

NOTICE CONVENING THE TWENTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Members of SunEdison Infrastructure Limited (Formerly YKM Industries Limited) will be held on Thursday, 26th September, 2019 at 3.30 P.M at Hotel Treebo Majestic Inn - Parthasarathi Puram, Bazullah Road, T. Nagar, Chennai - 600017 to transact the following business:

Ordinary Business:

Item No. 1 Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

Item No. 3 Re-Appointment of a Director

To appoint a Director in the place of Mr. Shailesh Rajagopalan (DIN:01855598), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Item No. 4 Appointment of Auditors and fix their remuneration

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V K A N & Associates, Chartered Accountants, (Registration No. 014226S) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M. Krishna Kumar & Associates, and is hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company to be held in the F.Y. 2024-2025, at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

Item No. 5 Appointment of Mr. Anil Jain as a Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Anil Jain, (DIN:00181960), who was appointed by the Board of Directors as an Additional Director of the Company effective from February 11, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('Act') and who is eligible for appointment has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

By order of the Board of Directors

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**Place : Chennai
Date : August 14, 2019**

**R V Suresh Babu
Company Secretary & Compliance Officer**

NOTES:

- (a) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business in Item No. 5 forms part of this Notice.
- (b) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf. Such proxy need not be a member of the company.
- (c) Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (d) The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable.
- (e) In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
- (f) Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- (g) The Register of Members and Share Transfer Books of the Company will be closed from Monday, September 16, 2019 to Tuesday, September 17, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- (h) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting.
- (i) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
- (j) Section 20 of the Companies Act, 2013 permits service of documents on Members by a company through electronic mode. Hence, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report 2018-19 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted modes. Members may note that the Annual Report 2018-19 will also be available on the Company's website www.ykmindustries.com
- (k) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management. Members may contact the Company or GNSA Infotech Pvt Ltd for assistance in this regard.
- (l) To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with GNSA Infotech Pvt Ltd/Depository Participant.

Process and manner for voting through electronic means:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and the Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to cast

their votes electronically, through e-voting services provided by National Securities Depository Limited ('NSDL'), on resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ('remote e-voting') and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given herein below. The resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting. The Notice of the Annual General Meeting indicating the instructions of remote e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.ykmindustries.com

2. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members (including proxies) attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
3. Members who have cast their vote by remote e-voting prior to the Annual General Meeting may attend the Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Monday, September 23, 2019 (9.00 a.m. IST) and ends on Wednesday, September 25, 2019 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, September 13, 2019, may cast their vote by remote e-voting.
5. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change the vote subsequently.
6. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e Friday, September 13, 2019 and as per the Register of Members of the Company.
8. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e Friday, September 13, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sta@gnsaindia.com (RTA e-mail). However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password?' or 'Physical User Reset Password' option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at evoting@nsdl.co.in
9. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through e-voting or ballot paper.
10. The Board of Directors have appointed Mr. A Mohan Kumar (Membership No. FCS 4347) Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
11. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
12. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the

total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

13. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.

14. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.ykmindustries.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited where the shares of the Company are listed.

The instructions for shareholders voting electronically are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system. Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical:

For Members who hold shares in demat account with NSDL:

8 Character DP ID followed by 8 Digit Client ID.

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

For Members holding shares in Physical Form EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, your 'initial password' is communicated to you on your postal address. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox. Now, you will have to click on "Login" button. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status. Select "EVEN" of company for which you wish to cast your vote. Now you are ready for e-Voting as the Voting page opens. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to needamohan@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Other Instructions:

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and User Manual on E-Voting System for Shareholders, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

The remote e-voting period commences on Monday, September 23, 2019 (9.00 a.m. IST) and ends on Wednesday, September 25, 2019 (5.00 p.m. IST).

During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, September 13, 2019 may cast their vote by remote e-voting.

By order of the Board of Directors

**Place : Chennai
Date : August 14, 2019**

**sd/
R V Suresh Babu
Company Secretary & Compliance Officer**

Statement pursuant to Section 102(1) of the Companies Act, 2013 as amended ('Act').

The following Statement sets out all material facts relating to Item Nos. 4 & 5 mentioned in the accompanying Notice.

Item No: 04

Due to Resignation of M/s. M. Krishna Kumar & Associates, as Statutory Auditors of the Company and based on the recommendation of Audit Committee, the Board appointed M/s.V K A N & Associates, Chartered Accountants, (Registration No. 014226S) as Statutory Auditors of the Company to fill the casual vacancy.

Further, the Company has received a consent letter from M/s. V K A N & Associates, Chartered Accountants, to act as statutory auditors for a term of 5 (Five) years, the board considered the same and hereby recommends to appoint M/s.V K A N & Associates, Chartered Accountants, as statutory auditors of the company from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company, to be held in the F.Y. 2024-2025, at such remuneration as shall be fixed by the Board of Directors of the Company as detailed below pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S.No	Name of the Audit Firms	Details of Fee (in Rs.)	Remarks
01	M/s. M. Krishna Kumar & Associates	5,00,000/-	Paid
02	M/s. V K A N & Associates	9,25,000/-	Proposed to be paid

There is an increase in the audit fee payable to M/s. V K A N & Associates, Chartered Accountants. This is due to, the audit involves Limited Reviews for the three quarters for SunEdison Infrastructure Limited, and its Subsidiaries and year end audit including consolidation.

M/s. V K A N & Associates, Chartered Accountants, Chennai was founded in 2013 by a group of former Big-4 Professionals coming together. It provides multi-disciplinary professional services platform with integrated offerings ranging from Assurance, Risk Advisory, Tax Advisory, Financial Advisory Services and Management Support Services. It brings together global standards and practices, customized for local client needs by integrating international business practices with local know-how. It provides one stop solution to all its clients.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Anil Jain, as an Additional Director of the Company, on February 11, 2019. Pursuant to the provisions of Section 161 of the Act and Subject to the Articles of Association of the Company, Mr. Anil Jain will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing, from a member, proposing the candidature of Mr. Anil Jain, for the office of Director. Mr. Anil Jain, once appointed will be liable to retire by rotation. The Company has received from Mr. Anil Jain (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Mr. Anil Jain are provided as annexure to this Notice. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Anil Jain, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

By order of the Board of Directors

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Place : Chennai
 Date : August 14, 2019

R V Suresh Babu
 Company Secretary & Compliance Officer

Annexure to the Notice**Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Mr. Anil Jain, B.Com, (Aged: 43 years) is appointed as an Additional Director of the Company by the Board in its meeting held on February 11, 2019.

He is a Self-made entrepreneur, having promoted Refex Industries Limited, (Listed on BSE and NSE), Refex Energy Limited, SunEdison Infrastructure Limited, etc..

He holds 8,82,575 Equity Shares in SunEdison Infrastructure Limited.

Number of Companies he holds Directorship:

S.No	Name of the Companies
01.	Refex Industries Limited.
02.	Sherisha Agro Private Limited.
03.	STPL Horticulture Private Limited.
04.	Sherisha Solar Private Limited.
05.	ILOVE Diamonds Private Limited.
06.	SUN Telematics Private Limited.
07.	Sherisha Technologies Private Limited.
08.	Hyperkonnnect Technologies Private Limited.
09.	Jain International Trade Organisation.
10.	Best and Crompton Pumps Private Limited.
11.	AJ Incubation Forum.

Chairman of Board Committees:

None.

Member of Board Committees:

Refex Industries Limited - Stakeholder relationship Committee.

Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:

Except, Mr. Anil Jain, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Ordinary Resolution set out at Item No: 05.

ROUTE MAP

