

**Sembcorp Green Infra Limited**

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

CIN: U23200HR2005PLC078211

**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](mailto:cs.india@sembcorp.com)

**Website:** [www.sembcorpindia.com](http://www.sembcorpindia.com)

## NOTICE

**SHORTER NOTICE** is hereby given that an Extraordinary General Meeting (“EGM”) of Sembcorp Green Infra Limited (Formerly, Sembcorp Green Infra Private Limited, Green Infra Wind Energy Private Limited & Green Infra Wind Energy Limited) will be held on 17 March 2026 at 6:30 p.m. (IST) / 9:00 p.m. (SGT) at Building 7A Level 5, DLF Cybercity, Gurugram – 122002, Haryana to transact the following business: -

### SPECIAL BUSINESS

#### **ITEM NO. 1: APPROVAL FOR CHANGE IN NATURE & TERMS OF COMPULSORILY CONVERTIBLE DEBENTURES ISSUED BY THE 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 applicable provisions of the Companies Act, 2013, read with the rules and regulations framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, consents and sanctions as may be required, the consent and approval of the shareholders of the Company be and is hereby accorded to modify the terms of the existing 3,00,000 (Three Lakh) 0% Compulsorily Convertible Debentures (“CCDs”), having a face value of INR 1,000/- each and aggregating to INR 30,00,00,000/- (Rupees Three Hundred Million only), issued by the Company and presently held by Green Infra Solar Farms Private Limited (“GISFPL”) and Green Infra Solar Projects Private Limited (“GISPPL”), by converting them into 3,00,000 (Three Lakh) 0% Optionally Convertible Debentures (“OCDs”) of INR 1,000/- each, on the revised terms detailed below:

<b>Particulars</b>	<b>Existing Terms</b>	<b>Revised Terms</b>
Name of the Instrument	0% Compulsory Convertible Debentures	0% Optionally Convertible Debentures
Coupon	0%	0%
No. of debentures	3,00,000	3,00,000
Date of Allotment	26 October 2016	26 October 2016
Face Value	INR 1,000/- per CCD	INR 1,000/- per OCD
Conversion	25 April 2026	25 April 2026
Issue value	INR 30,00,00,000/-	INR 30,00,00,000/-
Conversion ratio	To be converted into 57 numbers of Equity shares at face value of Rs. 10 each	Convertible into 57 numbers of Equity shares at face value of Rs. 10 each, any time at the option of the Company.
Redemption and on redemption	Not Applicable	Redeemable prior to the conversion date, any time at the option of the Company.

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		Redemption premium to be paid for the holding period till redemption date on a compounded basis, based on benchmarking report of an independent valuer
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**RESOLVED FURTHER THAT** the revised terms and conditions, as approved by the Board, be and is hereby approved, and that all Directors, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorised to sign and execute all agreements, letters, papers, deeds and other documents as may be necessary or desirable, to file the requisite forms and returns with the statutory authorities, and to take all such steps, actions, acts and deeds as may be necessary, incidental or expedient to give full effect to this resolution, including for the redemption of the said OCDs.

**ITEM NO. 2: APPROVAL FOR CHANGE IN NATURE & TERMS OF 0.001% COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ISSUED BY THE 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 applicable provisions of the Companies Act, 2013, read with the rules and regulations framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, consents and sanctions as may be required, the consent and approval of the shareholders of the Company be and is hereby accorded to modify the terms of the existing 30,33,293 (Thirty Lakh Thirty-Three Thousand Two Hundred Ninety-Three) 0.001% Compulsorily Convertible Cumulative Preference Shares (CCCPS) of the Company, having a face value of INR 1,000/- each and aggregating to INR 3,033,293,000/- (Rupees Three Billion Thirty-Three Million Two Hundred Ninety-Three Thousand only), by converting them into 30,33,293 (Thirty Lakh Thirty-Three Thousand Two Hundred Ninety-Three) 0% Optionally Convertible Redeemable Preference Shares (OCRPS) of INR 1,000/- each, on the terms and conditions set out below:-

Particulars	Existing Terms	Revised Terms
Name of the Instrument	0.001% Compulsorily Convertible Cumulative Preference Shares	0.001% Optionally Convertible Redeemable Preference Shares
Coupon	0.001%	0.001%
No. of Preference Shares	30,33,293	30,33,293
Face Value	INR 1,000/- per CCCPS	INR 1,000/- per OCRPS



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Conversion Ratio and Conversion Maturity/ Redemption Date	Date of Allotment	Conversion Ratio	Date of Maturity/ Redemption/ Conversion
		04-05-2018	100 Equity shares
	07-05-2018	100 Equity shares	06-05-2033
	26-04-2019	100 Equity shares	25-04-2034
	07-05-2019	100 Equity shares	06-05-2034
	03-02-2020	100 Equity shares	02-02-2035
	21-02-2020	100 Equity shares	20-02-2035
	07-12-2020	98 Equity shares	06-12-2035
	13-10-2021	96 Equity shares	12-10-2036
	09-11-2021	96 Equity shares	08-11-2036
	14-05-2022	91 Equity shares	13-05-2037
	30-05-2022	91 Equity shares	29-05-2037
	03-11-2022	87 Equity shares	02-11-2037
	16-11-2022	87 Equity shares	15-11-2037
	25-11-2022	87 Equity shares	24-11-2037
	06-12-2022	87 Equity shares	05-12-2037
	14-12-2022	87 Equity shares	13-12-2037
	28-12-2022	87 Equity shares	27-12-2037
Issue value	INR 3,033,293,000/-		INR 3,033,293,000/-
Redemption and premium on redemption	Not Applicable		<p>Redeemable prior to original conversion date, any time at the option of the Company.</p> <p>Redemption premium to be paid for the holding period till redemption date on a compounded basis, based on benchmarking report of an independent valuer</p>

**RESOLVED FURTHER THAT** the revised terms and conditions, as approved by the Board, be and is hereby approved, and that all Directors, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorised to sign and execute all agreements, letters, papers, deeds and other documents as may be necessary or desirable, to file the requisite forms and returns with the statutory authorities, and to take all such steps, actions, acts and deeds as may be necessary, incidental or expedient to give full effect to this resolution, including for the redemption of the said OCRPS.



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By order of the Board

**For Sembcorp Green Infra Limited**

Manu Garg  Digitally signed  
by Manu Garg  
Date: 2026.03.17  
11:43:50 +05'30'

**Manu Garg**

**Company Secretary**

Membership No.: [REDACTED]

Address: [REDACTED]  
[REDACTED]

Date: 17 March 2026

Place: Gurugram

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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 and 2 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 16 March 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**

The Company had issued 3,00,000, 0% Compulsorily Convertible Debentures (“CCDs”) with a face value of INR 1,000/- each aggregating to INR 300,000,000/- (Rupees Three Hundred Million only) in year 2016 to Green Infra Solar Farms Private Limited (“GISFPL”) and Green Infra Solar Projects Private Limited (“GISPPL”), the then fellow subsidiary companies of the Company.

As part of the capital restructuring process, the Company proposes to convert the existing CCDs into Optionally Convertible Debentures (“OCDs”). This proposal is intended to streamline the Company’s financial instruments and potentially offer greater flexibility in the capital restructuring exercise including to repay/ redeem the debt securities, subject to such other sanctions and approvals as may be required. The details of the existing terms and proposed terms are as follows: -

<b>Particulars</b>	<b>Existing Terms</b>	<b>Proposed Terms</b>
Name of the Instrument	0% Compulsory Convertible Debentures	0% Optionally Convertible Debentures
Coupon	0%	0%
No. of debentures	3,00,000	3,00,000
Date of Allotment	26 October 2016	26 October 2016
Face Value	INR 1,000/- per CCD	INR 1,000/- per OCD
Conversion	25 April 2026	25 April 2026
Issue value	INR 30,00,00,000/-	INR 30,00,00,000/-
Presentation in financials as per Ind-AS	Treated as equity instrument	Treated as hybrid equity instrument
Redemption and premium on redemption	Not Applicable	Redeemable prior to the conversion date, any time at the option of the Company.  Redemption premium to be paid for the holding period till redemption date on a compounded basis, based on benchmarking report of an independent valuer
Conversion ratio	To be converted into 57 numbers of Equity shares at face value of Rs. 10 each	To be converted into 57 numbers of Equity shares at face value of Rs. 10 each

The copies of the revised terms and conditions, as approved by the Board are available for inspection by the

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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.

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.

**ITEM NO. 2**

The Company has issued 30,33,293 0.001% Compulsorily Convertible Cumulative Preference Shares (“CCCPS”), having a face value of INR 1,000/- each and aggregating to INR 3,033,293,000/- (Rupees Three Billion Thirty Three Million Two Hundred Ninety Three Thousand only), to its then fellow subsidiary companies in various tranches.

As part of the ongoing capital restructuring exercise, the Company proposes to modify the terms of the existing CCCPS into Optionally Convertible Redeemable Preference Shares (“OCRPS”). This modification is aimed at streamlining the Company’s capital structure and providing enhanced flexibility for future restructuring initiatives, including the potential repayment or redemption of such securities, subject to obtaining all necessary approvals and sanctions as may be required.

The details of the existing terms and the proposed revised terms are as follows:

Particulars	Existing Terms	Revised Terms	
Name of the Instrument	0.001% Compulsorily Convertible Cumulative Preference Shares	0.001% Optionally Convertible Redeemable Preference Shares	
Coupon	0.001%	0.001%	
No. of Preference Shares	30,33,293	30,33,293	
Face Value	INR 1,000/- per CCCPS	INR 1,000/- per OCRPS	
Conversion Ratio and Conversion Maturity/ Redemption Date	<b>Date of Allotment</b>	<b>Conversion Ratio</b>	<b>Date of Maturity/ Redemption/ Conversion</b>
	04-05-2018	100 Equity shares	03-05-2033
	07-05-2018	100 Equity shares	06-05-2033
	26-04-2019	100 Equity shares	25-04-2034
	07-05-2019	100 Equity shares	06-05-2034
	03-02-2020	100 Equity shares	02-02-2035
	21-02-2020	100 Equity shares	20-02-2035
	07-12-2020	98 Equity shares	06-12-2035
	13-10-2021	96 Equity shares	12-10-2036
09-11-2021	96 Equity shares	08-11-2036	

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	14-05-2022	91 Equity shares	13-05-2037
	30-05-2022	91 Equity shares	29-05-2037
	03-11-2022	87 Equity shares	02-11-2037
	16-11-2022	87 Equity shares	15-11-2037
	25-11-2022	87 Equity shares	24-11-2037
	06-12-2022	87 Equity shares	05-12-2037
	14-12-2022	87 Equity shares	13-12-2037
	28-12-2022	87 Equity shares	27-12-2037
Issue value	INR 3,033,293,000/-		INR 3,033,293,000/-
Presentation in financials as per Ind-AS	Treated as Equity instrument		Treated as hybrid equity instrument
Redemption and premium on redemption	Not Applicable		Redeemable prior to original conversion date, any time at the option of the Company.  Redemption premium to be paid for the holding period till redemption date on a compounded basis, based on benchmarking report of an independent valuer

The copies of the revised terms and conditions, as approved by the Board 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.

The board of directors of the Company recommends the resolution set out at Item No. 2 of the accompanying Notice for your approval as special resolution.

By order of the Board  
For **Sembcorp Green Infra Limited**

Manu Garg Digitally signed  
by Manu Garg  
Date: 2026.03.17  
11:44:09 +05'30'

**Manu Garg**

**Company Secretary**

Date: 17 March 2026

Place: Gurugram

Membership No. [REDACTED]

Address: [REDACTED]



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**THE COMPANIES ACT, 2013**  
**Consent by Shareholder for Shorter Notice**

....., 2026

To

The Board of Directors,  
**Sembcorp Green Infra 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 17 March 2026 at 6:30 p.m. (IST) / 9:00 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: .....**  
.....

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**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]

<b>CIN</b>	U23200HR2005PLC078211
<b>Name of the Company</b>	Sembcorp Green Infra Limited
<b>Registered Office</b>	Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail id</b>	
<b>Folio No/ Client Id</b>	
<b>DP Id</b>	

I/We, being the member (s) of .....shares of the above named company, hereby appoint:

<b>Name</b>	
<b>Address</b>	
<b>E-mail ID</b>	
<b>Signature</b>	

Or failing him;

<b>Name</b>	
<b>Address</b>	
<b>E-mail ID</b>	
<b>Signature</b>	

Or failing him;

<b>Name</b>	
<b>Address</b>	
<b>E-mail ID</b>	
<b>Signature</b>	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General



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Meeting of the Company, to be held on 17 March 2026 at 6:30 p.m. (IST) / 9:00 p.m. (SGT) 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
<b>SPECIAL BUSINESS</b>			
1.	Approval for change in nature & terms of Compulsorily Convertible Debentures issued by the Company		
2.	Approval for change in nature & terms of 0.001% Compulsorily Convertible Cumulative Preference Shares issued by the Company		

Signed this..... day of ..... 2026



Signature of Shareholder

Signature of Proxy holder(s)

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**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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**SEMBCORP GREEN INFRA 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](mailto:cs.india@sembcorp.com)

**Website :** [www.sembcorpindia.com](http://www.sembcorpindia.com)

**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 17 March 2026 at 6:30 p.m. (IST) / 9:00 p.m. (SGT) at the Registered office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram – 122002, Haryana.

<b>NAME (S) AND ADDRESS OF THE MEMBER(S)</b> _____ _____ _____
<b>Folio No./DP ID No. and Client ID No *</b> _____ <b>Number of Shares</b> _____

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.