

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L40100TN1994PLC028263

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCS3211N

(ii) (a) Name of the company

SUNEDISON INFRASTRUCTURE

(b) Registered office address

11th FLOOR, BASCON FUTURA ,New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
CHENNAI
Chennai
Tamil Nadu
600017

(c) *e-mail ID of the company

cscpliance@sunedisoninfra

(d) *Telephone number with STD code

04443405950

(e) Website

www.sunedisoninfra.com

(iii) Date of Incorporation

04/08/1994

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U65993TN1994PTC027878

Pre-fill

Name of the Registrar and Transfer Agent

GNSA INFOTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

NELSON CHAMBERS, NO-115, NELSON MANICKAM ROAD,
AMINJIKARI, CHENNAI

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/09/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 32

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ISHAAN SOLAR POWER PRIVAT	U40106TN2010PTC136715	Subsidiary	100
2	SEI TEJAS PRIVATE LIMITED	U40101TN2013FTC094224	Subsidiary	100

3	SEI SOLARTECH PRIVATE LIMIT	U40108TN2010PTC076481	Subsidiary	100
4	SILRES ENERGY SOLUTIONS PR	U40106TN2019PTC131888	Subsidiary	100
5	ENRECOVER ENERGY RECOVER	U74999PN2017PTC170709	Subsidiary	51
6	MEGAMIC ELECTRONICS PRIVA	U74900KA2015PTC083384	Subsidiary	51
7	SIL ROOFTOP SOLAR POWER P	U40108TN2019PTC132319	Subsidiary	100
8	ATHENESE ENERGY PRIVATE LI	U40109KA2015PTC081245	Subsidiary	74
9	FLAUNT SOLAR ENERGY PRIVA	U40107KA2015PTC081573	Subsidiary	74
10	SHERISHA AGRO PRIVATE LIMIT	U40100TN2015PTC103245	Subsidiary	99.26
11	SHERISHA SOLAR SPV TWO PR	U74999TN2018PTC126030	Associate	49
12	SPANGLE ENERGY PRIVATE LIM	U40104KA2015PTC081477	Subsidiary	74
13	TAPER SOLAR ENERGY PRIVATI	U74999TN2017PTC117079	Subsidiary	100
14	WITHER SOLAR ENERGY PRIVA	U74999TN2017PTC117072	Subsidiary	90
15	ENGENDER DEVELOPERS PRIVA	U40100TN2016PTC112403	Subsidiary	100
16	SCORCH SOLAR ENERGY PRIVA	U40107KA2015PTC084419	Subsidiary	74
17	SINGE SOLAR ENERGY PRIVATE	U40108KA2015PTC084881	Subsidiary	74
18	SOURASHAKTHI ENERGY PRIVA	U40104KA2015PTC081039	Subsidiary	74
19	SWELTER ENERGY PRIVATE LIM	U40102KA2015PTC083352	Subsidiary	74
20	TORRID SOLAR POWER PRIVAT	U74999KA2017PTC102966	Subsidiary	74
21	SIL GOVINDAM ENERGY PRIVA	U40200TN2019PTC131642	Subsidiary	51
22	SIL GOVINDAM POWER PRIVAT	U40100TN2020PTC133692	Subsidiary	51
23	KILN SOLAR ENERGY PRIVATE I	U74999TN2017PTC117081	Subsidiary	99.99
24	SHERISHA ROOFTOP SOLAR SF	U40300TN2019PTC132202	Subsidiary	74
25	SHERISHA ROOFTOP SOLAR SF	U40106TN2019PTC132094	Subsidiary	74
26	SHERISHA ROOFTOP SOLAR SF	U40107TN2019PTC132120	Subsidiary	74
27	STPL HORTICULTURE PRIVATE	U40100TN2015PTC103281	Subsidiary	74

28	BROIL SOLAR ENERGY PRIVATE	U74999TN2017PTC116769	Subsidiary	100
29	SUNEDISON ROOFTOP SOLAR	U40106TN2020PTC136295	Subsidiary	100
30	SIL JUPITER SOLAR PRIVATE LIM	U40300TN2020PTC136534	Subsidiary	100
31	SIL MERCURY SOLAR PRIVATE L	U40106TN2020PTC136949	Subsidiary	100
32	SIL NEPTUNE SOLAR PRIVATE L	U40105TN2020PTC137146	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,000,000	4,489,900	4,489,900	4,489,900
Total amount of equity shares (in Rupees)	70,000,000	44,899,000	44,899,000	44,899,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF RS. 10/- EACH				
Number of equity shares	7,000,000	4,489,900	4,489,900	4,489,900
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	70,000,000	44,899,000	44,899,000	44,899,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	409,010	4,080,890	4489900	44,899,000	44,899,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	409,010	4,080,890	4489900	44,899,000	44,899,000	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>

Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. * Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

651,062,290

(ii) Net worth of the Company

-186,691,735

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,367,425	75	0	
10.	Others	0	0	0	
	Total	3,367,425	75	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	1,009,975	22.49	0	
	(ii) Non-resident Indian (NRI)	14,403	0.32	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	97,585	2.17	0	
10.	Others CLEARING MEMBERS	512	0.01	0	
	Total	1,122,475	24.99	0	0

Total number of shareholders (other than promoters)

761

Total number of shareholders (Promoters+Public/
Other than promoters)

763

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	389	761
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	2	1	3	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	1	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANIL JAIN	00181960	Director	0	
SHAILESH RAJAGOPA	01855598	Director	0	
KALPESH KUMAR	07966090	Managing Director	0	
JAMUNA	08009308	Director	0	
PILLAPPAN AMALANA	08730795	Director	0	
DINESH KUMAR AGAF	AKHPA0067A	CFO	0	
ROKAROKALA VENKA	COYPS5163N	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RUCHI MAHESHWARI	AKQPK2919J	CFO	28/10/2020	CESSATION
DINESH KUMAR AGAF	AKHPA0067A	CFO	29/10/2020	APPOINTMENT
PILLAPPAN AMALANA	08730795	Additional director	16/06/2020	APPOINTMENT
PILLAPPAN AMALANA	08730795	Director	29/12/2020	CHANGE IN DESIGNATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRAORDINARY GENER	11/12/2020	553	14	81.42
ANNUAL GENERAL MEETI	29/12/2020	596	11	80.44

B. BOARD MEETINGS

*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2020	4	4	100
2	16/06/2020	4	4	100
3	23/06/2020	5	5	100
4	15/07/2020	5	5	100
5	31/08/2020	5	4	80
6	01/09/2020	5	4	80
7	12/10/2020	5	5	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
8	28/10/2020	5	4	80
9	12/11/2020	5	4	80
10	18/11/2020	5	5	100
11	07/12/2020	5	5	100
12	15/12/2020	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	23/06/2020	3	3	100
2	AUDIT COMM	15/07/2020	3	3	100
3	AUDIT COMM	31/08/2020	3	3	100
4	AUDIT COMM	01/09/2020	3	3	100
5	AUDIT COMM	12/10/2020	3	3	100
6	AUDIT COMM	28/10/2020	3	3	100
7	AUDIT COMM	12/11/2020	3	3	100
8	AUDIT COMM	18/11/2020	3	3	100
9	AUDIT COMM	15/12/2020	3	3	100
10	AUDIT COMM	19/02/2021	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2021
								(Y/N/NA)
1	ANIL JAIN	14	14	100	2	2	100	Yes

2	SHAILESH RA	14	14	100	10	10	100	Yes
3	KALPESH KU	14	11	78.57	0	0	0	Yes
4	JAMUNA	14	13	92.86	12	12	100	No
5	PILLAPPAN A	12	12	100	12	12	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KALPESH KUMAR	Managing Director	3,477,600	0	0	0	3,477,600
	Total		3,477,600	0	0	0	3,477,600

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RUCHI MAHESHW	CFO	6,270,705	0	0	0	6,270,705
2	DINESH KUMAR A	CFO	0	0	0	0	0
3	ROKAROKALA VEI	CS	988,906	0	0	0	988,906
	Total		7,259,611	0	0	0	7,259,611

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jamuna	Independent Dir	0	0	0	60,000	60,000
2	PILLAPPAN AMAL	Independent Dir	0	0	0	20,000	20,000
	Total		0	0	0	80,000	80,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment Yes No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ARAVAMUDHAN MOHAN KUMAR

Whether associate or fellow

 Associate Fellow

Certificate of practice number

19145

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Kalpesh Kumar
Digitally signed by
Kalpesh Kumar
Date: 2021.12.14
18:09:17 +0530'

DIN of the director

07966090

To be digitally signed by

ARAVAMUD HAN MOHAN KUMAR
Digitally signed by
ARAVAMUDHAN MOHAN KUMAR

Company Secretary

Company secretary in practice

Membership number

4347

Certificate of practice number

19145

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

SIL Shareholder List as on 31032021.pdf
SIL Meetings Details FY 2020-21.pdf
Sd Final Form MGT-8 FY 2020-2021.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



FORM NO.MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of M/s. SUNEDISON INFRASTRUCTURE LIMITED (Formerly known as YKM Industries Limited) (CIN: L40100TN1994PLC028263) (the "Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year 01.04.2020 to 31.03.2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year (01.04.2020 to 31.03.2021) correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of the following:
1. During the financial year under review, the status of the Company was Public Limited Company and it has not changed. The Company is Active-Compliant.
 2. The Company has maintained all the prescribed registers/records and made entries therein within time prescribed as per the provisions of the Act.
 3. During the financial year under review, the Company has filed various forms and returns with the Registrar of Companies, Chennai/Ministry of Corporate Affairs within the prescribed filing time.

However, the company did not file the Form MGT-14 for the Loans borrowed from M/s. Sherisha Solar Private Limited vide Board Meeting dated 19-05-2020 in accordance with Section 179 (3) (d) of the Companies Act, 2013.

4. Meetings of Board of Directors, its Committees and the meetings of the members of the Company were held on or before the due date as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Book and registers maintained for the purpose and the same have been duly signed.
5. The Company had closed its Register of Members and Share Transfer books during the financial year under review and has duly complied with the provisions of the Act.

The Register of Members and Share Transfer Books of the Company were closed from Monday, December 21, 2020 and Tuesday, December 22, 2020 (both days inclusive) for the purpose of Annual General Meeting.

Flat F 1, Sudarsan Apartments, 72, VGP Selva Nagar Second Main road, Velachery, Chennai 600 042.

needamohan@gmail.com / 90030 12871

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6. During financial year under review, the Company has complied with the provisions of Section 185 of the Act.
7. According to information and explanations made, the Company has entered into transactions falling within the purview of Section 188 of the Act in respect of Related Party Transactions during financial year under review which are in the ordinary course of business and at arm's length basis and has duly complied with the provisions of Section 188 of the Act.
8. Issue and Allotment/Transfer and issue of Security certificates

There were no instances of Issue or allotment or transmission or buyback of Securities/redemption of Preference Shares or Debentures/alteration or reduction of Share Capital/conversion of Shares/Securities and issue of Security certificates.
9. There were no such transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. During the financial year under review, the Company has not declared any dividend and the Company was not required to transfer any unpaid/unclaimed dividend/other amount to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
11. The audited financial statements of the Company was approved and signed as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof.
12. During the financial year under review, there were changes in the constitution of Directors and Key Managerial Personnel in the Company. The Details of Changes in Constitution of Directors and Key Managerial Personnel is as per **Annexure A**.

During the period between end of the financial year and on the date of this report, Mr. Pillappan Amalanathan (DIN: 08730795) was appointed as an Additional Director (Independent) with effect from 16th June 2020 vide Board Meeting dated 16-06-2020. Subsequently, the Audit Committee (AC), Nomination and Remuneration Committee (NRC) and Stakeholders Relationship Committee (SRC) were duly reconstituted comprising of the newly inducted Independent Director, Mr. Pillappan Amalanathan.

During the Financial Year under review, required Disclosures by the Directors/Key Managerial Personnel and Remuneration paid to them were duly made in compliance of the provisions of the Companies Act, 2013.
13. The Auditors were appointed as per the provisions of section 139 of the Act and there was no casual vacancy of Auditors during the financial year under review.
14. According to the Information and Explanations given to us, the Company was not required to obtain any approvals from the Tribunal, Regional Director, Court, Central Government on matters which required such approvals from the said authorities during the financial year under review.
15. According to the Information and Explanations given to us, the Company did not accept/renew any Deposits during the financial year.

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16. According to information and explanation given to us, the Company has complied with the provisions of the Act and Rules made there under in respect of Borrowings from Public Financial Institutions, Banks and others, wherever applicable and the Borrowings made are within the Limits approved by the Board of Directors/Shareholders.
17. During the financial year under review, the company has given loans to companies falling under the provisions of Section 186 of the Act.
18. Audit Report contains qualification regarding outstanding liabilities under Borrowings, trade payables and other current liabilities with respect to two subsidiaries. The Board has given justification that the Management is currently carrying out necessary reconciliations of such liabilities.
19. Secretarial Audit Report contains qualifications regarding the number of Independent Director in the Company went below the minimum requirement and that the Nomination and Remuneration Committee had only two non-executive directors and the Audit committee had one Independent and one Non-Independent Director only. The Board has given justification that it was in search of competent person and the appointment was made on June 16, 2020.
20. During the financial year under review, the following major transactions were identified:
 - a. Mr. Pillappan Amalanathan (DIN: 08730795) was appointed as an Additional Director (Independent) with effect from 16th June 2020 vide Board Meeting dated 16-06-2020. Subsequently, the Audit Committee (AC), Nomination and Remuneration Committee (NRC) and Stakeholders Relationship Committee (SRC) were duly reconstituted comprising of the newly inducted Independent Director, Mr. Pillappan Amalanathan.
 - b. The name of the promoter company has been changed from M/s. Avyan Renewable Solar Private Limited to M/s. Avyan Pashupathy Capital Advisors Private Limited.
 - c. The Company has entered into a Framework Agreement dated June 23, 2020 with M/s. South Lake One LLC ("South Lake"), M/s. Fenice Investment Group LLC ("Fenice"), Mr. Pashupathy Shankar Gopalan, Mr. Anil Jain, M/s. SILRES Energy Solutions Private Limited ("SILRES"), M/s. Pashupathy Capital Pte. Ltd., M/s. Sherisha Infrastructure Private Limited, M/s. Sherisha Technologies Private Limited and M/s. Avyan Pashupathy Capital Advisors Private Limited.
 - d. The Company has entered into a Share Subscription and Shareholders' Agreement ("SSHA") dated 19-05-2020 with M/s. SILRES Energy Solutions Pvt Ltd (wholly owned subsidiary), Mr. Dinesh Kumar Agarwal, Mr. Anil Jain, Mr. Pashupathy Shankar Gopalan and M/s. Fenice Investment Group LLC (Investors). Subsequently, "SSHA" has been amended and restated and the Company has entered into a "SSHA" dated July 15, 2020 with SILRES, Mr. Dinesh Kumar Agarwal, Mr. Anil Jain, Mr. Pashupathy Shankar Gopalan, M/s. Fenice and South Lake One LLC ("South Lake") pursuant to which South Lake invested USD 10,000,000 (United States Dollars Ten Million) in SILRES.
 - e. BSE Limited has raised queries regarding discrepancies in Standalone Financial Statements of the company vide Email dated September 15, 2020 and the same is rectified by the company.

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- f. The Company has obtained the approval of Board of Directors vide Board Meeting dated 12th October 2020 for the following Internal Restructuring:
- (i) To transfer Equity Shares / Optionally Convertible Redeemable Preference Shares (“OCRPS”) held by M/s. Sherisha Solar Private Limited (Step Down Subsidiary of the Company) in completed projects SPV’s to M/s. SIL Rooftop Solar Power Private Limited (Wholly-Owned Subsidiary of the Company) for a total consideration of INR 114,87,52,516.
 - (ii) To transfer certain completed projects of M/s. Broil Solar Energy Private Limited to M/s. Engender Developers Private Limited (Step Down Subsidiary of the Company) for a total consideration of INR 7,00,83,448.
 - (iii) To transfer 9000 Equity Shares of M/s. Broil Solar Energy Private Limited in M/s. Wither Solar Energy Private Limited to M/s. SIL Rooftop Solar Power Private Limited for a consideration of INR 17,37,000.
 - (iv) To transfer 49,428 Optionally Convertible Redeemable Preference Shares (OCPRS) held by M/s. Sherisha Solar Private Limited in M/s. Wither Solar Energy Private Limited to M/s. SIL Rooftop Solar Power Private Limited for a consideration of INR 95,39,604.
- g. Ms. Ruchi Ashish Maheswari has resigned from the post of Chief Financial Officer (CFO) of the company with effect from 28th October, 2020.
- h. The Company has obtained the approval of Board of Directors vide Board Meeting dated 28th October, 2020 to appoint Mr. Dinesh Kumar Agarwal as the Chief Financial Officer (CFO) of the Company with effect from 29th October, 2020.
- i. The Company has obtained the approval of shareholders vide Extra-Ordinary General Meeting dated December 11, 2020 to ratify the framework agreement entered into by the Company on June 23, 2020.
- j. Shareholders gave their approval for conversion of the outstanding loan advanced by M/s. Sherisha Technologies Private Limited to M/s. SIL Rooftop Solar Power Private Limited including all accrued interest, amounting to Rs. 8,98,66,390 into equity shares of M/s. SIL Rooftop Solar Power Private Limited vide Extra-Ordinary Meeting dated December 11, 2020.
- k. The Company has obtained the approval of shareholders vide Extra-Ordinary General Meeting dated December 11, 2020 to transfer the Identified Businesses by the Company to M/s. SunEdison Energy Solutions Private Limited (“SESPL”) as slump sale on a going concern basis.
- l. In furtherance of the Framework Agreement and pertaining to the Business Transfer, which is part of the Internal Restructuring, Board of Directors of the Company at their meeting held on December 15, 2020 have accorded their approval for the transfer of entire Shareholding held by the Company in M/s. SEI Tejas Private Limited (Wholly-owned Subsidiary of the Company) to M/s. Ishaan Solar Power Private Limited (Another wholly-owned Subsidiary of the Company).
- m. The Company has obtained the approval of Shareholders vide Annual General Meeting (AGM) dated December 29, 2020 to appoint Mr. Pillappan Amalanathan as Independent Director of the Company.

n. Notice of Offer for Sale (OFS) of 5,31,811 Equity Shares (“Shares”) of Rs.10/- each of M/s. SunEdison Infrastructure Limited was made by the Promoter, M/s. Avyan Pashupathy Capital Advisors Private Limited (Formerly Avyan Renewable Solar Private Limited) through the Stock Exchange Mechanism (the “OFS Notice”). The Material details of offer are as under:

a) Promoter member proposes to sell 5,31,811 Equity Shares of face value of Rs.10/- each representing 11.84% of the equity share capital of the Company on Thursday, October 15, 2020 (“T” day) for Non-Retail Investors and on Friday, October 16, 2020 (“T+1” day) for Retail Investors and for Non-Retail Investors who choose to carry forward their bids through a sale on the separate window provided by BSE Limited.

b) Selling Promoters – M/s. Avyan Pashupathy Capital Advisors Private Limited (Formerly Avyan Renewable Solar Private Limited)

c) Number of Shares proposed to be sold by the Seller pursuant to the Sale - 5,31,811 Equity shares

d) Floor price – Rs. 22

e) Manager to the Offer – M/s. Keynote Financial Services Limited.

o.A complaint was allegedly filed with the Securities and Exchange Board of India (“SEBI”) alleging, inter alia, that the transactions contemplated in the Framework Agreement are against the interests of the minority shareholders of the Company. Subsequently, SEBI passed an interim order no. WTM/SKM/CFID/4/2020-21 dated: 15th February 2021 under section 19 read with Sections 11(1), 11(4) of the Securities and Exchange Board of India Act, 1992 (“Order”). The Order, inter alia, restrains the parties to the Framework Agreement from proceeding with the proposed transactions contemplated thereunder and directs the Bombay Stock Exchange (“BSE”) to conduct a forensic audit on the Company.

21. M/s. A S D S & Associates was appointed as Internal Auditor of the Company for the FY 2020-2021.

For Mohan Kumar & Associates

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A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
UDIN: F004347C001641818

Place: Chennai
Date: 03-12-2021

Annexure A

Details of change in Composition of Directors and KMPs from 01-04-2020 to 31-03-2021

S. No.	Name	Designation	Nature of Change	Date of Change
1.	Ms. Ruchi Ashish Maheswari	Chief Financial Officer (CFO)	CESSATION	28-10-2020
2.	Mr. Dinesh Kumar Agarwal	Chief Financial Officer (CFO)	APPOINTMENT	29-10-2020
3.	Mr. Pillappan Amalanathan*	Additional Director	APPOINTMENT	16-06-2020

***Mr. Pillappan Amalanathan, was appointed as an additional director at the Board Meeting held on June 16, 2020 and the shareholders of the company approved his appointment as Non- Executive Independent Director, in the 26th Annual General Meeting held on December 29, 2020.**

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A. NO.OF. BOARD MEETINGS HELD DURING THE F.Y. 2020-21

S.No	Date of the Meeting	Total No. of Directors associated as on the date of the meeting	Attendance	
			Number of Directors Attended	% of Attendance
01	19.05.2020	4	4	100
02	16.06.2020	4	4	100
03	23.06.2020	5	5	100
04	15.07.2020	5	5	100
05	31.08.2020*	5	4	80
05	01.09.2020*	5	4	80
06	12.10.2020	5	5	100
07	28.10.2020	5	4	80
08	12.11.2020	5	4	80
09	18.11.2020	5	5	100
10	07.12.2020	5	5	100
11	15.12.2020	5	5	100
12	29.12.2020	5	4	80
13	19.02.2021*	5	5	100
13	27.02.2021*	5	5	100
14	22.03.2021	5	5	100

***Note:**

The Meeting of the Board of Directors of the Company held on August 31 2020, remained inconclusive and unfinished and the Board meeting was rescheduled on 01 September 2020.

The Meeting of the Board of Directors of the Company held on February 19 2021, remained inconclusive and unfinished and the Board meeting was rescheduled on February 27, 2021.

SunEdison Infrastructure Limited

(Formerly YKM Industries Limited)

11th Floor, Bascon Futura IT Park, #10/1 & #10/2, Venkatanarayana Road,
T. Nagar, Chennai - 600017. CIN No: L40100TN1994PLC028263

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B. NO. OF. AUDIT COMMITTEE MEETINGS HELD DURING THE F.Y. 2020-21

S.No	Date of the Meeting	Total No. of Directors associated as on the date of the meeting	Attendance	
			Number of Directors Attended	% of Attendance
01	23.06.2020	3	3	100
02	15.07.2020	3	3	100
03	31.08.2020*	3	3	100
03	01.09.2020*	3	3	100
04	12.10.2020	3	3	100
05	28.10.2020	3	3	100
06	12.11.2020	3	3	100
07	18.11.2020	3	3	100
08	15.12.2020	3	3	100
09	19.02.2021*	3	3	100
09	27.02.2021*	3	3	100

***Note:**

The Meeting of the Audit Committee of the Company held on August 31 2020, remained inconclusive and unfinished and the Audit Committee meeting was rescheduled on 01 September 2020.

The Meeting of the Audit Committee of the Company held on February 19 2021, remained inconclusive and unfinished and the Audit Committee meeting was rescheduled on February 27, 2021.

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C. **NO. OF. NOMINATION AND REMUNERATION COMMITTEE MEETING HELD DURING THE F.Y. 2020-21**

S.No	Date of the Meeting	Total No. of Directors associated as on the date of the meeting	Attendance	
			Number of Directors Attended	% of Attendance
01	28.10.2020	3	3	100

D. **NO. OF. STAKEHOLDER RELATIONSHIP COMMITTEE MEETING HELD DURING THE F.Y. 2020-21**

S.No	Date of the Meeting	Total No. of Directors associated as on the date of the meeting	Attendance	
			Number of Directors Attended	% of Attendance
01	29.12.2020	3	3	100
02	22.03.2021	3	3	100

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PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SunEdison Infrastructure Limited is holding 36% Capital Contribution and 99% Economic Interest and Voting rights Sherisha Solar LLP. We are unable to provide the said information in the E-form MGT-7 under Particulars of Holding, Subsidiary and Associate Company due to technical error. Hence, we request you good office to take this disclosure on your record.

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