



**SEIL Energy India Limited**  
(Formerly Sembcorp Energy India Limited)  
CIN: U40103HR2008PLC095648  
Regd. Office: Building 7A, Level 5,  
DLF Cyber City, Gurugram – 122002,  
Haryana, India  
Tel: (91) 124 6846700/701,  
Fax: (91) 124 6846710  
Email: cs@seilenergy.com  
Website: www.seilenergy.com

**NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SEIL ENERGY INDIA LIMITED**

Shorter Notice is hereby given that 37<sup>th</sup> Extra Ordinary General Meeting of the Members of SEIL Energy India Limited will be held on Friday, May 31, 2024 at the Registered office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana at 11:30 AM to transact the following special business:

**SPECIAL BUSINESS**

**ITEM # 1**

**TO CONSIDER AND APPROVE THE PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AMOUNTING TO INR 2500 MILLION**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 42, 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other Rules, circular and clarifications, issued in this regards (including any amendment(s), modification(s) or re-enactment thereof, for the time being in force) and the Memorandum and Articles of Association of the Company, and other applicable laws, if any and in accordance with the resolution passed by the Members of the Company at their Meeting held on December 18, 2017, and such other approvals, consents and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded to raise finance by the issuance and allotment of upto 25,000 (Twenty Five Thousand) rated, listed, secured, transferable, redeemable non-convertible debentures denominated in Indian Rupees of a face value of INR 100,000 (Rupees One Lakh only) each or any other lesser amount as required under law, of the aggregate nominal value of up to INR 2500,000,000 (Indian Rupees Two Thousand Five Hundred Million) (hereinafter referred to as the “Debentures”), to be issued on private placement basis in one or more tranches, more particularly on the terms and conditions to be set out in the general information document/key information document and the debenture trust deed entered inter alia between the Company and the Debenture Trustee, Catalyst Trusteeship Limited ( as the “Debenture Trustee”) (“Debenture Trust Deed”), as finalized and amended in accordance with this Resolution.

**FURTHER RESOLVED THAT** all directors of the Company, be and are hereby severally authorized on behalf of the Company to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned Debenture issue including the timing, amount and other terms and conditions of such Debenture issue and also to take all other decisions including varying any of them, either in part or full, as it may, in its absolute discretion, deem appropriate, subject to the specific limits, take such actions and steps including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents, agreements and writings that may be required, on behalf of the



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Company, in relation to the issue of debenture on private placement basis and take decisions on all matters concerning the same, including if necessary, delegate upon its issuance all or any activity pertaining to it to any person or persons so authorized by it in this behalf and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary for giving effect of this Resolution.

**FURTHER RESOLVED THAT** the draft of the Offer Letter in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, be and is hereby approved.

**FURTHER RESOLVED THAT** the Company do record the name of the Debenture Holders (as defined in the Debenture Trust Deed) and maintain such record of private placement offer of the Debentures in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014, if applicable.

**FURTHER RESOLVED THAT** the Company be and is hereby authorised to make all the necessary filings with the relevant regulatory authorities and do all such acts, deeds and things as may be required in connection therewith, including but not limited to signing and sending the relevant Offer Letter to the Debenture Holders and to sign and maintain form PAS-5, if applicable.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/ or officer(s) of the Company, to give effect to the resolution, without being required to seek any further consent and approval of the members.”

**By order of the Board of Directors**


**Rajeev Ranjan**  
**Company Secretary**  
**M. No. F6785**

**Place: Gurugram**  
**Date: May 30, 2024**



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**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY (IES) NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE VALID AND EFFECTIVE, SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS AND MUST BE DELIVERED IN THE ENCLOSED FORMAT AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF THE MEETING.**

**PURSUANT TO THE PROVISIONS OF COMPANIES ACT, 2013 AND THE RULES FRAMED THEREUNDER, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. The notice of the Extra-Ordinary General Meeting (“EGM”) is being sent to the Members by way of email at the email address registered with the Company. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company and/or the depository participant.
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. The Explanatory Statement relating to special business mentioned in the notice and as required by Section 102 of the Companies Act, 2013, is enclosed herewith and forms part of the Notice.
5. Members/proxies/Authorised Representatives 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 Statutory Registers of the Company (including but not limited to Register of Directors and Key Managerial Personnel and their shareholding and Contracts or arrangements in which the Directors are Interested), will be made available for inspection by the Members at the venue of the EGM.
7. All documents referred to in the Notice and explanatory statement shall be open for inspection at the registered office of the Company situated at Building 7A, Level 5, DLF Cybercity, Gurugram-122002, Haryana, India.



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8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company's Registered Office, to reach at least 24 (Twenty-Four) hours before the date of the meeting, so that the information may be made available at the meeting to the best extent possible.
9. 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**

A handwritten signature in blue ink, followed by a blue circular stamp. The stamp contains the text 'SEIL ENERGY INDIA LIMITED' around the perimeter and a small star at the bottom.

**Rajeev Ranjan**  
**Company Secretary**  
**M. No. F6785**

**Place: Gurugram**  
**Date : May 30, 2024**



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE CONVENING THE 37<sup>TH</sup> EXTRAORDINARY GENERAL MEETING OF SEIL ENERGY INDIA LIMITED TO BE HELD ON FRIDAY, MAY 31, 2024 AT 11:30 AM AT BUILDING 7A, LEVEL 5, DLF CYBERCITY, GURUGRAM - 122002, HARYANA**

**ITEM NO. 1 OF SPECIAL BUSINESS**

The Company proposes to raise finance by the issuance and allotment of rated, listed, unsecured, transferable, redeemable non-convertible debentures denominated in Indian Rupees aggregating upto INR 2500 Million having face value of INR 100,000/- (Indian Rupees One Lakh Only), to be issued on private placement basis in one or more tranches on the terms and conditions as set out in the offer document and the debenture trust deed entered *inter alia* between the Company and the Debenture Trustee, Catalyst Trusteeship Limited.

Furthermore, as per Section 42 and Section 71 of the Act, read with the Companies (Prospectus and Allotment) Rules, 2014 framed there under, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

**The additional information and disclosures for private placement of Non Convertible Debentures as per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) are as under:**

S. No.	Particulars of the Issue	Details of the Issue
1.	<b>Particulars of the Offer including date of passing of Board Resolution.</b>	The Company proposes to raise upto INR 2500,000,000 (Indian Rupees Two Thousand Five Hundred Million) by issuing upto 25,000 (Twenty Five Thousand) senior, listed, rated, secured, redeemable, transferable non- convertible debentures of face value INR 100,000 (Indian Rupees One Lakh) each or any lesser value as required under applicable law on a Private Placement basis in one or more tranches.  The Board approved the offer in its meeting held on May 30, 2024.
2.	<b>Kinds of Securities offered and the price at which security is being offered.</b>	25,000 (Twenty Five Thousand) senior, listed, rated, secured, redeemable, transferable non- convertible debentures having face value INR 100,000 (Indian Rupees One Lakh) each or any lesser value as required under applicable law. The Debentures are being offered at par.



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3.	<b>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.</b>	The Non- Convertible Debentures are being offered at par i.e. INR 100,000/- (Indian Rupee One Lakh) each per NCD.
4.	<b>Name and Address of the valuer who performed valuation.</b>	Not Applicable
5.	<b>Amount which the company intends to raise by way of such securities</b>	The Company proposes to raise upto INR 2500,000,000 (Indian Rupees Two Thousand and Five Hundred Million).
6.	<b>Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of the objects; principle terms of assets charged as securities.</b>	
a)	<b>Objects of the issue</b>	The Company proposes to issue the debentures, for the purpose of <i>inter alia</i> (i) Capital expenditure; (ii) repayment of existing debt (including outstanding CPs) of the Company; (iii) payment of transaction related expenses; and (iv) any other purpose permitted by extant laws/guidelines, pursuant to the provisions of the Companies Act, 2013.
b)	<b>Total number of securities to be issued</b>	25,000 (Twenty Five Thousand) senior, listed, rated, secured, redeemable, transferable non- convertible debentures.
c)	<b>Tenure of the Issue</b>	The Company shall redeem the debentures in full, by paying all outstanding amounts to the debenture holders on or prior to the expiry of 5 years from the deemed date of allotment.
d)	<b>Rate of Interest</b>	8.5% p.a. +/- 10 bps ( Payable Monthly) including upfront subscription Fees of 1.0% +Taxes.
e)	<b>Proposed time within which allotment shall be completed</b>	The allotments shall be completed within a period of 6 (six) months from the date of passing of the special resolution.
f)	<b>Contribution being made by the promoters or directors</b>	Neither the promoters nor their relatives or any director of the Company are contributor in the said offer or separately in



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	either as part of the offer or separately in furtherance of such objects	furtherance of such objects.
g)	Price of each securities at which the allotment is proposed	INR 100,000/- (Indian Rupee One Lakh)
h)	Principle terms of assets charged as securities.	Secured by way of a first ranking pari passu charge on all present and future moveable fixed assets (including but not limited to plant and machinery) of the Issuer and all present and future current assets of the Issuer

The Board of Directors of your Company, therefore, recommends passing of the **Special Resolution** as set in item No. 1 of this notice.

**Memorandum of concern or interest:**

None of the Directors or Key Managerial Personnel(s) or their relative(s) is/are in any way, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

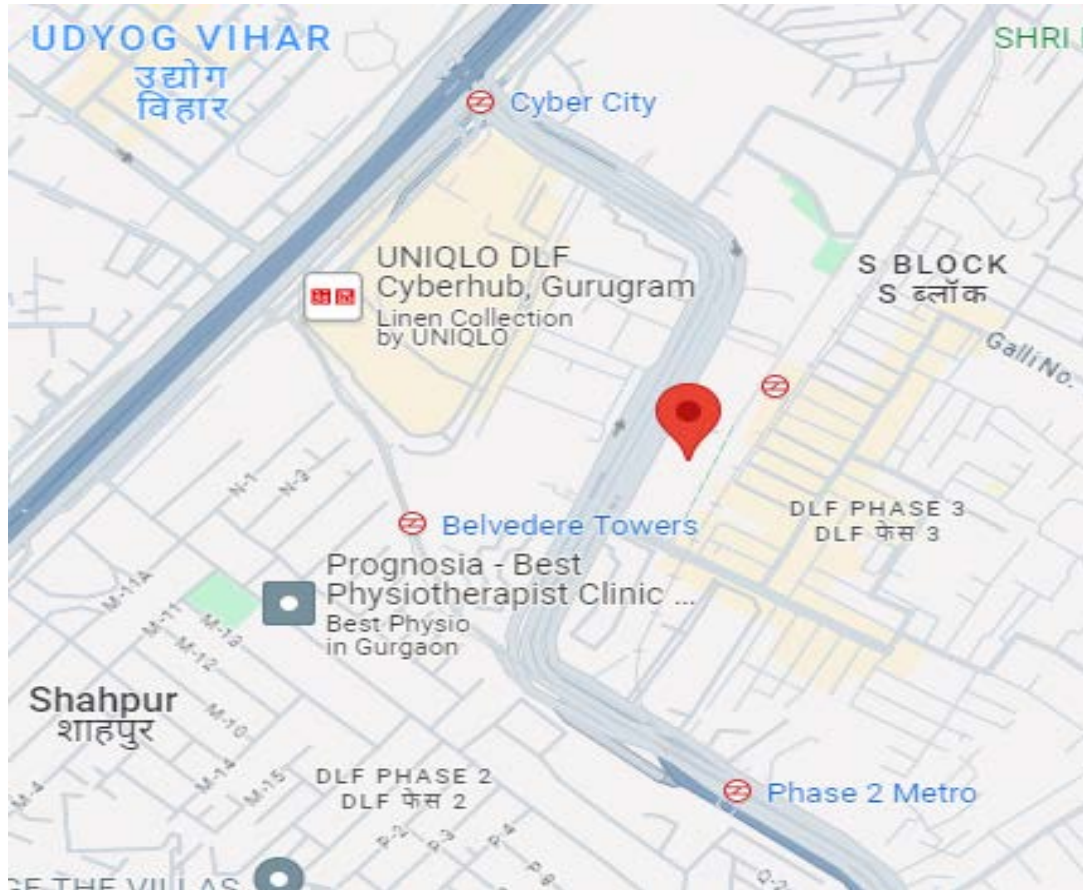
**By order of the Board of Directors**



**Rajeev Ranjan**  
**Company Secretary**  
**M. No. F6785**

**Place: Gurugram**  
**Date : May 30, 2024**

**ROUTE MAP TO THE VENUE**







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**Website :** [www.seilenergy.com](http://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>	Building 7A, Level 5, 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>	

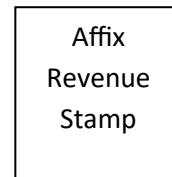
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held on Friday, May 31, 2024 at 11:30 AM at Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



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Resolution No.	Resolution	For	Against
<b>SPECIAL BUSINESS</b>			
1.	TO CONSIDER AND APPROVE THE PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AMOUNTING TO INR 2500 MILLION	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2024.



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, before the time scheduled for the EGM as the EGM is being convened at a shorter notice.
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 37<sup>th</sup> Extraordinary General Meeting**  
(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 37<sup>th</sup> Extraordinary General Meeting of the Company on Friday, May 31, 2024 at 11:30 AM at the Registered Office of the Company at Building 7A, Level 5, 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 Extraordinary General Meeting (EGM) 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.