

**Sembcorp Energy India Limited**

CIN: U40103HR2008PLC095648

Regd. Office: 5th Floor, Tower C, Building No 8
DLF Cybercity, Gurgaon – 122002, Haryana, India

Tel (91) 124 389 6700 / 01

Fax (91) 124 389 6710

E-mail: cs.india@sembcorp.com

Website: www.sembcorpenergyindia.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SEMBCORP ENERGY INDIA LIMITED

Notice is hereby given that 32nd Extra ordinary general meeting of the members of Sembcorp Energy India Limited, will be held on Friday, March 10, 2023 at Registered office of the Company at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana at 2.00 P.M to transact the following special business:

SPECIAL BUSINESS	
ITEM # 1	<p>To approve for appointment of Mr. Tareq Mohamed Sultan Al Mugheiry (DIN: 10040158), as a director on Board of the Company</p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as Ordinary Resolution;</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable rules and regulations, if any, and the articles of association of the Company, the appointment of Mr. Tareq Mohamed Sultan Al Mugheiry (DIN: 10040158) as an additional director in the Board meeting dated March 02, 2023, be and is hereby regularised as a director on the Board with immediate effect whose period of office shall be liable to determination by retirement of directors by rotation.</p> <p>RESOLVED FURTHER THAT any member of the Board and the Company Secretary of the Company be and is hereby severally authorised to file necessary intimation with the Registrar of Companies and issue necessary appointment letter and to do all such , deeds and things as it may, in its absolute discretion, deem fit, necessary, desirable, incidental and/or consequential to give effect to the above resolutions and further any acts, deeds or things done in this regard by and/or with authority of the Board including updating the statutory registers of the Company and for completing the formalities for appointment of the said director.</p> <p>RESOLVED FURTHER THAT all the directors and the company secretary of the Company be and are hereby severally authorised to issue certified copies of this resolution to such persons as may be deemed fit by them, as and when required.”</p>
ITEM # 2	<p>To approve for appointment of Mr. Hamad Mohammad Hamood Al Waheibi (DIN: 10041125), as a director on Board of the Company</p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as Ordinary Resolution;</p>



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“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable rules and regulations, if any, and the articles of association of the Company, the appointment of Mr. Hamad Mohammad Hamood Al Waheibi (DIN: 10041125) as an additional director in the Board meeting dated March 02, 2023, be and is hereby regularised as a director on the Board with immediate effect whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any member of the Board and the Company Secretary of the Company be and is hereby severally authorised to file necessary intimation with the Registrar of Companies and issue necessary appointment letter and to do all such , deeds and things as it may, in its absolute discretion, deem fit, necessary, desirable, incidental and/or consequential to give effect to the above resolutions and further any acts, deeds or things done in this regard by and/or with authority of the Board including updating the statutory registers of the Company and for completing the formalities for appointment of the said director.

RESOLVED FURTHER THAT all the directors and the company secretary of the Company be and are hereby severally authorised to issue certified copies of this resolution to such persons as may be deemed fit by them, as and when required.”

By order of the Board of Directors




RAJEEV RANJAN
COMPANY SECRETARY
M. No. F6785

Place: Gurugram

Date : March 09, 2023



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Note:

1. 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.
2. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. Corporate members intending to send their authorised 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 authorised signatory named in the resolution, authorising their representatives to attend and vote their behalf at the meeting.
4. Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of advance notice in writing of the intension to inspect is given to the Company.
5. Members/proxies should fill in the attendance slip for attending the meeting and bring with them the attendance slip. All the persons attending the meeting are advised to bring their original photo identity cards for verification.
6. The route map to the venue of the meeting is enclosed herewith and forms an integral part of the notice.

By order of the Board of Directors



RAJEEV RANJAN
COMPANY SECRETARY
M. No. – F6785

Place: Gurugram

Date : March 09, 2023

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Details of the Directors seeking appointment/ re-appointment at the forthcoming Extra Ordinary General Meeting (In pursuance of Secretarial Standard - 2 on General Meetings)		
Name of Director	Mr. Tareq Mohamed Sultan Al Mugheiry	Mr. Hamad Mohammad Hamood Al Waheibi
Date of Birth (Age)	05.01.1974 (49 years)	14.06.1976 (46 years)
Date of Appointment	02.03.2023	02.03.2023
Expertise in specific functional areas	Having over 25 years experience in private equity and Infrastructure investments, debt and equity raising, buy-side and sell-side M&A transactions and finance. Worked with large international institutions- Philips Electronics (Netherlands, Corporate M&A and Strategy). JP Morgan (London, European M&A) and Oman LNG (Oman, project financing). Serves on the Board of Sohar International Bank SAOG and many of OIC's portfolio companies.	Having over 20 years experience in investment, asset management and business development. Serves on the Board of National Bank of Oman, ACWA Power Company, Voltamp Energy Company
Qualifications	Degrees in Law (LLB) and Finance(B.Com) from University of Western Australia.	<ul style="list-style-type: none"> • MBA with specialisation in Finance • CFA Charterholder from the CFA Institute, USA • Certificate in investment Performance measurement (CIPM)
Directorships held in other companies ¹	Nil	Nil
Membership/ Chairmanship of Committees of other Boards	NA	NA
Terms and conditions of appointment	As mentioned in resolution	As mentioned in resolution
Remuneration	Nil	Nil
No. of meetings of the Board attended during the year (2022-23)	NA	NA

¹ Excludes directorships held in foreign body corporates



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No. of shares held	Nil	Nil
Inter-se relationship with other Directors	Nil	Nil

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ANNEXURE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE CONVENING THE 32ND EXTRAORDINARY GENERAL MEETING OF SEMBCORP ENERGY INDIA LIMITED TO BE HELD FRIDAY, MARCH 10, 2023 AT 2.00 P.M AT 5TH FLOOR, TOWER C, BUILDING NO.- 8, DLF CYBERCITY, GURUGRAM - 122002, HARYANA**

ITEM NO. 1 & 2 OF SPECIAL BUSINESS	<p>Pursuant to the change in ownership of the Company, it is proposed to appoint the following person as Director on the board of directors of the Company ("Board") in compliance with the provisions of the Companies Act, 2013 ("Act"). Accordingly, the nomination and remuneration committee of the Board has recommended for appointment of the following persons on the Board of the Company:</p> <ol style="list-style-type: none">1. Mr. Tareq Mohamed Sultan Al Mugheiry (DIN: 10040158)2. Mr. Hamad Mohammad Hamood Al Waheibi (DIN: 10041125) <p>The Company has received a notice from a shareholder under section 160 (1) of the Act proposing the candidature of the above-mentioned individuals as directors on the Board.</p> <p>The above proposed individuals are not disqualified from being appointed as directors in terms of Section 164 of the Act and have given their consent to act as directors on the Board.</p> <p>Details of the above-mentioned individuals are provided in the "Annexure" to the notice, pursuant to the secretarial standards on general meetings issued by the Institute of Company Secretaries of India.</p> <p>Memorandum of concern or interest:</p> <p>None of the Directors, Key Managerial personnel, and relatives of Directors and/or Key Managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.</p> <p>Item No. 1 and 2 are recommended to the members for their approval.</p>
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By order of the Board of Directors**RAJEEV RANJAN**
COMPANY SECRETARY
M. No. – F 6785

Place: Gurugram

Date : March 09, 2023

Sembcorp Energy India Limited

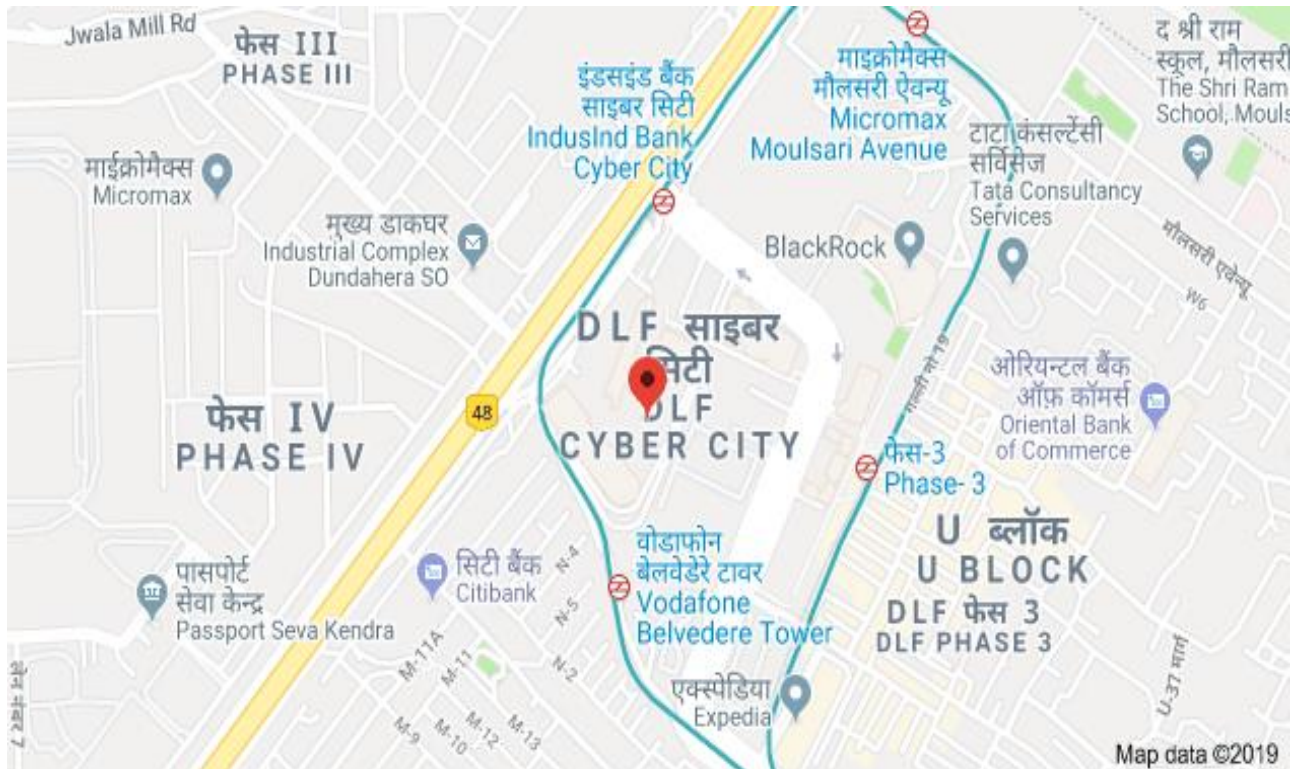
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[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U40103HR2008PLC095648
Name of the Company	Sembcorp Energy India Limited
Registered Office	5th Floor, Tower C, Building No.- 8, DLF Cybercity, Gurugram - 122002, Haryana

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

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

Name	
Address	
E-mail ID	
Signature	

Or failing him;

Name	
Address	
E-mail ID	
Signature	

Or failing him;

Name	
Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held on Friday, March 10, 2023 at 2.00 P.M. 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:

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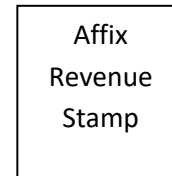
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Resolution No.	Resolution	For	Against
SPECIAL BUSINESS			
1.	To approve for appointment of Mr. Tareq Mohamed Sultan Al Mugheiry (DIN: 10040158), as a director on Board of the Company	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve for appointment of Mr. Hamad Mohammad Hamood Al Waheibi (DIN: 10041125), as a director on Board of the Company	<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.



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Attendance Slip for the 32nd Extraordinary General Meeting

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 32nd Extraordinary General Meeting of the Company on Friday, March 10, 2023 at 2.00 P.M 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.