**Sembcorp Green Infra Private Limited**
(Formerly, Green Infra Wind Energy Private Limited & Green Infra Wind Energy Limited)
CIN: U23200HR2005PTC078211
Regd. Office: Building 7A, Level 5, DLF Cyber City, Gurugram – 122002, Haryana, India
Tel: (91) 124 6986700, Fax: (91) 124 6986710
Email: cs.india@sembcorp.com
Website: www.sembcorpindia.com

# NOTICE

**NOTICE** is hereby given that 19th Annual General Meeting ("AGM") of Sembcorp Green Infra Private Limited ("Company") will be held at Shorter Notice on Monday, 30 September 2024 at 5:00 p.m. IST at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana, to transact following business:

## ORDINARY BUSINESS

1. To consider and adopt:

   (a) the audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2024, together with the Reports of the Board of Directors and Statutory Auditors thereon; and

   (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 together with the Report of the Statutory Auditors thereon.

## SPECIAL BUSINESS

2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

   **"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) exclusive of GST and out of pocket expenses reimbursed on actual basis for the Financial Year ending 31 March 2024, to be paid to M/s Chandra Wadhwa & Co, Cost Accountants as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

By order of the Board
**Sembcorp Green Infra Private Limited**
[redacted]
**Manu Garg**
**Company Secretary**
[redacted]

**Date:** 9 September 2024
**Place:** Gurugram

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**Notes :**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No. 2 above as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Such a proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be received at the Company's Registered Office not less than 15 minutes before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization. Proxy form is enclosed.

   Members are requested to note that in case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

3. Corporate members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of board resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other Authorized Signatory named in the resolution, authorizing their representatives to attend and vote their behalf at the meeting.

4. Members/Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.

5. Relevant Documents referred to in the Notice and Explanatory Statement are available for inspection by the Members at the Registered Office of the Company during Office hours between 03.00 P.M. and 05.00 P.M on all working days upto the date of the Annual General Meeting and also at the Meeting.

6. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company / respective Depository Participants (DP).

7. The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e- mail addresses, physical copies are being sent by the permitted mode.

8. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Company/ RTA /Depositories.

9. Since the meeting is being called at shorter notice, the format of shorter notice consent is enclosed herewith.

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## EXPLANATORY STATEMENT

*(Pursuant to Section 102 of the Companies Act, 2013)*

**ITEM NO. 2**

The Board had approved the appointment of the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31 March 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March 2024.

None of the Directors, Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

By order of the Board
**Sembcorp Green Infra Private Limited**

[redacted]

**Manu Garg**
**Company Secretary**

[redacted]

**Date:** 9 September 2024
**Place:** Gurugram

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**THE COMPANIES ACT, 2013**
**Consent by Shareholder for Shorter Notice**

Date............................., 2024

To,

The Board of Directors,
**Sembcorp Green Infra Private Limited**
Building 7A, Level 5, DLF Cybercity,
Gurugram – 122002, Haryana

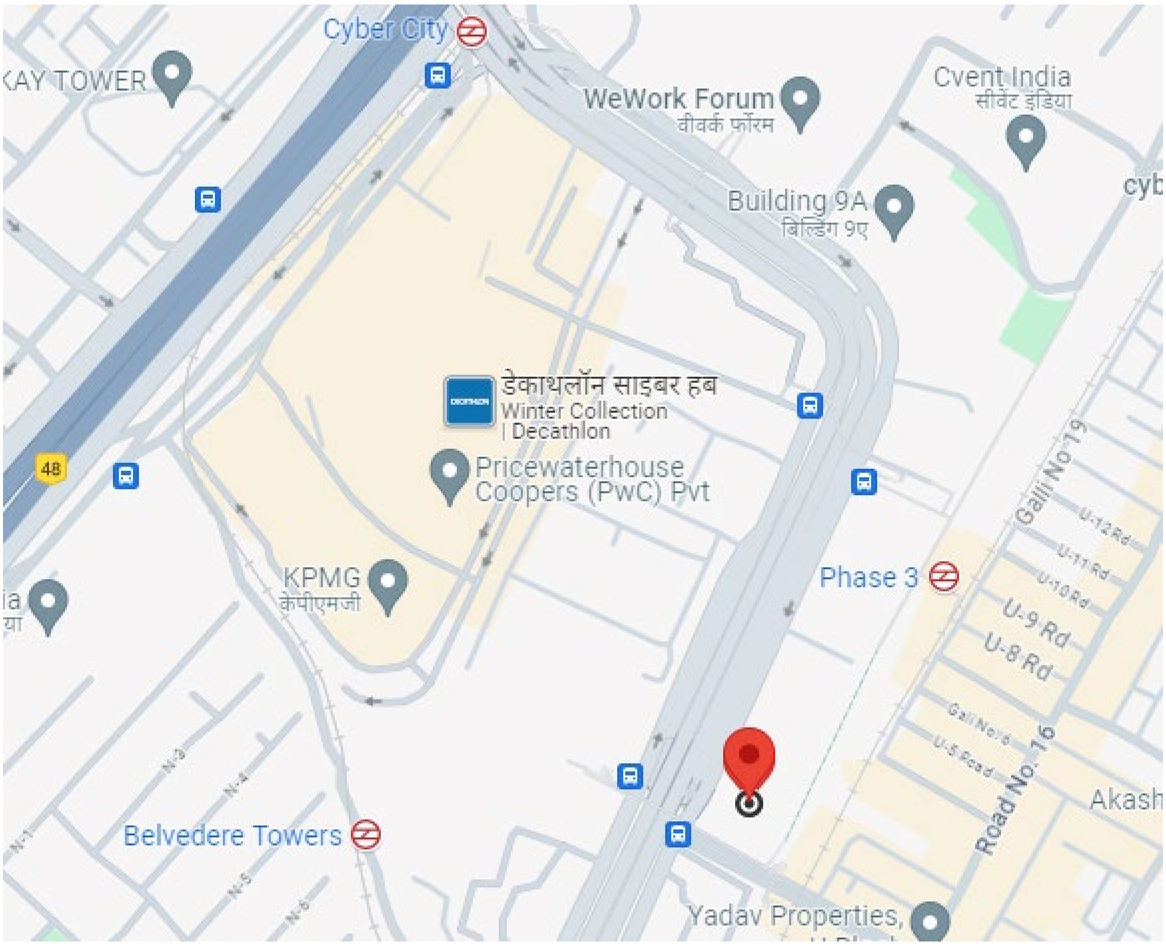
Dear Sirs,

I/We, ................................................................., holding ...................... Equity Shares of Rs. 10/- each of the Company, having received notice along with other relevant documents attached thereto for Annual General Meeting ("AGM") of the Members of the Company to be held on Monday, 30 September 2024 at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana, hereby give consent to hold the said AGM at shorter notice, in terms of applicable provisions of the Companies Act, 2013.

Thanking you,
Yours sincerely,

..............................
**Authorized Signatory**
**Address: ....................**
...............................

# ROUTE MAP TO THE AGM VENUE



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**SEMBCORP GREEN INFRA PRIVATE LIMITED**

**Reg Off:** Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana
**Ph:** 0124-698 6700; **Fax:** 0124-698 6710 ; **email** cs.india@sembcorp.com
**Website :** www. sembcorpindia.com/giwel.html

**PROXY FORM (FORM NO. MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|---|---|
| **CIN** | U23200HR2005PTC078211 |
| **Name of the Company** | Sembcorp Green Infra Private Limited |
| **Registered Office** | Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana |

| | |
|---|---|
| **Name of the Member(s)** | |
| **Registered Address** | |
| **E-mail id** | |
| **Folio No/ Client Id** | |
| **DP Id** | |

I/We, being the member (s) of shares of the above named company, hereby appoint:

| | |
|---|---|
| **Name** | |
| **Address** | |
| **E-mail ID** | |
| **Signature** | |

Or failing him;

| | |
|---|---|
| **Name** | |
| **Address** | |
| **E-mail ID** | |
| **Signature** | |

Or failing him;

| | |
|---|---|
| **Name** | |
| **Address** | |
| **E-mail ID** | |
| **Signature** | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 30 September 2024 at 5:00 p.m. IST at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

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| Resolution(s) No. | Resolution(s) | For | Against |
|---|---|---|---|
| **ORDINARY BUSINESS** | | | |
| 1. | To consider and adopt:<br>(a) the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Reports of Directors and Auditors thereon and<br><br>(b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 together with the Report of Auditors thereon | | |
| **SPECIAL BUSINESS** | | | |
| 2. | Ratification of Cost Audit fees to be paid to the Cost Auditor of the Company for Financial Year ended as on 31 March 2024. | | |

Signed this............. day of............................... 2024

**Affix Revenue Stamp**

Signature of Shareholder

Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 15 minutes before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. Those Members who have multiple folios with different joint holders may use copies of the Proxy Form.

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**Attendance Slip for the 19th Annual General Meeting**
(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 19th Annual General Meeting of the Company on Monday, 30 September 2024 at 5:00 p.m. IST at the Registered office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana.

**NAME (S) AND ADDRESS OF THE MEMBER(S)** ______________________________

______________________________________________

______________________________________________

**Folio No./DP ID No. and Client ID No *** ______________________
**Number of Shares** ______________

Please (tick) in the Box

☐ Member ☐ Proxy

______________________ ______________________
First / Sole Holder/ Proxy Second Holder/Proxy

NOTES:

I. Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
II. Duplicate Attendance Slip will not be issued at the venue.

*Applicable only in case of investors holding shares in Electronic Form.