



**Sembcorp Energy India Limited**

CIN: U40103TG2008PLC057031

**Corp. 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

**SHORTER NOTICE OF 28<sup>th</sup> EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SEMBCORP ENERGY INDIA LIMITED**

Shorter Notice is hereby given that 28<sup>th</sup> Extraordinary General Meeting of the members of Sembcorp Energy India Limited, will be held on Tuesday, March 30, 2021 at Corporate 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:

<b>SPECIAL BUSINESS</b>	
<b>ITEM # 1</b>	<b>Approval for shifting of Registered office of the Company from Hyderabad in the 'State of Telangana' to Gurugram in the 'State of Haryana' and consequent amendment to Memorandum of Association of the Company</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> pursuant to Section 12,13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and such other rules as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval by the Central Government (Regional Director, South East Region), consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from 6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad, Telangana 500082 in the "State of Telangana" to 5<sup>th</sup> Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002 in the "State of Haryana".</p> <p><b>FURTHER RESOLVED THAT</b> subject to the approval of the Central Government (Regional Director, South East Region) the Clause II of the Memorandum of Association be altered by substituting the word "State of Telangana" by the words "State of Haryana" as given below:</p> <p style="text-align: center;"><b>II. The Registered Office of the Company shall be situated in the State of Haryana.</b></p> <p><b>FURTHER RESOLVED THAT</b> for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf</p>



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of the Company and to resolve / settle any question / difficulty or doubt that may arise in this regard 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.”

**By order of the Board of Directors**


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

Place: Hyderabad

Date: March 25, 2021



**Sembcorp Energy India Limited**

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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 (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.



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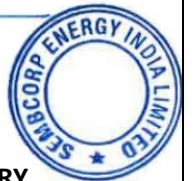
Fax (91) 124 389 6710

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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: Hyderabad

Date: March 25, 2021



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**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 28<sup>th</sup> EXTRAORDINARY GENERAL MEETING OF SEMBCORP ENERGY INDIA LIMITED TO BE HELD ON TUESDAY, MARCH 30, 2021 AT 11.00 A.M AT THE CORPORATE 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>The Registered office of the Company is situated in the State of Telangana at 6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad, Telangana 500082.</p> <p>The Company has its Corporate Office at 5<sup>th</sup> Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana and the Company has shifted all its operations to the Corporate office for better control and management and the majority of employees at present works from the Corporate office. The shifting of Registered office to Gurugram shall increase the effectiveness in corporate functioning of the Company, as all the Senior Management of the Company is working from the Corporate Office of the Company.</p> <p>With a view to improve the overall operational efficiency, streamline document management system and achieve overall effectiveness, the Board of Directors considers it beneficial for the Company to shift its Registered office to Gurugram in the state of Haryana.</p> <p>The Board, therefore, recommends the proposed Special Resolution to the Members of the Company for their consideration and approval.</p> <p>The altered Memorandum of Association shall be placed before the meeting and shall also be available for inspection by the members at the Company's Registered Office between 10:00 a.m. to 5:00 p.m. on all working days, up to the date of the Extraordinary General Meeting.</p>
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	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.
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**By order of the Board of Directors**



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

Place: Hyderabad

Date: March 25, 2021

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**ROUTE MAP TO THE VENUE**



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**Sembcorp Energy India Limited**

**Regd. Off:** 6-3-1090, A-5, T.S.R Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082,  
Telangana

Ph:040-49048300; Fax: 040-23370360 ; mail: [investorgrievances@sembcorp.com](mailto:investorgrievances@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>	U40103TG2008PLC057031
<b>Name of the Company</b>	Sembcorp Energy India Limited
<b>Registered Office</b>	6-3-1090, A-5, T.S.R Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082

<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;





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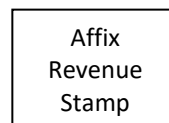
Website: www.sembcorpenergyindia.com

<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 Tuesday, March 30, 2021 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:

<b>Resolution No.</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>
<b>SPECIAL BUSINESS</b>			
1.	APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM HYDERABAD IN THE 'STATE OF TELANGANA' TO GURUGRAM IN THE 'STATE OF HARYANA' AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 20.....



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 28th Extraordinary General Meeting**

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 28th Extraordinary General Meeting of the Company on Tuesday, March 30, 2021 at 11.00 A.M at the Corporate 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.