

NOTICE

NOTICE is hereby given that 19th Annual General Meeting ("AGM") of Sembcorp Green Infra Private Limited ("Company") will be held at Shorter Notice on Monday, 30 September, 2024 at 5.00 p.m. at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana, to transact following business:

ORDINARY BUSINESS

1. To consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2024, together with the Reports of the Board of Directors and Statutory Auditors thereon; and
- (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 together with the Report of the Statutory Auditors thereon.

SPECIAL BUSINESS

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

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

By order of the Board
Sembcorp Green Infra Private Limited

Manu Garg

Company Secretary

Membership No.: A22058

Address: C-1404, Express Greens Sector-1, Vaishali,
Ghaziabad – 201010, Uttar Pradesh

Place: Gurugram

Date: 9 September 2024

Notes :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No. 2 above as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Such a proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be received at the Company's Registered Office not less than 15 minutes before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization. Proxy form is enclosed.

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

3. Corporate members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of board resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other Authorized Signatory named in the resolution, authorizing their representatives to attend and vote their behalf at the meeting.
4. Members/Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
5. Relevant Documents referred to in the Notice and Explanatory Statement are available for inspection by the Members at the Registered Office of the Company during Office hours between
03.00 P.M. and 05.00 P.M on all working days upto the date of the Annual General Meeting and also at the Meeting.
6. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company / respective Depository Participants (DP).
7. The Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e- mail addresses, physical copies are being sent by the permitted mode.
8. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Company/ RTA /Depositories.
9. Since the meeting is being called at shorter notice, the format of shorter notice consent is enclosed herewith.

EXPLANATORY STATEMENT

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

ITEM NO. 2

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

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

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

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

By order of the Board
Sembcorp Green Infra Private Limited

Manu Garg

Company Secretary

Membership No.: A22058

Address: C-1404, Express Greens Sector-1, Vaishali,
Ghaziabad – 201010, Uttar Pradesh

Place: Gurugram

Date: 9 September 2024