



SEMBCORP GREEN INFRA LIMITED

(Formerly known as Sembcorp Green Infra Private Limited)

(CIN: U23200HR2005PLC078211)

Registered Off: Building 7A, Level 5, DLF Cybercity, Gurugram, Haryana – 122002

Tel: +91 124 698 6700, Fax: +91 124 698 6710

Website: www.sembcorpindia.com, Email: Complianceofficer.India@sembcorp.com

CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

OF

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1. PREAMBLE

Sembcorp Green Infra Limited (formerly known as Sembcorp Green Infra Private Limited) (“Company”) has devised this Code of Conduct for Independent Directors as required under Section 149(8) of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and Clause 17(5)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

As per the Section 149(8) of the Act, the Company and Independent Directors shall abide by the provisions specified in Schedule IV of the Act. Also, as per the Regulation 17(5)(b) of SEBI LODR as amended from time to time, the Code of Conduct of the Company shall suitably incorporate the duties of Independent Directors as laid down in the Act.

In order to comply with the aforesaid provisions, the Code of Conduct for Independent Directors (“Code”) is devised (which is supplemental to the existing Code of Conduct for the Board Members and Senior Management of the Company), as under:

"The Independent Directors of the Company shall abide by the Code for Independent Directors as provided in Schedule IV of the Act and this has been adopted by the Board of Directors on 29th July 2026.

This Code shall supersede and replace all existing codes or policies on the subject matter hereof, to the extent applicable.

2. PROFESSIONAL CONDUCT

As an Independent director of the Company, you shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising your duties;
- c) exercise your responsibilities in a bona fide manner in the interest of the Company;
- d) devote sufficient time and attention to your professional obligations for informed and balanced decision making;
- e) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that would lead to loss of your independence;
- h) where circumstances arise which make you as an Independent Director lose your independence, you must immediately inform the Board accordingly;
- i) assist the Company in implementing the best corporate governance practices.

3. ROLE AND FUNCTIONS

As an Independent director of the Company, you shall:

- a) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) bring an objective view in the evaluation of the performance of board and management;
- c) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- d) satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) balance the conflicting interest of the stakeholders;
- g) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- h) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

4. DUTIES

As an Independent director of the Company, you shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- d) participate constructively and actively in the committees of the Board in which you are a chairperson or a member;
- e) strive to attend the general meetings of the Company;
- f) Ensure that your concerns about the running of the Company or a proposed action are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g) keep yourself well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- j) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l) acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

5. SEPARATE MEETINGS:

- a) The Independent Directors of the Company shall hold at least one meeting in a financial year without the attendance of the non-independent Directors and members of the Management.
- b) All the Independent Directors of the Company shall strive to be present at such meeting.



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c) The meeting shall:

- I. Review the performance of the Non-Independent Directors and the Board as a whole;
- II. Review the performance of the Chairperson of the Company, taking into account the view of Executive Directors and Non-Executive Directors;
- III. Assess the quality, quantity and timeliness of the flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

6. CONFLICT

In the event of any conflict between the provisions of this Code and the Act, SEBI LODR or any other statutory enactments or rules as maybe applicable, the provisions of the Act, the SEBI LODR or any other such statutory enactments or rules shall prevail over this Code and the part(s) so repugnant shall be deemed to be severed from the Code and the rest of the Code shall remain in force.

7. AMENDMENT

Any regulatory amendments shall be deemed incorporated into this policy without requiring additional Board approval.

Version Control:

Sr. No.	Version No.	Date of approval
1	V-1	29 th July 2026