



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

Shorter Notice is hereby given that 41st Extra Ordinary General Meeting of the Members of SEIL Energy India Limited will be held on Monday, February 09, 2026, at the Registered Office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana, India at 10:00 AM IST/ 08:30 AM Oman Time to transact the following special business:

SPECIAL BUSINESS

ITEM # 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 up to INR 2.50 Billion (Indian Rupees Two Billion and Five Hundred Million only) from ICICI Bank Limited (including any transferee or assigns) (“Lender”), interest and any other outstanding amounts under the Facility (“Secured Obligations”) into fully paid up equity shares of SEIL Energy India limited (“Company”) with voting rights

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

“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 **ICICI Bank Limited** (the **“Lender”** 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 of upto **INR 2.50 Billion (Indian Rupees Two Billion and Five Hundred Million only)** (the **“Facility”**), to convert whole of the outstanding portion of the Facility 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 (**“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 Lender 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 (**“RBI”**), 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.

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 Lender (and/or their nominees, agents, trustees), in satisfaction of the outstanding amounts under the relevant Facility.



SEIL Energy India Limited

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The equity share capital of the Company, so allotted and issued to the Lender (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.

FURTHER RESOLVED THAT notwithstanding anything to the contrary contained in the Finance Documents, the Lender 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 Lender 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.

It is hereby clarified that the Lender 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.

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 Lender 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.

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 Lender or any other person, as may be required.”

By order of the Board of Directors

Rajeev Ranjan
Company Secretary
M. No. F6785

Place: Gurugram
Date: February 05, 2026



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.
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



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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.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE CONVENING THE 41ST EXTRAORDINARY GENERAL MEETING OF SEIL ENERGY INDIA LIMITED TO BE HELD ON MONDAY, FEBRUARY 09, 2026 AT 10:00 AM IST/ 08:30 AM OMAN TIME AT BUILDING 7A, LEVEL 5, DLF CYBERCITY, GURUGRAM - 122002, HARYANA, INDIA

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 up to INR 2.50 Billion (Indian Rupees Two Billion and Five Hundred Million only) from ICICI Bank Limited (including any transferee or assigns) (“Lender”), interest and any other outstanding amounts under the Facility (“Secured Obligations”) into fully paid up equity shares of SEIL Energy India limited (“Company”) with voting rights

The Company is proposing to avail financial assistance from time to time in the aggregate not exceeding **NR 2.50 Billion (Indian Rupees Two Billion and Five Hundred Million only)** (the “**Facility**”) from ICICI Bank Limited (“**Lender**”) on the terms contained in the facility agreement to be executed between, *inter alios*, the Borrower and the Lender, and any other finance documents executed in connection with the Facility and/or any part of it (collectively, the “**Finance Documents**”).

The Lender, has agreed to provide the relevant Facility, subject to regulatory compliances and guidelines. As per the terms of the Facility, the Lender 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 February 04, 2026 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, or any part thereof, will have approved availing of the Facility 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 **INR 2.50 Billion (Indian Rupees Two Billion and Five Hundred Million only)** (“**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.

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.



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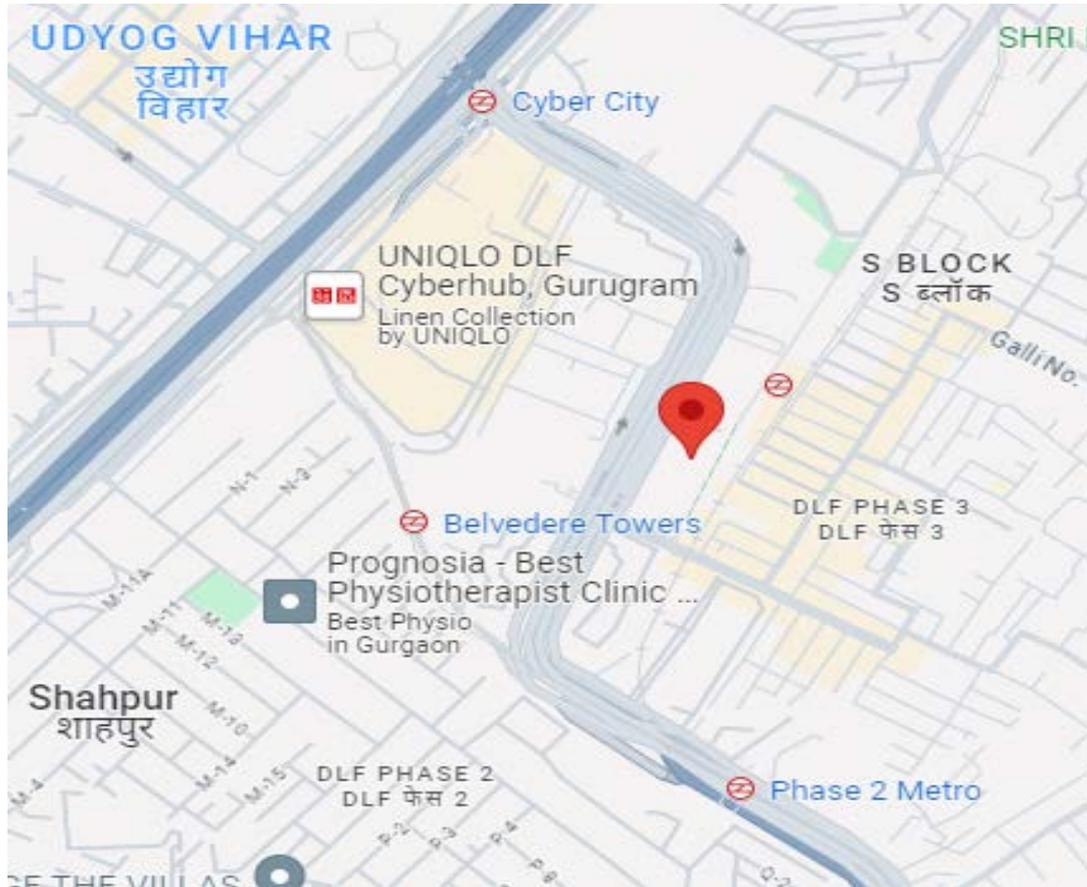
Memorandum of concern or interest:

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: February 05, 2026

ROUTE MAP TO THE VENUE



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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 Monday, February 09, 2026 at Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana, India at 10:00 AM IST/ 08:30 AM Oman Time and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



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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 UP TO INR 2.50 BILLION (INDIAN RUPEES TWO BILLION AND FIVE HUNDRED MILLION ONLY) FROM ICICI BANK LIMITED (INCLUDING ANY TRANSFEREE OR ASSIGNS) (“LENDER”), INTEREST AND ANY OTHER OUTSTANDING AMOUNTS UNDER THE FACILITY (“SECURED OBLIGATIONS”) INTO FULLY PAID UP EQUITY SHARES OF SEIL ENERGY INDIA LIMITED (“COMPANY”) WITH VOTING RIGHTS	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2026.

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 41st Extraordinary General Meeting

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 41st Extraordinary General Meeting of the Company on Monday, February 09, 2026 at 10:00 AM IST/ 08:30 AM Oman Time 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.