

**TO SHAREHOLDERS**

NOTICE is hereby given that the Extra – Ordinary General Meeting of **YKM INDUSTRIES LIMITED** will be held on Friday the 16<sup>th</sup> day of November 2018 at 11. A.M at the Registered Office of the Company at 2<sup>ND</sup>Floor , No. 67, Bazullah Road, T. Nagar, Chennai – 600017 to transact the following business:

**SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to Regulation to 45 of SEBI (Listing Obligation and Disclosure requirement) 2015 read along with Section 4 and 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, and subject to such approvals as may be necessary from Central Government and other concerned statutory authorities, if any, consent of the Members be and is hereby given to change the name of the Company from “**YKM INDUSTRIES LIMITED**” to “**SUNEDISON INFRASTRUCTURE LIMITED**”

“RESOLVED FURTHER THAT name of the Company wherever it appears in Memorandum of Association and Articles of Association be and is hereby changed to **SunEdison Infrastructure Limited.**”

“FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company to **SunEdison Infrastructure Limited.**”

“FURTHER RESOLVED THAT the Board of Directors including a committee thereof be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the resolution.”

————//By order of the Board//————

**For YKM Industries Limited**

Place : Chennai  
Date : 19.10.2018

Sd/-  
**Sadasivam Deivanayagam**  
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company atleast 48 hours before the Commencement of the meeting. A blank proxy form is attached.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies/Authorized Representatives should bring duly filled Attendance Slip sent herewith to attend the meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/ Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Company's Registrar and Share Transfer Agent (RTA), **M/s. GNSA Infotech Limited**, Chennai. Changes intimated to the Registrar and Share Transfer Agent (RTA) will then be automatically reflected in the Company's records which will help the Company and **M/s.GNSA Infotech Limited**, Chennai to provide efficient and better services.
7. Members holding shares in physical form are requested to send all correspondence with respect to the updation of their bank details, transfer of shares, change of address, conversion of physical shares into Demat form etc., to **M/s. GNSA Infotech Limited**, Chennai.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company for assistance in this regard.

9. Members may visit Company's website: [www.ykmindustries.com](http://www.ykmindustries.com) and contact us at e-mail: [ykmindustrieslimited@gmail.com](mailto:ykmindustrieslimited@gmail.com)

10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by National Securities Depository Limited (NSDL) for all items of business as set out in the notice of the Extra - Ordinary General Meeting and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the Extra - Ordinary General Meeting and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through voting by ballot/poll paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The Notice EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post/Speed Post.

11. The Company is concerned about the environment and utilizes the natural resources in a sustainable way. We request you to update your email address with RTA to enable us to send Notices and all other communications via email.

12. Members who are holding shares in more than one folio are requested to intimate to the Registrar and Share Transfer Agent, the details of all folio numbers for consolidation into a single folio.

13. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of the meeting.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

15. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 19.10.2018.

16. The Notice of the meeting is also posted on the website of the Company (<http://www.ykmindustries.com/>)

a) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2016 and Regulation 31 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their

votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.

b) The Members whose names appeared in the Register of Members as on 09.11.2018 are entitled to vote both via E Voting and in the meeting.

c) The voting through electronic means will commence on 13.11.2018 at 09.00 A.M. and will end on 15.11.2018 at 5.00 P.M. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.

d) The Company has appointed Mr. A. Mohan Kumar, Practicing Company Secretary, Membership No. FCS 4347, to act as the Scrutinizer for conducting the electronic voting process (including the Ballot form received from the members) who does not have access to the e- voting process in a fair and transparent manner

e) The facility for voting through Ballot paper will be made available at the EGM and the members attending the meeting who have not cast their vote by remote e - voting shall be able to exercise their right at the meeting through ballot paper.

f) The members who have cast their vote by remote e- voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

17. For the convenience of the members to attend the meeting route map is provided below.

The procedure and instructions for the voting through electronic means is, as follows:

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

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices*

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details 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, your 'initial password' is communicated to you

on your postal address.

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](http://www.evoting.nsdl.com).

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.

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.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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 to Scrutinizer mail id [needamohan@gmail.com](mailto:needamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES  
ACT 2013 ANNEXED TO THE NOTICE**

**ITEM NO.:1**

The Board of Directors of the Company in its meeting held on 24<sup>th</sup> August, 2018 resolved to change the name of the Company from “**YKM INDUSTRIES LIMITED**” to “**SUNEDISON INFRASTRUTURE LIMITED**”, subject to approval of members and Central Government.

Since there is a change in Management of the Company, your Directors believe that it would be prudent to change the name of the Company as part of corporate rebranding which would reflect the magnitude of Operations of the Company as the Company is spearheading its activities into new line of activity that is Solar power generation and its allied activities, construction of commercial infrastructure etc.,.

In this connection, the Company in the Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 has already obtained the approval of Shareholders to change its object into the new line of an activity.

Further, to be in line with its revised objects, the Company has already obtained approval for name availability for the proposed name “**SUNEDISON INFRASTRUTURE LIMITED**” vide letter dated 11<sup>th</sup> Oct 2018 from Central Government.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. The approval of the shareholders is required to be accorded for changing the name of the Company by way of passing a Special Resolution and the same is subject to approval of Central Government. Hence, a special resolution is proposed seeking shareholders’ approval for change in name of the company.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any

The Board recommends the resolution for the approval of the members.

—————//By order of the Board//—————

**FOR YKM Industries Limited**

Place : Chennai  
Date : 19.10.2018

Sd/-  
**Sadasivam Deivanayagam**  
**Company Secretary**