Sembcorp Green Infra Limited
(Formerly, Sembcorp Green Infra Private Limited)
CIN: U23200HR2005PLC078211
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

SHORTER NOTICE pursuant to Section 101 of the Companies Act, 2013 is hereby given that an Extraordinary General Meeting ("EGM") of Sembcorp Green Infra Limited (Formerly, Sembcorp Green Infra Private Limited) will be held on Monday, 10 August 2026 at 6:00 p.m. (IST) / 8:30 p.m. (SGT) at Building 7A Level 5, DLF Cybercity, Gurugram – 122002, Haryana to transact the following business: -

SPECIAL BUSINESS

ITEM NO. 1

APPROVAL FOR INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the "**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended ("**SCRA**"), the Securities Contract (Regulation) Rules, 1957, as amended ("**SCRR**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI** ICDR **Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") the Foreign Exchange Management Act, 1999, as amended (the "**FEMA**") and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and any other applicable rules, regulations, guidelines, clarifications, press notes, circulars and notifications issued by the Government of India ("**GoI**"), the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**") and any other applicable laws, rules and regulations, circulars, directions, clarifications and orders as may be applicable in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the memorandum of association and the articles of association of the Company, each as amended and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares of the Company are proposed to be listed (the "**Stock Exchanges**"), and subject to any approvals, consents, permissions and sanctions as may be required from the GoI, the Registrar of Companies, Haryana at Chandigarh("**RoC**"), the SEBI, the RBI and all other appropriate statutory authorities and departments (collectively, the "**Regulatory Authorities**") and any third parties but not limited to the lender(s) of the Company, and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**" which term shall deemed to include any duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded for an initial public offering of equity shares of face value of ₹ 10/- each of the Company (the "**Equity Shares**") comprising a fresh issue of Equity Shares (the "**Fresh Issue**") (the "**Offer**"), for cash either at par or premium and to create, issue, offer and allot such number of Equity Shares such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 37,500.00/- million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchanges), at a price to be determined, by the Company in consultation with the BRLMs, through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with BRLMs decide, including anchor investors, if any, or qualified institutional buyers, each as defined under the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), one or more of the members of the Company, Hindu undivided families, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors registered with SEBI, non-resident Indians, state industrial development corporations, insurance companies, provident funds with minimum corpus of twenty five crore rupees, pension funds with minimum corpus of twenty five crore rupees registered with the Pension Fund Regulatory and Development Authority, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer or otherwise in one or more modes or combinations thereof, in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, and other Applicable Laws and the memorandum of association and articles of association of the Company and subject to such further corporate and other approvals as may be required, in-principle approval of the shareholders is hereby accorded to allot such number of Equity Shares aggregating up to ₹ 7,500.00/- million, to certain investors prior to filing of the red herring prospectus with SEBI ("**Pre-IPO Placement**"), at such other price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued under Pre-IPO Placement subject to the Offer satisfying the minimum issue size requirements under the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**").

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares so issued, allotted or transferred under the Offer (including any Reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend from the date of allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any duly constituted committee thereof, in consultation with the BRLMs, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, and the other intermediaries appointed in relation to the proposed Offer, to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or any duly constituted committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise, in accordance with the Applicable Laws.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs.

RESOLVED FURTHER THAT the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, the following:

(i) constituting a committee, or empowering the existing IPO Committee, for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening date and bid / Offer closing date, determining the classes of investors to whom Equity Shares may be allotted or transferred, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer, and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

(ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;

(iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

(iv) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(v) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;

(vi) to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLMs;

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(vii) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and / or parties with whom the Company has entered into various commercial and other arrangements / agreements including, without limitation, customers, suppliers, strategic partners of the Company, and / or any / all concerned governmental and regulatory authorities in India, including the RBI and SEBI and / or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

(viii) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;

(ix) approving the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with Applicable Laws;

(x) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs;

(xi) settling any questions, difficulties or doubts that may arise in relation to the Offer, in consultation with the BRLMs if the need so arises;

(xii) approving suitable policies on insider trading, whistle blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

(xiii) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;

(xiv) appointing, in consultation with the BRLMs, the registrar, advertisement agency, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries / agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries / agents;

(xv) finalizing and arranging for the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;

(xvi) authorizing of the maintenance of a register of holders of the Equity Shares;

(xvii) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;

(xviii) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws in consultation with the relevant intermediaries appointed for the Offer;

(xix) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the committees of the Board or the officials of the Company;

(xx) approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;

(xxi) accepting and appropriating of the proceeds of the Offer in accordance with Applicable Laws; and

(xxii)to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

ITEM NO. 2

APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting a new sub-clause 8C(e) after the existing sub-clause 8C(d) under Clause 8C – Dematerialisation of Securities, in order to align the Articles of Association with the applicable requirements of Regulation 17 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of the SEBI Regulations, as may be applicable to the Company.

RESOLVED FURTHER THAT the proposed sub-clause 8C(e) to be inserted in the Articles of Association of the Company shall read as under:

(e) Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters are required to be locked in under Regulation 17 of the SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (a) subject to pledge; or (b) under "freeze balance" or "safe keep balance", on a day prior to the closure of the bid/offer closing date in respect of an initial public offering, the Company, shall have the power to issue instructions to the Depositories, directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

In case of invocation of pledge on such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares by the pledgee or exercise of lien on such Equity Shares by any person pursuant to an order or directions of any court, tribunal, any government agency, SEBI or any other authority made or given under any law for the time being in force, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation or by such other person upon exercise of lien shall continue to remain locked-in in the demat account of the pledgee for the balance Lock-in Period.

In case of release of pledge and/or closure of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to be locked-in in the demat account of the pledgor for the balance Lock-in Period.

For the purposes of this Article, (a) "Lock-in Period" means the period for which the entire pre-issue capital of the Company held by persons other than the promoters and equity shares specified under the proviso to Regulation 17(1) of the SEBI ICDR Regulations, in case of the initial public offering, is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and (b) "SEBI ICDR Regulations" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or re-enacted or replaced from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be deemed necessary, proper or expedient to give effect to this resolution, including filing of necessary forms, returns and documents with the Registrar of Companies and/or any other statutory or regulatory authority, as may be required.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to certify a true copy of the aforesaid resolution and the same be furnished to such persons, statutory or regulatory authorities or institutions as may be required from time to time."

ITEM NO. 3

APPROVAL FOR PAYMENT OF REMUNERATION TO MS. SANGEETA TALWAR (DIN: 00062478), INDEPENDENT DIRECTOR OF THE COMPANY

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To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV and Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s), clarification(s), circular(s) or re-enactment(s) thereof for the time being in force, Regulation 17, Regulation 19, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Articles of Association of the Company and such other applicable laws, regulations, circulars and guidelines as may be applicable, and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Ms. Sangeeta Talwar (DIN: 00062478), Non-Executive Independent Director of the Company, up to INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, during her tenure as an Independent Director of the Company, with effect from 31 July 2026, and in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration may be paid to Ms. Sangeeta Talwar, within the aforesaid overall limit, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, without requiring any further approval of the Members during the said period, unless otherwise required under applicable law.

RESOLVED FURTHER THAT the aforesaid remuneration shall be inclusive of sitting fees, commission and/or any other remuneration payable to Ms. Sangeeta Talwar in her capacity as a Non-Executive Independent Director of the Company, and shall be paid in accordance with the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder and Schedule V to the Act.

RESOLVED FURTHER THAT the terms and conditions relating to payment of remuneration to Ms. Sangeeta Talwar (DIN: 00062478), as set out in the explanatory statement annexed to the notice convening the general meeting, be and are hereby approved, with liberty to the Board of Directors of the Company to alter, vary, revise or modify the terms and conditions of such remuneration from time to time, within the limits approved by the Members and as may be permissible under applicable law.

RESOLVED FURTHER THAT Ms. Sangeeta Talwar (DIN: 00062478) shall, in addition to the remuneration referred to above, be entitled to reimbursement of all reasonable travelling, boarding, lodging and other expenses actually incurred by her for attending meetings of the Board, Committees thereof, General Meetings and/or otherwise in connection with discharge of her duties as an Independent Director of the Company, in accordance with the policies of the Company and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, necessary, desirable, incidental and/or consequential to give effect to the above resolutions and further any acts, deeds or things done in this regard by and/or authority of the Board, be and are hereby ratified."

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ITEM NO. 4

APPROVAL FOR PAYMENT OF REMUNERATION TO MR. RADHEY SHYAM SHARMA (DIN: 00013208), INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV and Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s), clarification(s), circular(s) or re-enactment(s) thereof for the time being in force, Regulation 17, Regulation 19, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Articles of Association of the Company and such other applicable laws, regulations, circulars and guidelines as may be applicable, and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Radhey Shyam Sharma (DIN: 00013208), Non-Executive Independent Director of the Company, up to INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, during his tenure as an Independent Director of the Company, with effect from 31 July 2026, and in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration may be paid to Mr. Radhey Shyam Sharma, within the aforesaid overall limit, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, without requiring any further approval of the Members during the said period, unless otherwise required under applicable law.

RESOLVED FURTHER THAT the aforesaid remuneration shall be inclusive of sitting fees, commission and/or any other remuneration payable to Mr. Radhey Shyam Sharma in his capacity as a Non-Executive Independent Director of the Company, and shall be paid in accordance with the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder and Schedule V to the Act.

RESOLVED FURTHER THAT the terms and conditions relating to payment of remuneration to Mr. Radhey Shyam Sharma (DIN: 00013208), as set out in the explanatory statement annexed to the notice convening the general meeting, be and are hereby approved, with liberty to the Board of Directors of the Company to alter, vary, revise or modify the terms and conditions of such remuneration from time to time, within the limits approved by the Members and as may be permissible under applicable law.

RESOLVED FURTHER THAT Mr. Radhey Shyam Sharma (DIN: 00013208) shall, in addition to the remuneration referred to above, be entitled to reimbursement of all reasonable travelling, boarding, lodging and other expenses actually incurred by him for attending meetings of the Board, Committees thereof, General Meetings and/or otherwise in connection with discharge of his duties as an Independent Director of the Company, in accordance with the policies of the Company and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, necessary, desirable, incidental and/or consequential to give effect to the above resolutions and further any acts, deeds or things done in this regard by and/or authority of the Board, be and are hereby ratified."

ITEM NO. 5

APPROVAL FOR PAYMENT OF REMUNERATION TO MR. KALLAIKURUCHI JAIRAJ (DIN: 01875126), INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV and Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s), clarification(s), circular(s) or re-enactment(s) thereof for the time being in force, Regulation 17, Regulation 19, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Articles of Association of the Company and such other applicable laws, regulations, circulars and guidelines as may be applicable, and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Kallaikuruchi Jairaj (DIN: 01875126), Non-Executive Independent Director of the Company, up to INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, during his tenure as an Independent Director of the Company, with effect from 31 July 2026, and in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration may be paid to Mr. Kallaikuruchi Jairaj, within the aforesaid overall limit, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, without requiring any further approval of the Members during the said period, unless otherwise required under applicable law.

RESOLVED FURTHER THAT the aforesaid remuneration shall be inclusive of sitting fees, commission and/or any other remuneration payable to Mr. Kallaikuruchi Jairaj in his capacity as a Non-Executive Independent Director of the Company, and shall be paid in accordance with the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder and Schedule V to the Act.

RESOLVED FURTHER THAT the terms and conditions relating to payment of remuneration to Mr. Kallaikuruchi Jairaj (DIN: 01875126), as set out in the explanatory statement annexed to the notice convening the general meeting, be and are hereby approved, with liberty to the Board of Directors of the Company to alter, vary, revise or modify the terms and conditions of such remuneration from time to time, within the limits approved by the Members and as may be permissible under applicable law.

RESOLVED FURTHER THAT Mr. Kallaikuruchi Jairaj (DIN: 01875126) shall, in addition to the remuneration referred to above, be entitled to reimbursement of all reasonable travelling, boarding, lodging and other expenses actually incurred by him for attending meetings of the Board, Committees thereof, General Meetings and/or otherwise in connection with discharge of his duties as an Independent Director of the Company, in accordance with the policies of the Company and applicable laws.

sembcorp

Sembcorp Green Infra Limited
(Formerly, Sembcorp Green Infra Private Limited)
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Gurugram – 122002, Haryana, India
Tel: (91) 124 6986700, Fax: (91) 124 6986710
Email: cs.india@sembcorp.com
Website: www.sembcorpindia.com

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, necessary, desirable, incidental and/or consequential to give effect to the above resolutions and further any acts, deeds or things done in this regard by and/or authority of the Board, be and are hereby ratified."

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

[redacted]

Ande Narendra
Company Secretary & Compliance Officer
Membership No.: [redacted]

Date: 10 August 2026
Place: Gurugram

Address: [redacted]

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Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 15 MINUTES BEFORE THE COMMENCEMENT OF THE MEETING.**

2. In terms of Section 105 of the Companies Act, 2013 ("Act") read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as 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 shareholder.

3. Corporate Members intending to send their authorised representatives to attend the Extraordinary General Meeting pursuant to Section 113 of the Act are requested to send to the Company a certified copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the Extraordinary General Meeting.

4. Members / proxies should bring the attendance slips duly filled in and Photo ID Proof for attending the meeting.

5. Members are requested to notify immediately change in their address, if any, to the Depository Participants (DPs) in respect of their electronic shares, and to the Company at its registered office in respect of their physical shares, quoting the folio numbers.

6. Since the Meeting is being called at Shorter Notice, the format of shorter notice consent is enclosed herewith.

7. An Explanatory Statement pursuant to the provisions of Section 102 of the Act, in respect of Item Nos. 1, 2, 3, 4, and 5 of Special Business, to be transacted at the EGM is annexed hereto.

8. All voting at any Members' meeting shall be by way of show of hands unless a poll is demanded in accordance with the provisions of the Companies Act, 2013.

9. Proxies shall be made available for inspection during the period beginning 15 Minutes before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

10. Documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday, during normal business hours (9:00 A.M. to 5:00 P.M. (IST)) up to the date of EGM.

11. The draft amended Articles of Association of the Company, along with the documents referred to in the Notice and Explanatory Statement, shall be available for inspection by the Members at the Registered

Office of the Company during business hours on all working days up to the date of the meeting and at the meeting.

12. The proposed alteration to the Articles of Association of the Company requires approval of the Members by way of a Special Resolution pursuant to Sections 5 and 14 of the Companies Act, 2013, read with the rules made thereunder.

13. During the EGM, the statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this EGM shall be available for inspection.

14. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be provided on request.

15. Members holding shares in dematerialised form to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

16. The Record date for the purpose of identifying the Register of Members has been fixed as 7 August 2026. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record date only shall be entitled to receive the notice of the EGM and avail themselves of the facility of voting during the EGM. Any person who acquires shares of the Company and becomes a Member after the dispatch of the Notice but holds shares as of the Record date is required to inform the Company in order to receive the notice.

17. Route map of the venue of EGM is attached herewith.

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EXPLANATORY STATEMENT

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

ITEM NO. 1

The Company proposes to undertake an initial public offering of equity shares of face value of ₹ 10/- each of the Company ("Equity Shares") which shall consist of a fresh issue of Equity Shares ("Fresh Issue") (the "Offer"). The Company intends to at the discretion of the board of directors of the Company ("Board"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to ₹ 37,500.00/- million on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

None of the directors, key managerial personnel or senior managerial personnel of the Company, or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board recommends the resolution in Item No. 1 of the accompanying Notice for your approval as special resolution. Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each, as amended.

ITEM NO. 2

The Members may note that the Company, pursuant to its conversion from a private limited company to a public limited company, had adopted a new set of Articles of Association by way of approval of the Board of Directors vide resolution passed by circulation on 10 February 2026 and approval of the shareholders at the Extraordinary General Meeting held on 12 February 2026.

The Members may further note that, in order to align the Articles of Association of the Company with the applicable requirements of Regulation 17 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of the SEBI Regulations, as may be applicable to the Company, it is proposed to alter the Articles of Association of the Company by inserting a new sub-clause 8C(e) after the existing sub-clause 8C(d) under Clause 8C – Dematerialisation of Securities.

The proposed insertion provides for treatment of Equity Shares held by persons other than promoters which are required to be locked-in under Regulation 17 of the SEBI ICDR Regulations, particularly in cases where such lock-in cannot be created or recorded by the Depositories for reasons including pledge, freeze balance or safe keep balance. The proposed clause also provides that such Equity Shares may be recorded as "non-transferable" for the duration of the applicable lock-in period and shall continue to remain locked-in in the event of invocation/release of pledge or exercise of lien, for the balance lock-in period, in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, alteration of the Articles of Association of the Company requires approval of the Members by way of a Special Resolution. Accordingly, approval of the Members is being sought for alteration of the Articles of Association of the Company by insertion of the proposed sub-clause 8C(e) under Clause 8C – Dematerialisation of Securities.

A copy of the existing Articles of Association along with the proposed amendment shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting.

The Board of Directors recommends the resolution set out at Item No. 2 of this Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3

The Board of Directors of the Company, at its meeting held on 29 July 2026, had recommended the appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 31 July 2026. Subsequently, the Members of the Company, at their Extraordinary General Meeting held on 31 July 2026, approved her appointment as an Independent Director of the Company.

The Board, at its meeting held on 29 July 2026, had also recommended payment of remuneration to Ms. Sangeeta Talwar, in her capacity as a Non-Executive Independent Director of the Company, up to INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, considering the time, attention, expertise, experience and valuable guidance expected to be devoted by her towards the affairs of the Company and in the deliberations of the Board and its Committees.

The proposed remuneration shall be inclusive of sitting fees, commission and/or any other remuneration payable to Ms. Sangeeta Talwar in her capacity as a Non-Executive Independent Director of the Company, and shall be paid in accordance with the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act.

In terms of the provisions of Sections 197, 198 and Schedule V to the Companies Act, 2013, the approval of the Members is also required for payment of remuneration to a non-executive director in case of absence or inadequacy of profits in any financial year. Accordingly, approval of the Members is sought for payment of the aforesaid remuneration to Ms. Sangeeta Talwar, within the overall limit of INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, including in any financial year during the said period in which the Company has no profits or inadequate profits.

The remuneration proposed to be paid to Ms. Sangeeta Talwar is considered reasonable and commensurate with her stature, experience, expertise, expected time commitment and contribution to the Company, including her participation in the deliberations of the Board and Committees thereof. The approval sought would enable the Company to remunerate her appropriately for the responsibilities discharged by her as a Non-Executive Independent Director, without requiring any further approval of the Members during the aforesaid period, unless otherwise required under applicable law.

Ms. Sangeeta Talwar shall, in addition to the remuneration referred to above, be entitled to reimbursement of all reasonable travelling, boarding, lodging and other expenses actually incurred by her for attending meetings of the Board, Committees thereof, General Meetings and/or otherwise in connection with discharge of her duties as an Independent Director of the Company, in accordance with the policies of the Company and applicable laws.

Ms. Sangeeta holds a bachelor's degree in arts from University of Delhi and holds a post-graduate diploma in management from Indian Institute of Management, Kolkata. She has also completed the executive development program from the Wharton School, University of Pennsylvania. She was previously associated with Nestle India Limited, Tata Tea Limited, NDDB Dairy Services and Excelcia Food Limited. She has over 30 years of experience.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Sl. No.	Particulars	Remarks
	I. General information:	
1.	Nature of industry	**Renewable Power Generation**
2.	Date or expected date of commencement of commercial production	6 June 2005
3.	In case of new companies, expected date of commencement of activities as per project approved by	Not Applicable

<table>
<tr><td></td><td>financial institutions appearing in the prospectus</td><td></td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>
<table>
<tr><td>Particulars</td><td colspan="3">For the year/period ended (INR Million)</td></tr>
<tr><td></td><td>31 March, 2025</td><td>31 March, 2024</td><td>31 March, 2023</td></tr>
<tr><td>Total Income</td><td>10,099.72</td><td>10,755.21</td><td>9228.88</td></tr>
<tr><td>Total Expenses</td><td>11,301.76</td><td>8050.40</td><td>7078.07</td></tr>
<tr><td>Profit before tax</td><td>(1202.04)</td><td>2704.81</td><td>2150.81</td></tr>
<tr><td>Net Profit</td><td>(1077.88)</td><td>2304.50</td><td>1278.48</td></tr>
<tr><td>Equity Share Capital</td><td>35,823.55</td><td>35,146.65</td><td>25,011.86</td></tr>
<tr><td>Other Equity</td><td>15,251.21</td><td>15,599.95</td><td>12,308.24</td></tr>
</table>
</td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td>The Company is a wholly-owned subsidiary of Sembcorp Utilities Pte. Ltd. and Sembcorp Utilities Pte. Ltd. is a wholly-owned subsidiary of Sembcorp Industries Limited, which are based at Singapore.</td></tr>
<tr><td></td><td colspan="2">II. Information about the appointee:</td></tr>
<tr><td>6.</td><td>Background details</td><td>Ms. Sangeeta holds a bachelor’s degree in arts from University of Delhi and holds a post-graduate diploma in management from Indian Institute of Management, Kolkata. She has also completed the executive development program from the Wharton School, University of Pennsylvania. She was previously associated with Nestle India Limited, Tata Tea Limited, NDDB Dairy Services and Excelcia Food Limited. She has over 30 years of experience.</td></tr>
<tr><td>7.</td><td>Past remuneration</td><td>NIL</td></tr>
<tr><td>8.</td><td>Recognition or awards</td><td>NIL</td></tr>
<tr><td>9.</td><td>Job profile and his suitability</td><td>Ms. Sangeeta Talwar has over 30 years of rich professional experience and has previously been associated with reputed organisations including Nestle India Limited, Tata Tea Limited, NDDB Dairy Services and Excelcia Food Limited. Considering her extensive experience, leadership exposure and knowledge across diverse business sectors, the Board is of the view that her appointment as an Independent Director would bring valuable perspective, strategic guidance and independent judgement to the deliberations of the Board and its Committees.</td></tr>
<tr><td>10.</td><td>Remuneration proposed</td><td>As mentioned herein above</td></tr>
<tr><td>11.</td><td>Comparative remuneration profile with respect to industry,</td><td>The Company owns and operates renewable power projects itself and through its subsidiaries which sells power generated</td></tr>
</table>

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	size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	from its wind and solar projects through a combination of long term power purchase agreements with State electricity Board and group captive users. Keeping in view the size and operations of the Company and similarly positioned profile in the Renewable Power industry, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the Power industry.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.
	III. Other information:	
13.	Reasons of loss or inadequate profits	The Company is engaged in renewable energy projects, which are capital-intensive in nature. During the initial years of operation, such projects incur high depreciation and interest costs, which adversely impact profitability, resulting in losses or inadequate profits.
14.	Steps taken or proposed to be taken for improvement	The multiple Renewable Power Projects (including SECI Projects, FIT and C & I Projects) being developed by the Company and through subsidiaries are now fully operational. In the coming years once the debt amortization starts and the interest costs will come down, it will start generating higher profits. In addition to this, our in-house team managing the O&M operations for our renewable projects constantly work for improving the efficiencies and reducing the costs.
15.	Expected increase in productivity and profits in measurable terms	The Company is already improved productive efficiencies and has undertaken various initiates for reducing the operating & financing costs and also augmenting the generation through better machine availability and efficiency which would improve the profitability of the Company.
	IV. Disclosures:	The disclosures as required under applicable laws and regulations, relating to all elements of the remuneration package including salary, benefits, bonuses, pensions, fixed components, performance-linked incentives along with

		performance criteria, service contract details, notice period and severance fees, shall form part of the Board's Report as required under the Companies Act, 2013, which shall be included in the Annual Report of the Company

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 36(3) of the SEBI listing regulations, with respect to fixation of Director's remuneration at this General Meeting, have been provided in **Annexure - 1** of the accompanying notice.

Accordingly, in terms of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6), Regulation 19, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members is sought by way of special resolution for payment of remuneration to Ms. Sangeeta Talwar (DIN: 00062478), Non-Executive Independent Director of the Company, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, within the overall limits set out in the resolution, including in the event of absence or inadequacy of profits in any financial year during the said period, in accordance with Schedule V to the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Except Ms. Sangeeta Talwar and her relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, whether directly or indirectly, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

The Board of Directors of the Company, at its meeting held on 29 July 2026, recommended the appointment of Mr. Radhey Shyam Sharma (DIN: 00013208) as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 31 July 2026. Subsequently, the Members of the Company, at their Extraordinary General Meeting held on 31 July 2026, approved his appointment as an Independent Director of the Company.

The Board, at its meeting held on 29 July 2026, had also recommended payment of remuneration to Mr. Radhey Shyam Sharma, in his capacity as a Non-Executive Independent Director of the Company, up to INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, considering the time, attention, expertise, experience and valuable guidance expected to be devoted by him towards the affairs of the Company and in the deliberations of the Board and its Committees.

The proposed remuneration shall be inclusive of sitting fees, commission and/or any other remuneration payable to Mr. Radhey Shyam Sharma in his capacity as a Non-Executive Independent Director of the Company, and shall be paid in accordance with the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act.

In terms of the provisions of Sections 197, 198 and Schedule V to the Companies Act, 2013, the approval of the Members is also required for payment of remuneration to a non-executive director in case of absence or inadequacy of profits in any financial year. Accordingly, approval of the Members is sought for payment of the aforesaid remuneration to Mr. Radhey Shyam Sharma, within the overall limit of INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, including in any financial year during the said period in which the Company has no profits or inadequate profits.

The remuneration proposed to be paid to Mr. Radhey Shyam Sharma is considered reasonable and commensurate with his stature, experience, expertise, expected time commitment and contribution to the Company, including her participation in the deliberations of the Board and Committees thereof. The approval sought would enable the Company to remunerate him appropriately for the responsibilities discharged by him as a Non-Executive Independent Director, without requiring any further approval of the Members during the aforesaid period, unless otherwise required under applicable law.

Mr. Radhey Shyam Sharma shall, in addition to the remuneration referred to above, be entitled to reimbursement of all reasonable travelling, boarding, lodging and other expenses actually incurred by him for attending meetings of the Board, Committees thereof, General Meetings and/or otherwise in connection with discharge of duties as an Independent Director of the Company, in accordance with the policies of the Company and applicable laws.

Mr. Radhey Shyam Sharma holds a bachelor's degree in arts from the University of Delhi. He is a qualified cost and works accountant and is also a certified associate of the Indian Institute of Bankers. He has been previously associated with ONGC Limited, and Union Bank of India. He has over 33 years of experience.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

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<tr><td>9.</td><td>Job profile and his suitability</td><td>Mr. Radhey Shyam Sharma has over 33 years of rich professional experience in the fields of finance, banking and</td></tr>
</table>

		management. He is a qualified Cost and Works Accountant and is also a Certified Associate of the Indian Institute of Bankers. During his professional career, he has been associated with reputed organisations including ONGC Limited and Union Bank of India. Considering his extensive experience, professional expertise and exposure to finance and banking matters, his appointment as an Independent Director is expected to bring valuable guidance, independent perspective and meaningful contribution to the deliberations of the Board and its Committees.
10.	Remuneration proposed	As mentioned herein above
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Company owns and operates renewable power projects itself and through its subsidiaries which sells power generated from its wind and solar projects through a combination of long term power purchase agreements with State electricity Board and group captive users. Keeping in view the size and operations of the Company and similarly positioned profile in the Renewable Power industry, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the Power industry.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.
	III. Other information:	
13.	Reasons of loss or inadequate profits	The Company is engaged in renewable energy projects, which are capital-intensive in nature. During the initial years of operation, such projects incur high depreciation and interest costs, which adversely impact profitability, resulting in losses or inadequate profits.
14.	Steps taken or proposed to be taken for improvement	The multiple Renewable Power Projects (including SECI Projects, FIT and C & I Projects) being developed by the Company and through subsidiaries are now fully operational. In the coming years once the debt amortization starts and the interest costs will come down, it will start generating higher profits.

		In addition to this, our in-house team managing the O&M operations for our renewable projects constantly work for improving the efficiencies and reducing the costs.
15.	Expected increase in productivity and profits in measurable terms	The Company is already improved productive efficiencies and has undertaken various initiates for reducing the operating & financing costs and also augmenting the generation through better machine availability and efficiency which would improve the profitability of the Company.
	IV. Disclosures:	The disclosures as required under applicable laws and regulations, relating to all elements of the remuneration package including salary, benefits, bonuses, pensions, fixed components, performance-linked incentives along with performance criteria, service contract details, notice period and severance fees, shall form part of the Board's Report as required under the Companies Act, 2013, which shall be included in the Annual Report of the Company

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 36(3) of the SEBI listing regulations, with respect to fixation of Director's remuneration at this General Meeting, have been provided in **Annexure - 1** of the accompanying notice.

Accordingly, in terms of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6), Regulation 19, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members is sought by way of special resolution for payment of remuneration to Mr. Radhey Shyam Sharma (DIN: 00013208), Non-Executive Independent Director of the Company, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, within the overall limits set out in the resolution, including in the event of absence or inadequacy of profits in any financial year during the said period, in accordance with Schedule V to the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Except Mr. Radhey Shyam Sharma and his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, whether directly or indirectly, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5

The Board of Directors of the Company, at its meeting held on 29 July 2026, recommended the appointment of Mr. Kallaikuruchi Jairaj (DIN: 01875126) as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 31 July 2026. Subsequently, the Members of the Company, at their Extraordinary General Meeting held on 31 July 2026, approved his appointment as an Independent Director of the Company.

The Board, at its meeting held on 29 July 2026, had also recommended payment of remuneration to Mr. Kallaikuruchi Jairaj, in his capacity as a Non-Executive Independent Director of the Company, up to INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, considering the time, attention, expertise, experience and valuable guidance expected to be devoted by him towards the affairs of the Company and in the deliberations of the Board and its Committees.

The proposed remuneration shall be inclusive of sitting fees, commission and/or any other remuneration payable to Mr. Kallaikuruchi Jairaj in his capacity as a Non-Executive Independent Director of the Company, and shall be paid in accordance with the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act.

In terms of the provisions of Sections 197, 198 and Schedule V to the Companies Act, 2013, the approval of the Members is also required for payment of remuneration to a non-executive director in case of absence or inadequacy of profits in any financial year. Accordingly, approval of the Members is sought for payment of the aforesaid remuneration to Mr. Kallaikuruchi Jairaj, within the overall limit of INR 50,00,000/- (Indian Rupees Fifty Lakh only) per financial year, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, including in any financial year during the said period in which the Company has no profits or inadequate profits.

The remuneration proposed to be paid to Mr. Kallaikuruchi Jairaj is considered reasonable and commensurate with his stature, experience, expertise, expected time commitment and contribution to the Company, including her participation in the deliberations of the Board and Committees thereof. The approval sought would enable the Company to remunerate him appropriately for the responsibilities discharged by him as a Non-Executive Independent Director, without requiring any further approval of the Members during the aforesaid period, unless otherwise required under applicable law.

Mr. Kallaikuruchi Jairaj shall, in addition to the remuneration referred to above, be entitled to reimbursement of all reasonable travelling, boarding, lodging and other expenses actually incurred by him for attending meetings of the Board, Committees thereof, General Meetings and/or otherwise in connection with discharge of duties as an Independent Director of the Company, in accordance with the policies of the Company and applicable laws.

Mr. Jairaj holds a holds a bachelor’s degree in arts (economics) and law from Bangalore University and a master’s degree in arts (economics) from the University of Delhi. He also holds a master’s degree in public administration from Woodrow Wilson School of Public and International Affairs, Princeton University and a master’s degree in public administration from the Kennedy School of Government, Harvard University. In the past, he has held the position of an additional chief secretary in the Government of Karnataka and has acted as the president of All India Management Association, Delhi. He has over 36 years of experience.

Sembcorp Green Infra Limited
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Tel: (91) 124 6986700, Fax: (91) 124 6986710
Email: cs.india@sembcorp.com
Website: www.sembcorpindia.com

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Remarks</th></tr>
<tr><td></td><td colspan="2">I. General information:</td></tr>
<tr><td>1.</td><td>Nature of industry</td><td>Renewable Power Generation</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>6 June 2005</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>
<table>
<tr><td>Particulars</td><td colspan="3">For the year/period ended (INR Million)</td></tr>
<tr><td></td><td>31 March, 2025</td><td>31 March, 2024</td><td>31 March, 2023</td></tr>
<tr><td>Total Income</td><td>10,099.72</td><td>10,755.21</td><td>9228.88</td></tr>
<tr><td>Total Expenses</td><td>11,301.76</td><td>8050.40</td><td>7078.07</td></tr>
<tr><td>Profit before tax</td><td>(1202.04)</td><td>2704.81</td><td>2150.81</td></tr>
<tr><td>Net Profit</td><td>(1077.88)</td><td>2304.50</td><td>1278.48</td></tr>
<tr><td>Equity Share Capital</td><td>35,823.55</td><td>35,146.65</td><td>25,011.86</td></tr>
<tr><td>Other Equity</td><td>15,251.21</td><td>15,599.95</td><td>12,308.24</td></tr>
</table>
</td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td>The Company is a wholly-owned subsidiary of Sembcorp Utilities Pte. Ltd. and Sembcorp Utilities Pte. Ltd. is a wholly-owned subsidiary of Sembcorp Industries Limited, which are based at Singapore.</td></tr>
<tr><td></td><td colspan="2">II. Information about the appointee:</td></tr>
<tr><td>6.</td><td>Background details</td><td>Mr. Jairaj holds a holds a bachelor's degree in arts (economics) and law from Bangalore University and a master's degree in arts (economics) from the University of Delhi. He also holds a master's degree in public administration from Woodrow Wilson School of Public and International Affairs, Princeton University and a master's degree in public administration from the Kennedy School of Government, Harvard University. In the past, he has held the position of an additional chief secretary in the Government of Karnataka and has acted as the</td></tr>
</table>

		president of All India Management Association, Delhi. He has over 36 years of experience.
7.	Past remuneration	NIL
8.	Recognition or awards	NIL
9.	Job profile and his suitability	Mr. Jairaj has over **36 years of experience** in public administration, governance, management and policy matters. He holds degrees in economics, law and public administration from reputed institutions including **Bangalore University, University of Delhi, Princeton University and Harvard University**. He has previously served as **Additional Chief Secretary, Government of Karnataka**, and as **President of the All India Management Association, Delhi**. Considering his extensive experience and leadership exposure, his appointment as an Independent Director is expected to bring valuable guidance and independent perspective to the Board and its Committees.
10.	Remuneration proposed	As mentioned herein above
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Company owns and operates renewable power projects itself and through its subsidiaries which sells power generated from its wind and solar projects through a combination of long term power purchase agreements with State electricity Board and group captive users. Keeping in view the size and operations of the Company and similarly positioned profile in the Renewable Power industry, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the Power industry.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.
	III. Other information:	
13.	Reasons of loss or inadequate profits	The Company is engaged in renewable energy projects, which are capital-intensive in nature. During the initial years of operation, such projects incur high depreciation and interest costs, which adversely impact profitability, resulting in losses or inadequate profits.

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14.	Steps taken or proposed to be taken for improvement	The multiple Renewable Power Projects (including SECI Projects, FIT and C & I Projects) being developed by the Company and through subsidiaries are now fully operational. In the coming years once the debt amortization starts and the interest costs will come down, it will start generating higher profits. In addition to this, our in-house team managing the O&M operations for our renewable projects constantly work for improving the efficiencies and reducing the costs.
15.	Expected increase in productivity and profits in measurable terms	The Company is already improved productive efficiencies and has undertaken various initiates for reducing the operating & financing costs and also augmenting the generation through better machine availability and efficiency which would improve the profitability of the Company.
	IV. Disclosures:	The disclosures as required under applicable laws and regulations, relating to all elements of the remuneration package including salary, benefits, bonuses, pensions, fixed components, performance-linked incentives along with performance criteria, service contract details, notice period and severance fees, shall form part of the Board's Report as required under the Companies Act, 2013, which shall be included in the Annual Report of the Company

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 36(3) of the SEBI listing regulations, with respect to fixation of Director's remuneration at this General Meeting, have been provided in **Annexure - 1** of the accompanying notice.

Accordingly, in terms of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6), Regulation 19, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members is sought by way of special resolution for payment of remuneration to Mr. Kallaikuruchi Jairaj (DIN: 01875126), Non-Executive Independent Director of the Company, for a period of 3 (three) years commencing from 31 July 2026 and ending on 30 July 2029, within the overall limits set out in the resolution, including in the event of absence or inadequacy of profits in any financial year during the said period, in accordance with Schedule V to the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Mr. Kallaikuruchi Jairaj and his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, whether directly or indirectly, concerned or interested, financially or otherwise, in the said resolution.

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

[redacted]

Ande Narendra
Company Secretary & Compliance Officer
Membership No.: [redacted]

Date: 10 August 2026
Place: Gurugram

Address: [redacted]

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Annexure- 1 to the Notice

Details of the Directors seeking appointment at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36(3) of the SEBI listing regulations

Name of the Director	Ms. Sangeeta Talwar	Mr. Radhey Shyam Sharma	Mr. Kallaikuruchi Jairaj
DIN	00062478	00013208	01875126
Designation/ Category of Directorship	Independent Director, Non-Executive	Independent Director, Non-Executive	Independent Director, Non-Executive
Age / (Date of Birth)	70 years (5 May 1956)	75 years (1 February 1951)	74 years (25 May 1952)
Nationality	Indian	Indian	Indian
Qualifications	Bachelor's degree in Arts from the University of Delhi; Post Graduate Diploma in Management from the Indian Institute of Management, Kolkata; and Executive Development Programme from the Wharton School, University of Pennsylvania	Bachelor's degree in Arts from the University of Delhi; qualified Cost Accountant; and Associate Member of the Indian Institute of Bankers.	Bachelor's degree in Economics and Law from Bangalore University; Master's Degree in Economics from Delhi School of Economics; Postgraduate in Public Administration from Woodrow Wilson School of Public and International Affairs, Princeton University; and Kennedy School of Government, Harvard University.
Experience	Ms. Sangeeta Talwar has rich and diverse professional experience in business management, marketing, brand development, corporate leadership and governance.. She has, in the past, been associated with Nestlé India Limited as Executive Vice President – Marketing, Mattel Inc. as Managing Director, India, Tata Tea Limited as Executive Director – Marketing, and NDDB Dairy Services as Managing Director.	Mr. Radhey Shyam Sharma has extensive experience in corporate leadership, finance, energy sector operations, governance, strategy and management. He is the former Chairman and Managing Director of Oil and Natural Gas Corporation Limited (ONGC) and had concurrently served as Chairman of ONGC Videsh Limited (OVL), Mangalore Refinery & Petrochemicals Limited (MRPL) and five other	Mr. Kalaikuruchi Jairaj has extensive experience in public administration, governance, infrastructure, power sector, policy advisory and institutional leadership. He retired as Additional Chief Secretary in the Government of Karnataka and was the Chairman of Bangalore Electricity Supply Company Limited. He was also associated with the World Bank as Senior Public Sector Management Specialist and served as President of the All India Management Association, Delhi.

		ONGC Group companies. He has led ONGC and its group companies to significant levels of corporate excellence and has been conferred with several prestigious awards and accolades. He has also been associated with various industry associations and federations in responsible capacities.	
Terms and Conditions of appointment / re-appointment	As per Resolution and Explanatory Statement	As per Resolution and Explanatory Statement	As per Resolution and Explanatory Statement
Details of Remuneration sought to be paid	As per Resolution and Explanatory Statement	As per Resolution and Explanatory Statement	As per Resolution and Explanatory Statement
Remuneration last drawn	Nil / Not Applicable, as this is a proposed appointment.	Nil / Not Applicable, as this is a proposed appointment.	Nil / Not Applicable, as this is a proposed appointment.
Date of first appointment on the Board	31 July 2026	31 July 2026	31 July 2026
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company or their relatives	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company or their relatives	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company or their relatives
Number of Meetings of the Board attended during the Financial Year 2025-26 (Meetings held till the date of this Notice)	1 Board Meeting attended on 6 August 2026	1 Board Meeting attended on 6 August 2026	1 Board Meeting attended on 6 August 2026
Other Directorships (All Companies excluding this Company and	As per Addendum 1	As per Addendum 2	As per Addendum 3

Foreign Companies)			
Membership/ Chairmanship of Committees of other Boards	As per Addendum 1	As per Addendum 2	As per Addendum 3
Listed entities from which the Director has resigned / competition of term from Directorship in last 3 (three) years	HCL Infosytems Limited	Polycab India Limited (Pursuant to the completion of tenure as an Independent Director)	Adani Energy Solutions Limited
Number of Meetings of the Board Attended During The Last Financial Year	NA	NA	NA

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Addendum 1

The details of directorships held by Ms. Sangeeta Talwar (DIN: 00062478) in other companies and her membership/chairmanship of committees of other Boards, excluding foreign companies, are set out below:

<table>
<tr><th>Name of the Companies</th><th>Directorship /Membership</th><th>Chairmanship / Membership of Committee(s)</th></tr>
<tr><td rowspan="3">SEIL Energy India Limited</td><td rowspan="3">Independent Director</td><td>Chairperson of Nomination & Remuneration Committee</td></tr>
<tr><td>Member of Audit Committee</td></tr>
<tr><td>Member of Corporate Social Responsibility Committee</td></tr>
<tr><td rowspan="4">Mahindra Holidays & Resorts India Limited</td><td rowspan="4">Independent Director</td><td>Chairperson of Corporate Social Responsibility Committee</td></tr>
<tr><td>Member of Audit Committee</td></tr>
<tr><td>Member of Stakeholders Relationship Committee</td></tr>
<tr><td>Member of Risk Management Committee</td></tr>
<tr><td rowspan="3">Castrol India Limited</td><td rowspan="3">Independent Director</td><td>Chairperson of Nomination and Remuneration</td></tr>
<tr><td>Chairperson of Corporate Social Responsibility Committee</td></tr>
<tr><td>Member of Audit Committee</td></tr>
<tr><td>Management Development Institute, Gurgaon</td><td>Member</td><td>Member of Audit Committee</td></tr>
</table>

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Addendum 2

The details of directorships held by Mr. Radhey Shyam Sharma (DIN: 00013208) in other companies and his membership/chairmanship of committees of other Boards, excluding foreign companies, are set out below:

Name of the Companies	Directorship /Membership	Chairmanship / Membership of Committee(s)
SEIL Energy India Limited	Independent Director	Chairman of Audit Committee
		Member of Nomination and Remuneration Committee
		Member of Corporate Social Responsibility Committee
		Member of Stakeholders Relationship Committee
Jubilant Agri and Consumer Products Limited	Independent Director	Chairman of Nomination and Remuneration Committee Chairman of Stakeholders Relationship Committee
		Member of Audit Committee
		Member of Corporate Social Responsibility Committee
		Member of Business Strategy Committee
Corevalues Consulting Private Limited	Promoter	-
Independent Energy Policy Institute	Promoter	-

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Addendum 3

The details of directorships held by Mr. Kallaikuruchi Jairaj (DIN: 01875126) in other companies and his membership/chairmanship of committees of other Boards, excluding foreign companies, are set out below:

Name of the Companies	Directorship /Membership	Chairmanship / Membership of Committee(s)
SEIL Energy India Limited	Independent Director	Chairman of Corporate Social Responsibility Committee
		Chairman of Stakeholders Relationship Committee
		Member of Audit Committee
		Member of Nomination and Remuneration Committee
Adani Electricity Mumbai Limited	Independent Director	Chairman of Audit Committee
Mumbai International Airport Limited	Independent Director	Member of Audit Committee
Navi Mumbai International Airport Limited	Independent Director	Member of Audit Committee
RPSG Ventures Limited	Independent Director	Member of Audit Committee
		Member of Nomination and Remuneration Committee
Thejo Engineering Limited	Independent Director	Member of Audit Committee
		Member of Nomination and Remuneration Committee
PCBL Chemical Limited (formerly PCBL Limited)	Independent Director	Member of Stakeholders Relationship Committee
Neo Foods Private Limited	Director	-
Adani Total Gas Limited	Independent Director	-

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THE COMPANIES ACT, 2013

Consent by Shareholder for Shorter Notice

……………………., 2026

To

The Board of Directors,
Sembcorp Green Infra Limited
Building 7A, Level 5, DLF Cyber City,
Gurugram – 122002, Haryana

Dear Sirs,

I/We, ____, the registered holder(s) of __________ Equity Shares of ₹10/- each in the Company, hereby acknowledge receipt of the notice dated __________ along with the relevant documents pertaining to the Extraordinary General Meeting ("EGM") of the Members of the Company, scheduled to be held on Monday, 10 August 2026 at 6:00 p.m. (IST) / 8:30 p.m. (SGT) at the registered office of the Company at **Building No. 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana**.

Pursuant to the provisions of Section 101(1) and other applicable provisions of the Companies Act, 2013, I/We hereby give our consent to convene the said EGM at shorter notice.

Kindly take this consent on record.

Thanking you,
Yours sincerely,

…………………………
Authorized Signatory
Address: …………………
………………………….

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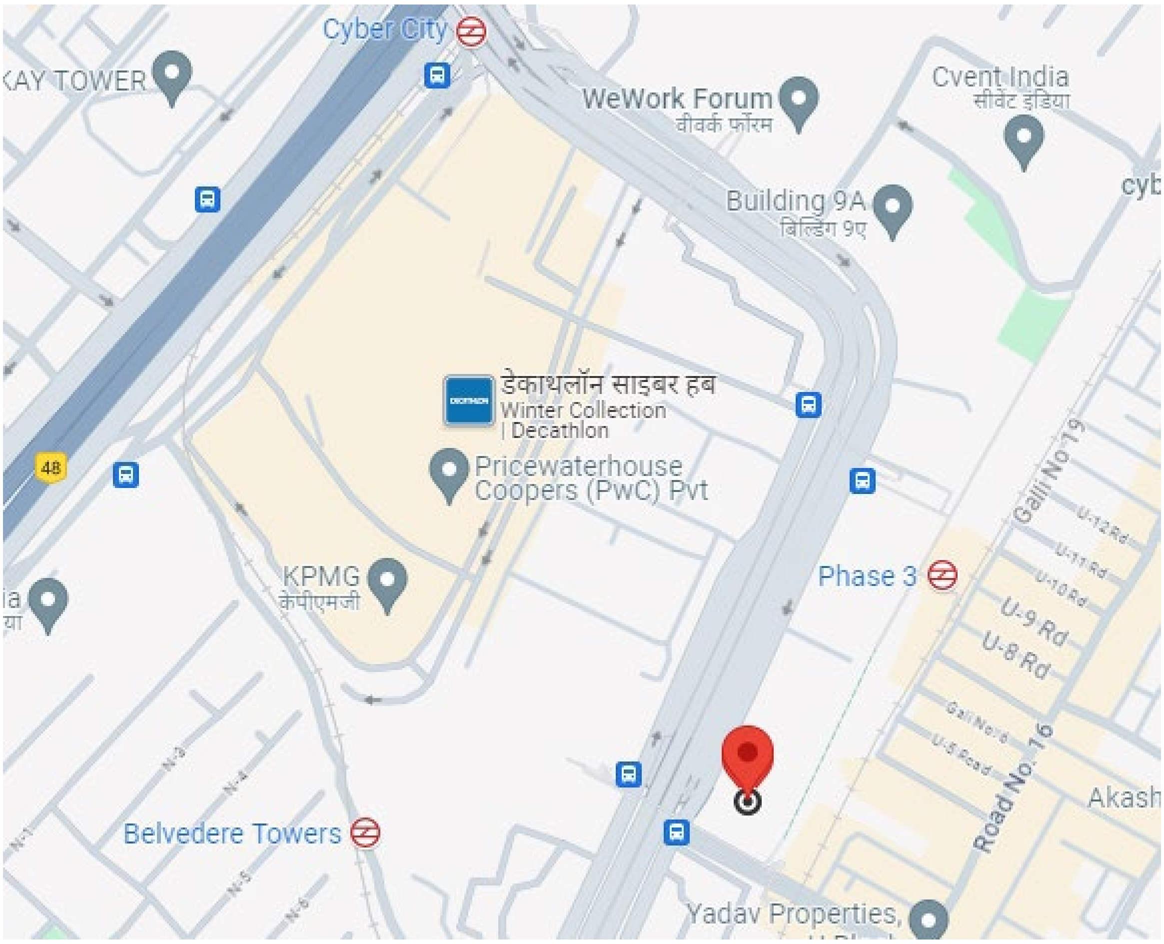
ROUTE MAP FOR EGM VENUE:

Venue for the Meeting: **Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana**



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SEMBCORP GREEN INFRA 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

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	U23200HR2005PLC078211
Name of the Company	Sembcorp Green Infra 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 Extraordinary General Meeting of the Company, to be held on Monday, 10 August 2026 at 6:00 p.m. (IST) / 8:30 p.m. (SGT) at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana and at any adjournment thereof in respect

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of such resolutions as are indicated overleaf:

Resolution(s) No.	Resolution(s)	For	Against
SPECIAL BUSINESS			
1.	APPROVAL FOR INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY		
2.	APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY		
3.	APPROVAL FOR PAYMENT OF REMUNERATION TO MS. SANGEETA TALWAR (DIN: 00062478), INDEPENDENT DIRECTOR OF THE COMPANY		
4.	APPROVAL FOR PAYMENT OF REMUNERATION TO MR. RADHEY SHYAM SHARMA (DIN: 00013208), INDEPENDENT DIRECTOR OF THE COMPANY		
5.	APPROVAL FOR PAYMENT OF REMUNERATION TO MR. KALLAIKURUCHI JAIRAJ (DIN: 01875126), INDEPENDENT DIRECTOR OF THE COMPANY		

Signed this…………. day of 2026

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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Website : www. sembcorpindia.com

Attendance Slip for the Extraordinary General Meeting
(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the Extraordinary General Meeting of the Company on Monday, 10 August 2026 at 6:00 p.m. (IST) / 8:30 p.m. (SGT) 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 Extraordinary General Meeting (EGM) 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.