



### Report of Scrutinizer

To,  
The Board of Directors  
Virescent Infrastructure Investment Manager Private Limited  
(acting in its capacity as the Investment Manager of Virescent Renewable Energy Trust)

First Extraordinary General Meeting of the Unitholders of Virescent Renewable Energy Trust held on Tuesday, June 06, 2023, at 05.00 p.m. through Video Conferencing.

**Sub : Passing of Resolutions at the First Extraordinary General Meeting ("EGM") of the Unit holders of Virescent Renewable Energy Trust (the "Trust") held on Tuesday, June 06, 2023, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), which commenced at 05.00 p.m. and concluded at 05:15 p.m.**

Dear Sir,

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practicing Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), have been appointed as the Scrutinizer by Virescent Infrastructure Investment Manager Private Limited (acting in its capacity as the Investment Manager of Virescent Renewable Energy Trust) to scrutinize the entire voting process i.e., remote e-voting and e-voting at the EGM of the Trust, in a fair and transparent manner.

#### Scrutinizer's Responsibility

My responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the Unitholders in respect of resolutions contained in the Notice of EGM. My report is based on verification of the votes received through remote e-voting till 05:00 p.m. IST on Monday, June 05, 2023 and the e-voting conducted at the EGM.

I submit my report as under:

- (1) Virescent Infrastructure Investment Manager Private Limited (acting in its capacity as the Investment Manager of Virescent Renewable Energy Trust) had appointed National Securities Depository Limited ("NSDL") as the service provider, for the purpose of extending the facility of remote e-voting to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of EGM from 09:00 a.m. IST on Thursday, June 01, 2023 till 05:00 p.m. IST on Monday, June 05, 2023.
- (2) NSDL had set up electronic voting facility on their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to facilitate the Unitholders to cast their vote electronically.
- (3) The facility for e-voting was also made available to the Unitholders present at the EGM who had not casted their vote earlier.

- (4) Unitholders holding units as on Tuesday, May 30, 2023 were entitled to cast their vote.
- (5) At the end of the remote e-voting period at 05:00 p.m. IST on Monday, June 05, 2023, the voting portal of NSDL was blocked forthwith.
- (6) 13 (Thirteen) Unitholders had availed the facility of remote e-voting provided by NSDL, and 1 (One) Unitholder had availed the facility through e-voting at the EGM.
- (7) After conclusion of the EGM, the votes received till 05:00 p.m. IST on Monday, June 05, 2023 through remote e-voting facility were duly unblocked by me.
- (8) The votes received through remote e-voting facility and through e-voting at the EGM were reconciled with the details of Unitholders as per the Beneficiary Position as on the cut-off date i.e., Tuesday, May 30, 2023, obtained from the Registrar and Transfer Agents of the Trust.
- (9) I now submit my consolidated report of remote e-voting and e-voting at the EGM as under on the resolutions mentioned in the notice of EGM of the Trust: ***(Annexure 'A')***

Annexure – A

Special Businesses:

**ITEM NO 1: UNITHOLDERS' APPROVAL FOR SALE OF UNITS OF THE TRUST AND EQUITY SHARES OF VIRESCENT INFRASTRUCTURE INVESTMENT MANAGER PRIVATE LIMITED ("INVESTMENT MANAGER) AND INDIRECTLY VIRESCENT RENEWABLE ENERGY PROJECT MANAGER PRIVATE LIMITED**

Resolution by way of special majority of Unitholders (*i.e., where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution*) in terms of InvIT Documents and Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder.

Category	Mode of Voting	Invalid Votes	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager(s) and their associates related Parties	Remote e-voting	15,50,00,000	----	----	----	----	----	----	----
Public institutions –	Remote e-voting	----	58,00,000	58,00,000	100	58,00,000	0	100	0
Public non-institutions -	Remote e-voting & e-Voting at EGM	----	4,02,00,000	4,02,00,000	100	4,02,00,000	0	100	0
<b>Total</b>		<b>15,50,00,000</b>	<b>4,60,00,000</b>	<b>4,60,00,000</b>	<b>100</b>	<b>4,60,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

**ITEM NO 2: UNITHOLDERS' APPROVAL FOR DELISTING THE UNITS OF VIRESCENT RENEWABLE ENERGY TRUST.**

Resolution by way of special majority of Unitholders (*i.e., where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution*) in terms of InvIT Documents and Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder.

Category	Mode of Voting	Invalid Votes	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager(s) and their associates related Parties	Remote e-voting	15,50,00,000	---	---	---	---	---	---	---
Public institutions -	Remote e-voting	---	58,00,000	58,00,000	100	58,00,000	0	100	0
Public non-institutions -	Remote e-voting & e-Voting at EGM	---	4,02,00,000	4,02,00,000	100	4,02,00,000	0	100	0
<b>Total</b>		<b>15,50,00,000</b>	<b>4,60,00,000</b>	<b>4,60,00,000</b>	<b>100</b>	<b>4,60,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

**ITEM NO 3: UNITHOLDERS' APPROVAL FOR DEREGISTERING VIRESCENT RENEWABLE ENERGY TRUST.**

Resolution by way of special majority of Unitholders (*i.e., where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution*) in terms of InvIT Documents and Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder.

Category	Mode of Voting	Invalid Votes	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager(s) and their associates related Parties	Remote e-voting	15,50,00,000	---	---	---	---	---	---	---
Public institutions –	Remote e-voting	---	58,00,000	58,00,000	100	58,00,000	0	100	0
Public non-institutions -	Remote e-voting & e-Voting at EGM	---	4,02,00,000	4,02,00,000	100	4,02,00,000	0	100	0
<b>Total</b>		<b>15,50,00,000</b>	<b>4,60,00,000</b>	<b>4,60,00,000</b>	<b>100</b>	<b>4,60,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

**ITEM NO 4: UNITHOLDERS' APPROVAL FOR THE AMENDMENT TO THE TRUST DEED.**

Resolution by way of special majority of Unitholders (*i.e., where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution*) in terms of InvIT Documents and Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder.

Category	Mode of Voting	Invalid Votes	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager(s) and their associates related Parties	Remote e-voting	15,50,00,000	---	---	---	---	---	---	---
Public institutions –	Remote e-voting	---	58,00,000	58,00,000	100	58,00,000	0	100	0
Public non-institutions -	Remote e-voting & e-Voting at EGM	---	4,02,00,000	4,02,00,000	100	4,02,00,000	0	100	0
<b>Total</b>		<b>15,50,00,000</b>	<b>4,60,00,000</b>	<b>4,60,00,000</b>	<b>100</b>	<b>4,60,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

**ITEM NO 5: UNITHOLDERS' APPROVAL FOR THE AMENDMENT TO THE INVESTMENT MANAGEMENT AGREEMENT.**

Resolution by way of special majority of Unitholders (*i.e., where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution*) in terms of InvIT Documents and Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder.

Category	Mode of Voting	Invalid Votes	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager(s) and their associates related Parties	Remote e-voting	15,50,00,000	---	---	---	---	---	---	---
Public institutions -	Remote e-voting	---	58,00,000	58,00,000	100	58,00,000	0	100	0
Public non-institutions -	Remote e-voting & e-Voting at EGM	---	4,02,00,000	4,02,00,000	100	4,02,00,000	0	100	0
<b>Total</b>		<b>15,50,00,000</b>	<b>4,60,00,000</b>	<b>4,60,00,000</b>	<b>100</b>	<b>4,60,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

**ITEM NO 6: UNITHOLDERS' APPROVAL FOR DISSOLVING VIRESCENT RENEWABLE ENERGY TRUST.**

Resolution by way of special majority of Unitholders (*i.e., where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution*) in terms of InvIT Documents and Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder.

Category	Mode of Voting	Invalid Votes	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager(s) and their associates related Parties	Remote e-voting	15,50,00,000	---	---	---	---	---	---	---
Public institutions –	Remote e-voting	---	58,00,000	58,00,000	100	58,00,000	0	100	0
Public non-institutions -	Remote e-voting & e-Voting at EGM	---	4,02,00,000	4,02,00,000	100	4,02,00,000	0	100	0
<b>Total</b>		<b>15,50,00,000</b>	<b>4,60,00,000</b>	<b>4,60,00,000</b>	<b>100</b>	<b>4,60,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

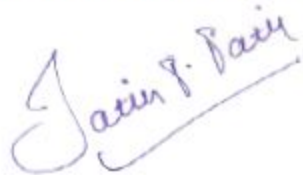


All the Resolutions mentioned in the Notice of EGM as per the details above stands unanimously approved by the Unitholders who have exercised their vote as per voting conducted through remote e-voting and voting conducted at EGM through electronic means and hence deemed to be passed as on the date of the EGM.

The aforesaid result of voting by Unitholders in respect of the above-mentioned resolutions may accordingly be declared by the Investment Manager of the Trust.

Thanking You,  
Yours faithfully,

For Mayekar & Associates  
Practising Company Secretaries  
Firm U.I.N - P2005MH007400  
U.D.I.N - F007282E000459250



Signature of Scrutinizer

Name : Mr. Jatin Prabhakar Patil  
Partner  
Mem. No. FCS 7282  
C.O.P No. 7954

Date: June 06, 2023

Place: Mumbai