

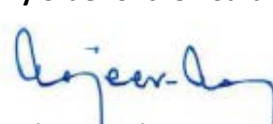
**NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SEIL ENERGY INDIA LIMITED**

Shorter Notice is hereby given that 39th Extra Ordinary General Meeting of the Members of SEIL Energy India Limited will be held on Thursday, December 04, 2025, at the Registered Office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana, India at 4:30 PM IST and virtually through Video Conferencing/Other Audio Visual Means (VC/ OAVM) to transact the following special business:

SPECIAL BUSINESS	
ITEM # 1	<p>To consider and approve for granting option, in the event of default, to convert either whole or part of the principal amount of the Rupee Term Loan Facility of up to [INR 44,149.57 Million ("Facility")] from Lenders (including any transferee or assigns) ("Lender"), interest and any other outstanding amounts under the Facility ("Secured Obligations") into fully paid up equity shares of the SEIL Energy India limited ("Company") with voting rights</p> <p>To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:</p> <p>"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for conferring a right on Axis Bank, Bajaj Finance Limited, IndusInd Bank Limited, ICICI Bank Limited, IDBI Bank Limited, IDFC First Bank, India Infrastructure Finance Company Limited, and Kotak Mahindra Bank and/or any bank(s), non-banking financial companies, financial institution(s), any holders of the securities to be issued by the Company, or any other financial creditors of the Company (the "Lenders" reference to which term shall mean and include its transferees, assignees and novatees), who have agreed to provide, from time to time, financial assistance to the Company by way of term loans, working capital facilities or any other credit facilities (including any facility of letter of credit, bank guarantee, standby letter of guarantee, etc.) of upto [INR 44,149,568,737 /- (Indian Rupees Forty four billion, one hundred forty nine million, five hundred sixty eight thousand, seven hundred thirty seven only) (the "Facility(ies)")], to convert whole of the outstanding portion of the Facility(ies) or any part thereof into fully paid up equity share capital of the Company, along with voting rights, upon the occurrence of an event of default (howsoever described in the relevant finance documents entered into in connection with the Facility(ies) ("Finance Documents")) and continuance thereof, in accordance with the terms and conditions as may be set out in the relevant Finance Documents, or upon the any or all Lender(s) deciding to take any action further to the Prudential Framework for Resolution of Stressed Assets dated June 7, 2019 issued by the Reserve Bank of India, as amended, modified, supplemented, replaced, substituted and updated from time to time ("Prudential Framework") or any other law, as amended, modified, supplemented, replaced, substituted and updated from time to time by any rules, regulations, notifications, circulars, press notes or orders by the RBI in this regard or any other government entity in this regard.</p>

	<p>FURTHER RESOLVED THAT on receipt of a notice of conversion, or any other mechanism as may be set out in the relevant Finance Documents, the Company shall facilitate the process of conversion and comply with all Applicable Laws and thereafter, allot and issue the requisite number of fully paid up equity shares to the Lenders (and/or their nominees, agents, trustees), in satisfaction of the outstanding amounts under the relevant Facility(ies). The equity share capital of the Company, so allotted and issued to the Lenders (and/or their nominees, agents, trustees) shall carry from the date of conversion, the right of voting, right to receive proportionately the dividends, other distributions declared or to be declared in respect of the equity share capital of the Company, and all interests to which any other equity shareholder of the Company is entitled to.</p> <p>FURTHER RESOLVED THAT notwithstanding anything to the contrary contained in the relevant Finance Documents, the Lender(s) shall have an unqualified right, to take all such actions as may be prescribed in the Prudential Framework, to convert the outstandings into paid-up equity share capital of the Company at any time until the currency of the relevant Facility, in accordance with the provisions of the Applicable Laws. The Company shall in accordance with the scheme formulated by the Lenders for such conversion in terms of the Prudential Framework, create, offer, issue and allot in one or more tranches, such number of fully paid-up equity shares of the Company as may be prescribed in the scheme.</p> <p>It is hereby clarified that the Lender(s) may exercise any one or more of the aforesaid rights, without priority or preference between such rights and without in any manner affecting their entitlement to exercise any other right, during the continuation of any previous action.</p> <p>FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid and to do all such acts and things as may be necessary to give effect to the above resolution and to give effect to the terms and conditions of the Finance Documents.</p> <p>FURTHER RESOLVED THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to issue or forward a certified copy of the aforesaid resolution to the Lenders or any other person, as may be required.”</p>
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By order of the Board of Directors




Rajeev Ranjan
Company Secretary
M. No. F6785

Place: Gurugram

Date: December 04, 2025

Notes:

1. The Ministry of Corporate Affairs (“MCA”), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 03/2025 dated September 22, 2025 (collectively “MCA Circulars”) have permitted companies to conduct AGM/EGM through VC or other audio-visual means, subject to compliance of various conditions mentioned therein.
2. In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, the 39th EGM of the Company is being convened and conducted in hybrid mode.
3. Members may attend:
 - **Physically** at: Building 7A, Level 5, DLF Cyber City, Gurugram- 122 002, Haryana, India.
 - **Virtually** via: Microsoft Teams, Link would be shared separately.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No. 1 is annexed hereto.
5. As per the provisions under the MCA Circulars, members attending the EGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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.

Members are requested to note that in case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

Participation through virtual mode (VC/OAVM) is permitted only for members and authorized representatives; proxies are not permitted to attend virtually.
7. Corporate members intending to authorize their 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 authorized signatory named in the resolution, authorizing their representatives to attend and vote on their behalf at the EGM.
8. The facility of joining the virtual EGM through VC /OAVM facility will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM.



SEIL Energy India Limited

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Website: www.seilenergy.com

9. Members/Proxies attending physically are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
10. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
11. Relevant Documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company during Office hours and also at the meeting.
12. The Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Notice calling the EGM has been uploaded on the website of the Company at www.seilenergy.com.
13. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Company/ KFin (RTA) /Depositories.
14. Instructions for joining the virtual EGM are as follows:
 - Members will be able to attend the virtual EGM through VC/OAVM provided by the Company.
 - Members can cast their vote on the resolutions through show of hands at the meeting.
 - Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
 - Further, Members will be allowed to use camera, if required, and hence use internet with a good speed to avoid any disturbance during the meeting.
 - While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches. Members who need technical assistance before or during the EGM can contact the Corporate Secretarial Department at cs@seilenergy.com.

By order of the Board of Directors

Rajeev Ranjan
Company Secretary
M. No. F6785



Place: Gurugram

Date: December 04, 2025



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE CONVENING THE 39TH EXTRAORDINARY GENERAL MEETING OF SEIL ENERGY INDIA LIMITED TO BE HELD ON THURSDAY, DECEMBER 04, 2025 AT 4:30 PM AT BUILDING 7A, LEVEL 5, DLF CYBERCITY, GURUGRAM - 122002, HARYANA, INDIA AND VIRTUALLY THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC/ OAVM)

Item No. 1

To consider and approve for granting option, in the event of default, to convert either whole or part of the principal amount of the Rupee Term Loan Facility of upto INR 44,149.57 Million ("Facility") from Lenders (including any transferee or assigns) ("Lender"), interest and any other outstanding amounts under the Facility ("Secured Obligations") into fully paid up equity shares of the Company with voting rights

The Company is proposing to avail financial assistance from time to time in the aggregate not exceeding INR 44,149,568,737 /- (Indian Rupees Forty four billion, one hundred forty nine million, five hundred sixty eight thousand, seven hundred thirty seven only) (the "**Facility**") from Axis Bank, Bajaj Finance Limited, IndusInd Bank Limited, ICICI Bank Limited, IDBI Bank Limited, IDFC First Bank, India Infrastructure Finance Company Limited, and Kotak Mahindra Bank and/or any banks, non-banking financial companies, financial institution(s), any holders of the securities to be issued by the Company, or any other financial creditors ("**Lenders**") on the terms contained in the facility agreement to be executed between, *inter alios*, the Borrower and the Lenders, and any other finance documents executed in connection with the Facility and/or any part of it (collectively, the "**Finance Documents**").

The Lenders, have agreed to provide the relevant Facility(ies), subject to regulatory compliances and guidelines. As per the terms of the relevant Facility, the Lenders may at its discretion undertake a conversion of debt outstanding into equity shares as required under extant regulations of RBI.

The Board of Directors through its resolution passed at its meeting held on November 30, 2025 has accorded its approval to availing of the Facility and **undertaking** of the obligations in relation thereto, or through resolutions to be passed at its meetings to be held in connection with the Facility(ies), or any part thereof, will have approved availing of the Facility(ies) (or any part thereof) and undertaking of the obligations set out in the Financing Documents.

In terms of the provisions of Section 62(3) of the Companies Act, 2013 ("**Act**") and Rules framed thereunder (including any statutory modification/s or re-enactment/s thereof for the time being in force), the Company is required to obtain the prior approval of the Members, by way of a Special Resolution, to grant an option to the lender to convert the Secured Obligations or any part thereof in relation with rupee term loan facility of upto INR 44,149.57 Million ("**Facility**") (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 as per the terms and conditions set out in the Financing Document and in accordance with the extant guidelines, directions, circulars issued by RBI.

Capitalised terms used and not defined hereinabove shall have such meanings as ascribed to them in the relevant Finance Documents.



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Website: www.seilenergy.com

Accordingly, the approval of the Members is being sought, by way of a Special Resolution.

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:

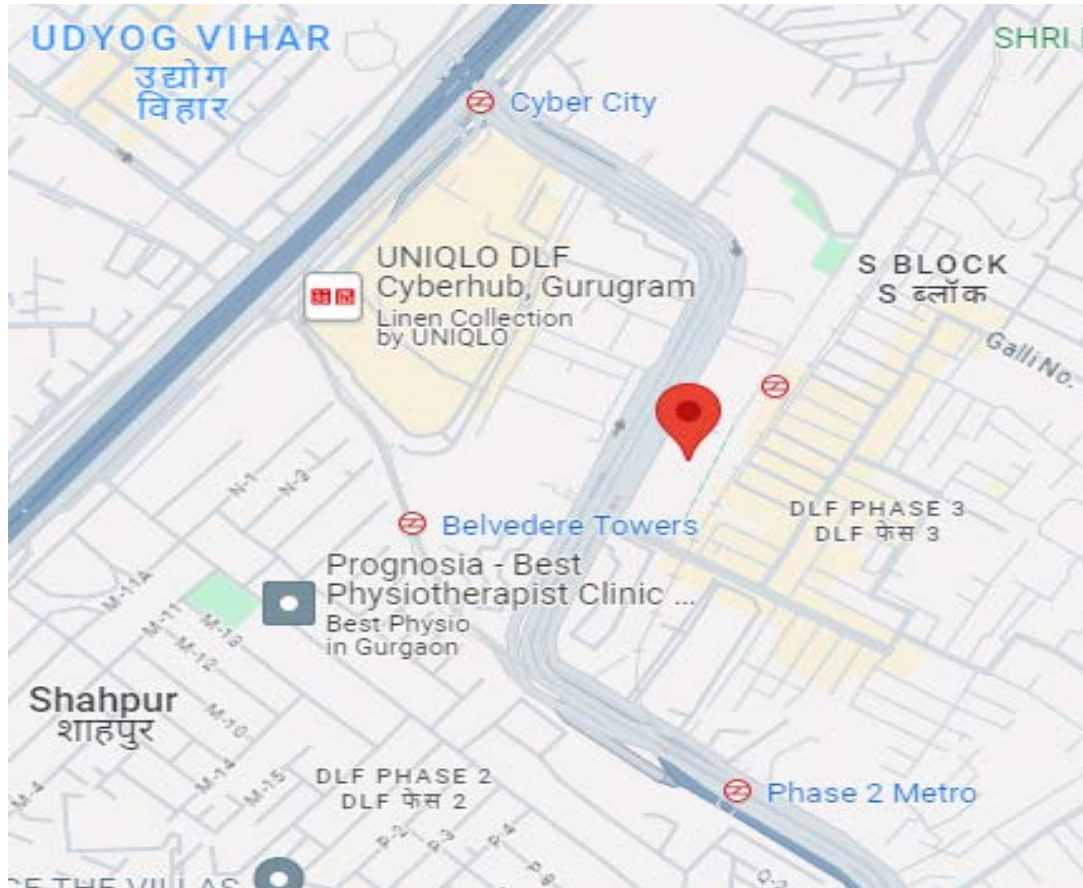
None of the Directors or Key Managerial Personnel(s) or their relative(s) is/are in any way, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

By order of the Board of Directors

Rajeev Ranjan
Company Secretary
M. No. F6785

Place: Gurugram

Date: December 04, 2025

ROUTE MAP TO THE VENUE



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SEIL Energy India Limited

Regd. Off: Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana, India

Ph: 0124-6846700; Fax: 0124-6846710 ; Email: cs@seilenergy.com

Website : 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]

CIN	U40103HR2008PLC095648
Name of the Company	SEIL Energy India Limited
Registered Office	Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana, India

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 Thursday, December 04, 2025 at 4:30 PM at Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

**SEIL Energy India Limited**

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Resolution No.	Resolution	For	Against
SPECIAL BUSINESS			
1.	TO CONSIDER AND APPROVE FOR GRANTING OPTION, IN THE EVENT OF DEFAULT, TO CONVERT EITHER WHOLE OR PART OF THE PRINCIPAL AMOUNT OF THE RUPEE TERM LOAN FACILITY OF UPTO INR 44,149.57 MILLION ("FACILITY") FROM LENDERS (INCLUDING ANY TRANSFEREE OR ASSIGNS) ("LENDER"), INTEREST AND ANY OTHER OUTSTANDING AMOUNTS UNDER THE FACILITY ("SECURED OBLIGATIONS") INTO FULLY PAID UP EQUITY SHARES OF THE COMPANY WITH VOTING RIGHTS.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2025.

Affix
Revenue
Stamp

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 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 39th Extraordinary General Meeting
(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 39th Extraordinary General Meeting of the Company on Thursday, December 04, 2025 at 4:30 PM at the Registered Office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram - 122 002, Haryana, India.

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.