

**SUNEDISON INFRASTRUCTURE LIMITED**  
**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of SunEdison Infrastructure Limited will be held on Monday, the 13<sup>th</sup> day of January, 2020 at 03:30 p.m at Nahar Hall , Deshabandhu Plaza, 1<sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai- 600 014 to transact the following business:

**SPECIAL BUSINESS :**

**1. Approval of SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019 (SunEdison ESOS 2019)**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof), the Memorandum and Articles of Association of the Company, the Listing agreement entered into by the Company with the Stock Exchanges, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and other prevailing Statutory Guidelines/ Regulations in that behalf and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and is hereby accorded to the '**SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019**' (**“SunEdison ESOS 2019” / “Scheme”**) and to the Board of Directors of the Company (hereinafter referred to as "the Board") or the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution to create, offer, and grant up to 4,48,990 (Four Lakhs Forty Eight Thousand Nine Hundred and Ninety Only) (constituting 10% of the existing fully paid-up shares of the Company) employees stock option to the eligible employees (present and future) of the Company, whether working in India or outside India determined in terms of SunEdison ESOS 2019, from time to time, in one or more tranches, exercisable in aggregate up to not more than 44,898 (Forty Four Thousand Eight Hundred and Ninety Eight Only) [constituting less than 1% of the existing issued shares of the Company (excluding outstanding warrants and conversion)] in number per eligible Employee in each financial year, where each such option would be exercisable for one equity share of a face value of Rs.10/- each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board in accordance with the provisions of the Scheme and provisions of applicable law (s) as may be prevailing at that time.

**“RESOLVED FURTHER THAT** the Board or the Nomination and Remuneration Committee be and is hereby authorized to issue and allot such number of equity shares as may be required upon exercise of options from time to time in accordance with the SunEdison ESOS 2019 and that such equity shares shall rank *pari passu* in all respects with the existing equity shares of the Company.

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the Board or Nomination and Remuneration Committee be and is hereby authorized to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Option grantees and the aforesaid ceiling of the employees

stock option/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the SunEdison ESOS 2019 or any employees stock option granted thereunder, as it may deem fit, from time to time in conformity with the Memorandum and Articles of Association of the Company, the provisions of the Companies Act, 2013, the Listing agreement entered into by the Company with the Stock Exchanges, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf and subject to such other approvals, permissions and sanctions as may be necessary and subject to approval of Shareholders by way of Special Resolution, wherever required.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to Nomination and Remuneration Committee with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

**2. Approval of SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019 (“SunEdison ESOS 2019” or “Scheme”) and grant of stock options to the Eligible Employees (present and future) of the Company's subsidiary(ies) and/or Holding company (existing & future) under the Scheme**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof), the Memorandum and Articles of Association of the Company, the Listing agreement entered into by the Company with the Stock Exchanges, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and other prevailing Statutory Guidelines/ Regulations in that behalf and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and is hereby accorded to the '**SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019**' (**“SunEdison ESOS 2019” / “Scheme”**) and to the Board of Directors of the Company (hereinafter referred to as "the Board") or the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution to create, offer, and grant up to 4,48,990 (Four Lakhs Forty Eight Thousand Nine Hundred and Ninety Only) (constituting 10% of the existing fully paid-up shares of the Company) employees stock option to the eligible employees (present and future) of the Subsidiary(ies) and/or Holding Company (existing and future), whether working in India or Outside India, determined in terms of SunEdison ESOS 2019, from time to time, in one or more tranches, exercisable in aggregate up to not more than

44,898 (Forty Four Thousand Eight Hundred and Ninety Eight Only) [constituting less than 1% of the existing issued shares of the Company (excluding outstanding warrants and conversion)] in number per eligible Employee in each financial year, where each such option would be exercisable for one equity share of a face value of Rs.10/- each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board in accordance with the provisions of the Scheme and provisions of applicable law (s) as may be prevailing at that time.

**“RESOLVED FURTHER THAT** the Board or the Nomination and Remuneration Committee be and is hereby authorized to issue and allot such number of equity shares as may be required upon exercise of options from time to time in accordance with the SunEdison ESOS 2019 and that such equity shares shall rank *pari passu* in all respects with the existing equity shares of the Company.

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the Board or Nomination and Remuneration Committee be and is hereby authorized to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Option grantees and the aforesaid ceiling of the employees stock option/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the SunEdison ESOS 2019 or any employees stock option granted thereunder, as it may deem fit, from time to time in conformity with the Memorandum and Articles of Association of the Company, the provisions of the Companies Act, 2013, the Listing agreement entered into by the Company with the Stock Exchanges, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf and subject to such other approvals, permissions and sanctions as may be necessary and subject to approval of Shareholders by way of Special Resolution, wherever required.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to Nomination and Remuneration Committee with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

### **3. Alteration of Objects Clause in the Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed there under, as amended from time to time, and subject to the approval of the Registrar of Companies, Chennai, Tamilnadu (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, the existing sub Clause 2, 4, 5 and 6 of Object Clause 3(a) of the Memorandum of Association of the Company, be and is hereby altered in the manner set out herein below:

Existing Objects	New Objects
<p>3 (a) 2</p> <p>To Carry on in India or Abroad the business of Designing and Planning, Development, Construction, Managing, Operations &amp; Maintenance including Distribution and Billing, of Infrastructure Projects, including but not limited to, Energy Parks and other manifestations of Conventional and Non-Conventional energy resources, Industrial and Commercial Infrastructure facilities like Water Resources Management, Waste Water Management, Roads, Highways and Bridges, Irrigation Projects and other utility services provided for facilitating Public Conveniences.</p>	<p>3 (a) 2</p> <p>To Carry on in India or Abroad the business of Designing and Planning, Development, Construction, Managing, Operations &amp; Maintenance including Distribution and Billing, of Infrastructure Projects, including but not limited to, Energy Parks and other manifestations of Conventional and Non-Conventional energy resources, Industrial and Commercial Infrastructure facilities like Water Resources Management, Waste Water Management, Irrigation Projects, Emerging Technologies, Storage of Power in Batteries or any other forms and other utility services provided for facilitating Public Conveniences.</p>
<p>3 (a) 4</p> <p>To Carry on in India or elsewhere the business of Exports, Imports and dealers in all kinds of merchandize, Plant and Machinery, Apparatus, Tools, Equipment's, Appliances, Fittings, Accessories of every kind and description, Raw Materials, Manufactured Goods, Materials and produce of all and every description, services of all kinds including software, Data Processing, Consultancy and Turnkey Services and to carry on the business as Commission Agents, Forwarding Agents and General Merchants and to render the services of Technical Expertise in the course of business of Importers and Exporters and Dealers of all kinds of Merchandise.</p>	<p>3 (a) 4</p> <p>To Carry on the business of development, planning and construction of facilities in the field of renewable energy, the acquisition and sale of products, the distribution and marketing as well as the rendering of services in the aforesaid fields of business, the trade of tradable authorizations related thereto, as well as the provision of consulting and management services to affiliated undertakings. Sale and Purchase of Power, Power Plants, Solar and Wind Parks and Farms, Land and Building to facilitate Power and Infrastructure.</p>
<p>3(a) 5</p> <p>To carry on in India or elsewhere in the world any one or more or all of the business following the business of Manufactures, Export, Import, Trading, dealing in all kinds of fibers, Yarn, Fabrics (including Canvas Denims, Hosiery and Tarry towels) and apparels.</p>	<p>3(a) 5</p> <p>To provide operation and maintenance and monitoring of projects including engineering, procurement, construction or commissioning projects for generation and distribution of electricity or any other form of power of energy, and to assemble, design, manufacture, sell, alter, import/export all types of equipment products and renewable and non-renewable energy devices in connection with generation, storage, supply, distribution, application of electrical energy.</p>

Existing Objects	New Objects
<p>3(a) 6 To Carry on Business as Manufactures, Importers, Exporters, Dealers, Distributors, Commission Agents, Wholesale and Retail Dealers in E R W tubes (induction welded steel tubes) Iron and Steel, Metal (Ferrous and Non Ferrous) Steel, Alloys, Scrap, Pipes, Wire drawing of any Metal.</p>	<p>3(a) 6 To distribute, supply, store and sell such power either directly, through facilities, Central/State Governments, Private Companies and/or Electricity Boards to Industries, Central/State Governments and Other Consumers for consumption and generally to distribute, sell and supply such power and also to carry on the business of consultants in setting up all types of plants for production of electrical energy and also to undertake promote, takeover, participate in any enterprise requiring electric power for its manufacturing operation by supply of electric power for its manufacturing operation by supply of electric power exclusively or partially. Purchase and Sale of Power through Power trading Companies.</p>

**“RESOLVED FURTHER THAT** the existing sub Clause 7, 8 and 9 of Object Clause 3(a) as detailed below shall be deleted from the Memorandum of Association of the Company.

**3(a) 7**

To carry on the business of all kinds of iron and steel founders, steel Melters, steel makers, steel shapers and manufacturers, mechanical structural, Electrical, Metallurgical engineers and fabricators, Turnkey contractors, Casting and to buy, take on lease or hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, stores, packing materials, by products and allied commodities, Machineries and implements.

**3(a) 8**

To carry on the business of manufacturers, imports, exporters and dealers and dealers in all kinds and classes of paper, board, corrugating medium and pulp including writing paper, printing, absorbent paper, newspaper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, and bond paper, badami, brown or buff paper, bible paper, cartridge paper, cloth lines paper, azure laid and wove paper, cream laid and drawing paper, grease proof paper, gummed paper, handmade paper, parchment paper, drawing paper, kraft paper, manila paper, envelopment paper, tracing paper, vellum paper, water proof paper, carbon paper, sensitised paper, chemically treated paper, paste board, duplex and triplex board, hard board, plywood board, post cards, visiting cards, soda pulp, mechanical pulp, sulphite pulp, semi chemical pulp and all kinds of articles in the manufacture of which in any form paper, board, or pulp is used and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and to purchase or otherwise acquire, settle, improve and cultivate forests, lands and properties of any tenure whatsoever with a view to producing, cultivating, growing, timber, bamboo or other wood.

**3 (a) 9**

To carry on the business of establishment of warehouses, storage rooms, bins, godowns, cold storages, warehousemen, stores custodians and to provide facilities for storage of commodities, articles, things of all kinds and description whatsoever, promotion, development, construction,



up gradation repair, operation and maintenance of roads, highways, bypasses, bridges, rail over bridges, tunnels, via ducts, railways, ports, airports, seaports, dredging, Information Technology Parks/facilities, trade fairs, exhibition centers , hotels, buildings, public utilities, interchangers, telecommunication, Special Economic Zone, Food parks, water supply, residential/ commercial complexes, mass housing, inland Waterways, pipeline, bulk material handling and other related infrastructure works, deal in real estates, any other estate or immovable property and to carry on all or any of the business of builders, contractors/sub contractors, or developers, including supply of materials, consumables, plant, equipment, manpower necessary for its execution, dealers in stone, sand, cement bricks, timbers, iron and steel hardware's and other building requisites. and generally to carry on the business of engineer, manufacture of building materials including Prefabricated, pre pressed, precast materials, contractors, consultants, advisors, managers administrators, interior decorators in all its branches of engineering and financial services and other activities incidental thereto.(Inserted vide special resolution passed by the shareholders by way of postal ballot on 24.08.2007)

**“RESOLVED FURTHER THAT** the existing sub Clause 37 and 38 of Object Clause 3(b) as detailed below shall be deleted from the Memorandum of Association of the Company and the remaining sub-clauses be re-numbered accordingly.

**3(b) 37**

To purchase, sell, lease, exchange, hire or otherwise acquire, deal, operate, quip and use trawlers, vessels plants, apparatus, equipments and articles for catching, procuring, processing, preserving, packing, bottling, canning and extracting fish, fish products, sea foods of all kinds.

**3(b) 38**

To manufacture, purchase and otherwise deal in all kinds of fishing, farming, gardening and canning equipments, implements tools, stores, accessories, requisites, chemicals, feeds, manure, preservatives, protectives and things required for the purpose of fishing, farming and canning business.

**“RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clauses of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

**By Order of the Board of Directors  
For SunEdison Infrastructure Limited**

**Sd/-  
R.V.Suresh Babu  
Company Secretary & Compliance Officer**

**Place: Chennai  
Date: 20th December 2019.**

## Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed to this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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.**
3. A Proxy form is enclosed. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY- EIGHT HOURS before the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified true copy of the Board Resolution / copy of Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Further, Proxy Holder(s) are also required to bring proof of identity documents.
6. 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.
7. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Transfer Agent i.e. M/s GNSA Infotech Private Limited ("GNSA"), Nelson Chambers, No-115, Nelson Manickam Road, Aminjikari, Chennai- 600029. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.
8. The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Registrar and Transfer Agent by writing to M/s GNSA Infotech Private Limited ("GNSA"), Nelson Chambers, No-115, Nelson Manickam Road, Aminjikari, Chennai- 600029 or through e-mail at [sta@gnsaindia.com](mailto:sta@gnsaindia.com).
9. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the EGM is also available on the Company's website, <http://sunedisoninfra.com/>. The physical copy(ies) of the Notice will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : [c COMPLIANCE@sunedisoninfra.com](mailto:c COMPLIANCE@sunedisoninfra.com) or may write to the Company at 11th Floor, Bascon Futura, ,New No: 10/2, Old No: 56L, Venkatanarayana Road, T Nagar,, Chennai 600 017 for the attention of Mr. R.V.Suresh Babu, Company Secretary of the Company.
10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository

Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / GNSA.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Extraordinary General Meeting of the Company.
12. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on the resolution set forth in this notice. In this regard, the Company has agreement with National Securities Depository Limited for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional.
13. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the EGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the EGM. However, the members who have casted their votes by remote e-voting prior to the date of the EGM may also attend the meeting but shall not be entitled to cast their vote again.
14. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through polling paper will not be considered.
15. For the immediate reference, route map for reaching the venue of the EGM is attached.

**16. 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.nsd.com](http://www.evoting.nsd.com). Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com). If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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](mailto:needamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800- 222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **17. Other Instructions:**

- a) 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. January 03, 2020 (hereinafter called as “Cut-off Date”). A person who is not a Member as on the cut-off date should treat this Notice for information only.**
- c) 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, i.e. January 03, 2020 only shall be entitled to avail the facility of remote e-voting / voting at the EGM.**
- d) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e. January 03, 2020 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [sta@gnsaindia.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- e) The remote e-voting period commences on Friday, January 10, 2020 (9.00 a.m. IST) and ends on Sunday, January 12, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off Date, may cast their vote electronically. The e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, he shall not be allowed to change it subsequently.
- f) The Board of Directors has appointed Mr. A. Mohan Kumar, Practicing Company Secretary (Membership No. FCS 4347) as a Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes casted at the EGM by ballot paper and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company.
- g) Thereafter, the Scrutinizer shall within 48 (forty eight) hours from the conclusion of the EGM make a Consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman of the meeting or any person authorized by him in writing. The Results on the resolution set forth in notice shall be declared after the submission of Consolidated Scrutinizer's Report, either by Chairman of the Company or by any person authorized by him in writing, who shall countersign the same and the resolution shall be deemed to be passed on the EGM date subject to receipt of the

requisite number of votes in favour of the Resolution.

- h) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (<http://sunedisoninfra.com/>) and on NSDL website (<https://www.evoting.nsdl.com>) after passing of the resolution and communication of the same to BSE Limited, where securities of the Company are listed.

**By Order of the Board of Directors  
For SunEdison Infrastructure Limited**

**Sd/-  
R.V.Suresh Babu  
Company Secretary & Compliance Officer**

**Place: Chennai**

**Date: 20th December 2019.**

## **Annexure to the Notice**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **ITEM NO. 1 & 2**

The Company appreciates the critical role its employees play in the organizational growth. It strongly feels that the value created by its employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents, the Company is intending to issue employees stock option under '**SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019**' ("**SunEdison ESOS 2019**" / "**Scheme**") to the eligible employees (present and future) of the Company; and its Subsidiary(ies) and/or Holding Company, (existing and future).

As per prevailing rules, approval of the members is required for implementation of the Scheme.

Particulars as required under Section 62 of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof) are given below:

#### **a) Brief Description of the Scheme:**

The objective of SunEdison ESOS 2019 is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to attract and reward talent and performance in the organization. The Company views employees stock option as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.

#### **b) Total number of Options to be granted:**

A total of 4,48,990 (Four lakhs forty-eight thousand nine hundred and ninety only) Options would be available for grant to the eligible employees (present and future) of the Company; its subsidiary(ies) and/or holding company (existing and future) under SunEdison ESOS 2019. Each Option when exercised would be converted into one equity share of face value of Rs.10/- each fully paid-up.

#### **c) Identification of classes of employees entitled to participate in the Scheme:**

Employee entitled to participate in the Scheme shall be: (i) a permanent employee working in or out of India; or (ii) a whole-time or executive director, of the Company, its subsidiary(ies), and/ or its holding company (existing and future), but does not include:

- i. an employee who is a Promoter or a person belonging to the Promoter Group;
- ii. a Director who either by himself /herself or through his/her relatives or through anybody corporate, directly or indirectly, holds more than 10% of the issued and subscribed Equity Shares of the Company; and
- iii. an Independent Director of the Company, its Subsidiary(ies) and/or Holding Company (existing and future) of the Company within the meaning of the Companies Act, 2013.

#### **d) Requirements of vesting and period of vesting:**

The Options granted shall vest so long as the employee continues to be in the employment of the Company, as the case may be. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of options granted shall vest in not earlier than 1 (one) year and not more than 5 (five) years from the date of grant of such options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of options.

**e) Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested:**

The options granted shall vest in not more than 5 (five) years from the date of grant of such options.

**f) Exercise price or pricing formula:**

The Exercise Price per Option shall be as decided by the Board of Directors of the Company or Nomination and Remuneration Committee before granting the Option to the Eligible Employee subject to a minimum of the face value per share. Each Option would entitle the Employee, on exercise, to acquire 1 (One) Equity Share of face value of Rs. 10/- each (or such other number adjusted for any consolidation or other reorganization of capital structure of the Company from time to time, as may be determined by the Board of Directors of the Company or Nomination and Remuneration Committee pursuant to the provisions of this SunEdison ESOS 2019) at a price as determined by the Board of Directors of the Company or Nomination and Remuneration Committee at its discretion, which shall be not more than 50% discount to the prevailing market price.

**g) Exercise Period and the process of exercise:**

**Exercise Period**

The Employees Stock Option granted shall be capable of being exercised within a period of 5 (Five) years from the date of Vesting of the respective Employees Stock Option. The Options cancelled or lapsed without being exercised will be available for further grant under any Employees Stock Option Scheme of the Company.

**Process of Exercise:**

The Option Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of Vesting, Exercise the Options by submitting Exercise Application to the Company accompanied by payment of an amount equivalent to the Exercise Price and applicable tax amount, in respect of such shares. The Exercise Application shall be in such form as may be prescribed in this regard and the Board of Directors of the Company or Nomination and Remuneration Committee may determine the procedure for Exercise from time to time.

**h) The appraisal Process for determining the eligibility of the employees for the Scheme:**

The Options shall be granted to the eligible employees (present and future) as per performance appraisal system of the Company and its subsidiary(ies) and/or holding company (existing and future) or where the Board/Committee may determine the eligibility criteria for the employees under the SunEdison ESOS 2019 based on their evaluation on various parameters, such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, etc., and such other factors as may be deemed appropriate by it.

**i) Maximum number of options to be issued per employee and in aggregate:**

The number of Options that may be granted to any eligible employee under the SunEdison ESOS 2019 shall not exceed 4,48,990 (Four lakhs forty eight thousand nine hundred and ninety only) in aggregate under the Scheme and shall not exceed 44,898 (Forty Four Thousand Eight Hundred and Ninety Eight Only) [constituting less than 1% of the existing issued shares of the Company (excluding outstanding warrants and conversions)] in each financial year.

**j) Maximum quantum of benefits to be provided per employee under a Scheme**

As per applicable Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.



**k) Whether the scheme is to be implemented and administered directly by the Company or through a trust**

Scheme is to be implemented and administered directly by the Company.

**l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both**

Scheme involves new issue of shares by the Company.

**m) The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.**

Nil

**n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme**

Not Applicable

**o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15**

The Company shall comply with the disclosure and the accounting standards prescribed as per prevailing Accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting standards and disclosure requirements as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

**p) The method which the Company shall use to value its options**

The Company shall follow the intrinsic value method for computing the compensation cost for the Options Granted. The difference between the compensation cost so calculated and the compensation cost that would have been recognized if the Company has used fair value method and its impact on the profits and earnings per share shall be disclosed as per Applicable Laws, wherever required.

**q) The following statement, if applicable:** 'In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it has used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the Directors' report.'

**r) Listing of shares**

Subject to the approval of the Stock Exchange the relevant equity shares on exercise of the Options shall be listed on the stock exchange on which the securities of the Company are listed.

As the Scheme provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62 of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof) by way of a special resolution.

A draft copy of the SunEdison ESOS 2019 is available for inspection at the Company's Registered Office during official hours on all working days till the date of the Extraordinary General Meeting.

Pursuant to the SEBI Regulations, a separate resolution is required to be passed, if the grant of Option is made to the eligible employees of subsidiary(ies) and/or holding company (existing and future)

The Board of Directors accordingly recommend passing of the Special Resolutions as contained in the Notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in these resolutions, except to the extent of their holding, if any, in the Company.

**ITEM NO: 3**

Sherisha Technologies Private Limited and others has acquired SunEdison Infrastructure Limited, (Formerly YKM Industries Limited) during the financial year 2018-19.

Post-acquisition, the Members of the Company in the 24<sup>th</sup> Annual General Meeting held on September 28, 2018 by passing the Special Resolution approved to amend the Object Clause of the Memorandum of Association. As a result, the company is engaged in the business of rendering engineering, procurement and construction services in respect of solar power plants, setting up of solar power plants and generating power and also rendering other related services.

The Object Clause of Memorandum of Association contains few objects which were carried out by the Company as YKM Industries Limited as set out in the Notice Calling Extra-Ordinary General Meeting of the Company.

In order to streamline the Object Clause of the Memorandum of Association to reflect the magnitude of Operations of the Company the Board of Directors in their meeting held on Friday, December 20, 2019 approved to amend the Object Clause of the Memorandum as set out in the Notice Calling Extra-Ordinary General Meeting of the Company.

The Board of Directors accordingly recommend passing of the Special Resolutions as contained in the Notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in these resolutions, except to the extent of their holding, if any, in the Company.

**By Order of the Board of Directors  
For SunEdison Infrastructure Limited**

**Sd/-  
R.V.Suresh Babu  
Company Secretary & Compliance Officer**

**Place: Chennai**

**Date: 20th December 2019.**

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies Management and Administration) Rules, 2014]

### SunEdison Infrastructure Limited

CIN : L40100TN1994PLC028263

Regd Off: 11th Floor, Bascon Futura, New No: 10/2 Old No: 56L, Venkatanarayana Road, T Nagar, Chennai - 600 017, Tamil Nadu, INDIA.

e-mail: cscompliance@sunedisoninfra.com

Corporate Identity Number	L40100TN1994PLC028263
Name of the company	SunEdison Infrastructure Limited
Registered office	11th Floor, Bascon Futura ,New No: 10/2 Old No: 56L, Venkatanarayana Road, T Nagar, Chennai - 600 017, Tamil Nadu, INDIA.

Full Name of the Member attending (in Block Letters)	
Full Name of the first joint-holder	
Full Name of the Member attending (in Block Letters) Full Name of the first joint-holder Registered Address E-Mail Folio no./ Client ID DP ID Name of the Proxy	
Registered Address	
E-Mail	
Folio no./ Client ID	
DP ID	
Name of the Proxy	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

Name:	Name:	Name:
Address:	Address:	Address:
E-mail Id:	E-mail Id:	E-mail Id:
Signature:	Signature:	Signature:

S. No	Resolutions
Special Business:	
1	Approval of SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019 (SunEdison ESOS2019)
2	Approval of SunEdison Infrastructure Limited - Employees Stock Option Scheme 2019 ("SunEdison ESOS 2019" or "Scheme") and grant of stock options to the Eligible Employees (present and future) of the Company's subsidiary(ies) and/or Holding company (existing & future) under the Scheme
3	Alteration of Objects Clause in the Memorandum of Association of the Company

Signed this..... day of ..... 2020.

**Signature of Shareholder**

**Signature of Proxy holder(s)**

Affix  
Re. 1  
Revenue  
Stamp

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

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**SUNEDISON INFRASTRUCTURE LIMITED**

(CIN: L40100TN1994PLC028263)

Registered Office: 11th Floor, Bascon Futura, New No: 10/2 Old No: 56L, Venkatanarayana Road, T Nagar, Chennai 600 017.

**ATTENDANCE SLIP**

**EXTRA- ORDINARY GENERAL MEETING**

Please bring this attendance slip to the meeting hall and hand it over at the entrance

I/We hereby record my/our presence at the Extra- Ordinary General Meeting of the Company, to be held on Monday, the 13th day of January, 2020 at 03:30 p.m at Nahar Hall, Deshabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai- 600 014.

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
1	Ledger Folio/CLID/DPID No (if any)	
2	Name and Registered address of the Shareholder(s)	
	Joint Holder 1	
	Joint Holder 2	
3	No of Shares held	
4	Name of the proxy/ Representative (if any)	
5	Signature of the Member or Proxy	
6	Signature of representative	

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>



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# ROUTE MAP

