



**Sembcorp Energy India Limited**  
CIN: U40103HR2008PLC095648  
**Regd. Office:** 5<sup>th</sup> 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

**SHORTER NOTICE OF 29<sup>th</sup> EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SEMBCORP ENERGY INDIA LIMITED**

Shorter Notice is hereby given that 29<sup>th</sup> Extraordinary General Meeting of the members of Sembcorp Energy India Limited, will be held on Thursday, March 17, 2022 at Registered office of the Company at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana at 11.00 A.M to transact the following Special Business:

SPECIAL BUSINESS	
ITEM # 1	<b>APPROVAL FOR GRANTING OPTION TO CONVERT THE SECURED OBLIGATIONS OR PART OF IN RELATION WITH RUPEE LOAN FACILITY UPTO RS. 1215,00,00,000 (INCLUDING ANY UNPAID INTEREST THEREON) INTO FULLY PAID UP EQUITY SHARES OF THE COMPANY WITH VOTING RIGHTS</b>
	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a <b>Special Resolution:</b></p> <p><b>“RESOLVED THAT</b> in accordance with the provisions of Section 62 (3) and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations / rules framed or order(s) passed by all appropriate statutory, governmental, regulatory and other authorities and departments in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall be deemed to include any committee(s) thereof constituted or to be constituted by the Board of Directors to exercise its powers, including the powers conferred by this resolution and hereinafter referred to as the <b>“Board”</b>) on the terms and conditions contained in the Common Loan Agreement / Financing Documents, such terms and conditions to provide, <i>inter alia</i>, for an option to the Lenders to convert the Secured Obligations (in relation to the Facility of Rs. 1215,00,00,000 (Rupees One Thousand and Two Hundred and Fifteen Crores Only) or part thereof (including any unpaid interest thereon) into fully paid up equity shares of the Company with voting rights, upon the occurrence of an Event of Default and/or as per and in accordance with the extant guidelines, directions, circulars issued by RBI on stressed assets / asset management and recovery or otherwise, as amended or modified or replaced from time to time (<b>“RBI Regulations”</b>) at a value determined in accordance with Applicable Laws / RBI Regulations. whereupon the Company shall issue and allot, in one or more tranches, such number of fully paid-up equity shares of the Company as may be required by the Lenders and/or by any scheme formulated by the lenders of the Company, pursuant to the extant RBI Regulations.”</p> <p><b>“RESOLVED FURTHER THAT</b> on receipt of notice of conversion, the Company shall, subject to the provisions of the Common Loan Agreement and other Financing Documents entered in connection with the Facility, take all steps necessary to get the equity shares (with voting rights) issued to the Lender(s) or such other person identified by them, as a result of such conversion and allot and issue the requisite number of fully paid-up equity shares to the Lender(s) or such other person identified by the Lender(s) as from the date of conversion and the Lender(s) shall accept the same in satisfaction of the full/part of the Loans / Secured Obligations so converted.”</p> <p><b>“RESOLVED FURTHER THAT</b> the fully paid up equity shares so allotted and issued to the Lender(s) or any other person identified by the Lender(s) pursuant to their exercising the right of conversion shall carry from the date of conversion, the right to receive proportionate dividends and other</p>



**Sembcorp Energy India Limited**

CIN: U40103HR2008PLC095648

**Regd. Office:** 5<sup>th</sup> 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

distributions declared or to be declared in respect of the equity share capital of the Company and shall rank *pari passu* in all respects with other equity shares of the Company with voting rights, provided further that the Company shall increase, if required, the authorized share capital of the Company to enable the conversion right available to the Lenders.”

“**RESOLVED FURTHER THAT** the consent of members is hereby given for any amendment, change, modification to the Memorandum and Articles of Association of the Company to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** the Board be and are hereby authorized to issue, offer and allot the equity shares to the Lenders or such persons identified by the Lenders on such terms and conditions as provided in the Common Loan Agreement / Financing Documents for conversion of the said portion of the Secured Obligations / defaulted amount, as may be required or as may be desired by the Lenders.”

“**RESOLVED FURTHER THAT**, the terms of the Common Loan Agreement or any other Financing Documents executed in relation to the Facility and the transactions contemplated therein, be and are hereby approved by the Company.”

“**RESOLVED FURTHER THAT** the Board be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to create, offer, issue and allot the aforesaid fully paid up equity shares with voting rights on conversion, listing of the shares on conversion with the stock exchange(s), to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors, Chief Financial Officer or Company Secretary of the Company, with power to delegate to any Officers of the Company, to give effect to this resolution.”

By order of the Board of Directors

**NARENDRA ANDE**  
**COMPANY SECRETARY**  
**M. No. A14603**

Place: Gurugram

Date: March 16, 2022



**Sembcorp Energy India Limited**

CIN: U40103HR2008PLCO95648

**Regd. Office:** 5<sup>th</sup> 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

**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 (ten) percent 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.
7. Documents referred to in the Notice and Explanatory Statement are available for inspection at the Registered Office of the Company during Office hours between 11.30 A.M. and 1.00 P.M on all working days prior to the Extra Ordinary General Meeting.

**By order of the Board of Directors**

**NARENDRA ANDE**  
**COMPANY SECRETARY**  
**M. No. A14603**

Place: Gurugram

Date: March 16, 2022



**Sembcorp Energy India Limited**  
CIN: U40103HR2008PLC095648  
**Regd. Office:** 5<sup>th</sup> 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

### ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE 29<sup>th</sup> EXTRAORDINARY GENERAL MEETING OF SEMBCORP ENERGY INDIA LIMITED TO BE HELD ON THURSDAY, MARCH 17, 2022 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, TOWER C, BUILDING NO.- 8, DLF CYBERCITY, GURUGRAM-122002, HARYANA**

<b>ITEM NO. 1 OF SPECIAL BUSINESS</b>	<p>Whereas the Company proposes to raise financial assistance of a principal amount not exceeding Rs. 1215,00,00,000 (Rupees One Thousand and Two Hundred and Fifteen Crores Only) (the “<b>Facility</b>”) from State Bank of India (“<b>SBI</b>”) to repay part of the outstanding external commercial borrowings (on maturity date) earlier raised by the Company in connection with its coal based coastal power generation plant of 1320 MW (comprising of two power generating units of 660 MW each) based on super-critical technology and other supporting facilities at Pynampuram, Varigonda, Krishnapatnam and Nelaturu villages, Muthukur Mandal, Nellore District of Andhra Pradesh, (“<b>Project</b>” or “<b>Project 1</b>”) with the balance outstanding external commercial borrowings being repaid from internal cash accruals of the Company (“<b>Transaction</b>”) on the terms and conditions set forth in the <i>draft</i> common loan agreement to be entered into between <i>inter alia</i> the Company and the Lender (“<b>Common Loan Agreement</b>”) (copy whereof duly initialed by the Chairman for the purpose of the identification was placed before the members of the Company).</p> <p><i>(SBI and any other banks and/or financial institutions and/or any other persons who agree to participate in sharing of the Facility in accordance with the Common Loan Agreement are collectively referred to as the “<b>Lenders</b>”, which expression shall, unless it be repugnant to the subject or context thereof, be deemed to mean and include their respective successors, substitutes, novatees, transferees and assigns, from time to time, as the context may require)</i></p> <p>Accordingly, the Members of the Company are requested to authorize the Board of Directors to borrow the Facility and provide an option to the Lenders to convert either whole or part of the said Facility (including any unpaid interest thereon) into fully paid up equity shares of the Company with voting rights in terms of the extant RBI Regulations and other laws as applicable on the date of conversion.</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>
-----------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

By order of the Board of Directors

**NARENDRA ANDE**  
**COMPANY SECRETARY**  
**M. No. A14603**

Place: Gurugram

Date: March 16, 2022



### Sembcorp Energy India Limited

CIN: U40103HR2008PLC095648

Regd. Office: 5<sup>th</sup> 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](mailto:cs.india@sembcorp.com)

Website: [www.sembcorpenergyindia.com](http://www.sembcorpenergyindia.com)

### ROUTE MAP TO THE VENUE



Map data ©2019

Hyderabad Office: 6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India. Tel (91) 040 3304 8300, Fax (91) 040 2337 0360

Project - 1 Office: Pyanampuram/Nelaturu Village, Muthukur Mandal, Nellore - 524344, Andhra Pradesh, India. Tel (91) 0861 305 2300, Fax (91) 0861 305 2304

Project - 2 Office: Ananthavaram Village, Varakavipudi Panchayat, TP Gudur Mandal, Nellore - 524344. Tel (91) 0861 305 1300, Fax (91) 0861 305 1304

**Sembcorp Energy India Limited**

CIN: U40103HR2008PLC095648

**Regd. Office:** 5<sup>th</sup> 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](mailto:cs.india@sembcorp.com)Website: [www.sembcorpenergyindia.com](http://www.sembcorpenergyindia.com)**Sembcorp Energy India Limited****Regd. Off:** 5th Floor, Tower C, Building No.- 8, DLF Cybercity, Gurugram - 122002, HaryanaPh:0124-3896700; Fax: 0124 3896710 ; mail: [cs.india@sembcorp.com](mailto:cs.india@sembcorp.com)Website : [www.sembcorpenergyindia.com](http://www.sembcorpenergyindia.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>	Sembcorp 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:

<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 Meeting of the Company, to be held on Thursday, March 17, 2022 at 11.00 A.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:



**Sembcorp Energy India Limited**

CIN: U40103HR2008PLC095648

**Regd. Office:** 5<sup>th</sup> 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

Resolution No.	Resolution	For	Against
<b>SPECIAL BUSINESS</b>			
1.	APPROVAL FOR GRANTING OPTION TO CONVERT THE SECURED OBLIGATIONS OR PART THEREOF, IN RELATION WITH RUPEE LOAN FACILITY UPTO RS. 1,215 CRORES (INCLUDING ANY UNPAID INTEREST THEREON) INTO FULLY PAID UP EQUITY SHARES OF THE COMPANY WITH VOTING RIGHTS	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2022.



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.



**Sembcorp Energy India Limited**  
CIN: U40103HR2008PLC095648  
**Regd. Office:** 5<sup>th</sup> 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](mailto:cs.india@sembcorp.com)  
Website: [www.sembcorpenergyindia.com](http://www.sembcorpenergyindia.com)

**SEMBCORP ENERGY INDIA LIMITED**

**Regd. Off:** 5th Floor, Tower C, Building No.- 8, DLF Cybercity, Gurugram - 122002, Haryana  
Ph: 0124-3896700; Fax: 0124 3896710 ; mail: [cs.india@sembcorp.com](mailto:cs.india@sembcorp.com)  
Website : [www.sembcorpenergyindia.com](http://www.sembcorpenergyindia.com)

**Attendance Slip for the 29th Extraordinary General Meeting**  
(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 29th Extraordinary General Meeting of the Company on Thursday, March 17, 2022 at 11.00 A.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.