

Annexure – 1

FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

- a. Name(s) of the related party and the nature of relationship
- b. Nature of contracts/ arrangements/ transactions
- c. Duration of the contracts/arrangement/ transactions
- d. Salient terms of the contracts or arrangements or transactions including the value, if any
- e. Justification for entering into such contracts or arrangements or transactions
- f. Date of approval by the Board
- g. Amount paid as advances, if any
- h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188

NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

- a. Name(s) of the related party and the nature of relationship
- b. Nature of contracts/ arrangements/ transactions
- c. Duration of the contracts/arrangement/ transactions
- d. Salient terms of the contracts or arrangements or transaction including the value, if any
- e. Date of approval by the Board, if any
- f. Amount paid as advances, if any

NIL

For and on behalf of the Board

Tareq Mohamed Sultan Al Mugheiry
 Chairman
 DIN: 10040158

Date: August 07, 2024

Place: Gurugram

Annexure – 2

Form No. MR-3 Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SEIL Energy India Limited
(formerly known as Sembcorp Energy India Limited)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SEIL Energy India Limited (hereinafter called 'Company' or 'SEIL') (formerly known as Sembcorp Energy India Limited) for the financial year ended March 31, 2024 ('Audit Period') in terms of the engagement letter dated January 18, 2024. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, subject to our comments herein, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place.

We have examined the books, papers, minutes, forms and returns filed and other records maintained by the Company for the Audit Period, according to the provisions of applicable law provided hereunder:

- The Companies Act, 2013 ('Act') and the rules made thereunder including any re-enactment thereof;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment;
- The Depositories Act, 1996 and the Regulations and bye- laws framed thereunder;
- SEBI circulars with respect to commercial papers;

- Specific laws as applicable to the Company:
-The Electricity Act, 2003.

We have also examined compliance with the applicable clauses of the Secretarial Standards for Board Meetings ('SS-1') and for General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.

We report that during the Audit Period, the Company has complied with the provisions of the applicable Act, rules, regulations, SEBI circulars w.r.t. commercial paper, guidelines, standards etc.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance with due compliance of the Act and SS-1 except for the meeting held at shorter notice (in compliance of the applicable laws). Further, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions are carried through unanimous approval and there was no minuted instance of dissent in Board or Committee meetings.

We further report that there are adequate systems and processes in the Company, which commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc, except the following:

Buy Back of equity shares

Pursuant to the necessary approvals, the Company has bought back 82,14,24,000 fully paid up equity shares of face value Rs. 10 each at a premium of Rs. 12.6 per share amounting to Rs 18,56,41,82,400. Buy back represents 17.87% of the total paid up equity capital, free reserves and securities premium account as per the unaudited accounts of the Company for the half year ended September 30, 2023, duly limited reviewed by the Statutory Auditors of the Company.

Place: New Delhi
Date: 15.07.2024

Declaration of Dividend

During the Audit Period, the Board of Directors of the Company have declared interim dividend as follows:

Date of relevant board meeting	Rate of dividend (per equity share)	Aggregate Amount (Rs in Mn)
24.05.2023	Rs. 0.98	5324.99
14.12.2023	Rs. 0.58	3151.52
23.02.2024	Rs. 1.3	5995.92

Alteration of Articles of Association (AoA)

During the Audit Period, the shareholders of the Company have approved the alteration of the AoA to insert clause 131A enabling the Company to buy back its own shares following the due procedure of law.

Raising of funds by way of issuance of Commercial Papers (CPs)

During the Audit Period, the Company raised funds of Rs 26,850 Million, in aggregate, by way of issue of CPs

Redemption of Commercial Papers

During the Audit Period, the Company has redeemed the Commercial Papers amounting to Rs. 42,800 Million.

For M/s Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300

Nitu Poddar
Partner
Membership No.: A37398
CP No.:15113
UDIN: A037398F000746986
Peer Review Certificate No.:4123/2023

The report is to be read with our letter of even date which is annexed as Annexure 'I' and forms an integral part of this report.

Annexure – I
Auditor and Management Responsibility
ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
SEIL Energy India Limited
(formerly known as Sembcorp Energy India Limited)

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. The list of documents for the purpose, as seen by us, is listed in Annexure II;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion;
3. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same;
4. Wherever our Audit has required our examination of books and records maintained by the Company, we have relied upon versions (hard copy and electronic) of such books and records, as provided to us during on-site visit and through online communication. Where we have verified documents via online mode, we have followed the guidance as issued by the Institute;
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns;
6. We have held discussion with the management on several points and wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc;
7. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis;
8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices;
9. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/ to be furnished by any other auditor(s)/agencies/ authorities with respect to the Company;
10. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Annexure – II

List of Documents

1. Minutes for the meetings of the following held during the Audit Period:
 - Board of Directors;
 - Audit Committee;
 - Nomination and Remuneration Committee;
 - Corporate Social Responsibility Committee;
 - Annual General Meeting;
 - Extraordinary General Meeting.
2. Proof of circulation of draft and signed minutes of the Board and Committee meetings on a sample basis;
3. Annual Report for financial year 2022-23;
4. Financial statement for financial year 2023-24;
5. Directors' disclosures under the Act and rules made thereunder;
6. Statutory registers maintained under the Act;
7. Forms filed with the Registrar;
8. Policies framed in accordance with the Act;
9. Memorandum of Association and Articles of Association of the Company.

Annexure – 3

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR in millions)

SI No.	Name of Subsidiaries	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Exchange Rate as at 31st March, 2024	Share capital	Reserve and surplus	Total assets	Total liabilities	Investments	Turn-over	Profit/ (Loss) before Taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed dividend	% of equity share-holding
1.	TPCIL Singapore Pte Ltd*	No	USD	83.37	5.41	-4.38	1.35	0.32	-	-	1.84	-	1.84	-	100

Refer 0.00 million as figures less than 0.01 million

* Subsidiaries which are yet to commence operations

Subsidiaries which have been liquidated or sold during the year : NIL

Part "B": Associates and Joint Venture

(Information in respect of each Associates or Joint Venture to be presented with amounts in INR in Millions)

SI No.	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end	i- No. of shares	ii- Amount of Investment in Associates/Joint Venture	iii- Ex-Holding %	Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Networth attributable to shareholding as per latest audited Balance Sheet	Profit/ (loss) for the year	i- Considered in Consolidation	ii- Not Considered in Consolidation
1.	-	-	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

For and on behalf of the Board of Directors of SEIL Energy India Limited (formerly Sembcorp Energy India Limited)

Tareq Mohamed Sultan Al Mugheiry
Chairman
DIN: 10040158

Raghav Trivedi
Whole Time Director and CEO
DIN: 03485063

Rajeev Ranjan
Company Secretary
Membership No: F6785

Ajay Bagri
Chief Financial Officer

Place: Nellore
Date: 21 May 2024

Annexure – 4

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

Corporate Governance is the application of best management practices, continued compliances of law and adherence to highest ethical standards to achieve the objectives of the Company of enhancing stakeholder's value and its own image. A good Corporate Governance framework incorporates a system of robust checks and balances between Key players, namely the Board, the Management, Auditors and Stakeholders.

SEIL Energy India Limited remains resolute in its commitment to conduct business in accordance with the highest ethical standards and sound Corporate Governance practices. Your Company strongly believes that sound, robust and unambiguous system of Corporate Governance practices go a long way in retaining investor trust and preserving the interest of all existing as well as prospective Stakeholders. Further, your Company corporate structure, business, operations, and disclosure practices are aligned to the global practices.

Your Company is committed to conduct its business fairly, ethically in compliance of the applicable laws, rules and regulations and with the highest standards of business ethics. The objective of the Company is, not only to meet the statutory requirements of the Code of Corporate Governance, but to develop such

systems and follow such practices and procedures as would make the management completely transparent and accountable in its interaction with employees, shareholders, lending institutions and customers, thereby enhancing the stakeholders value and protecting the interest of stakeholders.

BOARD COMPOSITION:

The Company's policy is to have appropriate mix of Executive and Non-Executive/ Independent Directors including woman Director on the Board. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors. All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013.

The Board is collectively responsible for providing overall strategic direction and ensuring the long-term success of Company's business. The Company's Board of Directors consists of seven members, with one Executive Director and six Non-Executive Directors (NEDs) including one woman Director as on March 31, 2024. The Company complies with the provisions of the Companies Act, 2013 relating to the Board Composition. The details of the Directors, their directorships, committee positions in other companies as on March 31, 2024 are as given below:

Sl. No	Name of the Director	Designation	Category of Directorship	No. of other Directorships ⁽¹⁾	Shares held	No. of Committee Positions held ⁽²⁾	
						Chairman	Member
1.	Mr. Tareq Mohamed Sultan Al Mugheiry	Chairman		Nil	Nil	Nil	Nil
2.	Mr. Hamad Mohammad Hamood Al Waheibi	Director	Non-Executive Non-Independent	Nil	Nil	Nil	Nil
3.	Mr. Cyrus Erach Cooper	Director		Nil	Nil	Nil	Nil
4.	Mr. Raghav Trivedi	Whole Time Director & CEO	Executive	Nil	4*	Nil	Nil
5.	Mr. R S Sharma	Director	Non-Executive Independent	6	Nil	2	7
6.	Ms. Sangeeta Talwar	Director		4	Nil	0	6
7.	Mr. Kalaikuruchi Jairaj	Director		8	Nil	3	7

* as a nominee of Tanweer Infrastructure SAOC

NOTES

- ¹ Excludes directorship in private companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 (the Act).
- ² Includes memberships/chairmanships of the Audit Committee and Stakeholders Relationship Committee of Indian public companies.
- None of the Directors were members of more than 10 committees or acted as chairperson of more than 5 committees, across all the companies in which he/she was a Director. Also none of the Directors held directorship in more than 20 Indian companies including 10 public limited companies.
- None of the Directors were related to any other Director.

Names of the Indian listed entities where the person is a Director and the category of directorship: -

Sl. No	Name of the Director	Name of listed Company	Category of directorship in listed Company
1.	Mr. Tareq Mohamed Sultan Al Mugheiry	Nil	NA.
2.	Mr. Hamad Mohammad Hamood Al Waheibi	Nil	NA.
3.	Mr. Cyrus Erach Cooper	Nil	NA.
4.	Mr. Raghav Trivedi	Nil	NA.
5.	Mr. R S Sharma	Polycab India Limited Jubilant Industries Limited	Independent Director
6.	Ms. Sangeeta Talwar	TCNS Clothing Co. Limited Castrol India Limited Mahindra Holidays & Resorts India Limited	Independent Director
7.	Mr. Kalaikuruchi Jairaj	Adani Energy Solutions Limited RPSG Ventures Limited PCBL Limited Thejo Engineering Limited	Independent Director

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees. The Board members are committed to ensuring that the Company complies

with the highest standards of corporate governance.

The Board recognises the following skill sets of the Directors with reference to its Business and Industry as given below:

Name of the Director	Expertise in specific functional area
Mr. Tareq Mohamed Sultan Al Mugheiry	Mr. Tareq Mohamed Sultan Al Mugheiry, Chief Investment Officer of Oman Investment Corporation brings more than 20 years of leadership experience in private equity and infrastructure investments, debt and equity raising, buy-side and sell-side M&A transactions and finance.
Mr. Hamad Mohammad Hamood Al waheibi	Mr. Hamad Mohammad Al Waheibi, Head of the Investment Unit at the Social Protection Fund, brings more than 23 years of experience in the areas of investment, asset management, business development and finance.
Mr. Cyrus Erach Cooper	Mr. Cyrus Erach Cooper has more than 25 years of experience in areas of private equity, investment banking, mergers and acquisitions. He led and managed several equity and debt fund raisings in Oman and international markets.

Mr. Raghav Trivedi	Mr. Raghav Trivedi, Whole Time Director and Chief Executive Officer of the Company has around 40 years of work experience in the power industry with rich experience in both leadership, operational, project execution and power distribution roles. He brings extensive experience in a broad range of operational and technical aspects such as O&M, coal sourcing, engineering, and safety among others.
Mr. R S Sharma	Mr. R S Sharma was the former Chairman and Managing Director of Oil and Natural Gas Corporation Limited, India's largest oil and gas exploration and production Company and has served in several managerial positions during his career and has more than 40 years of experience in the energy sector.
Ms. Sangeeta Talwar	Ms. Sangeeta Talwar has multifunctional exposure across the disciplines of Marketing, Sales, Human Resources and General Management and more than 40 years of experience in the Industry. She is an Author, Diversity speaker and an Erickson certified leadership coach.
Mr. Kalaikuruchi Jairaj	K. Jairaj was a member of the elite Indian Administrative Service (IAS), for over three decades until 2012. He had leadership assignments in public governance, energy, urban development, transport, finance and infrastructure areas, capping his illustrious career as Additional Chief Secretary, Government of Karnataka.

BOARD MEETINGS

Board meeting dates for the calendar year are decided in advance and circulated to all the Directors before starting of the year. The agenda, detailed notes and other annexures for the meetings are circulated well in advance to the Directors. With a view to leverage technology and reducing paper consumption, the Company has adopted a digital application for transmitting Board/ Committee agendas and notes.

During the year 2023-24, Ten Board meetings were held on May 08, 2023, May 24, 2023, July 27, 2023; September 25, 2023; November 09, 2023; November 29, 2023; December 14, 2023; December 21, 2023; February 06, 2024; February 23, 2024.

The Board of Directors and their attendance for the Board Meetings, the Annual General Meeting during the Financial Year 2023-24 is given below:

Sl. No	Name of the Director	Designation	No. of Board meetings entitled to attend/ held during tenure	Number of Board meetings attended	Attendance at AGM on August 16, 2023
1.	Mr. Tareq Mohamed Sultan Al Mugheiry	Chairman	10	10	No
2.	Mr. Hamad Mohammad Hamood Al Waheibi	Director	10	10	No
3.	Mr. Cyrus Erach Cooper	Director	10	10	No
4.	Mr. Raghav Trivedi*	Whole Time Director & CEO	10	10	Yes
5.	Mr. R S Sharma	Director	10	10	No
6.	Ms. Sangeeta Talwar	Director	10	10	No
7.	Mr. Kalaikuruchi Jairaj	Director	10	10	No

*re-appointed as Whole Time Director of the Company w.e.f. January 20, 2024

INDEPENDENT DIRECTORS

During the year, your Board of Directors have reviewed and opined that the Independent Directors fulfil the criteria for independence, as specified under the Companies Act, 2013.

The Independent Directors, upon appointment on Board of the Company, are given a formal appointment letter inter alia containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, insurance, code of conduct, performance evaluation process, disclosure, confidentiality etc. The terms and conditions of appointment of Independent Directors are available on the Company’s website at www.seilenergy.com

INDEPENDENT DIRECTORS’ MEETING

The Independent Directors meet at least once in a year, without the presence of Executive Director or Management representatives, inter alia to discuss the below given matters:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairman of the Company, considering the views of Executive Directors and Non-Executive Directors;
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- Other matters arising out of Board / Committee(s) deliberations.

During the year, the Independent Directors’ meeting was held on March 11, 2024. The Independent Directors, inter alia, discussed, and reviewed performance of Non-Independent Directors,

Chairperson of the Company and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company’s management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee constituted in accordance with the applicable provisions of the Companies Act, 2013 and provides directions to the audit functions and monitors the quality of internal and statutory audit. The Audit Committee of the Company is comprised of four Directors with majority of Independent Directors and headed by an Independent Director. All members of the Committee possess knowledge of Corporate Finance, Accounts and Company Law. The Audit Committee meetings are attended by the Auditors, Chief Financial Officer, Accounts and Finance Heads. The Company Secretary acts as the Secretary to the Audit Committee. The minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board meeting and all the recommendations of Audit Committee were accepted by the Board.

The Audit Committee of the Company as on March 31, 2024 consists of four Directors with Mr. R. S. Sharma, Chairman and Mr. K. Jairaj, Ms. Sangeeta Talwar and Mr. Cyrus Erach Cooper as its other members.

During the period under review, four meetings of the Audit Committee were held on May 24, 2023, July 27, 2023; November 09, 2023, February 06, 2024. The details of the Committee composition, meetings and attendance of the members at its meetings are as follows:

Sl. No	Members	Designation	No of meetings entitled to attend/ held during tenure	No of meetings attended
1.	Mr. R.S. Sharma	Chairman	4	4
2.	Mr. K Jairaj	Member	4	4
3.	Ms. Sangeeta Talwar	Member	4	4
4.	Mr. Cyrus Erach Cooper	Member	4	4

The Management is responsible for the adequacy of Internal Financial controls with reference to the Financial Statements. The Independent Auditors are responsible for performing an independent audit of the Company’s Financial Statements in accordance with the Generally Accepted Auditing Principles

and for issuing a report thereon. The Committee’s responsibility is to monitor these processes and responsible for overseeing the processes related to financial reporting, information dissemination to ensure that, the financial statements reflect true and fair view. The Committee also reviews the internal

controls are put in place over financial reporting to ensure that the accounts of the Company are properly maintained, and the accounting transactions comply with applicable laws.

The Company has established a Vigil mechanism for Directors, employees and other stakeholders to report concerns about the unethical behaviour, actual or suspected fraud, or violation of Company's Code of Business Conduct. It also provides for adequate safeguards against the victimisation of employees who uses the vigil mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases. Further, it is confirmed that no stakeholder has been denied access to the audit committee under the vigil mechanism.

Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee has been duly constituted as per the Companies Act, 2013. The Committee has formulated the criteria for determining qualification, positive attributes, independence of a Director prior to recommending their appointment on the Board of the Company. Further, the Committee also devised a policy relating

to remuneration for the Directors, key managerial personnel, employees, evaluation criteria of Directors. The Committee also laid down the criteria on Board diversity, identifying persons qualified to become Directors and be in senior management positions.

Annual Performance Evaluation of the Board, Board Committees and Directors, including Independent Directors for the financial year 2023-24 has been carried out by an outside consultant, through online survey mechanism as per Companies Act, 2013.

The Nomination and Remuneration Committee of the Company as on March 31, 2024 comprises of five Directors with Ms. Sangeeta Talwar, Independent Director as the Chairperson and Mr. R. S. Sharma, Mr. K. Jairaj, Mr. Tareq Mohamed Sultan Al Mugheiry and Mr. Hamad Mohammad Hamood Al Waheibi as its other members.

During the year under review, the Nomination and Remuneration Committee of the Board met once on November 29, 2024. The details of the Committee composition, meetings and attendance of the members at its meetings are as follows:

Sl. No	Members	Designation	No of meetings entitled to attend/ held during tenure	No of meetings attended
1.	Ms. Sangeeta Talwar	Chairperson	1	1
2.	Mr. Tareq Mohamed Sultan Al Mugheiry	Member	1	1
3.	Mr. Hamad Mohammad Hamood Al Waheibi	Member	1	1
4.	Mr. R S Sharma	Member	1	1
5.	Mr. K Jairaj	Member	1	1

Note : Mr. Cyrus Erach Cooper has been inducted as a member of Nomination and Remuneration Committee w.e.f. May 21, 2024 by the Board of Directors in their meeting held on May 21, 2024.

Corporate Social Responsibility Committee

Corporate Social Responsibility (CSR) is a Company's commitment to its stakeholders to conduct business in an economically, socially, and environmentally sustainable manner that is transparent and ethical. Stakeholders include employees, investors, shareholders, customers, business partners, clients, civil society groups, Government and non-Government organisations, local communities, environment, and society at large.

The Company undertake appropriate CSR initiatives having direct/indirect, measurable and positive

economic, social and environmental impact on the community with particular emphasis on the development of local area and area around where it operates and beyond its operational areas as may be appropriate for the overall empowerment of communities. The Company's CSR Policy is developmental and participatory in nature with more emphasis on self-employment and self-sustainability of CSR Beneficiaries.

The Company has duly constituted CSR Committee of the Board as per the Companies Act, 2013, who will recommend the CSR activities to be undertaken by

the Company during the year, the amount to be spent and responsible for overseeing the implementation of various CSR activities.

The Corporate Social Responsibility Committee of the Company as on March 31, 2024 consists of four Directors with Mr. K Jairaj, Independent Director

as the Chairman and Ms. Sangeeta Talwar, Mr. R. S. Sharma and Mr. Tareq Mohamed Sultan Al Mugheiry as its other members. The CSR Committee met twice during the financial year on May 08, 2023 and November 29, 2023. The details of the Committee composition, meetings and attendance of the members at its meetings are as follows:

Sl. No	Members	Designation	No of meetings entitled to attend/ held during tenure	No of meetings attended
1.	Mr. K Jairaj	Chairman	2	2
2.	Mr. Tareq Mohamed Sultan Al Mugheiry	Member	2	1
3.	Mr. R.S. Sharma	Member	2	2
4.	Ms. Sangeeta Talwar	Member	2	2

Note : Mr. Cyrus Erach Cooper has been inducted as a member of CSR Committee in place of Mr. Tareq Mohamed Sultan Al Mugheiry w.e.f. May 21, 2024 by the Board of Directors in their meeting held on May, 21, 2024.

The CSR Committee was set up to formulate and monitor CSR Policy of the Company. The objective of CSR policy is to ensure that the families living in the proximity to the Project improve their standards of living, earning capacity and production levels through a process in which they participate through their own social and cultural institutions. The CSR Policy is developmental and participatory in nature with emphasis on ensuring that development in the area fosters full respect for their dignity, human rights and cultural uniqueness. The CSR Committee is also responsible for overseeing the CSR activities, programmes and execution of various initiatives.

Stakeholders' Relationship Committee

The Stakeholders Relationship Committee of the Company as on March 31, 2024 comprises of three Directors with Independent Director as Chairman. The members of the Committee include Mr. K. Jairaj, Mr. R. S. Sharma and Mr. Cyrus Erach Cooper. The Board has constituted the Stakeholders' Relationship Committee in line with the provisions of the Section 178 of the Companies Act, 2013 and is comprised of three Directors including two Independent Directors as per the details given below:

Sl. No	Members	Designation
1.	Mr. K. Jairaj	Chairman
2.	Mr. R. S. Sharma	Member
3.	Mr. Cyrus Erach Cooper	Member

The Stakeholders' Relationship Committee assists the Board and the Company to oversee the existing redressal mechanism in relation to Stakeholders of the Company. Purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable laws or as prescribed by the Board in compliance with the applicable law, from time to time.

Name, designation and address of the Compliance Officer:

Mr. Rajeev Ranjan, Company Secretary
 Building 7A, Level 5, DLF Cybercity,
 Gurugram- 122002, Haryana
 Phone no. : +91-124-6846700/01 FAX : +91-124-6846710

A separate e-mail ID cs@seilenergy.com is set up as a dedicated ID solely for the purpose of dealing with Members' queries/ complaints. The Company has not received any investor complaints during the year.

The Board has appointed Mr. Rajeev Ranjan, Company Secretary as the Compliance Officer.

REMUNERATION TO DIRECTORS

a) Details of remuneration and perquisites paid to the Whole Time Director during the year under review.

Sl. No	Particulars of Remuneration	Mr. Raghav Trivedi, Whole Time Director & CEO
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,92,29,996.00
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	5,79,286.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
	Stock Option	-
	Sweat Equity	-
	Commission	-
2	Others - Project Completion Bonus	-
3	Total	2,98,09,282.00

b) The Company pays sitting fee to the Non- Executive Directors. No commission was paid to any of the Non-Executive Directors during the year. Details of sitting fee paid to Non-Executive Directors during the year is as given below:

Sl. No	Name of the Director	Category of the Director	Sitting Fee (Amt. in Rs.)
1	Mr. Tareq Mohamed Sultan Al Mugheiry*		12,00,000
2	Mr. Hamad Mohammad Hamood Al Waheibi*	Non-Executive Non-Independent Director	11,00,000
3	Mr. Cyrus Erach Cooper*		14,00,000
4	Mr. R S Sharma		18,00,000
5	Ms. Sangeeta Talwar	Non-Executive Independent Director	18,00,000
6	Mr. Kalaikuruchi Jairaj		18,00,000

*As per the request of the Non-executive Non Independent Directors, sitting fees payable to them was paid to Tanweer Infrastructure SAOC.

None of the Independent Directors had any pecuniary relationship or transactions with the Company other than the Sitting Fees received by them. The Company also reimburses out-of-pocket expenses, if any, incurred by the Directors for attending the Board/ Committee Meetings.

Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to the provisions of Sections 124 and 125 of

the Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

There is no unclaimed dividend and there are no amounts required to be transferred to IEPF during the year.

General Body Meetings

The details of the last three Annual General Meetings (AGMs) of the Company are as follows:

Financial year ended	Day, Date & Time	Venue	Special Resolution(s) passed
2022-23	Wednesday, August 16, 2023 at 11:00 A.M.	5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana	Nil
2021-22	Tuesday, August 23, 2022 at 11:00 A.M.		Nil
2020-21	Thursday, July 01, 2021 at 11.00. A.M.		Nil

During the year under review, no special resolution has been passed through the exercise of postal ballot and no special resolution is proposed to be conducted through postal ballot at the ensuing Annual General Meeting.

Annual Reports: The Annual Reports are emailed/ posted to Members and others entitled to receive them and is also placed on the website of the Company.

News Releases, Presentations etc.: Official news releases, presentations made to media, analysts, institutional investors etc, if any, are generally displayed on the Company’s website.

Website: Comprehensive information about the Company, its business and operations, Press Releases and investor information can be viewed at the Company’s website www.seilenergy.com. The

General Shareholder Information

- (a) Details of AGM : Monday, September 23, 2024 at 11:00 AM at Building 7A, Level 5, DLF Cyber City, Gurugram – 122002, Haryana
- (b) Financial Year : April 01, 2023 to March 31, 2024

Registrars and Share Transfer Agents:

KFin Technologies Limited
 Selenium Tower B, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda, Hyderabad – 500 032, Telangana,
 Tel: +91 40 6716 2222
 Fax: +91 40 23001153
 Website: www.kfintech.com

‘Investors’ section serves to inform the investors by providing key and timely information like financial results, annual reports, shareholders related data etc.

BSE Online Portal: As on date, the Non Convertible Debentures and Commercial Papers of your company are listed on BSE Limited, the Company will be submitting to BSE all disclosures and intimations through online Portal - BSE Corporate Compliance & Listing Centre.

SEBI Complaints Redress System (SCORES): SCORES is a centralised web-based complaints redressal system which serves as a database of all investor complaints and enables uploading of Action Taken Reports (ATRs) by the concerned Company, online viewing by the investors of actions taken and their current status. Your Company is registered on the SCORES portal.

Shareholding Distribution:

Slab	Number of shares				Number of Shareholders					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
1-5000	-	90	90	Negligible	-	-	7	87.50	7	87.50
5001 and above	-	4,61,22,44,484	4,61,22,44,484	100%	-	-	1	12.50	1	12.50
TOTAL	-	4,61,22,44,574	4,61,22,44,574	100%	-	-	8	100	8	100

Shareholding pattern as on March 31, 2024:

Particulars	Equity shares of Rs.10/- each	
	No. of Shares	%
Promoters & Promoter Group	4,61,22,44,574	100.00
Public	-	-
Non Promoter- Non Public	-	-
Total	4,61,22,44,574	100%

Top 10 Shareholders as on March 31, 2024.

Sl No	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	Tanweer Infrastructure SAOC	4,61,22,44,484	100.00
2.	Mr. Ajay Bagri*	18	Negligible
3.	Capt. Pawan Kumar*	18	Negligible
4.	Mr. Nitin Singhal*	18	Negligible
5.	Mr. Amitkumar Patel*	18	Negligible
6.	Mr. Rajeev Ranjan*	08	Negligible
7.	Mr. Vipul Tuli*	06	Negligible
8.	Mr. Raghav Trivedi*	04	Negligible

* Nominee shareholders of Tanweer Infrastructure SAOC.

Dematerialisation of Shares as on March 31, 2024 and Liquidity:

The Company's shares are available for trading through both the Depositories in India – National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). 100% of the Paid-up Equity Share Capital of the Company is in dematerialised form as on March 31, 2024.

During the year, the Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments nor outstanding as on March 31, 2024.

Commodity price risk and hedging activity:

The Company is exposed to risk from market fluctuations of coal price for its imported coal and other transactions and hedging is done for both commodity and forex exposure as per approved Risk Management Policy.

Plant location of the Company:

Project 1 :

Pyanampuram/ Nelaturu Village,
Muthukur Mandal,
Nellore – 524344,
Andhra Pradesh

Project 2 :

Ananthavaram Village, Varakavipudi Panchayat,
TP Gudur Mandal,
Nellore – 524344,
Andhra Pradesh

Address for Correspondence:

SEIL Energy India Limited
(Formerly known as Sembcorp Energy India Limited)
Regd.Office: Building 7A, Level 5, DLF Cyber City
Gurgaon – 122002, Haryana, India
Tel: +91-124-6846700/01 Fax: +91-124-6846710
Email: cs@seilenergy.com

Credit Rating:

During the year the Company has received following Credit Ratings for against the financial facilities from Banks/ Financial Institutions;

- AA+/ Stable by CRISIL Ratings for Bank Loan facilities of INR 81,000 Million
- AA+/ Stable by India Ratings for Bank Loan facilities of INR 34,150 Million
- A1+ by CRISIL Ratings for Commercial Paper of 25,000 Million
- A1+ by ICRA for Commercial Paper of 25,000 Million

Other Disclosures

- There are no materially significant related party transactions during the year, except those as disclosed in financial statements.
- No transactions related to any goods & materials, financial and commercial in nature were entered by the Company with the Board of Directors or KMPs or their relatives except those as disclosed in financial statements.

- The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. The said policy has been posted on the Company's website. The Company affirms that no person has been denied access to the Chairperson of Audit Committee.
- The Company follows Accounting Standards as prescribed by the Ministry of Corporate Affairs in the preparation of its financial statements.
- Disclosure of commodity price risks and commodity hedging activities: The Company is exposed to risk from market fluctuations of foreign exchange on coal import and other transactions. The Audit Committee reviews the risk exposures on quarterly basis. The Company is hedging its exposure to foreign exchange transactions as per the risk management policy.
- Particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Notice of the AGM to be held on Monday, September 23, 2024. at 11:00 AM.
- The Board of Directors have accepted the recommendation(s) of all committees of the board which is mandatorily required in the financial year.

Other Shareholder Information:

Corporate Identity Number (CIN):
U40103HR2008PLC095648

International Securities Identification Number (ISIN) for :

- Equity shares: INE460M01013
- Non Convertible Debentures: INE460M07010.

Date: August 07, 2024.

Place: Gurugram

Annexure – 5

CSR Report – 2023-24

SEIL ENERGY INDIA LIMITED
 (FORMERLY KNOWN AS SEMBCORP ENERGY INDIA LIMITED)
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FY 2023-24

1. Brief outline on CSR Policy of the Company:

The Board of Directors approved the Corporate Social Responsibility Policy based on the recommendation of the Corporate Social Responsibility Committee and the same is available on the Company's website.

Corporate Social Responsibility (CSR) is a Company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. Stakeholders include employees, investors, shareholders, customers, business partners, clients, civil society groups, Government and Non-Government organisations, local communities, environment and society at large.

The CSR Vision of the Company is - To actively contribute to the social and economic development of the communities in which we operate and beyond. In doing so, build a better, environmentally sustainable way of life for all the stakeholders, local community, and society at large.

The Company has been actively working in the following major CSR activities, in accordance with Schedule VII of the Companies Act, 2013:

Sl No	CSR Activities	Item No of Schedule VII of Companies Act, 2013
1.	Healthcare	Item No (i)
2.	Education	Item No (ii)
3.	Skill and Entrepreneurship Development	Item No (ii)
4.	Others – Afforestation Projects for Environment Sustainability and Clean Energy Promotion	Item No (iv)

The Corporate Social Responsibility Policy is posted on the Company's website www.seilenergy.com on the link: <https://seilenergy.com/AboutUs/CodeEthics.com>

2. Composition of CSR Committee (as on March 31, 2024):

Sl No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. K. Jairaj	Chairman	2	2
2.	Mr. R. S. Sharma	Member	2	2
3.	Ms. Sangeeta Talwar	Member	2	2
4.	Mr. Tareq Mohamed Sultan Al Mugheiry	Member	2	1

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

The Composition of Corporate Social Responsibility (CSR) Committee, CSR Policy and CSR projects approved by the Board are disclosed on the Company's Website www.seilenergy.com on the links mentioned below:

Composition of CSR Committee: <https://www.seilenergy.com/InvestorRelations/CompositionofCommittees>

CSR Policy: <https://www.seilenergy.com/AboutUs/CodeEthics>

CSR Projects: <https://www.seilenergy.com/CSR/ValueVisionMission>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

As per sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, every company having average CSR obligation of ten crore rupees or more in pursuance of subsection (5) of section 135 of the Act, in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency.

This is not applicable to our Company, as the average CSR obligation in three immediately preceding financial years is less than ten crores.

5. (a) Average net profit of the company as per sub-section (5) of section 135 - INR 7412.62 Mn
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135-INR 148.26 Mn
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. - NIL
 (d) Amount required to be set-off for the financial year, if any. - NIL
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. - INR 148.26 Mn
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).
 INR 102.29 Mn
 (b) Amount spent in Administrative Overheads. - INR 7.81 Mn
 (c) Amount spent on Impact Assessment, if applicable. - Nil
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]. - INR 110.10 Mn
 (e) CSR amount spent or unspent for the Financial Year:

Total amount spent for the financial Year (in Mn INR)	Amount Unspent (In Mn INR)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer.	Name of the Fund	Amount	Date of transfer
110.10	38.160	30-04-2024	-	-	-

(f) Excess amount for set-off, if any: NIL

Sl No	Particular	Amount (In Mn INR)
1.	2	3
i)	Two percent of average net profit of the company as per sub-section (5) of section 135	148.26
ii)	Total amount spent for the Financial Year	110.10
iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6	7	8	
Sl No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (In Mn INR.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (In Mn INR.)	Amount Spent in the Financial Year (In Mn INR.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any Amount (in Mn)	Date of Transfer	Amount remaining to be spent in succeeding Financial Years (In Mn INR.)	Deficiency, if any
1.	FY-2022-23	58.17	Nil	58.17*	N.A	N.A	Nil	Nil
2..	FY-2021-22	12.03	Nil	12.03**	N.A	N.A	Nil	Nil
3..	FY-2020-21	-	-	-	-	-	-	-

* Spent in the Financial Year 2023-24.

** Spent in the Financial Year 2022-23.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired : Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent)	Details of entity/ Authority/ beneficiary of the registered owner			
1	2	3	4	5	6			
					CSR Registration Number, if applicable	Date of Transfer	Name	Registered address
Not Applicable								

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.

During the financial year 2023-24, the company has spent INR 168.27 million (including unspent CSR amount of INR 58.17 million for 2022-23) on various projects. The unspent balance of INR 38.16 million is earmarked to be spent towards certain ongoing projects. Unspent balance has been transferred to a Separate bank account as unspent CSR Account for FY 2023-24 and will be spent in accordance with the CSR Rules.

Raghav Trivedi
Whole Time Director and CEO

K Jairaj
Chairman, CSR Committee

Date: August 07, 2024
Place: Gurugram