share (of Rs 10 each)

1. The above results for the quarter ended June 30, 2021 were reviewed by the audit committee and approved by the Board of Directors at their respective meetings held on October 18, 2021 and subjected to a limited review by the Statutory Auditors of the

(27

0.4

- 2. The information presented above is extracted from the interim condensed financial statements which are prepared in accordance 2. The information presented above is extracted from the interrin condensed mancial statements which are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendments thereafter. The format of unaudited quarterly results as prescribed by Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by SEBI Circular No. CIRC/CFD/FAC/62/2016 dated 5th July 2016, Ind AS and Schedule III to the Companies Act,2013, which are applicable to companies that are required to comply with Ind AS
- 3 The Group has incurred losses in the current quarter. Also refer Note 7 below which fully describes that a substantial portion of the Company's business is proposed to be restructured and transferred on a slump sale basis. However based on the order received from Securities Exchange Board of India ('SEBI') the Company has submitted an application of Settlement before such regulator on August 3, 2021 to terminate such restructuring as proposed under the Framework agreement (referred to in Note 7) except to the extent of reliefs granted in the Confirmatory order received on July 15, 2021. All these factors considered together thereby raise a substantial doubt about the Company's ability to continue on a going concern basis for the foresceable future. However, the Group has developed alternative business plans and is confident of continuing the business in a profitable manner based on the cash flow projections prepared by the management. Accordingly, these financial statements have been prepared on a going concern basis and do not include any adjustments to the recorded amounts of assets and liabilities that may be necessary if the entity is unable to continue as a going concern





mEdison Infrastructure Limited CIN: L40100TN1994PLC028263

Registered and Corporate office: 11th Floor Bascon Futura, New No.10/12, Old No.56L Venkatnarayana Road, T.Nagar, Chennai 600017, Tamil Nadu, India Statement of Consolidated Financial Results for the quarter ended June 30, 2021

- 4. The net worth of a subsidiary (SEI Tejas Private Limited) has been fully eroded as at June 30, 2021 and such subsidiary has also incurred a loss during year ended on such date thereby raising substantial doubt about the subsidiary's ability to continue in operation for the foreseeable future. However, the standalone Ind AS financial statements of such subsidiary has been prepared on a going for the foresceable future. However, the standalone and A5 financial statements of such substituty has been prepared on a going concern basis as some of the related parties within the group structure are willing to give financial support in the form of short term borrowings to enable it to meet its working capital related obligations and the management of such subsidiary is confident that such support will continue until such time it is able to meet such obligations on its own. However due to such subsidiary's performance and consequent net worth erosion the Group has accounted for an impairment loss of INR 1.081 lakhs during the previous quarter ended March 31, 2021
- 5. With respect to a subsidiary, there are balances receivable / payable from parties outstanding beyond the period permitted under the RBI/ FEMA regulations as at Jun 30, 2021. Moreover, annual returns and filings required to be filed under RBI/ FEMA regulations with respect to foreign currency transactions/ balances have not yet been carried out by such Company. The management of such Company is in the process of initiating necessary actions to comply with the relevant requirements under RBI/ FEMA Regulations. Accordingly, the impact of the same is currently not determinable and quantifiable
- 6. With respect to two subsidiaries, certain liabilities aggregating to Rs. 1,065.59 lakhs are lying outstanding under borrowings, trade payables and other current liabilities for a long period of time as at June 30, 2021. The management is in advanced stages of reconcilitation / evaluation and does not foresee any material impact arising out of such evaluation. The interim review report of the group is qualified to the extent of this matter pertaining to the subsidiaries.
- 7. The Company entered into a framework agreement dated June 23, 2020 with South Lake One LLC ("South Lake"), Fenice Investment Group LLC ("Fenice"), Pashupathy Shankar Gopalan, Anil Jain, SILRES Energy Solutions Private Limited, Pashupathy Investment Group LLC Cremice J. Pasnupatny Snankar Gopatan, Ann Jain, Sillikis Energy Sommons Private Limited, Pasnupatny Capital Pte Limited, Sherisha Infrastructure Private Limited, Sherisha Technologies Private Limited and Avyan Pashupathy Capital Advisors Private Limited (referred to as the "Framework agreement"). The Framework agreement intends to restructure and transfer the under construction Commercial and Industrial customers, rural and residential businesses of the Company and its relevant subsidiaries to SunEdison Energy Solutions Private Limited, which is a joint venture between a company proposed to be set up in the United Kingdom by Pashupathy Capital Pte Limited, South Lake and Fenice.
- Chied Kingdon by rashingating capital reclaimed, South Lake and refine.

 The proposed restructuring is being undertaken to primarily separate the completed projects from the under-development projects and transfer the under-development projects along with the engineering, procurement and construction ("EPC") business and the Trademark "SunEdison" by way of a slump sale on a going concern basis to SunEdison Energy Solutions Private Limited for a consideration of INR 45 crores. The businesses referred to in such agreement which are going to be transferred include (hereinafter referred to as 'the carve out business');
- 1) EPC business segment (Rural and C&I) and the Trademark which is an intangible asset of the Company
- 2) All equity shares held as investments in Ishaan Solar Power Private Limited. SILRES Energy Solutions Private Limited and Enercover Energy Recovery Solutions Private Limited. In light of the proposed transfer of the shares of the aforementioned entities, the Company has sold equity shares held in SEI Tejas Private Limited to Ishaan Solar Power Private
- 3) Sherisha Solar Private Limited which was held by SIL Rooftop Solar Power Private Limited (wholly owned subsidiary of the Company) has been converted into Sherisha Solar LLP on October 29, 2020 36% of the partnership interest, constituting 99% of the economic interest, of such LLP has been transferred to the Company against INR 18.67 crores which was infused into the firm on December 15, 2020. Such interest in the firm is also proposed to be part of the transfer. The slump sale of the businesses above is proposed to be completed by way of a Business Transfer Agreement to be executed once the valuation of the businesses and ubsidiaries being transferred is undertaken.

Apart from the above transaction, the Company also proposed to convert the loan outstanding, including interest accrued, to Sherisha Technologies Private Limited in the books of SIL Rooftop Solar Power Private Limited aggregating to INR 8.99 crores into equity shares of SIL Rooftop Solar Power Private Limited. Such conversion of loan into equity is also part of the Framework agreement. Necessary shareholder approvals have been sought and obtained for the proposed transfer and conversion of loan into equity shares in

However, the Company received an interim order from Securities Exchange Board of India ("SEBI") on February 15, 2021 basis a complaint it received alleging sale of assets of the Company at an erroneous and reduced valuation. Pursuant to such order a) the Company has been restrained from disposing, selling or alienating its assets including the transactions agreed upon under the Framework agreement referred above

b) The stock exchange (BSE) is directed to appoint a forensic auditor to examine the books of accounts of the Company for the period

April 01 2019 to December 31, 2020 Even though the shareholders have accorded their approval on the proposed transactions as per the Framework agreement, the order received from SEBI is construed as an adverse event under such Framework agreement thereby giving rise to a material uncertainty surrounding the completion of the transaction. The management has made representations to the SEBI against the order raised by SEBI and a forensic audit has also commenced post the issuance of the Order. Subsequent to the Balance sheet date, the Company received another order dated July 15, 2021 from SEBI wherein specific relief was accorded to Fenice and South Lake for conversion of the CCPS into equity shares along with a few other stipulated rights in one of the subsidiaries of the Company, namely SILRES Energy Solutions Private Limited. The said order also specifies that the status quo should remain the same pending conclusion of the ongoing investigation in relation to the remaining aspects of the Framework agreement as per its original order issued in February 2021. Moreover, the management has submitted an application for Settlement before SEBI on August 3, 2021 proposing the

a) Termination of such Framework agreement except to the extent of reliefs granted in the Confirmatory order received on July 15, 2021. The parties will enter into appropriate agreeements for repayment and securing of the loans provided SILRES Energy Solutions Private Limited to the Company and its subsidiaries.

b) The slump sale of the identified business would be cancelled along with the conversion of loan of INR 8.98 crores granted by

Sherisha Technologies Private Limited to SIL Rooftop Solar Power Private Limited.
c) A proposed settlement sum of INR 5 lakhs in line with the SEBI settlement regulations.

neidering the context as explained above, the management is confident that no material adverse financial impact may arise on Opin of the SEBI order issued in February 2021.

4uin

SunEdisson Infrastructure Limited
CIN: 1.40100TN1994PLC028263
Registered and Corporate office: 11th Floor Bascon Futura, New No.10/12, Old No.56L
Venkatnarayana Road, T.Nagar, Chennai 600017, Tamii Nadu, India
Statement of Consolidated Financial Results for the quarter ended June 30, 2021

- 8. During the Board meeting held, subsequent to June 30, 2021, on August 16, 2021 in one of the subsidiaries namely SILRES Energy Solutions Private Limited, based on the relief granted by SEBI vide its order dated July 15, 2021, the investors have exercised the option to convert their investment in Compulsority Convertible Preference Shares into equity shares which results in a loss of control with regards to investment made by the Company.
- 9. The outbreak of Coronavirus (COVID -19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Group has faced certain disruptions in its operations on account of the pandemic and accordingly evaluated impact of this pandemic on its business, assessed the Company's liquidity position for the next one year and evaluated the recoverability and carrying value of its assets as at June 30, 2021. Based on its review, consideration of internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions relevant to the Company's operations, management has concluded that there are no adjustments required to the Company's financial statements. However, the estimated impact of COVID 19 might vary from the date of approval of these financial statements and the Company will continue to monitor any material changes to future economic conditions.
- 10. The figures for quarter ended March 31, 2021 are the balancing figures between the audited figures for the full financial year ended March 31, 2021 and the published year to date figures up to third quarter ended December 31, 2020.
- 11. Figures for the comparative periods have been regrouped wherever necessary in conformity with the present classification.

For SunEdison tufrastructure Limited

Kalpesh Kumai

Managing Director DIN:07966090

Edison rimite.

Date: 18 October 2021

Consolidated segment wise Revenue, Results, Assets and Liabilities

Amount in INR lakhs Consolidated Quarter Ended Year Ended 30-Jun-21 31-Mar-21 30-Jun-20 31-Mar-21 Audited Particulars Unaudited Unaudited Audited refer Note 10) Segment revenue 1. Rural 241 667 3.591 Commerical and Industrial 755 388 819 3,140 Others 59 445 459 Total revenue from operations 1,055 1,500 1.039 7,190 ii) Segment results 1. Rural 96 (146)41 2. Commerical and Industrial 615 120 (97) 142 90 Less: Unallocable expenditure net of unallocable income (1,354)(2,146) (749) (4,865) Profit/(Loss) before tax (1,138)(2,389)(566) Less: Income tax (Expense) / Benefit (4,159) (101)1,423 (38) 1,485 Net Loss (1,239)(966) (604)(2,675) Depreciation 400 313 367 1,487 iii) Segment assets 1. Rural 3,433 3 952 3,937 3,952 2. Commerical and Industrial 23,098 21,686 17,677 21,686 Add: Unallocable assets 13,765 13,338 15,333 13,338 Total assets 40,295 38,975 36,947 38,975 Segment liabilities 1. Rural 2.589 2 4 9 9 3,513 2.499 2. Commerical and Industrial 3.746 3,792 4.242 3,792 Add: Unallocable liabilities 17,043 14,838 16,714 14.838 Total liabilities 23,377 21.129 24,469 21,129

Notes:

- 1. The Company has reported segment information as per "Ind AS 108 Operating Segments" read with SEBI circular dated 5th July 2016. The identification of operating segments is consistent with performance assessment and resource allocation by the management.
- Segment composition: Rural segment comprises of supply, installation, commissioning and maitenance of solar water pumps and home systems. Commercial and Industrial comprises of supply, installation, commissioning and maintenance of ground mount solar power plants and rooftop and sale of electricity.

ANNEXURE III

Statement on Impact of Audit Qualifications on Consolidated Financial Results submitted along with Unaudited Financial Results (Standalone and Consolidated)

	S.No.	See Regulation 33 of the SEBI (LOD) Particulars	Unaudited Figures (as reported before adjusting for qualifications) Rs. In Lakhs	Adjusted Figures (Unaudited figures after adjusting for qualifications)
L	1	Turnover / Total income	1,151	
L	2	Total Expenditure		
	3	Net Profit/(Loss)	2,289	
	4	Earnings Per Share	(1,239)	
Γ	5	Total Assets	(27)	Impact of Qualifications
Г	6	Total Liabilities	40,295	cannot be assessed as of
-	7	Net Worth	23,377	now.
	8	Any other financial item(s) (as felt appropriate by the management)	16,918 None	

Audit Qualification (each audit qualification separately)					
	Details of Audit Qualification:				
	In relation to two subsidiaries, Liabilities aggregating to Rs. 1,065.59 lakhs outstanding under borrowings, trade payables and other current liabilities do not have sufficient appropriate audit evidence to corroborate the management's assessment of such obligations. Hence, we are unable to determine whether any adjustment might be necessary to such amounts and the corresponding impact on results and net worth as disclosed in the consolidated financial results.				
ł	Type of Audit Qualification:				
	Qualified opinion				
C	Frequency of qualification: Whether appeared first time/repetitive/since how long continuing				
	Repetitive. It Continues from the Financial Year 2018-19.				
d	For Audit Qualification(s) where the impact is quantified by the auditor				
	management's Views:				
<u>_</u>	The impact is not quantified				
е	Quantication(s) where the impact is not quantified by the auditor				
	management's views:				
L	a) Management's estimation on the impact of audit qualification				
L	At Present the Management is unable to estimate the impact of Audit Qualification				
	b) If Management is unable to estimate the impact, reasons for the same:				
	The Management is currently carrying out necessary reconciliations of such lightlifted with				
	the corresponding underlying document/contracts and other relevant information. Suitable				
	adjustments arising out of such reconciliation, if any, will be incorporated once such exercise				
-	is complete.				
f	Auditors Comments on (i) or (ii) above				
Ļ	Auditors' comments are self-explanatory in the audit report.				

	SynEdison
Signatories	
Managing Director Managing Director	421 Janua 18
Chief Financial Officer	* () () () () () () () () () (
Audit Committee Chairman	
Place Statutory Auditor	Channal S
Data	Terror Account
October 18, 2	2021



October 18, 2021

To,
BSE Limited,
The Corporate Relationship Department,
P.J.Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Sub: Comments of the Board of Directors on the Email Dated September 14, 2021 from BSE Limited- Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020

BSE Ltd. advised the Company to note the following and to intimate the comments of the Board on the same:

- The fine of Rs. 1,71,100/- (Rupees One Lakh Seventy-One Thousand One Hundred Only) including GST along with the financial results (as per Regulation 33).
- The Company is required to ensure compliance with above regulation and ensure to pay the aforesaid fines including GST within 15 days from the date of this letter/email, failing which Exchange shall, pursuant to the provisions of the aforesaid circular, initiate action related to freezing of the entire shareholding of the promoter in this entity as well as all other securities held in the demat account of the promoter. The Company is advised to bring the provisions of this Circular to the notice of promoter of the company.
- Further in the event of this being the second consecutive quarter of non-compliance for the Regulation 33, would result in the company being transferred to Z group and liable for suspension of trading of its equity shares.
- The company is also advised to ensure that the subject matter of non-compliance which has been identified and indicated by the Exchange and any subsequent action taken by the Exchange in this regard shall be placed before the Board of Directors of the company in its next meeting. Comments made by the board shall be duly informed to the Exchange for dissemination.

Board of Directors Comments on the above:

- 1. SEBI passed an interim order no. WTM/SKM/CFID/4/2020-21 dated: February 15, 2021 under Section 19 read with Sections 11(1), 11(4) of the Securities and Exchange Board of India Act, 1992. The Order inter alia, includes that BSE Ltd. shall appoint a forensic auditor and conduct an audit for the period from April 1, 2019 to December 31, 2020 ("Audit Period").
- 2. 'BDO India LLP' ("hereinafter referred to as "Auditor") was appointed as the Forensic Auditor by BSE on the directions of SEBI to examine the books of accounts of the Company for the Audit Period.
- 3. In order to facilitate and to provide the Company records as requested by the forensic auditors relating to the Audit Period, the Company officials were occupied till end of May 2021 because of which regular accounts and secretarial activities of the Company were impacted.



- 4. In addition to the above, because of strong second wave of Covid-19 during the month of April to June 2021, the Company had again strictly adhered to the Covid -19 guidelines issued by the Central and State Governments and has implemented work from home policy across the organization, in order to protect the health of the employees and their families from Covid-19 and resumed office only with minimum no. of. employees as and when the State Government had granted the permission to the companies to operate.
- 5. Due to the SEBI Interim Order, Forensic Audit, Confirmatory Order and Covid-19 Second Wave, the Company had faced lot of administrative and other challenges because of which the Company could not file its financial results for the quarter and year ended March 31, 2021 and for the quarter ended June 30, 2021 within the timeline as prescribed under Regulation 33 of SEBI (LODR) Regulations, 2015.
- 6. In lieu of the unprecedented challenges faced by the Company in the recent past, the Company also requests your office to waive-off the fine of Rs. 1,71,100/- (Rupees One Lakh Seventy-One Thousand and One Hundred Only) (inclusive of GST) imposed on the Company for the aforementioned non-compliance.

You are requested to kindly take the same on record and let us know in case you need any further information.

 $(asir_{U}$

Thanking You

For SunEdison Infrastructure Limited

Kalpesh Kumar Managing Director

DIN: 07966090