



January 13, 2020

To,

BSE Limited,

The Corporate Relationship Department,
1st Floor, New Trading Wing, Rotunda Building,
P.J.Towers, Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Submission of Scrutinizer Report for the Extra Ordinary General Meeting of SunEdison Infrastructure Limited (Formerly YKM Industries Limited)

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we submit herewith the Scrutinizer Report for the Extra Ordinary General Meeting of SunEdison Infrastructure Limited, held on Monday, 13th January, 2020 at 03:30 p.m. at Nahar Hall, Deshabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai- 600 014.

We request you to take the same on record and oblige.

Thanking you,

For SunEdison Infrastructure Limited

Suresh Babu R.V.

R.V.Suresh Babu
Company Secretary & Compliance Officer



A. Mohan Kumar, B.A., B.L., F.C.S., ACMA.,
Practising Company Secretary

**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING
& POLL OF SUNEDISON INFRASTRUCTURE LIMITED**

To
THE CHAIRMAN,
M/s. SUNEDISON INFRASTRUCTURE LIMITED,
(FORMERLY KNOWN AS YKM INDUSTRIES LIMITED),
11th Floor, BASCON FUTURA,
New No: 10/2 Old No: 56L,
Venkatanarayana Road, T. Nagar,
Chennai – 600017.

Ref: Extra Ordinary General Meeting of the Members of M/s. SunEdison Infrastructure Limited held on Monday, 13th January 2020, at 03:30 P.M. at Nahar Hall, Deshabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai- 600014.

Dear Sir,

1. I, A. Mohan Kumar, Practising Company Secretary, have been appointed as a Scrutinizer by
 - i. The Board of Directors of M/s. SunEdison Infrastructure Limited at their meeting held on 20th December, 2019 for the purpose of Scrutinizing the e-voting process held between 10th January, 2020 from 09:00 A.M. and 12th January, 2020 till 05:00 P.M. under 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
 - ii. The Chairman of the Extra Ordinary General Meeting of the Company for conducting poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice to the Extra Ordinary General Meeting of the Members of the Company, held on 13th January 2020 at 03:30 P.M.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll for the resolution contained in the Notice to the Extra Ordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the EGM is restricted to the preparation of a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the report generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facilities for e-voting and at the time of poll at Extra Ordinary General Meeting.
3. The e-voting results were unblocked by me on Monday, 13th January, 2020, at 04:15 P.M.



4. At the Extra Ordinary General Meeting of the Company held on Monday, 13th January, 2020 the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The results of the e-voting together with that of the poll are as under:

ITEM NO. 1 – APPROVAL OF SUNEDISON INFRASTRUCTURE LIMITED - EMPLOYEES STOCK OPTION SCHEME 2019 (SUNEDISON ESOS 2019):

I. Voted in favour of the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
2	19,77,663	7	20,32,155	40,09,818	100%

II. Voted against the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

III. Invalid votes:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll
0	0	0	0	0

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 1 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.




ITEM NO. 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:

I. Voted in favour of the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
2	19,77,663	7	20,32,155	40,09,818	100%

II. Voted against the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

III. Invalid votes:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll
0	0	0	0	0

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 2 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.




ITEM NO. 3 – ALTERATION OF OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

I. Voted in favour of the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
2	19,77,663	7	20,32,155	40,09,818	100%

II. Voted against the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

III. Invalid votes:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll
0	0	0	0	0

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 3 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.




The relevant records relating to E- Voting and Poll were sealed and handed over to Mr. Kalpesh Kumar, Chairman of the Meeting for safe keeping.

Thank you,
Yours faithfully,

FOR MOHAN KUMAR & ASSOCIATES



A handwritten signature in blue ink, appearing to read "A. Mohan Kumar", written over the right side of the circular stamp.

Place: Chennai
Date: 13.01.2020.

**A. MOHAN KUMAR
PRACTISING COMPANY SECRETARY
MEMBERSHIP NUMBER: FCS 4347
CERTIFICATE OF PRACTICE NUMBER: 19145**