

# AGM Notice

## Notice of the 15th Annual General Meeting

Notice is hereby given that the 15th Annual General Meeting (AGM) of the members of SEIL Energy India Limited (Formerly Sembcorp Energy India Limited) will be held on Wednesday, August 16, 2023, at 11.00 AM, at the Registered office of the Company situated at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122 002, Haryana, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as an Ordinary Resolution(s):
  - a. “RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.”
  - b. “RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of Auditors thereon be and are hereby considered and adopted.”
2. To appoint a director in place of Mr. Cyrus Erach Cooper (DIN: 00203491), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:
 

“RESOLVED THAT Mr. Cyrus Erach Cooper (DIN: 00203491), who retires by rotation be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retirement by rotation.”
3. To appoint Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an Ordinary Resolution:
 

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with

the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Regn. No.- 008072S), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company to be held in year 2028, at such remuneration as shall be fixed by the Board of Directors of the Company from time to time.”

#### 4. Ratification of Cost Auditor’s Remuneration:

To consider and if thought fit, to pass, with or without modifications the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the members of the Company hereby consider, approve and ratify the remuneration of INR. 7,25,000/- (Rupees Seven Hundred and Twenty Five Thousand only) excluding out of pocket expenses and Goods and Service tax payable to M/s. Narasimha Murthy & Co., Cost Accountants, who have been appointed as Cost auditors to conduct the audit of cost records maintained by the Company for the financial year 2023-24.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such things and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place : Gurugram  
Date : July 27, 2023

**RAJEEV RANJAN**  
COMPANY SECRETARY  
M. No. F6785

**Notes :**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No. 4 above and the relevant details of the Director seeking re-appointment under Item No. 2 above as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Such a proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be received at the Company's Registered Office not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization. Proxy form is enclosed.  
  
Members are requested to note that in case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of board resolution on the letterhead of the company, signed by one of the directors or company secretary or any other authorized signatory named in the resolution, authorizing their representatives to attend and vote their behalf at the meeting.
4. Members/Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant Documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company during Office hours between 03.00 P.M. and 05.00 P.M on all working days upto the date of the Annual General Meeting and also at the meeting.
7. The Record date for the purpose of identifying the Register of Members has been fixed as August 11, 2023
8. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company / respective Depository Participants (DP).
9. The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Company/ KFin (RTA) /Depositories.

**Annexure**

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

<b>Name of Director</b>	<b>Mr. Cyrus Erach Cooper</b>
Date of Birth (Age)	April 29, 1969 (54 years)
Date of Appointment	January 20, 2023
Expertise in specific functional areas	Mr. Cyrus Erach Cooper, Chief Financial Officer of Oman Investment Corporation, has more than 25 years of experience. He led and managed several equity and debt fund raisings in Oman and international markets.
Qualifications	Mr. Cyrus is the fellow Chartered Accountant (CA) from the Institute of Chartered Accountants of India (ICAI). He is also the Sloan Fellow Masters in Business and Strategy from London Business School.
Directorships held in other companies*	NIL
Membership/ Chairmanship of Committees of other Boards	NIL
Terms and conditions of appointment	Appointed as Director retirement by rotation.
Remuneration	NIL
No. of meetings of the Board attended during the year (2022-23)	5 (Five)
No. of shares held	Nil
Inter-se relationship with other Directors	None

\* excludes directorship held in Foreign Companies

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**
**Item No. 4**

Pursuant to Section 148 of the Act, the Company is required to get its cost records audited by a cost accountant in practice. On the recommendation of the Audit Committee, the Board of Directors have approved the re-appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2023-24, at a remuneration of INR. 7,25,000/- (Rupees Seven Hundred and Twenty Five Thousand only), plus Goods and Service tax and actual out-of-pocket expenses.

M/s. Narasimha Murthy & Co., Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company having vast experience in the field of cost audit.

The Board commends the Resolution at Item No. 4 of the accompanying Notice for ratification of the Cost Auditors' remuneration by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

**By order of the Board of Directors**

Place : Gurugram  
Date : July 27, 2023

**RAJEEV RANJAN**  
COMPANY SECRETARY  
M. No. F6785

## Notice of the 15th Annual General Meeting

### ROUTE MAP FOR AGM VENUE:

**Venue for the Meeting:** 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana.



**SEIL Energy India Limited**

(Formerly Sembcorp Energy India Limited)

**Reg Off:** 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana**Ph:** 0124-389 6700; **Fax:** 0124-389 6710 ; **email:** cs@seilenergy.com;**Website:** www.seilenergy.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]

<b>CIN</b>	U40103HR2008PLC095648
<b>Name of the Company</b>	SEIL Energy India Limited
<b>Registered Office</b>	5th Floor, Tower C, Building No.- 8, 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:

**Name** \_\_\_\_\_  
**Address** \_\_\_\_\_  
**E-mail ID** \_\_\_\_\_  
**Signature** \_\_\_\_\_

Or failing him;

**Name** \_\_\_\_\_  
**Address** \_\_\_\_\_  
**E-mail ID** \_\_\_\_\_  
**Signature** \_\_\_\_\_

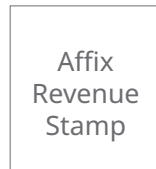
Or failing him;

**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 Wednesday, August 16, 2023 at 11.00 AM at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolution	For	Against
1	To consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of Auditors thereon	<input type="checkbox"/>	<input type="checkbox"/>
2	Re- appointment of Mr. Cyrus Erach Cooper (DIN: 00203491) as Director, who retires by rotation and being eligible offers himself for reappointment.	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Regn. No.- 008072S) as Statutory Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval and ratification of Cost Auditor's Remuneration	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2023



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 48 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

**SEIL Energy India Limited**

(Formerly Sembcorp Energy India Limited)

**Reg Off:** 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana**Ph:** 0124-389 6700; **Fax:** 0124-389 6710 ; **email:** cs@seilenergy.com;**Website:** www.seilenergy.com**Attendance Slip for the 15th Annual General Meeting**

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 15th Annual General Meeting of the Company on Wednesday, August 16, 2023 at 11.00 AM at the Registered office of the Company at 5th Floor, Tower C, Building No. 8, 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.