

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting ("AGM") of Sembcorp Green Infra Limited (Formerly known as Sembcorp Green Infra Private Limited) ("Company") will be held at shorter notice on Wednesday, 30 September 2026 at 5:30 PM IST at the registered office of the company situated at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana, to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

Adoption of the Audited Standalone and Consolidated Financial Statements for the Financial Year Ended 31 March 2026

To consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2026, 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 2026 together with the Report of the Statutory Auditors thereon.

ITEM NO. 2

Re-appointment of Mr. Vipul Tuli (DIN: 07350892) as a Director liable to retire by rotation

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

"RESOLVED THAT Mr. Vipul Tuli (DIN: 07350892), who retires by rotation be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retirement by rotation."

ITEM NO. 3

Re-appointment of M/s Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company for a Second Term of Five Consecutive Years

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies

Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of the 21st (Twenty-First) Annual General Meeting until the conclusion of the 26th (Twenty-Sixth) Annual General Meeting of the Company to be held in the calendar year 2031, at such remuneration as may be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, in addition to applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any committee thereof or any Director or the Company Secretary authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

SPECIAL BUSINESS

ITEM NO. 4

Ratification of Remuneration Payable to M/s Chandra Wadhwa & Co., Cost Auditors, for the Financial Year Ending 31 March 2027

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the remuneration of INR 50,000/- (Rupees Fifty Thousand only), excluding applicable Goods and Services Tax and reimbursement of out-of-pocket expenses on actual basis, payable to M/s Chandra Wadhwa & Co., Cost Accountants,

appointed as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2027, 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 Limited

Ande Narendra
Company Secretary and Compliance Officer
Membership No.: A14603
Address: Building 7A, Level 5, DLF Cyber City,
Gurugram - 122002, Haryana, India

Date: 25th September 2026
Place: Gurugram

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 24 HOURS 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 Annual 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 Annual 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. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Company. This facility is being provided in compliance with Rule 18 (3)(i) of Companies (Management & Administration) Rules, 2014.
7. Since the Meeting is being called at shorter notice, Members are requested to provide their consent for (i) holding the AGM at shorter notice under Section 101(1) of the Companies Act, 2013 and (ii) receiving the financial statements, the Board's Report, the Auditor's Report and other related documents less than twenty-one days before the AGM under Section 136(1) of the Companies Act, 2013. The prescribed format for providing such consent is enclosed herewith.
8. In compliance of the provision of the Act, the Company has sent Annual Reports in Electronic Mode to Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depository Participants. However, Members may continue to receive the physical copies of the documents/ Annual Reports by making a specific request to the Company quoting their Folio No./Client ID & DP ID.
9. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item No. 4 forming part of the Special Business to be transacted at the AGM, is annexed hereto.
10. In terms of the provisions of Section 152 of the Act, Mr. Vipul Tuli (DIN: 07350892), Director of the Company, retires by rotation at the Meeting and, being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Except Mr. Vipul Tuli (DIN: 07350892), none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, directly or indirectly, concerned or interested in this resolution.
11. The relevant details pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM are also annexed as Annexure-A. Requisite declarations have been received from the Directors seeking re-appointment.
12. Documents referred to in the accompanying Notice of the 21st AGM 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 AGM.
13. During the AGM, the statutory registers maintained under Sections 170 and 189 of the Act and other documents referred to in the Notice convening this AGM shall be available for inspection.
14. Members holding shares in dematerialised form to bring their Client ID and DP ID numbers for easy identification and attendance at the Meeting.
15. 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.

16. The record date for the purpose of identifying the Members entitled to receive the Notice of the AGM has been fixed as 25 September 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 AGM and vote during the AGM. Any person who acquires shares of the Company and becomes a Member after dispatch of the Notice but holds shares as on the record date is required to inform the Company in order to receive the Notice.
17. Any query relating to financial statements must be sent to the Company at its Registered Office or by e-mail at cs.india@sembcorp.com before the commencement of AGM.
18. Route map of the venue of AGM is attached herewith.

Explanatory Statement

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

ITEM NO. 4

The Board of Directors of the Company, based on the recommendation of the Audit Committee, approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors of the Company to conduct the audit of the cost records relating to electricity generation for the financial year ending 31 March 2027, at a remuneration of ₹50,000 (Rupees Fifty Thousand only), plus applicable Goods and Services Tax and reimbursement of out-of-pocket expenses incurred in connection with the cost audit on an actual basis.

Pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by the Audit Committee and approved by the Board of Directors for the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to M/s Chandra Wadhwa & Co., Cost Accountants, for the financial year ending 31 March 2027, by passing the Ordinary Resolution set out at Item No. 4 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the Members.

By order of the Board
Sembcorp Green Infra Limited

Ande Narendra
Company Secretary and Compliance Officer
Membership No.: A14603
Address: Building 7A, Level 5, DLF Cyber City,
Gurugram - 122002, Haryana, India

Date: 25th September 2026
Place: Gurugram

Annexure-A

Details of the Director seeking re-appointment at the forthcoming Annual General Meeting (In pursuance of Secretarial Standard - 2 on General Meetings)

Name of Director	Mr. Vipul Tuli
DIN	07350892
Designation/Category of Directorship	Chairman / Director (Professional)
Date of Birth (Age)	26-01-1969 (57 years)
Date of first appointment on the Board	22-09-2023
Terms and Conditions of appointment / re appointment	As per the resolution
Qualifications	Mr. Vipul Tuli holds a bachelor's degree in technology (chemical engineering) from the Indian Institute of Technology, New Delhi and a post-graduate diploma in management from the Indian Institute of Management, Calcutta.
Experience	With over 33 years of experience, he is responsible for overseeing the Company's performance and key risks and providing strategic guidance and oversight. He was previously associated with McKinsey & Company, Inc. and, at the time of his departure in 2015, served as a Director in its India office.
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Directorships held in other companies	Indian companies: - Sembcorp Green Hydrogen India Private Limited - Sembcorp India Private Limited Foreign companies: - Bright Sembcorp Jinko Company LLC - Glow Sembcorp Jinko Company LLC - Shine Sembcorp Jinko Company SPC - Sembcorp Green Hydrogen Pte. Ltd. - Sembcorp Gulf Pte. Ltd. - Sembcorp Renewables West Pte. Ltd. - Sembcorp (Wilton BESS) Ltd. - Sembcorp Energy UK Ltd. - Sembcorp Utilities (UK) Limited - SEMB MiddleEast FZCO - Manah Renewable Energy SAOC
Committee position held in other companies	NIL
Details of remuneration last drawn	NIL
Details of remuneration sought to be paid	NIL
No. of meetings of the Board attended during the year	10 Board Meetings attended during the Financial Year 2025-26
Shareholding in the Company No. of shares held:	NIL
(a) Own	
(b) For other persons on a beneficial basis	

THE COMPANIES ACT, 2013

Consent by Shareholder for Shorter Notice

Date:, 2026

To
The Board of Directors,,
SEMBCORP GREEN INFRA LIMITED
Building 7A, Level 5, DLF Cybercity,
Gurugram – 122002, Haryana

Dear Sirs,

I/We,, holding equity shares of ₹ 10/- each of the Company, acknowledge receipt of the notice convening the Annual General Meeting ("AGM") of the Members of the Company to be held on Wednesday, 30 September 2026 at 5:30 p.m. IST at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana, together with the financial statements and other relevant documents annexed thereto.

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 AGM at shorter notice.

Further, in accordance with Section 136(1) of the Companies Act, 2013, I/We hereby give my/our consent to receive the financial statements of the Company, including the Board's Report, the Auditor's Report and other relevant documents, less than twenty-one days before the date of the AGM.

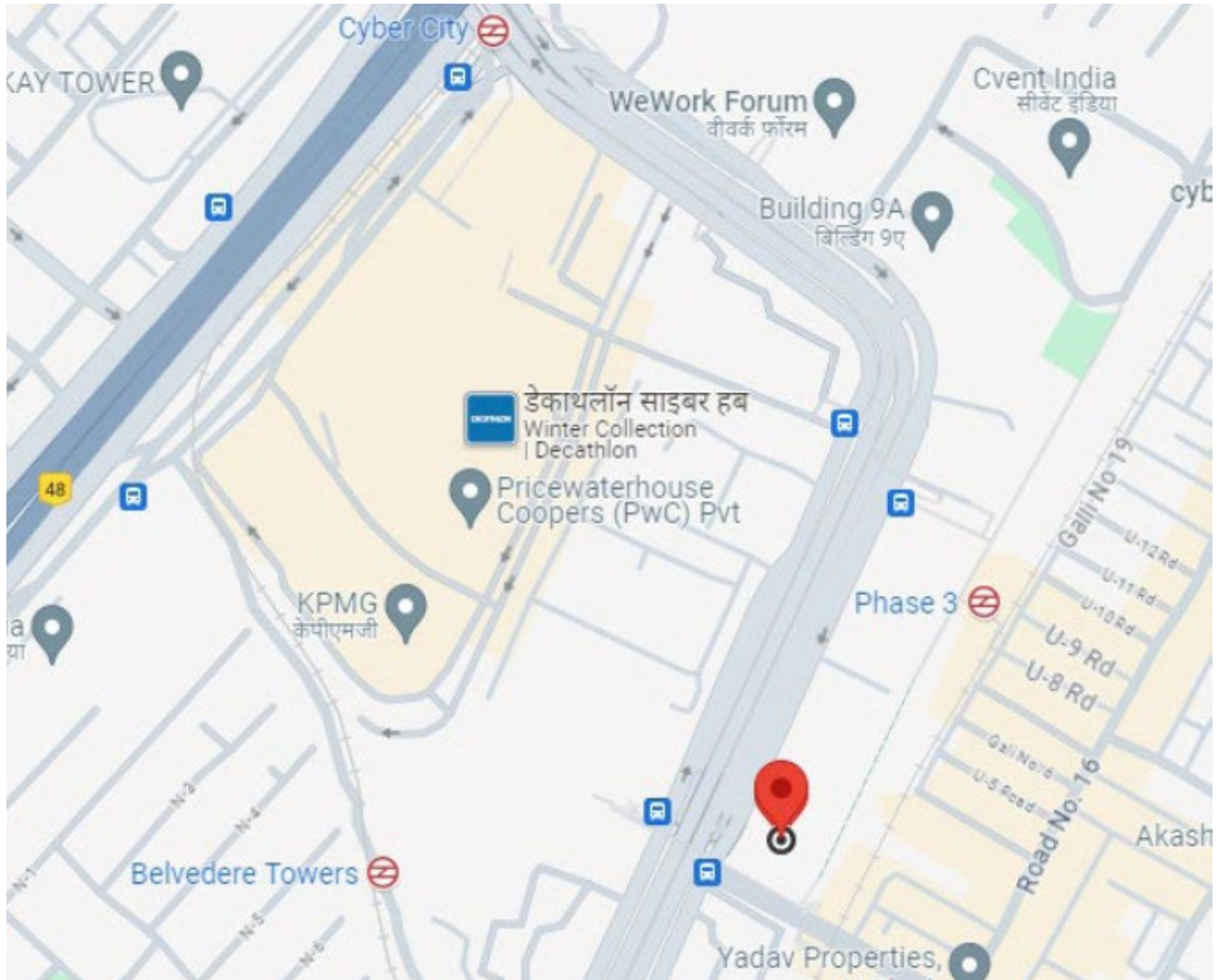
Thanking you,
Yours sincerely,

.....
Authorized Signatory

Address:
.....

ROUTE MAP FOR AGM VENUE

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



SEBMCORP GREEN INFRA LIMITED

(Formerly, Sembcorp Green Infra Private Limited)

Reg Off: Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana

Ph: 0124-6986700; Fax: 0124-6986710 ; 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) holding _____ shares of the above named company, hereby appoint:

Name	
Address	
E-mail ID	
Signature	

Or failing him/her;

Name	
Address	
E-mail ID	
Signature	

Or failing him/her;

Name	
Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 30 September 2026 at 5:30 p.m. IST at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution(s)No.	Resolution(s)	For	Against
ORDINARY BUSINESS			
1.	Adoption of the Audited Standalone and Consolidated Financial Statements for the Financial Year Ended 31 March 2026		
2.	Re-Appointment of Mr. Vipul Tuli (DIN: 07350892), as Director liable to retire by rotation.		
3.	Re-appointment of M/s Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company for a Second Term of Five Consecutive Years		
SPECIAL BUSINESS			
4.	Ratification of Remuneration Payable to M/s Chandra Wadhwa & Co., Cost Auditors, for the Financial Year Ending 31 March 2027		

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 24 Hours 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

SEMBCORP GREEN INFRA LIMITED**(Formerly, Sembcorp Green Infra Private Limited)****Reg Off:** Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana**Ph:** 0124-6986700; **Fax:** 0124-6986710; **email:** cs.india@sembcorp.com**Website:** www.sembcorpindia.com**Attendance Slip for the 21st Annual General Meeting****(to be handed over at the Registration Counter)**

I/We hereby record my /our presence at the 21st Annual General Meeting of the Company on Wednesday, 30 September 2026 at 5:30 p.m. IST at the Registered office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana.

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

.....

.....

Folio No./DP ID No. and Client ID No *

Number of Shares

Please tick in the Box

☐ Member☐ Proxy.....
First / Sole Holder/ Proxy.....
Second Holder/Proxy**NOTES:**

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

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