



**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

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

Notice is hereby given that 31<sup>st</sup> Extra ordinary general meeting of the members of Sembcorp Energy India Limited, will be held on Friday, January 20, 2022 at Registered office of the Company at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana at 05.30 P.M to transact the following special business:

SPECIAL BUSINESS	
<b>ITEM # 1</b>	<p><b>To approve for appointment of Mr. Cyrus Erach Cooper (DIN: 00203491), as a director on Board of the Company</b></p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as <b>Ordinary Resolution;</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (<b>“the Act”</b>) 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. Cyrus Erach Cooper (DIN: 00203491) as an additional director in the Board meeting dated January 20, 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><b>FURTHER RESOLVED THAT</b> 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><b>RESOLVED FURTHER THAT</b> 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>
<b>ITEM # 2</b>	<p><b>To approve for appointment of Mr. Raghav Trivedi (DIN: 03485063), as a director on Board of the Company</b></p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as <b>Ordinary Resolution;</b></p>



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	<p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (<b>“the Act”</b>) 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. Raghav Trivedi (DIN: 03485063) as an additional director in the Board meeting dated January 20, 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><b>FURTHER RESOLVED THAT</b> 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><b>RESOLVED FURTHER THAT</b> 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>
<b>ITEM # 3</b>	<p><b>To approve for appointment of Mr. Raghav Trivedi (DIN: 03485063), as a whole time director of the Company</b></p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as <b>Ordinary Resolution;</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, (<b>“the Act”</b>) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and such other applicable rules and regulations, if any, and such other sanctions and approvals, as may be required, consent of the members be and is hereby accorded for the appointment of Mr. Raghav Trivedi (DIN: 03485063), as Whole Time Director of the Company for a period of 1 (one) year with effect from January 20, 2023, with a remuneration of upto INR 2.84 Crores per annum excluding Performance Bonus / Incentives if any and subject such revisions, increment in the remuneration in accordance the remuneration / increment / incentive policy of the Company as applicable and as may be decided by the management from time to time.</p>

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	<p><b>FURTHER RESOLVED THAT</b> any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things etc. as may be required to give effect to foregoing resolution and to comply with all formalities etc. as may be necessary to comply with all formalities including filings E Forms with ROC.”</p>
<b>ITEM # 4</b>	<p><b>To approve the re-appointment of Mr. Radhey Shyam Sharma (DIN 00013208) as an Independent Director of the Company for a second term of five consecutive years</b></p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as <b>Special Resolution;</b></p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149 (10), 150, 152 read with Schedule IV 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 basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Radhey Shyam Sharma (DIN 00013208), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby considered and recommended for re-appointment as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from February 02, 2023 till February 01, 2028.</p> <p><b>RESOLVED FURTHER THAT</b> the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”</p>
<b>ITEM # 5</b>	<p><b>To approve the re-appointment of Mr. Kalaikuruchi Jairaj (DIN: 01875126)) as an Independent Director of the Company for a second term of five consecutive years</b></p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as <b>Special Resolution;</b></p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149 (10), 150, 152 read with Schedule IV 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 basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kalaikuruchi Jairaj (DIN: 01875126),, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby considered and recommended for re-appointment</p>



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	<p>as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from February 02, 2023 till February 01, 2028.</p> <p><b>RESOLVED FURTHER THAT</b> the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”</p>
<b>ITEM # 6</b>	<p><b>To approve the re-appointment of Ms. Sangeeta Talwar (DIN:00062478) as an Independent Director of the Company for a second term of five consecutive years</b></p> <p>To consider and if thought fit, to pass, with or without modifications the following resolution as <b>Special Resolution;</b></p> <p>“<b>RESOLVED THAT</b> pursuant to the provisions of Sections 149 (10), 150, 152 read with Schedule IV 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 basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Sangeeta Talwar (DIN: DIN:00062478),, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby considered and recommended for re-appointment as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from February 02, 2023 till February 01, 2028.</p> <p><b>RESOLVED FURTHER THAT</b> the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”</p>

**By order of the Board of Directors**

**NARENDRA ANDE**  
**COMPANY SECRETARY**  
**M. No. A 14603**

Place: Gurugram

Date : January 20, 2022



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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**

**NARENDRA ANDE**  
**COMPANY SECRETARY**  
**M. No. A 14603**

Place: Gurugram

Date : January 20, 2023



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<b>Details of the Directors seeking appointment/ re-appointment at the forthcoming Extra Ordinary General Meeting (In pursuance of Secretarial Standard - 2 on General Meetings)</b>		
Name of Director	<b>Mr. Cyrus Erach Cooper</b>	<b>Mr Raghav Trivedi</b>
Date of Birth (Age)	29.04.1969 (53 years)	15.04.1959 (62 years)
Date of Appointment	20.01.2023	20.01.2023
Expertise in specific functional areas	Having over 25 years experience and held a number of key positions including executive Director of Sun Capital, MD of Halcyon Private Equity, CFO of Forbes and Job Partner in Arthur Andersen/ EY. Lead and managed several equity and debt fund raisings in Oman and International markets.	Having over 36 years of rich work experience in the power industry in both leadership, operational, project execution and power distribution roles. He also has vast experience in managing technical aspects of operating the power plants including O&M, Coal Sourcing, Engineering and Safety.
Qualifications	<ul style="list-style-type: none"> <li>Fellow Chartered Accountant from ICAI</li> <li>Sloan Fellow masters in Business strategy from London Business School</li> </ul>	<ul style="list-style-type: none"> <li>BE (Electricals)</li> </ul>
Directorships held in other companies <sup>1</sup>	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	INR 2.84 crores
No. of meetings of the Board attended during the year (2022-23)	NA	NA
No. of shares held	Nil	04 (as nominee of Tanwer Infrastructure SAOC)
Inter-se relationship with other Directors	Nil	Nil

<sup>1</sup> Excludes directorships held in foreign body corporates



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<b>Details of the Directors seeking appointment/ re-appointment at the forthcoming Extra Ordinary General Meeting (In pursuance of Secretarial Standard - 2 on General Meetings)</b>			
Name of Director	<b>Mr. Radhey Shyam Sharma</b>	<b>Mr. Kalaikuruchi Jairaj</b>	<b>Ms Sangeeta Talwar</b>
Date of Birth (Age)	February 01, 1951 (71 years)	May 25, 1952 (70 Years)	May 05, 1956 (66 Years)
Date of Appointment	February 02, 2018	February 02, 2018	February 02, 2018
Expertise in specific functional areas	Mr. R S Sharma retired as Chairman and Managing Director of Oil and Natural Gas Corporation Limited, India's largest oil and gas exploration and production Company and served in several managerial positions during his career and has more than 40 years of experience in the energy sector and	Mr. K. Jairaj having retired from Indian Administrative Service, brings lot of experience having served in key positions like Infrastructure, Energy, Transport and Urban Development sectors including as Principal Secretary - Energy Department.	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.
Qualifications	<ul style="list-style-type: none"> <li>• BA(Com), from Delhi University</li> <li>• Fellow members of Member of the Institute of Cost Accountants of India</li> <li>• Associate Member of the Indian Institute of Bankers.</li> </ul>	<ul style="list-style-type: none"> <li>• B.A Hons Economics, Bangalore University;</li> <li>• M.A. Economics, Delhi School of Economics;</li> <li>• M.P.A Woodrow Wilson School of Public and International Affaires, Princeton University</li> <li>• MPA Kennedy School of Government, Harvard University</li> <li>• LLB Degree from Bangalore University</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelors' degree in economics honours from Lady Shri Ram College, Delhi</li> <li>• Masters in Business Administration from Institute of Management, Kolkata</li> <li>• Executive Program Wharton School.</li> </ul>



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<p>Directorships held in other companies<sup>2</sup></p>	<ul style="list-style-type: none"> <li>• Corevalues Consulting Private Limited</li> <li>• Hinduja Leyland Finance Limited</li> <li>• Independent Energy Policy Institute</li> <li>• Jubilant Industries Limited</li> <li>• Polycab India Limited</li> <li>• Jubilant Agri and Consumer Products Limited</li> <li>• Indian Gas Exchange Limited</li> <li>• Sembcorp Green Infra Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Neo Foods Private Limited</li> <li>• Maharashtra Eastern Grid Power Transmission Company Limited</li> <li>• Adani Transmission Limited</li> <li>• Adani Transmission (India) Limited</li> <li>• Adani Electricity Mumbai Limited</li> <li>• RPSG Ventures Limited</li> <li>• Mumbai International Airport Limited</li> <li>• Navi Mumbai International Airport Private Limited</li> <li>• PCBL Limited</li> <li>• Sembcorp Green Infra Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Manipal Global Education Services Private Limited</li> <li>• HCL Infosystems Limited</li> <li>• Sembcorp Green Infra Limited</li> <li>• Mahindra First Choice Wheels Limited</li> <li>• TCNS Clothing Co. Limited</li> <li>• Castrol India Limited</li> <li>• Flyvision Consulting LLP</li> <li>• Mahindra Holidays &amp; Resorts India Limited</li> <li>• Happy Jars Private Limited</li> </ul>
<p>Membership/ Chairmanship of Committees of other Boards</p>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Sembcorp Energy India Limited- Chairman</li> <li>• Sembcorp Green Infra Limited- Chairman</li> <li>• Hinduja Leyland Finance Limited- Member</li> <li>• Jubilant Industries Limited- Member</li> <li>• Polycab India Limited- Member</li> <li>• Jubilant Agri and Consumer Products Limited- Member</li> <li>• Indian Gas Exchange Limited- Member</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Adani Transmission Limited- Chairman</li> <li>• Adani Electricity Mumbai Limited- Chairman</li> <li>• Sembcorp Energy India Limited- Member</li> <li>• Sembcorp Green Infra Limited- Member</li> <li>• RPSG Ventures Limited- Member</li> <li>• Mumbai International Airport Limited- Member</li> <li>• Navi Mumbai International Airport Private Limited- Member</li> <li>• Sembcorp Green Infra Limited</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Manipal Global Education Services Private Limited- Member</li> <li>• HCL Infosystems Limited- Member</li> <li>• Sembcorp Green Infra Limited- Member</li> <li>• Sembcorp Energy India Limited- Member</li> <li>• Mahindra First Choice Wheels Limited- Member</li> <li>• TCNS Clothing Co. Limited- Member</li> <li>• Castrol India Limited- Member</li> </ul>

<sup>2</sup> Excludes directorships held in foreign body corporates





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	<b>Stakeholders Relationship Committee</b>	<b>Stakeholders Relationship Committee</b>	<b>Stakeholders Relationship Committee</b>
	<ul style="list-style-type: none"> <li>Jubilant Industries Limited- Chairman</li> <li>Indian Gas Exchange Limited- Chairman</li> <li>Sembcorp Energy India Limited- Member</li> </ul>	<ul style="list-style-type: none"> <li>Adani Transmission Limited- Chairman</li> <li>Sembcorp Energy India Limited- Chairman</li> </ul>	<ul style="list-style-type: none"> <li>HCL Infosystems Limited- Chairman</li> <li>TCNS Clothing Co. Limited- Chairman</li> <li>Mahindra Holidays &amp; Resorts India Ltd- Member</li> </ul>
Terms and conditions of appointment	As per the resolution	As per the resolution	As per the resolution
Remuneration	No remuneration except sitting fee	No remuneration except for sitting fee	No remuneration except for sitting fee
No. of meetings of the Board attended during the year (2022-23)	7 ( seven)	7 ( seven)	7 ( seven)
No. of shares held	Nil	Nil	Nil
Inter-se relationship with other Directors	Nil	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 31<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF SEMBCORP ENERGY INDIA LIMITED TO BE HELD FRIDAY, JANUARY 20, 2022 AT 11.00 A.M AT 5TH FLOOR, TOWER C, BUILDING NO.- 8, DLF CYBERCITY, GURUGRAM - 122002, HARYANA**

<b>ITEM NO. 1,2 &amp; 3 OF SPECIAL BUSINESS</b>	<p>Pursuant to the change in ownership of the Company, it is proposed to re-organise the existing board of directors of the Company ("<b>Board</b>") in compliance with the provisions of the Companies Act, 2013 ("<b>Act</b>"). 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"><li>1. Mr. Cyrus Erach Cooper as Director on Company's Board</li><li>2. Mr. Raghav Trivedi as director and Whole time Director on Company's Board</li></ol> <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><b>Memorandum of concern or interest:</b></p> <p>None of the directors, key managerial personnel or their relatives of your Company are concerned or interested in the resolution.</p> <p>Item No. 1, 2 and 3 are recommended to the members for their approval.</p>
<b>ITEM NO. 4, 5 &amp; 6 OF SPECIAL BUSINESS</b>	<p>Mr. Radhey Shayam Sharma, Mr. Kalaikuruchi Jairaj and Ms Sangeeta Talwar, Independent directors of the Company were appointed for a term of 5 years with effect from February 02, 2018. Accordingly, the tenure of first term as an Independent Director is due to expire on February 01, 2023.</p>



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In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Radhey Shayam Sharma, Mr. Kalaikuruchi Jairaj and Ms Sangeeta Talwar to act as an Independent Directors of the Company along with the declaration on criteria of Independence as per Section 149(6) of the Act. The Nomination and Remuneration Committee has considered, approved and recommended the re-appointment of Independent Directors for a second term of five years with effect from February 02, 2023, to the Board of Directors for their approval. The Board of Directors at its meeting held on January 20, 2023 has approved the proposal for reappointment of Independent Directors for a second term of five consecutive years with effect from February 02, 2023. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance, the Shareholders are requested to approve the re-appointment of all Independent Directors for a second term of five consecutive years with effect from February 25, 2021.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4, 5 and 6 of the notice. Except Mr. Radhey Shayam Sharma, Mr. Kalaikuruchi Jairaj and Ms Sangeeta Talwar, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

**By order of the Board of Directors**

**NARENDRA ANDE**  
**COMPANY SECRETARY**  
**M. No. A 14603**

Place: Gurugram

Date : January 20, 2023

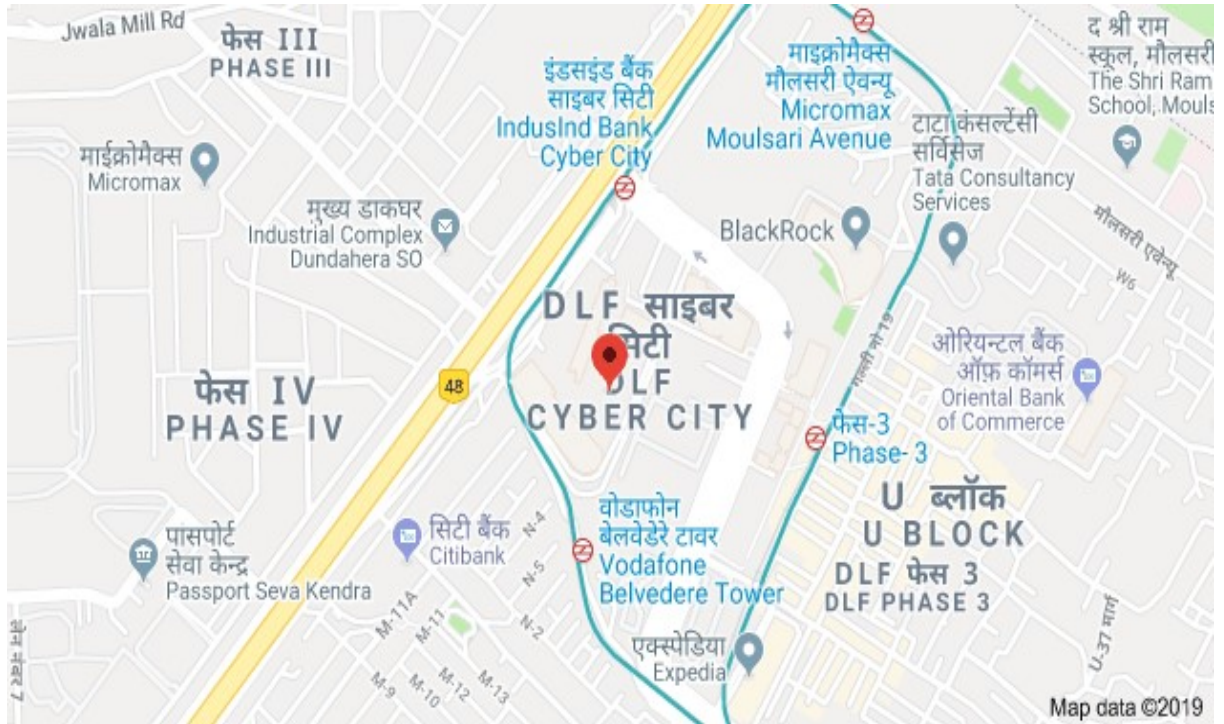
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**Sembcorp Energy India Limited**

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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>	

**Sembcorp Energy India Limited**

CIN: U40103HR2008PLC095648

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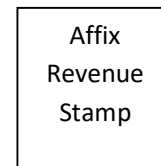
E-mail: cs.india@sembcorp.com

Website: www.sembcorpenergyindia.com

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, January 20, 2023 at 05.30 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:

Resolution No.	Resolution	For	Against
<b>SPECIAL BUSINESS</b>			
1.	To approve for appointment of Mr. Cyrus Erach Cooper (DIN: 00203491), as a director on Board of the Company	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve for appointment of Mr. Raghav Trivedi (DIN: 03485063), as a director on Board of the Company	<input type="checkbox"/>	<input type="checkbox"/>
3.	To approve for appointment of Mr. Raghav Trivedi (DIN: 03485063), as a whole time director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4.	To approve the re-appointment of Mr. Radhey Shyam Sharma (DIN 00013208) as an Independent Director of the Company for a second term of five consecutive years	<input type="checkbox"/>	<input type="checkbox"/>
5.	To approve the re-appointment of Mr. Kalaikuruchi Jairaj (DIN: 01875126) as an Independent Director of the Company for a second term of five consecutive years	<input type="checkbox"/>	<input type="checkbox"/>
6.	To approve the re-appointment of Ms Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company for a second term of five consecutive years	<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.



**Sembcorp Energy India Limited**

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**SEMBCORP ENERGY INDIA LIMITED**

**Regd. Off:** 5th Floor, Tower C, Building No.- 8, DLF Cybercity, Gurugram - 122002, Haryana

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

**Attendance Slip for the 31<sup>st</sup> Extraordinary General Meeting**

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 31<sup>st</sup> Extraordinary General Meeting of the Company on Friday, January 20, 2023 at 05.30 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.