



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 09th Extraordinary General Meeting of Continuum Green Energy Limited (formerly Continuum Green Energy Private Limited and Continuum Green Energy (India) Private Limited) (the "Company") for the Financial Year 2024-25 will be held at a shorter notice on Wednesday, March 26, 2025 through video conferencing / other audio-visual means at 15:45 IST. The venue of the meeting shall be deemed to be the Corporate Office of the Company at other than registered office of the Company at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

TO INCREASE THE LIMIT OF UNSECURED LOAN TO SUBSIDIARIES FROM INR 200 CRORE TO INR 500 CRORE UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT**, pursuant to the provisions of section 185 and other applicable provisions of the Companies Act 2013 and rules framed thereunder, as amended/modified from time to time, the approval of the members be and is hereby granted to increase the existing limit for advancing any loan (including any loan represented by a book debt) or giving any guarantee or providing any security in connection with any loan availed/to be availed by any subsidiary/ies (except wholly owned subsidiaries) in which any of the Directors of the Company are director(s)/additional director(s), from INR 200,00,00,000/- (Indian Rupees Two Hundred Crores only) to INR 500,00,00,000/- (Indian Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Head-Legal of the Company or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds matters and things to give effect to the above including filing of required forms with Registrar of Companies, Ministry of Corporate Affairs, Reserve Bank of India, if any and to provide a certified true copy of this resolution to the concerned parties/department as and when required."

By Order of the Board
For Continuum Green Energy Limited
(Formerly Continuum Green Energy Private Limited and
Continuum Green Energy (India) Private Limited)



M. Malviya

Mahendra Malviya
Company Secretary
ICSI Membership No. A27547

Date: March 25, 2025

Place: Mumbai

**NOTES:**

1. The extraordinary general meeting of the shareholders of the Company is being convened pursuant to Section 101(1) of the Companies Act, 2013 with the consent given in writing/by electronic mode by majority in number of members entitled to vote and who represent not less than 95% of members of the Company. The shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available for the meeting.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed herewith and forms a part of this notice.
3. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 09/2024 dated 19th September, 2024 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 03/2022 dated May 5, 2022, General Circular No 11/2022 dated 28.12.2022, General Circular no. 09/2023 dated September 25, 2023 has allowed the Companies to conduct the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 30th September 2025, 2022. Accordingly, the EGM is being conducted in compliance with the above-mentioned circulars.
4. The Company is pleased to inform that the EGM of the Company will be held through the Video Conferencing facility.
5. The web-link of the meeting shall be provided separately.
6. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
7. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
8. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with pursuant to the Circulars issued by the MCA. Further, pursuant to the MCA circulars, proxy shall not be allowed to attend and vote at the meeting. Similarly, the route map is not annexed to the Notice.
9. All relevant documents referred to in the accompanying notice and explanatory statements are made available for inspection on demand made by members via screen shared through Video Conferencing.
10. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.



CONTINUUM



CONTINUUM GREEN ENERGY LIMITED

*(formerly known as Continuum Green Energy Private Limited and
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11. A corporate member intending to send its authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013, is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.

**By Order of the Board
For Continuum Green Energy Limited
(Formerly Continuum Green Energy Private Limited and
Continuum Green Energy (India) Private Limited)**



M. Malviya

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

**Date: March 25, 2025
Place: Mumbai**



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated March 25, 2025:

ITEM NO. 1:

TO INCREASE THE LIMIT OF UNSECURED LOAN TO SUBSIDIARIES FROM INR 200 CRORE TO INR 500 CRORE UNDER SECTION 185 OF THE COMPANIES ACT, 2013

The Company, during the course of business, is required to advance loan to its subsidiaries. The Company at its Extraordinary General Meeting held on December 14, 2023 had obtained the approval of members for the loans proposed to be granted / guarantees proposed to be given/ securities proposed to be provided in connection with loan to be availed/ granted for an amount not exceeding INR 200,00,00,000/- (Indian Rupees Two Hundred Crores only).

The Audit Committee vide resolution passed on March 24, 2025 have approved the proposed increase in limit for grant of loan by the Company to subsidiary company(ies) from INR 200,00,00,000/- (Indian Rupees Two Hundred Crores only) to INR 500,00,00,000/- (Indian Rupees Five Hundred Crores only).

The Company and its subsidiaries operate in the business of selling power to commercial and industrial (C&I) customers through captive and third-party mechanisms. Under the captive mechanism, customers must require to hold a minimum of 26% of project equity in the entity selling power. Currently, subsidiary/ies i.e., CGE Shree Digvijay Cement Green Energy Private Limited, Continuum MP Windfarm Development Private Limited, Dalavaipuram Renewables Private Limited, Watsun Infrabuild Private Limited, Morjar Renewables Private Limited, CGE Hybrid Energy Private Limited, CGE II Hybrid Energy Private Limited, Jamnagar Renewables One Private Limited, Jamnagar Renewables Two Private Limited, Shubh Wind Power private Limited, Bhuj Wind Energy Private Limited and / or any other subsidiary are selling/will be selling power to customers under the captive mechanism. Consequently, the Company who are not wholly-owned subsidiary or who will no longer maintain the status of wholly-owned subsidiary of the Company will results in the inapplicability of the exemption granted under the provisions of section 185 and other application provisions of the Companies Act 2013 and rules framed thereunder, as amended/modified from time to time ("Act") for the advance of loan / provide guarantee and/or provide security, as the subsidiary/ies transition from wholly-owned subsidiary/ies to subsidiary/ies with change in shareholding status, aligning with regulatory compliance requirements.

In view of the above, it is proposed to increase the limit from INR 200,00,00,000/- (Indian Rupees Two Hundred Crores only) to INR 500,00,00,000/- (Indian Rupees Five Hundred Crores only) subject to the approval of the members of the Company, under the Act.

It is proposed to obtain approval of members of the Company for advancing loan to Subsidiaries in which one of the Director of the Company is a director.



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None of the Directors and KMP is interested in the said resolution except to the extent of their directorship and membership, if any.

**By Order of the Board
For Continuum Green Energy Limited
(Formerly Continuum Green Energy Private Limited and
Continuum Green Energy (India) Private Limited)**



M. Malviya

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

Date: March 25, 2025

Place: Mumbai

E-COMMUNICATION REGISTRATION FORM

To
Continuum Green Energy Limited
(Formerly Continuum Green Energy Private Limited and Continuum Green Energy (India) Private Limited)
Survey No 356 & 391, Periyakumarapalayam Village Gudimangalam,
Dharapuram Taluk, Coimbatore, Tirupur District - 642201, Tamil Nadu, India.

Dear Sir,

RE: Green Initiative in Corporate Governance

I / We agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through e-mail.

Folio No. / DP ID & Client ID:

Name of 1st Registered Holder:

Name of Joint Holder(s) :

Registered Address:

E -mail ID:

Date:

Signature of the first holder.....

Important Notes:

1. On registration, all the communication will be sent to the e-mail ID registered in the folio ID / DP ID & Client ID.

Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts. Unless otherwise modified by providing us communication in writing, the Company shall continue to send the notices/documents to you in the email ID referred to above.

**SHAREHOLDER'S CONSENT FOR HOLDING THE EXTRAORDINARY GENERAL MEETING OF THE
COMPANY AT SHORTER NOTICE**

Consent by shareholder for shorter notice
[Pursuant to Section 101 of the Companies Act, 2013]

To,
The Board of Directors
Continuum Green Energy Limited (“Company”)
(Formerly Continuum Green Energy Private Limited and Continuum Green Energy (India) Private Limited)
Survey No 356 & 391, Periyakumarapalayam Village Gudimangalam,
Dharapuram Taluk, Coimbatore, Tirupur District - 642201, Tamil Nadu, India.

Dear Ma'am/Sir,

**Sub: Consent for holding the extraordinary general meeting of the Company at a shorter notice pursuant to
Section 101(1) of the Companies Act, 2013**

I/We, Mr./Ms. / M/s. _____, son/daughter/wife of _____, residing / having registered office
at _____, holding _____ equity
shares of the Company, having a face value of INR 10/- (Indian Rupees Ten only) each, hereby give my/our consent,
pursuant to Section 101(1) of the Companies Act, 2013, for holding the extraordinary general meeting of the Company
on Wednesday, March 26, 2025, at 15:45 IST at a shorter notice through video conferencing / other audio-visual means
at other than registered office of the Company at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard
Avenue, Powai, Mumbai – 400076, Maharashtra, India.

Yours truly,
[Insert Name]

Date: [●]

Place: [●]