

Date: 15/04/ 2019

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai – 400 001

Subject: Corporate Governance Report for the Quarter ended 31st March, 2019

Ref.:-Scrip Code - 531260 (SunEdison Infrastructure Limited)

Dear Sir / Madam,

This is with reference to the captioned subject please find enclosed herewith Certificate in respect of non-applicability of Corporate Governance Report pursuant to Regulation 15(2) of Listing Regulations for quarter ended 31st March, 2019 for SunEdison Infrastructure Limited.

You are requested to take on record and oblige

Thanking you,

Yours faithfully,

For SunEdison Infrastructure Limited



Deivanayagam Sadasivam
Company Secretary



Date:15/04/2019

To

The Manager

Department of Corporate Services

BSE Ltd.

Dalal Street, Fort

Mumbai – 400 001

Subject: Certificate for Non-Applicability of Corporate Governance Report for 31st March, 2019**Script Code: 531260 (SunEdison Infrastructure Limited)**

Dear Sir / Madam,

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate Governance provisions specified in Regulations 17,18,19,20, 21, 22,23,24,25,26,27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply to the following class of Companies:

- a. The Listed companies having paid up equity share capital not exceeding Rs. 10 Cr. and Net worth not exceeding Rs. 25 Cr., as on the last day of the previous Financial Year;
- b. Companies whose equity share capital is listed exclusively on the SME Exchange.

We hereby certify that, the paid up Equity Share Capital of **SunEdison Infrastructure Limited** is Rs. **4,48,99,000/-** and Net Worth is Rs.**4,53,11,812/-** as on **31st December 2018** (Since the Company accounts for the year ended 31st March, 2019 is under audit, so the company is not in a position to provide the net worth as on 31st March, 2019).

As the Company falls in the ambit of aforesaid exemption (a); hence compliance with the Corporate Governance provisions specified in aforesaid Regulations shall not be applicable to the Company.

Thanking you,

Yours faithfully,

For **SunEdison Infrastructure Limited**Deivanayagam Sadasivam
Company Secretary