POLICY ON MATERIALITY THRESHOLDS FOR LITIGATION, CREDITORS AND GROUP COMPANIES

OF

SEMBCORP GREEN INFRA LIMITED

MATERIALITY THRESHOLDS FOR LITIGATION, CREDITORS AND GROUP COMPANIES

(THE "POLICY")

The Company, its Promoters, Subsidiaries and Directors are hereinafter collectively referred to as the Relevant Parties ("**Relevant Parties**").

I. Material Litigation

A. *Material Civil Litigation*:

In accordance with disclosure requirements under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), an event may be considered 'material' if the value or expected impact in terms of value, exceeds the lowest of the following: (1) 2% of turnover as per the latest annual restated financial information of the Company; or (2) 2% of net worth as per latest annual restated financial information of the Company, except in case arithmetic value of net worth is negative; or (3) 5% of the average of absolute value of profit/ loss after tax as per last three annual restated financial information of the Company ("**Materiality Amount**"), subject to the following:

a. Litigations where the decision in one litigation is likely to affect the decision in similar litigations shall be considered for disclosure even though the amount involved in an individual litigation may not exceed the Materiality Amount.

b. All outstanding litigation and arbitration proceedings which may not meet the monetary threshold or is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations, cash flows or financial position or reputation of the Company, shall be disclosed.

Additionally, the following pending litigation involving the key managerial personnel and senior management of the Company, shall be disclosed in the offer documents:

(i) all outstanding criminal proceedings (either by or against), including FIRs (whether cognizance has been taken or not by any court or judicial authority; and
(ii) all outstanding actions (including all disciplinary actions, penalties and show cause notices) by regulatory authorities and statutory authorities.

B. *Other Legal Proceedings:*

Please note that (i) all outstanding criminal proceedings[1] (either by or against), including FIRs (whether cognizance has been taken or not by any court or judicial authority; (ii) all outstanding actions (including all outstanding penalties and show cause notices) by regulatory authorities and statutory authorities; and (iii) outstanding claims related to direct and indirect tax matters in a consolidated manner; giving the number of cases and total amount, involving the Relevant Parties will be disclosed in the offer documents.

In the event any tax matter involves an amount exceeding the Materiality Amount in relation to any Relevant Party, individual disclosures of such tax matters will be included. Further, any disciplinary action including any penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years including outstanding action as required under the SEBI ICDR Regulations will be disclosed in the offer documents.

[1] *In case there are any cases filed by the Company under Section 138 of the Negotiable Instruments Act, 1881 a consolidated disclosure shall be included with the number of such cases and the cumulative pecuniary value involved.*

For the purposes of (A) and (B) above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory or regulatory authorities or notices threatening criminal action) and matters in which summons have not been received, shall not, unless otherwise decided by the board of directors of the Company, be considered material until such time that the Relevant Party, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum or until such time as the Company receives a summons in respect of such matter.

II. Material dues owed to creditors

In relation to disclosure of outstanding material dues owed to creditors, we propose that dues owed by the Company to any creditor of the Company having a monetary value which exceeds 5% of the total trade payables of the Company, as on the end of the latest financial period included in the restated financial information of the Company disclosed in the offer documents, be considered as material dues. Accordingly, ₹ 37 million which is 5% of the total trade payables of the Company as at March 31, 2026, shall be considered as material dues owed by the Company to its creditors. Further, for outstanding dues to micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Act, 2006.

III. Identification of group companies

With respect to identification of group companies, the following approach may be considered pursuant to the provisions of the SEBI ICDR Regulations:

(i) Companies (other than the Promoters and subsidiaries) with which there were related party transactions during the periods disclosed in the restated consolidated financial information; and

(ii) Companies that are considered material by the board of directors of the Company ("**Board**").

- For (i) above, all companies (other than the Promoters and subsidiaries of the Company) with whom the Company has had related party transactions during the period disclosed in the restated consolidated financial information, will be categorised as group companies in terms of the SEBI ICDR Regulations.

- For the purposes of (ii) above, such companies that are a part of the promoter group (as defined in the SEBI ICDR Regulations) with which there were transactions in the most recent financial year and/or stub period, if any, included in the restated financial statements, which individually or in the aggregate exceeded 10% of the total restated revenue of the Company for the most recent completed full financial year, if there are such transactions with entities which are not already forming part of the list of group companies identified above, shall also be classified as group companies.

Please note that in terms of the SEBI ICDR Regulations, certain financial information from the audited financial statements of the top five group companies of the Company for the last three fiscal years (based on market capitalization for listed companies and based on turnover in case of unlisted companies) is required to be hosted on their respective websites and links to such websites will be disclosed in the offer documents filed by the Company.

IV. Litigation approach for group companies

All such group companies shall identify pending litigation which are considered material by the respective group companies and which, in view of the Board may have a material impact on the Company. The assessment for materiality will be undertaken based on certificates obtained from the relevant group company.

For the purposes of the above, pre-litigation notices received by the group companies from third parties (excluding those notices issued by statutory or regulatory authorities or notices threatening criminal action) and matters in which summons have not been received, shall not, unless otherwise decided by the board of directors of the Company, be considered material until such time that the group company, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum or until such time as the Company receives a summons in respect of such matter.

GENERAL

It is clarified that the Policy is solely for the purpose of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the offer documents, and should not be applied towards any other purpose, including for disclosure of material information by listed entities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Policy shall be without prejudice to any disclosure requirements, which may be prescribed under the Companies Act, 2013 and the rules thereunder or by SEBI and/ or such other regulatory, judicial, quasi-judicial, administrative or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the offer documents, or additional disclosures that may arise on account of any investor or other complaints.

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

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Version Control:

Sr. No.	Version No.	Date of approval
1	V-1	6th August 2026 (Board)