

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of SunEdison Infrastructure Limited (Formerly YKM Industries Limited) will be held on Thursday, September 30, 2021 at 03:30 P.M. through Video Conferencing (VC)/Other AudioVisual Means 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, 2021 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, 2021 and the Report of the Auditors thereon.

Item No. 3 – Re-Appointment of a Director

To appoint a Director in the place of Mr. Kalpesh Kumar (DIN: 07966090), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

Item No. 4 – To Appoint Mrs. Jamuna(DIN:08009308) as an Independent Director of the Company for a second term of two consecutive years

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, as amended from time to time and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“LODR Regulations”) Mrs. Jamuna (DIN: 08009308), who is eligible for re-appointment as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of two consecutive years till the conclusion of 29th AGM to be held in the year 2023”.

Item No: 5

Re-appointment of Mr. Kalpesh Kumar (DIN:07966090) as Managing Director (Key Managerial Personnel) 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 Section 117, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Act as amended from time to time, approval of the Members of the Company be and are hereby accorded for the re-appointment of Mr. Kalpesh Kumar (DIN:07966090) as the Managing Director (Key Managerial Personnel) of the Company for a period of 3 years from September 26, 2021 to September 30, 2024

as recommended/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on September 07, 2021 on the terms and conditions including remuneration, as per the agreement to be entered into by the Company with Mr. Kalpesh Kumar, as set out hereunder:

S.No	Particulars	Details
1	Salary	Not Exceeding Rs. 5,00,000/- Per Month with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time.
2.	Perquisites	Company's contribution to provident fund and pension / superannuation fund, as per the rules of the Company. Gratuity as per the rules of the Company. Premium for medical insurance under the group medical policy of the Company.
3.	Other Benefits	Leave encashment will be as per the policy of the Company.
4.		The Board may revise the remuneration payable to the Managing Director (Key Managerial Personnel), during any financial year, during currency of the tenure of office, in such manner as may be agreed to between the Board of Directors and the Managing Director, subject to the condition that the total remuneration by way of salary, perquisites, and other benefits, shall be within the limits permissible under Section 197 read with relevant Rules and Schedule V of the Companies Act, 2013, as amended.
5.		Annual Increment: The Managing Director (Key Managerial Personnel) shall be entitled to annual increment, subject to evaluation by Nomination and Remuneration Committee and approval by the Board of Directors.
6.		Minimum remuneration: In the event of any loss or inadequacy of profits for any financial year - the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to Managing Director (Key Managerial Personnel), during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Managing Director (Key Managerial Personnel), however such remuneration shall not exceed the maximum limits specified in this behalf under Section 197 read with Schedule V of the Companies Act, 2013, as amended from time to time.
7.		In the event of loss of office as Managing Director (Key Managerial Personnel), the Managing Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013, and the rules made thereunder, as amended.
8.		The above mentioned remuneration allowed to the Managing Director (Key Managerial Personnel) shall be in accordance with Sections 196 and 197 read with Schedule V of the Companies Act, 2013, as amended, and / or such changes, variations and substitutions as may be made therein by the Central Government from time to time.
9.		Mr. Kalpesh Kumar, shall not be entitled to any sitting fee for meetings of the Board of Directors or Committee thereof attended by him during the said tenure.

S.No	Particulars	Details
10.		The period of office of Mr. Kalpesh Kumar, shall be liable to determination by retirement of directors by rotation. If Mr. Kalpesh Kumar, is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Managing Director (Key Managerial Personnel) and such reappointment as director shall not be deemed to constitute break in his appointment as a Managing Director (Key Managerial Personnel).
11.		The appointment can be terminated by Mr. Kalpesh Kumar or by the Company, by either party giving to the other 3 (Three) calendar months' prior notice in writing.
12.		Mr. Kalpesh Kumar, can resign from the above position before the conclusion of the service period, by giving the company 3 (Three) calendar months' notice in writing or by obtaining prior approval of the Board of Directors. In such an event 'Compensation' as mentioned in S.No: 7 above shall not be applicable.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or modify the terms and conditions of the Service Agreement that may be entered into including remuneration payable to Mr. Kalpesh Kumar, in such manner as may be agreed between the Board of Directors and Mr. Kalpesh Kumar and within the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Kalpesh Kumar, the remuneration mentioned in the above referred service agreement shall be paid to Mr. Kalpesh Kumar as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013, as amended from time to time."

"RESOLVED FURTHER THAT any revision in the remuneration payable to Mr. Kalpesh Kumar, shall be within the overall limits as approved by the Members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board of Directors for its approval, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Dinesh Kumar Agarwal, Chief Financial Officer and Mr. R.V.Suresh Babu, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By order of the Board of Directors

R V Suresh Babu
Company Secretary & Compliance Officer

Place: Chennai
Date: September 07, 2021



NOTES:

- (a) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business in Item No. 4 and 5 forms part of this Notice.
- (b) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC.
- (c) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate there at and cast their votes through e-voting.
- (d) The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (e) The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (f) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- (g) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.sunedisoninfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- (h) AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

- (i) The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 23, 2021 to Friday, September 24, 2021 (both days inclusive) for the purpose of Annual General Meeting.
- (j) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website www.sunedisoninfra.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>.
- (k) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by Members at the Registered Office electronically without any fee, from the date of circulation of this notice, during business hours on all working days, up to the date of the Meeting. Members seeking to inspect such documents can send an email to cscpliance@sunedisoninfra.com.
- (l) Effective April 1, 2019, SEBI has disallowed listed companies from accepting requests for transfer of securities held in physical form, by amending the SEBI LODR. Members will need to convert shares held in physical form to demat for effecting any transfer. Only requests for transmission and transposition will be accepted by the Company/RTA.
- (m) Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:

M/s. GNSA INFOTECH PRIVATE LIMITED
Reg Add: Nelson Chambers, No-115, Nelson Manickam Road, Aminjikari, Chennai- 600029
- (n) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cscpliance@sunedisoninfra.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cscpliance@sunedisoninfra.com.
- (o) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (p) Since the 27th AGM will be held through VC/OAVM, the route map is not annexed in this notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- (1) The remote e-voting period begins on Monday, September 27, 2021 at 09:00 A.M.(IST). and ends on Wednesday, September 29, 2021 at 05:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 17, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2021.

- (2) For the members who do not have access or casted their votes by remote e-voting, facility for voting through evoting shall be provide at the AGM 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 AGM. The members who will be present at the AGM through VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- (3) The shareholders can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by all the modes, vote cast through remote e-voting will be considered final and vote cast through e-voting will not be considered.
- (4) 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 17, 2021 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
- (5) 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.
- (6) 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.
- (7) 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.
- (8) The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- (9) The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.sunedisoninfra.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:

How do I vote electronically using NSDL e-Voting system?

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM


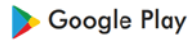
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode



In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store
  Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.



- c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 : needamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cscompliance@sunedisoninfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cscompliance@sunedisoninfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

By order of the Board of Directors

R V Suresh Babu
Company Secretary & Compliance Officer

Place: Chennai
Date: September 07, 2021



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 No. 4 mentioned in the accompanying Notice.

Item No. 4:

The Members of the Company at the Annual General Meeting held on September 28, 2018 appointed Ms. Jamuna, as an Independent Director for a term of three years effective from September 28, 2018. In terms of the provisions of Section 149 of the Act, Ms. Jamuna, is eligible for her Second term.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of special resolution is required for the reappointment of Ms. Jamuna, for a second term of two consecutive years from the conclusion of 27th Annual General meeting till the conclusion of 29th Annual General Meeting to be held in the year 2023.

The Company has received a notice from a member proposing the candidature of Ms. Jamuna, for appointment as an Independent Director of the Company for a second term of two consecutive years.

Ms. Jamuna, had given her consent and also declaration that she meets with the criteria of independence as provided in Section 149(6) of the Act and Regulations.

The Board of Directors reviewed the said declarations and in the opinion of the Board, Ms. Jamuna, fulfills the conditions specified in the Act, the rules made thereunder, Regulations for her appointment as an Independent Director and she is independent of the management.

Except Ms. Jamuna, None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4 of this notice.

The Board recommends the resolution set forth in Item No: 04 for the approval of the Members.

By order of the Board of Directors

R V Suresh Babu
Company Secretary & Compliance Officer

Place: Chennai

Date: September 07, 2021



ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED AND EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.

a. Ms. Jamuna

Ms. Jamuna, (DIN: 08009308) (Age: 37 years), is a commerce graduate with M.Com, from Madras University, Chennai, and currently pursuing her CMA degree from ICAI. She is an aspiring leader with 7 years experience in the Accounts and Finance industry and 6 years experience in Income-tax Filings, Accounting and Secretarial matters, she has aced her profession with amazing communication and analytical skills. She does not hold any shares in SunEdison Infrastructure Limited.

No. of. Companies (Other than SunEdison) she holds Directorship:

S.No	Name of the Company	Designation
01	Refex Industries Limited	Independent Director
02	Trinus Poly Technologies Private Limited	Director

Details of Committee Chairman/Membership are as follows:

S.No	Name of the Company	Name of the Committee	Chairman/Membership
01	Refex Industries Limited	Audit Committee	Member
02	Refex Industries Limited	Nomination and Remuneration Committee	Member
03	Refex Industries Limited	Stakeholder Relationship Committee	Member

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

Except, Ms. Jamuna, 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 Special Resolution set out at Item No: 04.

b. Mr. Kalpesh Kumar

Mr. Kalpesh Kumar, (DIN:07966090) is the Managing Director of SunEdison Infrastructure Limited. He joined the Board of Directors of the Company on July 26, 2018. He was re-appointed as Managing Director (Key Managerial Personnel) at the Board Meeting held on September 06, 2021, with effect from September 26, 2021 for a period of 3 years, subject to the approval of the members at the 27th Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Kalpesh Kumar, as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013.

Profile of Mr. Kalpesh Kumar

Mr. Kalpesh Kumar (age 39 years), is a commerce graduate from M.D.S. University, Ajmer and did his Post Graduate Diploma in Business Management (PGDBM) at M.S. Ramaiah Institute of Management, Bangalore and Executive Leadership Programme (EPLM) from IIM Calcutta.



He has 10 years professional experience in the Corporate Finance and M&A and Investor Relation. His last assignment was as DGM (Corporate Finance and Investor Relation) of Goodluck India Limited, Listed with BSE Limited & NSE Limited.

He also worked with HCL Technologies Limited, Crisil Research, RNM & Associates, Goyal MG Gases Private Limited from where he garnered strong domain knowledge of Corporate Finance and Investor Relation.

During the financial year 2020-21 Mr. Kalpesh Kumar, has attended 11 meetings of the Board. The remuneration last drawn by Mr. Kalpesh Kumar, is Rs. 34,77,600/- per annum.

Companies/Body Corporate (Other than SunEdison) in which Mr. Kalpesh Kumar, holds directorships and committee memberships are as under:

S.No	Name of the Companies/LLP	Designation
01	Sherisha Agriculture Private Limited	Director
02	Sherisha Farms Private Limited	Director
03	STPL Horticulture Private Limited	Director
04	SIL Govindam Power Private Limited	Director
05	Sherisha Rooftop Solar SPV Four Private Limited	Director
06	Sherisha Rooftop Solar SPV Three Private Limited	Director
07	SIL Rooftop Solar Power Private Limited	Director
08	SIL Govindam Energy Private Limited	Director
09	Sherisha Rooftop Solar SPV Five Private Limited	Director
10	Financemile Private Limited	Director
11	Broil Solar Energy Private Limited	Director
12	Wither Solar Energy Private Limited	Director
13	Taper Solar Energy Private Limited	Director
14	KILN Solar Energy Private Limited	Director
15	Sherisha Solar SPV Two Private Limited	Director

Chairman/ Member of the Board Committee: None

Approval of the Members is being sought for the re-appointment of Mr. Kalpesh Kumar, as Managing Director (Key Managerial Personnel) and approving the terms of appointment recommended by the Nomination and Remuneration Committee and the Board of Directors in their meeting held on September 07, 2021.

Mr. Kalpesh Kumar, does not hold any equity shares in the company, including shareholding as a beneficial owner. Further, Mr. Kalpesh Kumar, is not related to any other Director and other Key Managerial Personnel of the Company.

The terms and conditions of re-appointment along with the details of remuneration sought to be paid are set out in the special resolution in Item No: 5 to the Notice.



The Statement containing additional information as required in Section II of Part II of Schedule V to the Companies Act, 2013:

Sl.No.	General Information	Details															
I (a)	Nature of Industry	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, solar water pumps, generating power and selling power and also rendering other related services.															
(b)	Date or expected date of commencement of commercial production	The Company carries on engineering, procurement and construction services in respect of solar power plants, setting up of solar power plants, solar water pumps, generating power and also rendering other related services from the year 2018-19.															
(c)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable															
(d)	Financial Performance based on given indicators	As per Audited Standalone Financial Results for the Year Ended March 31, 2021: (In Rs. P) <table border="1" data-bbox="699 1093 1394 1473"> <thead> <tr> <th>Particulars</th> <th>Year Ended March 31, 2021</th> <th>Year Ended March 31, 2020</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and other income</td> <td>74,91,76,852</td> <td>50,71,89,849</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td>(9,75,87,321)</td> <td>(13,50,18,406)</td> </tr> <tr> <td>Networth (including balance in Profit and Loss Account)</td> <td>(18,41,41,235)</td> <td>(8,82,85,460)</td> </tr> <tr> <td>Earnings Per Share</td> <td>(21.35)</td> <td>(30.07)</td> </tr> </tbody> </table>	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	Revenue from operations and other income	74,91,76,852	50,71,89,849	Profit/(Loss) after Tax	(9,75,87,321)	(13,50,18,406)	Networth (including balance in Profit and Loss Account)	(18,41,41,235)	(8,82,85,460)	Earnings Per Share	(21.35)	(30.07)
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020															
Revenue from operations and other income	74,91,76,852	50,71,89,849															
Profit/(Loss) after Tax	(9,75,87,321)	(13,50,18,406)															
Networth (including balance in Profit and Loss Account)	(18,41,41,235)	(8,82,85,460)															
Earnings Per Share	(21.35)	(30.07)															
(e)	Foreign Investments or Collaborations, if any	Not Applicable															
II	Information about the appointee																
(i)	Background details	Profile of Mr. Kalpesh Kumar, provided in the Annexure to this Notice.															
(ii)	Past Remuneration	<table border="1" data-bbox="699 1765 1394 1957"> <thead> <tr> <th>Financial Years</th> <th>Amount in Rs.P</th> </tr> </thead> <tbody> <tr> <td>2018-19</td> <td>NIL</td> </tr> <tr> <td>2019-20</td> <td>8,69,400</td> </tr> <tr> <td>2020-21</td> <td>34,77,600</td> </tr> </tbody> </table>	Financial Years	Amount in Rs.P	2018-19	NIL	2019-20	8,69,400	2020-21	34,77,600							
Financial Years	Amount in Rs.P																
2018-19	NIL																
2019-20	8,69,400																
2020-21	34,77,600																
(iii)	Recognition or awards	Not Applicable															



Sl.No.	General Information	Details
(iv)	Job Profile and his suitability	<p>Mr. Kalpesh Kumar, Managing Director (Key Managerial Personnel) of the Company, is highly experienced and controls the affairs of the company as a whole under the direction of the Board of Directors of the Company. He contributed significantly towards the operations and performance of the company. He is actively involved in the business strategy, business development functions of the company.</p> <p>The growth in the Company's operations can to a large extent be attributable to the dynamism and relentless efforts of Mr. Kalpesh Kumar. Various new initiatives have been taken to increase the growth and profitability of the Company. Based upon his qualification and expertise, Mr. Kalpesh Kumar, will be best suited for the responsibilities assigned to him by the Board of Directors of the Company.</p>
(v)	Remuneration Proposed	<p>Salary Compensation: Not exceeding Rs. 5,00,000/- (Rupees Five Lakhs Only) per month More details are furnished in Special Resolution Item No: 5</p>
(vi)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>Taking into consideration the size of the Company, the profile of Mr. Kalpesh Kumar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration being paid by the companies comparable size in the industry in which the Company operates.</p>
(vii)	Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any	<p>Besides the remuneration proposed to be paid to him, the Managing Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other directors of the Company</p>
III	Other Information	
(a)	Reason of loss or inadequate profits	<p>The Company is passing a Special Resolution pursuant to the proviso to the sub- section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Kalpesh kumar. i.e. September 30, 2024.</p>



Sl.No.	General Information	Details
(b)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the company, its reputation and Pan- India distribution network are also expected to enable the company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
(c)	Expected Increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

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

Except Mr. Kalpesh Kumar, being an appointee, none of the Directors or Key Managerial Personnel(KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the Special Resolution set out at Item No.5 of the Notice.

This Explanatory Statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2).

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Regulation 17(11) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, the Board recommends the Special Resolution set out at item no.5 of the accompanying Notice for the approval of the Members.

Pursuant to Section 190 of the Companies Act, 2013, as amended, a copy of the draft Service Agreement referred to in the Resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to Thursday, September 30, 2021.

By order of the Board of Directors
For SunEdison Infrastructure Limited

R.V.Suresh Babu
Company Secretary & Compliance Officer

Place: Chennai
Date: September 07, 2021

