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POLICY ON DIVIDEND DISTRIBUTION

OF

SEMBCORP GREEN INFRA LIMITED

INDEX

DEFINITIONS AND INTERPRETATION

1. *Definitions*

"Applicable Laws" shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder; as amended from time to time and such other act, rules or regulations which deal with the distribution of dividends.

"Board" or **"Board of Directors"** means the Board of the Directors of the Company.

"Companies Act" means the Companies Act, 2013, and rules and regulations issued thereunder, as amended from time to time.

"Company" means Sembcorp Green Infra Limited (formerly known as Sembcorp Green Infra Private Limited).

"Dividend" includes interim dividend.

"**Financial Year**" means the period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

"Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"Policy" shall mean this Dividend Distribution Policy of the Company.

Words and expressions used and not defined in this Policy but defined in the Companies Act or other Applicable Laws shall have the same meaning respectively assigned to them in those Applicable Laws.

INTRODUCTION

2. *Purpose and Scope*

2.1 Regulation 43A of the Listing Regulations and Para A (8) (g) of Schedule VIII of SEBI Issue of Capital and Disclosure Requirements) Regulations, 2018 mandates framing of a dividend distribution policy by the top 1,000 listed companies, based on the market capitalization.

2.2 In view of the said requirement, the Board of Directors of the Company, recognizes the need to lay down a broad framework with regard to distribution of dividend to its shareholders and utilization of the retained earnings. This Policy reflects the intent of the Company to reward its shareholders by declaring dividend, and seeks to establish the parameters (including internal and external factors) to be considered by the Board of the Company before declaring or recommending dividend.

2.3 The Policy, in the interest of providing transparency to the shareholders, sets out the circumstances and different factors for consideration by the Board at the time of deciding on distribution or retention of profits.

2.4 The Company will strive to strike the right balance between the quantum of the dividend paid and amount of profits retained in the business for various purposes, and to maintain a consistent approach to dividend pay-out plans. The Company believes that driving growth through the unique business model of the Company in the renewable energy business sector is the key to maintaining a balance between creating value for the shareholders and ensuring growth of the Company.

2.5 Towards this end, the Company would utilize its profits first towards various business requirements like expenditure to meet expansion, reducing debt, maintaining optimum working capital, funds for inorganic growth opportunities. The Board of Directors will have regard to this policy while declaring / recommending dividends on behalf of the Company.

2.6 The Dividend for any financial year shall be paid out of the Company profits for that year or accumulated profits of any previous financial year(s) in accordance with provisions of the Companies Act and Rules made thereunder.

2.7 The Board of Directors of the Company in its meeting held on 29th July 2026 has approved and adopted this Policy and will come into effect from the date of commencement of listing of the equity shares of the Company on recognised stock exchange(s) in India.

2.8 The SEBI Listing Regulations shall apply to the Company upon the listing of the Company's securities except for such requirements including provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as may be applicable on a Company, which is in process of filling draft offer documents or offer document. Any amendments to regulatory requirements shall be deemed incorporated into this policy without requiring further action by the Board.

DIVIDEND DISTRIBUTION

3. Category of Dividends

3.1 The Companies Act provides for two forms of Dividend - final and interim. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company. The Board of Directors shall have the absolute power to declare interim dividend during the Financial Year, as and when they consider it fit.

3.2 Final Dividend

The final dividend is paid once for the Financial Year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of final dividend to the shareholders in a general meeting. The declaration of final dividend shall be included in the ordinary business items that are required to be transacted at the Annual General Meeting.

3.3 Interim Dividend

This form of dividend can be declared by the Board of Directors one or more times in a Financial Year as may be deemed fit by it. The Board of Directors of the Company would declare interim dividend, as and when considered appropriate, in line with the Companies Act and this Policy. Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half yearly) financial accounts.

4. *Circumstances under which the Shareholders may or may not expect Dividend*

4.1 The decision regarding dividend payout is an important decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in the business. Hence, the shareholders of the Company may expect dividend only if the Company is having adequate profits after complying with all other statutory requirements under the Applicable Laws.

4.2 The shareholders of the Company may not expect dividend in the following circumstances, subject to the discretion of the Board of Directors:

i. in case of inadequacy of profits or whenever the Company has incurred losses;
ii. whenever the Company undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
iii. whenever the Company undertakes any acquisitions or joint arrangements requiring significant allocation of capital;
iv. significantly higher working capital requirement affecting free cash flow;
v. whenever the Company proposes to utilize surplus cash for buy- back of securities or setting off of previous year losses or losses of its subsidiary/ies;
vi. in case the Company is prohibited to recommend/declare dividend by any regulatory body.\
vii. Weak industry / business outlook whereby it is prudent in the eyes of the Board to conserve cash than payout dividend; and
viii. Such other circumstances which Board of Directors deems appropriate as per the relevant circumstances in accordance with Applicable Law

4.3 The statement of the Policy does not in any way restrict the right of the Board to use its discretion in the recommendation of the Dividend to be distributed in the year and the Board reserves the right to depart from the Policy as and when circumstances so warrant.

Given the aforementioned uncertainties, prospective or present investors are cautioned not to place undue reliance on any of the forward-looking statements in the Policy, if any.

5. *Financial and Other Parameters to be Considered Before Recommending Dividend*

The Board of Directors of the Company shall consider the following ***financial / internal parameters*** while declaring or recommending dividend to shareholders:

i. Profits earned and available for distribution;
ii. Accumulated Reserves including Retained Earnings;
iii. Earnings outlook for next three to five years;
iv. Expected future capital / expenditure requirements of the Company;
v. Organic growth plans / expansions;
vi. Long term investment proposed, capital restructuring, debt reduction;
vii. Cost of raising funds from alternate sources;
viii. Crystallization of contingent liabilities of the Company;
ix. Profit earned under Consolidated Financial Statements;
x. Cash Flows;

ix. Subject to mandatory transfer of Profits earned to specific reserves, such as Debenture Redemption Reserve, etc if any required in accordance statutory requirements under Applicable Law.

xi. Covenants in loan agreements, Debt servicing obligations and Debt maturity profile;

xii. Current and projected cash balance; and

xiii. Any other relevant factors and material events.

The Board of Directors of the Company shall consider the following ***external parameters*** while declaring or recommending dividend to shareholders:

i. Macro-economic environment - Significant changes in macro-economic environment materially affecting the business in which the Company is engaged in the geographies in which the Company operates.

ii. Regulatory changes - Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the business in which the Company is engaged.

iii. Technological changes which necessitate significant new investments in any of the businesses in which the Company is engaged.

iv. Other factors like statutory and contractual restrictions.

6. Mode of Declaration

a. The Dividend shall be declared and disclose the dividend on per share basis only.

b. The Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India, in the manner specified in Schedule I of the Listing Regulations, for the payment of the dividends.

c. Any dividend declared by the Company but remaining unpaid or unclaimed shall be transferred to the Unpaid Dividend Account of the Company within the prescribed time in accordance with the provisions of the Companies Act. Any amount remaining unclaimed in the Unpaid Dividend Account for a period of seven years or as may be prescribed, from the date it became due for payment shall be transferred to the Investor Education and Protection Fund in accordance with the applicable provisions of the Companies Act and the rules made thereunder.

7. Entitlement and Timelines for Dividend Payments

Entitlement: The dividend shall be paid to the shareholders entitled to receive dividend on the record date / book closure date as per applicable laws.

Timelines: The payment of dividend shall be made within the time prescribed under the Companies Act or the rules made there under as applicable from time to time.

8. Utilization of Retained Earnings

Retained earnings shall be utilized in a manner which is beneficial to the interests of the Company and also its shareholders. The retained earnings may be utilized by the Company for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company. In the absence of any viable growth opportunity (organic / inorganic), Company shall utilize retained earnings for reducing its debt obligations.

In the absence of the opportunity to utilize retained earnings in any of the above options, as an exception, the Board shall use the larger portion of profits to distribute amongst the shareholders as dividend.

9. Parameters that Shall be Adopted with Regard to Various Classes of Shares

The Company has issued only one class of equity shares with equal voting rights and therefore all Shareholders of the Company are entitled to receive the same amount of dividend per equity share. Parameters for dividend payments in respect of any other class of equity shares will be as per the respective terms of issue and in accordance with the Applicable Laws and will be determined, if and when the Company decides to issue other classes of equity shares / preference shares.

10. Rate / Quantum of Dividend

It has always been the Company's endeavour to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal and appropriate level of the profits earned by it in its business, to the shareholders, in the form of dividend. The Company would maintain a dividend pay-out as may be determined by the Board from time to time, considering the general business factors and other significant parameters specified in this Policy.

11. Conflict in Policy

In the event of any conflict between this Policy and the provisions contained in the Applicable Laws, the provisions of Applicable Laws shall prevail.

12. Review / Amendment

The Board shall periodically review this policy and update it as necessary to align with regulatory requirements. Any regulatory amendments shall be deemed incorporated into this policy without requiring additional Board approval

13. Disclosure

The Policy shall be disclosed on the website of the Company and a web-link shall also be provided in its annual report.

If Company proposes to declare dividend on the basis of parameters in addition to the ones listed in this Policy or proposes to change such additional parameters or the Policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website.

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Version Control:

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