



Sembcorp Green Infra Private Limited
(Formerly, Green Infra Wind Energy Private Limited &
Green Infra Wind Energy Limited)
CIN: U23200HR2005PTC078211
Regd. Office: Building 7A, Level 5, DLF Cyber City,
Gurugram – 122002, Haryana, India
Tel: (91) 124 6986700, Fax: (91) 124 6986710
Email: cs.india@sembcorp.com
Website: www.sembcorpindia.com

NOTICE

SHORTER NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of Sembcorp Green Infra Private Limited (Formerly, Green Infra Wind Energy Private Limited & Green Infra Wind Energy Limited) will be held on Thursday, 12 February 2026 at 11:00 a.m. (IST) / 1:30 p.m. (SGT) at Building 7A Level 5, DLF Cybercity, Gurugram – 122002, Haryana to transact the following business: -

SPECIAL BUSINESS

ITEM NO. 1: CONVERSION FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY

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

“RESOLVED THAT, pursuant to the provisions of Section 13, Section 14, Section 15 and Section 18 read with Section 4 of the Companies Act, 2013 (“Act”) and all other applicable provision(s), if any of the Act and Rule 33 of the Companies (Incorporation) Rules, 2014, as amended, and the applicable rules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and approval of Board, subject to receipt of any necessary approvals from any government, statutory or regulatory authority, including the Registrar of Companies, the consent and approval of the shareholders of the Company be and is hereby accorded for the conversion of the Company from a private company limited by shares to a public company limited by shares and consequently, the name of the Company be and is hereby changed from **“Sembcorp Green Infra Private Limited”** to **“Sembcorp Green Infra Limited”** by deletion of the word “Private” from the name of the Company substitution of existing clause I of memorandum of association of the Company with “The Name of the Company is **“SEMBCORP GREEN INFRA LIMITED”**”.

RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions of the Act and applicable rules thereunder, each as amended and in accordance with the enabling provisions of the memorandum and articles of association and consent of Board subject to the applicable provisions of any other applicable law, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as placed before the Board, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT the word “Private” wherever appearing in the name of the Company in the memorandum of association and articles of association of the Company be and is hereby deleted.

RESOLVED FURTHER Mr. A. Nithyanand – Managing Director, Mr. Vipul Tuli – Director, Mr. Manoj Kumar Singh – Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company is authorised to



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certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

By order of the Board
For **Sembcorp Green Infra Private Limited**
(Formerly, Green Infra Wind Energy Private Limited & Green Infra Wind Energy Limited)

MANU GARG Digitally signed
by MANU GARG
Date:
2026.02.11
15:29:47 +05'30'

Manu Garg

Company Secretary

Membership No. [REDACTED]

Date: 11 February 2026

Place: Gurugram

Address: [REDACTED]
[REDACTED]



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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 12 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 Extraordinary 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 Extraordinary 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. An Explanatory Statement pursuant to the provisions of Section 102 of the Act, in respect of Item No. 1 of Special Business, to be transacted at the EGM is annexed hereto.
8. All voting at any Members’ meeting shall be by way of show of hands unless poll is demanded as per the provisions of the Companies Act, 2013.
9. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
10. Documents referred to in the accompanying Notice of the EGM 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 EGM.



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11. During the EGM, the statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this EGM shall be available for inspection.
12. 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.
13. Members holding shares in dematerialised form to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
14. The Record date for the purpose of identifying the Register of Members has been fixed as 11 February 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 EGM and avail themselves of the facility of voting during the EGM. 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.
15. Route map of the venue of EGM is attached herewith.



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EXPLANATORY STATEMENT

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

ITEM NO. 1

Considering expansion plans of the Company subject to necessary corporate and regulatory approvals and prevailing market conditions and other relevant factors, the Company is evaluating options for raising additional capital through, an issuance of equity shares, or any other permissible mode of fund-raising or combination thereof, in accordance with the applicable laws. In order to raise additional capital through available means, the Company is required to be converted into a public limited company in accordance with the applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder, each as amended ("**Companies Act, 2013**"). Pursuant to the said conversion of the Company, the name of the Company would require alteration to "**Sembcorp Green Infra Limited**" by deletion of the word "Private".

Consequent upon the conversion of Company into a public company, the Memorandum of Association and Articles of Association would need to be amended. The Company, therefore, proposes to alter the Memorandum of Association and adopt a new set of Articles of Association that shall conform to the Companies Act, 2013 and the rules and regulations made thereunder, each as amended. Further, pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in memorandum of association and the articles of association requires approval of the shareholders of the Company as a special resolution.

The copies of the existing and proposed altered/ new Memorandum of Association and Articles of Association of the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolution set out at Item No. 1 of the accompanying Notice for your approval as special resolution.

By order of the Board

For **Sembcorp Green Infra Private Limited**
(Formerly, Green Infra Wind Energy Private Limited
& Green Infra Wind Energy Limited)

MANU
GARG

Digitally signed
by MANU GARG
Date: 2026.02.11
15:30:02 +05'30'

Manu Garg

Company Secretary

Membership No.: [REDACTED]

Date: 11 February 2026

Place: Gurugram

Address: [REDACTED]

[REDACTED]



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THE COMPANIES ACT, 2013
Consent by Shareholder for Shorter Notice

....., 2026

To

The Board of Directors,
Sembcorp Green Infra Private Limited
 Building 7A, Level 5, DLF Cyber City,
 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 Extraordinary General Meeting (“EGM”) of the Members of the Company, scheduled to be held on 12 February 2026 at 11:00 a.m. (IST) / 1:30 p.m. (SGT) 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 EGM at shorter notice.

Kindly take this consent on record.

Thanking you,
 Yours sincerely,

.....
Authorized Signatory
Address:

ROUTE MAP FOR EGM VENUE:

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





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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) ofshares 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 Extraordinary General Meeting of the Company, to be held on 12 February 2026 at 11:00 a.m. (IST) / 1:30 p.m. (SGT) at Building 7A,



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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
SPECIAL BUSINESS			
1.	Conversion of the Company from Private Limited Company to Public Limited Company		

Signed this..... day of 2026



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 12 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.



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Attendance Slip for the Extraordinary General Meeting
(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the Extraordinary General Meeting of the Company on 12 February 2026 at 11:00 a.m. (IST) / 1:30 p.m. (SGT) 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 Extraordinary General Meeting (EGM) 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.