

NOTICE

NOTICE is hereby given that 20th Annual General Meeting (“AGM”) of Sembcorp Green Infra Private Limited (“Company”) will be held at Shorter Notice on Tuesday, 30 September 2025 at 5:45 PM IST 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 2025, 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 2025 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 the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Choon Yen Chua (DIN: 10866974), who was appointed as an Additional Director by the board of directors of the Company (“the Board”) with effect from 06 January 2025 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and who has been recommended by the board of directors of the Company for appointment as Director of the Company, be and is hereby appointed as a Director of the Company.

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.”

3. 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 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Lim Ting Ting Lynette (DIN: 11242605), who was appointed as an Additional Director by the board of directors of the Company (“the Board”) with effect from 26 August 2025 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and who has been recommended by the board of directors of the Company for appointment as Director of the Company, be and is hereby appointed as a Director of the Company.

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.”

4. 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 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Koh Kok Sim (DIN: 11258444), who was appointed as an Additional Director by the board of directors of the Company (“the Board”) with effect from 03 September 2025 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and who has been recommended by the board of directors of the Company for appointment as Director of the Company, be and is hereby appointed as a Director of the Company.

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.”

5. 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 Rs. 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 2025, 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.: [REDACTED]

Address: [REDACTED]

Date: 24 September 2025

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. Since the Meeting is being called at Shorter Notice, the format of shorter notice consent is enclosed herewith.
7. In compliance of the provision of the Act Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./ Client ID & DP ID to the Company.
8. An Explanatory Statement pursuant to the provisions of Section 102 of the Act, in respect of Item No. 2, 3, 4 and 5 of Special Business, to be transacted at the AGM is annexed hereto.
9. The relevant details pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retiring by rotation / seeking appointment / re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.
10. Documents referred to in the accompanying Notice of the 20th 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.
11. During the AGM, the statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this AGM shall be available for inspection.
12. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
13. 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.
14. Members holding shares in dematerialised form to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
15. The Record date for the purpose of identifying the Register of Members has been fixed as 29 September 2025. 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 avail themselves of the facility of voting during the AGM. 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.
16. Any query relating to financial statements must be sent to the Company's Registered Office or on cs.india@sembcorp.com before the commencement of AGM.
17. Route map of the venue of AGM is attached herewith.

Explanatory Statement

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

ITEM NO. 2

Ms. Choon Yen Chua (DIN: 10866974) was appointed as an Additional Director of the Company by the board of directors on 06 January 2025.

In terms of Section 161 of the Companies Act, 2013, She holds office as an Additional Director up to the date of this Annual General Meeting.

Ms. Choon Yen Chua is a treasury professional with over 20 years of experience in both listed and privately owned companies across various industries including multinational corporations and sovereign wealth fund. She has experience in financing across different debt instruments and geographies. Over the span of her career, she has held leadership positions for her function assuming responsibilities in strategic planning, project management, team leadership, and stakeholder management.

She is committed to fostering a collaborative work environment. She has led team to actively manage the capital and treasury requirements by fostering relationships with banks globally to deliver strong support towards the organisation vision and strategy.

She holds a bachelor's degree in business (Specialising in Banking) with honours from Nanyang Technological University of Singapore.

Since the date of her appointment as Additional Director i.e. 06 January 2025, Ms. Choon Yen Chua has attended 7 (Seven) Board Meetings.

The details of directorships, membership / chairmanship of committee(s) of other Boards are as follows:

Name of the companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Nil	Nil	Nil

Her appointment as director is recommended for approval of the members of the Company.

Except Ms. Choon Yen Chua, none of the directors, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

The Board recommends the Ordinary Resolution for the approval of members.

ITEM NO. 3

Ms. Lim Ting Ting Lynette (DIN: 11242605) was appointed as an Additional Director of the Company by the board of directors on 26 August 2025.

In terms of Section 161 of the Companies Act, 2013, She holds office as an Additional Director up to the date of this Annual General Meeting.

Ms. Lynette provides strategic leadership and oversight of Sembcorp Group's global legal, compliance and corporate secretarial affairs.

With over 26 years of international legal and commercial experience, Ms. Lynette has extensive experience in strategic business leadership, managing large-scale transactions and driving compliance. Before joining Sembcorp, she was the Asia Pacific general counsel of Cargill and a member of its Global Ethics and Compliance Committee. Prior to that, she spent 15 years at Hilton Worldwide in senior leadership positions across the US, Middle East, Africa and Asia Pacific. She began her career as a corporate, and mergers and acquisitions lawyer at TSMP Law Corporation before moving in-house to IMC Industrial Group.

Ms. Lynette holds a Bachelor of Laws (Honours) from the National University of Singapore and is qualified to practise in Singapore, England and Wales. An accredited director of the Singapore Institute of Directors and holder of the Advisory Board Centre's Certified Chair™ credential, she also serves on the nominating sub-committee of the Singapore Association for the Visually Handicapped, and as company secretary of APSN, a social service agency supporting individuals with mild intellectual disability.

Since the date of her appointment as Additional Director i.e. 26 August 2025, Ms. Lim Ting Ting Lynette has attended 1 (One) Board meeting.

The details of directorships, membership / chairmanship of committee(s) of other Boards are as follows:

Name of the companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Nil	Nil	Nil

Her appointment as Director is recommended for approval of the members of the Company.

Except Ms. Lim Ting Ting Lynette, none of the directors, other key managerial personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

The Board recommends the Ordinary Resolution for the approval of members.

ITEM NO. 4

Mr. Koh Kok Sim (DIN: 11258444) was appointed as an Additional Director of the Company by the board of directors on 03 September 2025.

In terms of Section 161 of the Companies Act, 2013, He holds office as an Additional Director up to the date of this Annual General Meeting.

Mr. Koh Kok Sim is the Acting Chief Operating Officer of Sembcorp Industries. He is responsible for the Group Asset Performance Team and the Group Health, Safety, Security and Environment functions. He has led Group Digital as Chief Digital Officer since 2021. His focus is on building and scaling key digital capabilities across Sembcorp's businesses and leveraging technology to drive safety transformation and operational excellence across the Group. He is also platform founder of GoNetZero™, the company's carbon management business.

With over 25 years of experience in digitalising businesses, Mr. Koh has held senior roles across consulting, energy, financial, hospitality, logistics and retail sectors in companies such as Temasek Holdings, McKinsey & Company and PepsiCo. Before joining Sembcorp, he led the Future Ready and Future of Work platforms at DBS Bank, a leading financial services group in Asia. He was responsible for 5G, blockchain and Internet of Things applications in cross-industry ecosystems and digital fulfilment via conversational artificial intelligence at the bank. Mr. Koh also founded a tech start-up and guided it to profitability. He holds a Bachelor of Science in economics and management from London School of Economics.

Since the date of his appointment as Additional Director i.e. 3 September 2025, Mr. Koh Kok Sim attended 1 (One) Board Meeting.

The details of directorships, membership / chairmanship of committee(s) of other Boards are as follows:

Name of the companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Nil	Nil	Nil

His appointment as director is recommended for approval of the members of the Company.

Except Mr. Koh Kok Sim, none of the directors, other than key managerial personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

The Board recommends the Ordinary Resolution for the approval of members.

ITEM NO. 5

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 2025.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March 2025.

None of the directors, other than 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.: [REDACTED]

Date: 24 September 2025

Place: Gurugram

Address: [REDACTED]

[REDACTED]

Annexure-A

Details of the Director/Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting

(In pursuance of Secretarial Standard - 2 on General Meetings)

Name of Director	Ms. Choon Yen Chua
DIN	10866974
Designation/Category of Directorship	Director (Professional)
Date of Birth (Age)	30-04-1977 (48 years)
Date of first appointment on the Board	06 January 2025
Terms and Conditions of appointment / re appointment	As per the resolution
Qualifications	She holds a bachelor's degree in business (specialising in Banking) with honours from Nanyang Technological University of Singapore.
Experience	Ms. Choon Yen Chua is a treasury professional with over 20 years of experience in both listed and privately owned companies across various industries including multinational corporations and sovereign wealth fund.
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Directorships held in other companies	Nil
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	3
Shareholding in the Company No. of shares held:	NIL
(a) Own	
(b) For other persons on a beneficial basis	

Annexure-B

Details of the Director/Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting

(In pursuance of Secretarial Standard - 2 on General Meetings)

Name of Director	Ms. Lim Ting Ting Lynette
DIN	11242605
Designation/Category of Directorship	Director (Professional)
Date of Birth (Age)	09-09-1975 (49 years)
Date of first appointment on the Board	26 August 2025
Terms and Conditions of appointment / re appointment	As per the resolution
Qualifications	Ms. Lynette holds a Bachelor of Laws (Honours) from the National University of Singapore and is qualified to practise in Singapore, England and Wales.
Experience	With over 26 years of international legal and commercial experience, Lynette has extensive experience in strategic business leadership, managing large-scale transactions and driving compliance.
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Directorships held in other companies	Nil
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	NIL
Shareholding in the Company No. of shares held:	NIL
(a) Own	
(b) For other persons on a beneficial basis	

Annexure-C

Details of the Director/Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting

(In pursuance of Secretarial Standard - 2 on General Meetings)

Name of Director	Mr. Koh Kok Sim
DIN	11258444
Designation/ Category of Directorship	Director (Professional)
Date of Birth (Age)	07-05-1971 (54 years)
Date of first appointment on the Board	03 September 2025
Terms and Conditions of appointment / re appointment	As per the resolution
Qualifications	Mr. Koh holds a Bachelor of Science in economics and management from London School of Economics.
Experience	With over 25 years of experience in digitalising businesses, Koh has held senior roles across consulting, energy, financial, hospitality, logistics and retail sectors in companies such as Temasek Holdings, McKinsey & Company and PepsiCo.
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Directorships held in other companies	Nil
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	NIL
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....., 2025

To,
The Board of Directors,
Sembcorp Green Infra Private Limited
Building 7A, Level 5, DLF Cybercity,
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 Annual General Meeting ("AGM") of the Members of the Company, scheduled to be held on **Tuesday, 30 September 2025 at 5:45 p.m.** 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 AGM at shorter notice.

Further, in accordance with Section 136 of the Companies Act, 2013, I/We hereby give consent and confirm the receipt of the financial statements of the Company, including the Board's Report, Auditor's Report, and other relevant documents at shorter period.

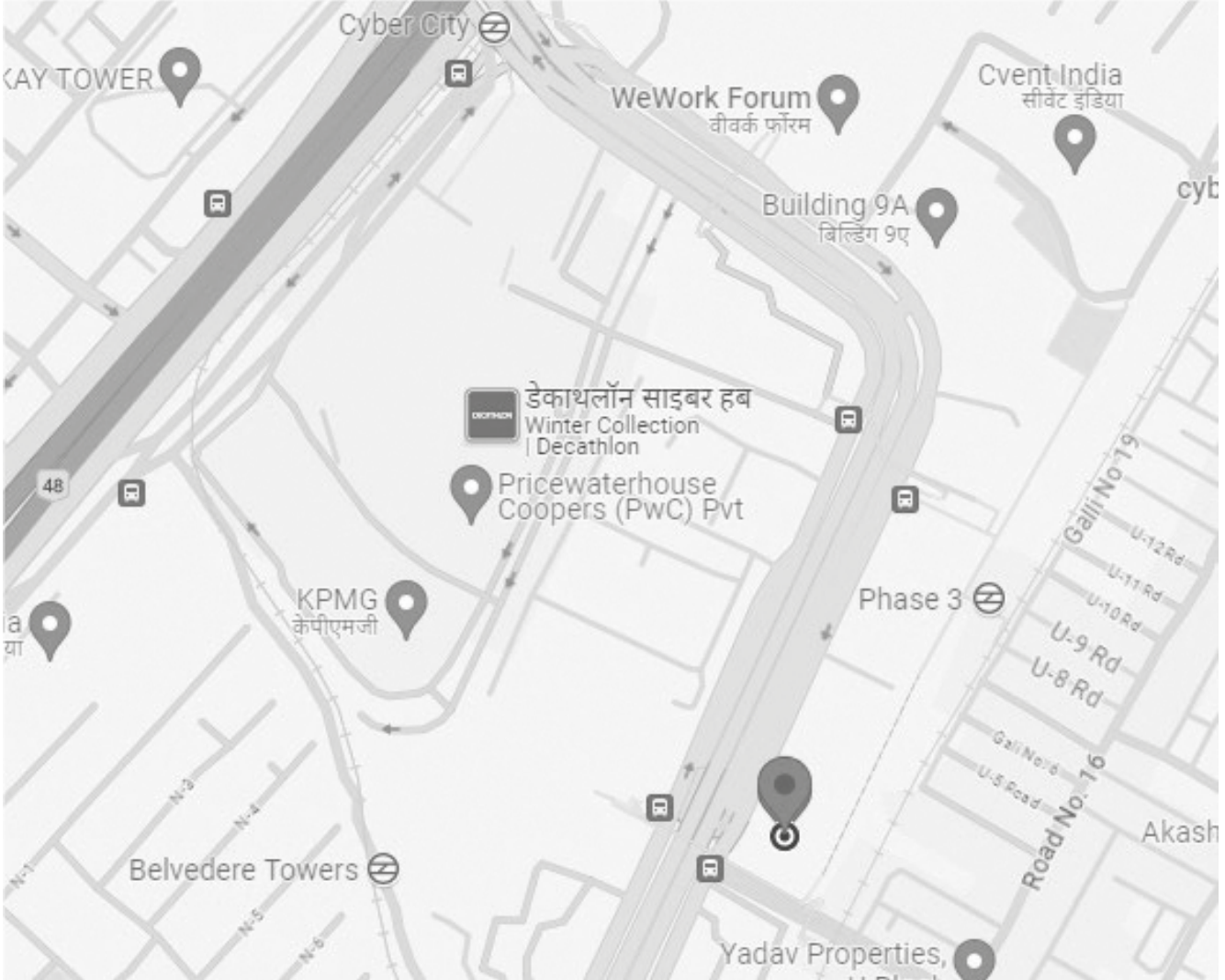
Kindly take this consent on record.

Thanking you,
Yours sincerely,

.....
Authorised Signatory
Address:
.....

ROUTE MAP FOR AGM VENUE:

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



SEMBCORP GREEN INFRA PRIVATE 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	U23200HR2005PTC078211
Name of the Company	Sembcorp Green Infra Private 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 Annual General Meeting of the Company, to be held on Tuesday, 30 September 2025 at 5:45 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.	To consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2025 together with the Report of Auditors thereon		
SPECIAL BUSINESS			
2.	Appointment of a director of Ms. Choon Yen Chua (DIN: 10866974) as a Director of the Company.		
3.	Appointment of a director of Ms. Lim Ting Ting Lynette (DIN: 11242605) as a Director of the Company.		
4.	Appointment of a director of Mr. Koh Kok Sim (DIN: 11258444) as a Director of the Company.		
5.	Ratification of Cost Audit fees to be paid to the Cost Auditor of the Company for Financial Year ended as on 31 March 2025.		

Signed this..... day of 2025



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 PRIVATE 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

Attendance Slip for the 20th Annual General Meeting

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 20th Annual General Meeting of the Company on Tuesday, 30 September 2025 at 5:45 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.