

**The Companies Act, 1956**  
**Company Limited by Shares**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**\*\*\*CONTINUUM GREEN ENERGY LIMITED**

- (I) \*\*\*The name of the company is **CONTINUUM GREEN ENERGY LIMITED**
- (II) \*\*\*The registered office of the company will be situated in the State of Tamil Nadu.
- (III) The objects for which the company is established are:

**\*\*\* A. The objects to be pursued by the company on its incorporation are:-**

1. To carry on in India or elsewhere, directly and/or indirectly through subsidiaries and/or joint ventures, the business of power generation, supply, distribution, transmission, marketing, trading, storage (pumped, battery or any other combinations of storage technologies) through establishment, development, installation, commissioning, acquiring, operating and maintaining, clean, non-conventional and renewable power projects including but not limiting to wind (offshore and onshore), solar, hydro, biomass, ethanol, waste, geothermal, tidal wave, green hydrogen, green ammonia and other renewable energy sources or any hybrid technologies, to establish captive energy plants, merchant plants and supply power to all types of consumers, procurers and/or traders of electricity either directly or through the transmission and distribution networks of other transmission and distribution entities and to carry on business of developing, planning, designing, renovating, repowering, constructing, managing, owning, controlling, erecting, commissioning, operating, maintaining, running power plants (including power storage facilities) and to act as engineering, procurement and/or construction contractor, to construct, lay down, establish, operate and maintain power / energy generating stations, including buildings, structures, works, machineries, equipment, cables and to undertake or to carry on the business of managing, owning, taking on lease, leasing, controlling, erecting, commissioning, operating, running, or transferring to third person/s, power plants (including power storage facilities) in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise.

*\*\*\*The Registered Office of the Company is shifted from the "Jurisdiction of Registrar of Companies, Chennai" to the "Jurisdiction of Registrar of Companies, Coimbatore" within the same state of Tamil Nadu vide special resolution passed at EGM dated 3<sup>rd</sup> November 2021 and approved by Regional Director, Southern region vide Order dated 04<sup>th</sup> of March 2022*

*\*\*\*Altered vide Special resolution passed at the Extraordinary General Meeting held on October 15, 2024.  
Altered vide Special resolution passed at the Extraordinary General Meeting held on July 09, 2024.  
Altered vide resolution passed at the Extraordinary General Meeting held on October 8, 2020.*

**For Continuum Green Energy Limited**  
*(formerly known as Continuum Green Energy Private Limited and  
Continuum Green Energy (India) Private Limited)*

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*M. Malviya*

**Mahendra Malviya**  
**Company Secretary**  
**Membershin No. A27547**

2. To transmit, distribute, purchase, sell, trade, import, export, store or accumulate or otherwise deal in, directly and/or indirectly through subsidiaries and/or joint ventures, all forms of electrical power in all aspects and to plan, promote, develop, establish, own, operate, maintain transmission and distribution networks or systems, smart meters, smart grids, trading platforms and to acquire, in any manner, these networks or systems or grids or trading platforms from power generating and transmission companies, Central or State Government undertakings, local authorities or statutory bodies or other persons within India or abroad and to act as agent or representative of any person, public or private sector enterprises, financial institutions, subsidiaries, banks or Central Government or State Government undertaking engaged in the planning, development, generation, transmission, distribution, supply, trading or financing of power and to engage in activities of investigation, research, design and preparation of feasibility, appraisal or other project reports for generation, transmission, distribution, supply, purchase, sale, trading, import, export, storage and accumulation of all forms of electrical power, both conventional and non- conventional and to engage in all activities incidental thereto.
3. To directly and/or indirectly through subsidiaries and/or joint ventures, build, develop, own facilities for production, supply, storage, transportation, distribution, utilization of Green Hydrogen and/or its derivatives in either alone or in combination with any other form of renewable energy and to explore, develop, build, own any form of new, evolved, efficient renewable energy technologies for production & selling of the electricity.
4. To carry on in India or elsewhere the business to assemble, manufacture, import, export, buy, sell, and to act as contractors, agents, brokers, suppliers, repairers and to deal in all types of wind turbines and their components, generators, electricity generators, electricity storage facilities, solar ingots/ wafers/ cells/ modules,

###\*\* **B. Matters which are necessary for furtherance of the objects specified in Clause (III) A:-**

1. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plant layout and blue prints useful for the design, erection and operation of plant required for any of the business of the company and to acquire and grant licences and other rights benefits in the foregoing matters and things.
2. To arrange collaboration between any foreign party or concern and the company or any other Indian parties or to act as trustees for foreign or Indian investors and collaborators and to carry out terms of the arrangements, concessions or privileges or to obtain technical know-how, designs and other assistance, and to give the benefits of such technical know-how to others in collaboration with the company in connection with the business of the company.
3. To participate in the formation, management supervision or control of the business operations of any other Company, firm or person. The Company shall not however be manager or managing agent of any other company.

###\*\**Altered vide Special resolution passed at the Extraordinary General Meeting held on October 15, 2024.*

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4. To undertake the research and development work and also render design and engineering services in any or all branches of engineering.
5. To do all or any of the things in any part of the world as principals, agents, contractors, or otherwise and or through agents or otherwise and either alone or in conjunction with others, as may appear to be incidental or conducive to the attainment of the main objects.
6. To acquire for the purpose of the company by purchase, lease, exchange or otherwise any estates, lands, buildings and hereditaments of any tenure or description and any estate or interest therein, and any rights over or connected with land and either to retain the same for the purpose of the company's business or to turn the same account as may seem expedient.
7. To apply for, purchase or otherwise acquire any patents, Brevets 'D' inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights, to use the same or any secret or other information, which may seem capable of being used for any of the purposes, of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant license in respect of or otherwise turn to account, the property, rights or information so acquired.
8. Subject to the provisions of the act to lend money, either with or without security and generally to such persons and upon such terms and conditions as the company may think fit and also to invest the money of the company, not immediately required, in such manner and from time to time as may be determined, provided that the company shall not carry on the business of banking as provided in the Banking Regulation Act. 1949.
9. To adopt such means of making known the products of the company as may seems expedient and in particulars by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations, subject to the provisions of the Companies Act 2013.
10. To donate or gift in cash or kind for any national, charitable, benevolent, public or useful purpose or to any institution, club, society, research association, fund university, college or any other person or body other than for political purpose.
11. To acquire and undertake all party of the business, property and liabilities of any person of company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purpose of the company.
12. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seems conducive to the company's objects or any of them and obtain from any such Government or authority all rights, concessions and privileges which the company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
13. To amalgamate or enter into partnership or into any arrangement for sharing profits, losses or into any union of interest, joint ventures, reciprocal concession or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which this company is authorised to carry on.
14. To purchase take on lease or in, exchange, hire or otherwise acquire any immovable property and any rights or privileges which the company may think necessary or convenient with reference to any of these

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objects and capable of being profitably dealt with in connection with any of the company's property or rights for the time being.

- ###\*\* 15. To sell or dispose of the undertaking of the company or any thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part, similar to those of this company.
- ###\*\* 16. To borrow, raise or secure the payment of money from banks, financial institutions, companies, firms and individuals or to receive money on deposit at interest from Members / Directors for any of the purpose of the company and at such time or times and in such manner as may be thought fit and in particular by the issue of debenture stock, perpetual or otherwise, including debentures or debentures stock, convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debentures stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the company, present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of the sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
- ###\*\* 17. To lend or advance or give on credit moneys on such terms as it may seem expedient, and to guarantee the payment of moneys or the performance of any contract or other obligations by any other company or person.
- ###\*\* 18. To pay all the costs, charges and expense of and incidental to the promotion and formation, registration and establishment of this or any other company, and the issue of its capital.
- ###\*\* 19. Subject to the provisions of the Act, to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company.
- ###\*\* 20. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- ###\*\* 21. To distribute in specie or in kind any of the properties of the company among the members in the event of winding up of the company.
- ###\*\* 22. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal in all or any part of the property and right of the company.
- ###\*\* 23. To send out to Foreign Countries, Directors, Employees or any other persons for investigating possibilities of any business, trade or for procuring and buying and machinery or for training or studying, or carrying out research or establishing trade connection or in promoting the interests of the company and to pay all expenses incurred in this connection.
- ###\*\* 24. To purchase, take on lease or hire, import, build, repair, renovate, recondition, replace, alter, improve, exchange, let out hire, sell or export, Plant and Machinery, Tools Apparatus, Equipment materials, all types of vehicles and vans, other motor vehicles, spare parts and components capable of being used in the business of the company.

###\*\**Altered vide Special resolution passed at the Extraordinary General Meeting held on October 15, 2024.*

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25. To construct, purchase, acquire, hire, hold, let sell, take on lease dispose of equip, improve, work, operate, use, develop, invest in administer, control and supervise any roads, ports, inland waterways, minor ports, inland ports, rail system, water supply project, sanitation and sewerage systems, in connection with the main object of the Company.
26. To carry on the business of imports and exports of all kinds of goods in accordance with the policies of Government of India.
27. To undertake projects on turnkey basis in India or abroad and to import, export and deal in projects for the company or for any other Company engaged in similar business as that of the Company.
28. To export, import, buy, sell, develop and deal in all types of software.
- (IV) The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- (V) The Authorized Share Capital of the Company is INR 20,00,00,00,000 (Indian Rupees Two Thousand Crore only) divided into 2,00,00,00,000 (Two Hundred Crore) equity shares of INR 10 (Indian Rupees Ten only) each.

The Company shall have power, from time to time, to increase or reduce its capital. The shares forming the capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise.

*Altered vide Ordinary Resolution passed in the Extraordinary General Meeting held on 05.09.2024.  
Altered vide Ordinary Resolution passed in the Extraordinary General Meeting held on 09.07.2024.  
Altered vide Ordinary Resolution passed in the Extraordinary General Meeting held on 01.11.2011.*

*Altered vide Special resolution passed at the Extraordinary General Meeting held on October 15, 2024.*

*Altered vide Special resolution passed at the Extraordinary General Meeting held on November 27, 2024.*

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*M. Malviya*

**Mahendra Malviya**  
**Company Secretary**  
**Membershin No. A27547**

(VI) We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance of the Memorandum of Association and we hereby respectively agree to take the number of shares in the capital of the company entered opposite to our respective names.

Sl. No	Names, Addresses, Description and Occupation of Subscribers	Number of Equity shares taken by Each Subscriber	Signature of Subscriber
1	<b>RAMESH KYMAL</b> S/o Dr P K Kymal 5/82 Blue Beach Road, Neelangarai Chennai 600041 Director	5,000 (Five Thousand only)	Sd/-
2	<b>S RENGARAJAN</b> S/o V Srinivasan T 1, Annapoorna Apartments, 17, 3 <sup>rd</sup> Seaward Road Valmiki Nagar, Chennai 600041 Company Executive	5,000 (Five Thousand only)	Sd/-
	<b>TOTAL</b>	<b>10,000</b> (Ten Thousand Only)	

Witness (with address, description and occupation) to the above Signatures.

S Ramesh S/o K V Sundara Raman, Chartered Accountant  
GC Cenetoph Court, 28 Cenetoph Road, Teynampet, Chennai 600018

Dated this 10<sup>th</sup> day of May 2007 at Chennai

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*M. Malviya*  
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**Mahendra Malviya**  
Company Secretary  
Membership No. A27547