

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of Continuum Green Energy Limited (formerly Continuum Green Energy Private Limited and Continuum Green Energy (India) Private Limited) (the “Company”) will be held at a shorter notice on Monday, June 02, 2025 through video conferencing / other audio-visual means at 15:10 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:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Balance Sheet as at 31st March 2025 and the Statement of Profit and Loss along with Schedules, Notes to Accounts, and Cash Flow Statement (“**Standalone Audited Financial Statements**”) for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Balance Sheet as at 31st March 2025 and the Statement of Profit and Loss along with Schedules, Notes to Accounts, and Cash Flow Statements (“**Consolidated Audited Financial Statements**”) of the Company for the year ended on that date together with the Reports of the Auditors thereon.
3. To appoint a director in place of Mr. Arvind Bansal (DIN:00139337), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Raja Parthasarathy (DIN:02182373), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **TO RATIFY AND TAKE NOTE OF REMUNERATION PAID TO MS. ANJALI BANSAL PURSUANT TO HOLDING PLACE OF PROFIT BY RELATIVE OF DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25**

The members are requested to pass the following resolution(s) with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act 2013 and rules framed thereunder, as amended from time to time and subject to such other consents, approvals, permissions as may be required, the consent of the members be and is hereby accorded to take note of remuneration amounting to INR 92,30,388/- (Indian Rupees Ninety Two Lakh Thirty Thousand Three Hundred and Eighty Eight only) during 01st April 2024 to 31st March 2025 paid to Ms. Anjali Bansal, Vice President – Human Resources (wife of Mr. Arvind Bansal, Whole Time Director and Chief Executive Officer of the Company), who is in employment of the Company as Vice President – Human Resource.



RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Mr. Kunal Mehta, Head- Legal of the Company or Company Secretary of the Company be and is hereby severally authorised to sign / file / submit the necessary documents, papers and writings including with necessary modification with appropriate authorities / department / parties and to do all such acts, deeds, matters and things to give effect to the above.

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Mr. Kunal Mehta, Head- Legal of the Company or Company Secretary of the Company be and is hereby severally authorised to certify the resolution and provide a certified true copy of this resolution to the concerned parties, as may be required from time to time.”

6. **TO GRANT APPROVAL ON PROPOSED MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2025-26**

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

“**RESOLVED THAT** in suppression of earlier resolutions passed by the members and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, all other applicable laws and regulations, including but not limited to the relevant provisions of the Companies Act, 2013 (**‘the Act’**) as may be applicable and the Company’s Policy on dealing with Related Party Transactions and such other approvals as may be applicable, the approval of Members be and is hereby accorded to undertake following related party transactions proposed to be entered in financial year 2025-26:

Transaction wrt funding by way of granting of Loan/ investment in Debentures:

Name of related Party (Borrower/ Subsidiary Company)	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Continuum MP Windfarm Development Private Limited	<u>Tenure:</u> 15 years from date of first Disbursement	5,000	29.37%	386.57%	NA
CGE Hybrid Energy Private Limited	<u>Source of funds:</u> From surplus funds distributed by the subsidiary companies and/or	500	2.94%	84.71%	NA

CGE Shree Digvijay Cement Green Energy Private Limited	Share Capital, Debentures and External Commercial Borrowings or any other borrowings.	200	1.17%	267.81%	NA
Morjar Windfarm Development Private Limited	Details of financial indebtedness incurred: The Company may avail Unsecured loan from its subsidiaries against the surplus distribution from time to time and the same would be availed on similar terms as that of lending.	500	2.94%	56.85%	NA
Dalavaipuram Renewables Private Limited		2,346	13.78%	110.07%	NA
Morjar Renewables Private Limited		1,051	6.17%	245.64%	NA
CGE II Hybrid Energy Private Limited		10,000	58.74%	NA	NA
Jamnagar Renewables One Private Limited	Covenants: Not applicable. As these are Unsecured Loans which are subordinated in nature as per the financing documents executed with senior lenders.	5,000	29.37%	NA	NA
CGE Renewables Private Limited		3,738	21.96%	NA	NA
Bhuj Wind Energy Private Limited		5,000	29.37%	NA	NA
Shubh Wind Power Private Limited		5,000	29.37%	NA	NA
Jamnagar Renewables Two Private Limited	Interest rate: Interest applicable from Commercial operation Date ("COD") interest rate equivalent to (SBI) one year Marginal cost of Funds Based Lending Rate ("MCLR") on the 1st day of April of Financial year in which such disbursement is made plus spread of 300 bps Interest rate will be reset in every at the first day of each financial year.	5,000	29.37%	NA	NA
Continuum Power Trading (TN) Private Limited		3,095	18.18%	284.66%	NA
DRPL Captive Hybrid Private Limited		500	2.94%	NA	NA
Jamnagar Renewables Private Limited		500	2.94%	NA	NA
Srijan Renewables Private Limited	Repayment schedule: 15 years from date of first Disbursement	500	2.94%	NA	NA



Srijan Energy Systems Private Limited	<p>Whether secured or unsecured: unsecured</p> <p>Purpose for which the funds will be utilized: Towards development of Wind/Solar project and/or power storage projects as promoter contributions, promoter support and cashflow mismatch for project financing</p> <p>Justification: The Company is the holding company of these entities and acting as a promotor and for the maximization of value to be created these Unsecured Loans are to be given.</p> <p>Details of Valuation report if any: Not applicable</p>	500	2.94%	NA	NA
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Transaction wrt reimbursement of Common Overheads:

Name of related Party (Subsidiary Company)	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Bothe Windfarm Development Private Limited	Nature of transactions:	79.88	0.47%	3.54%	NA
DJ Energy Private Limited	Allocation of	37.60	0.22%	3.88%	NA
Uttar Urja Projects Private Limited	Common overhead at cost incurred by	30.40	0.18%	3.89%	NA
Trinethra Wind and Hydro Power Private Limited	CGEL at group level which	40.48	0.24%	3.24%	NA

Renewables Trinethra Private Limited	includes Employee and Administration cost.	10.08	0.06%	3.41%	NA
Continuum Trinethra Renewables Private Limited		95.96	0.56%	4.65%	NA
Kutch Windfarm Development Private Limited	Material terms if any: The methodology is applied as per the stage of the project and criteria mentioned in MOU, based on the progress of the existing/under construction projects. Tenure: Not Applicable Justification: The company allocates common overhead at cost incurred at the group level which includes employee and administration costs. As the same benefits the company and its subsidiaries hence they are allocated among the companies as per the criteria defined.	19.20	0.11%	7.88%	NA
Srijan Energy Systems Private Limited		4.09	0.02%	NA	NA
Continuum MP Windfarm Development Private Limited		70.00	0.41%	5.41%	NA
Dalavaipuram Renewables Private Limited		54.70	0.32%	2.57%	NA
CGE Shree Digvijay Cement Green Energy Private Limited		4.02	0.02%	5.38%	NA
CGE Hybrid Energy Private Limited		56.14	0.33%	9.51%	NA
Morjar Renewables Private Limited		32.96	0.19%	7.70%	NA
Watsun Infrabuild Private Limited		90.72	0.53%	3.74%	NA
Continuum Power Trading (TN) Private Limited		50.53	0.30%	4.65%	NA
Morjar Windfarm Development Private Limited		60.00	0.35%	6.82%	NA
CGE II Hybrid Energy Private Limited	Details of Valuation report if any – Not applicable	1.36	0.01%	NA	NA
CGE Renewables Private Limited		0.29	0.00%	NA	NA
Jamnagar Renewables One Private Limited		0.47	0.00%	NA	NA
Jamnagar Renewables Two Private Limited		0.71	0.00%	NA	NA
Bhuj Wind Energy Private Limited		0.64	0.00%	NA	NA
Shubh Wind Power Private Limited		0.48	0.00%	NA	NA
Srijan Renewables Private Limited		0.91	0.01%	NA	NA
Jamnagar Renewables Private Limited		0.96	0.01%	NA	NA

Transaction wrt balance of supply:

Name of related Party (Subsidiary Company)	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Jamnagar Renewables One Private Limited	Purpose: Balance of Supply of Solar Project	614.34	3.61%	NA	NA
Jamnagar Renewables Two Private Limited	Commercials: INR 8.5 Mn plus applicable taxes per MW.	1,203.60	7.07%	NA	NA
Dalavaipuram Renewables Private Limited	Payment Terms: Payment milestones defined in agreement.	827.88	4.86%	38.85%	NA
CGE Renewables Private Limited		401.20	2.36%	NA	NA
CGE II Hybrid Energy Private Limited	Validity: Till Date of Commissioning of Project.	1,955.85	11.49%	NA	NA
Morjar Renewables Private Limited	Justification: The Company undertakes the activities related to Solar Design, Engineering and Procurement for optimization in Designing and functioning of Solar Power Project.	50.15	0.29%	11.72%	NA
Bhuj Wind Energy Private Limited		1,099.29	6.46%	NA	NA
Shubh Wind Power Private Limited		802.40	4.71%	NA	NA
Kutch Windfarm Development Private Limited	Details of Valuation report if any The Company has finalized the pricing as per the industry practices.	401.20	2.36%	164.68%	NA

Transaction wrt rentals for sub-lease of land:

Name of Lessor	Name of Lessee	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Morjar Renewables Private Limited	Jamnagar Renewables One Private Limited	Purpose: The Company (Lessor) has taken land parcels on lease by entering into long term lease agreement part of which are not utilised for its project capacity & hence sub leased to other entities for optimizing its resources. Commercials: Actual lease rent payable to the lessor. In addition to that the Company would charge 10% of the rental amount to sub lessor towards administrative overheads. Payment Terms: as defined in agreement. Validity: As per agreement. Justification: The Company (Lessor) has taken land parcels on lease by entering into long term	7.00	NA	NA	NA
Morjar Renewables Private Limited	Jamnagar Renewables Two Private Limited		3.00	NA	NA	NA
DRPL Captive Hybrid Private Limited	Kutch Windfarm Development Private Limited		5.00	NA	NA	NA

		lease agreement part of which are not utilised for its project capacity & hence sub leased to other entities for optimising its resources.				
		<u>Details of Valuation report if any</u> Not Applicable				

Transaction wrt sharing of common infrastructure:

Name of Service Provider	Name of Services Receiver	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
DJ Energy Private Limited	Uttar Urja Projects Private Limited	<u>Purpose:</u> The Company (service provider) has constructed evacuation infrastructure for supply of power which is been shared with other Company for optimum utilization of evacuation facilities	35.37	0.21%	NA	NA
DJ Energy Private Limited	Continuum MP Windfarm Development Private Limited		8.14	0.05%	NA	NA
Uttar Urja Projects Private Limited	Continuum MP Windfarm Development Private Limited		6.61	0.04%	NA	NA
Morjar Windfarm Development Private Limited	CGE Renewables Private Limited	<u>Commercials:</u> As per agreement. <u>Payment Terms:</u> As per agreement. <u>Validity:</u> As per agreement.	9.70	0.06%	NA	NA
Trinethra Wind and Hydro Power Private Limited	Renewables Trinethra Private Limited		5.33	0.03%	NA	NA
Trinethra Wind and Hydro	Kutch Windfarm Development Private Limited		5.97	0.04%	NA	NA

Power Private Limited		Justification: For optimum utilization of evacuation facilities				
Trinethra Wind and Hydro Power Private Limited	Continuum Trinethra Renewables Private Limited		8.45	0.05%	NA	NA
Morjar Renewables Private Limited	Jamnagar Renewables One Private Limited	Details of Valuation report if any: Not Applicable	22.37	0.13%	NA	NA
Morjar Renewables Private Limited	Jamnagar Renewables Two Private Limited		28.77	0.17%	NA	NA

Transaction wrt availing of loan:

Name of Lender	Name of Borrower	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Bothe Windfarm Development Private Limited	*RG-2 entities and Non RG-2 entities	Tenure: 15 Years from date of 1 st Tranche payment Interest rate: Interest rate equivalent to (SBI) one year Marginal cost of Funds Based Lending Rate ("MCLR") on the 1 st day of April of Financial year in which such disbursement is made plus spread of 300 bps	2,500	14.69%	NA	NA
Continuum Trinethra Renewables Private Limited			2,800	16.45%	NA	NA
Watsun Infrabuild Private Limited			2,000	11.75%	NA	NA
DJ Energy Private Limited			500	2.94%	NA	NA
Uttar Urja Projects Private Limited			300	1.76%	NA	NA
Renewables Trinethra Private Limited			300	1.76%	NA	NA



Kutch Windfarm Development Private Limited		Interest rate will be reset in every at the first day of each financial year.	400	2.35%	NA	NA
Trinethra Wind and Hydro Power Private Limited		<p>Repayment schedule: 15 years from date of first Disbursement</p> <p>Whether secured or unsecured: unsecured</p> <p>Purpose: For development of New Wind/Solar Project and/or power storage projects and general corporate purpose</p> <p>Justification: The Loan proceeds are proposed to be applied for developing new renewables projects by itself or through subsidiaries which would maximise the value and for working capital purpose.</p> <p>Details of Valuation report if any- Not applicable</p>	800	4.70%	NA	NA

* RG-2 Entities:

1. Bothe Windfarm Development Private Limited
2. Watsun Infrabuild Private Limited
3. Uttar Urja Projects Private Limited
4. DJ Energy Private Limited
5. Renewables Trinethra Private Limited
6. Trinethra Wind and Hydro Power Private Limited
7. Kutch Windfarm Development Private Limited
8. Continuum Trinethra Renewables Private Limited



*** Non RG-2 Entities:**

1. Continuum Green Energy Limited
2. Jamnagar Renewables Private Limited
3. Shubh Wind Power Private Limited
4. CGE II Hybrid Energy Private Limited
5. CGE Hybrid Energy Private Limited
6. Bhuj Wind Energy Private Limited
7. DRPL Captive Hybrid Private Limited
8. Morjar Renewables Private Limited
9. Morjar Windfarm Development Private Limited
10. Jamnagar Renewables One Private Limited
11. Jamnagar Renewables Two Private Limited
12. Dalavaipuram Renewables Private Limited
13. Srijan Energy Systems Private Limited
14. CGE Shree Digvijay Cement Green Energy Private Limited
15. Continuum MP Windfarm Development Private Limited
16. Continuum Power Trading (TN) Private Limited
17. Srijan Renewables Private Limited
18. CGE Renewables Private Limited

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Mr. Kunal Mehta, Head – Legal of the Company or Company Secretary of the Company be and are hereby severally authorised to certify the resolutions and to forward a certified true copy of this resolutions, on behalf of the Company to the concerned parties and / or departments as may be required from time to time and to do all such acts, deeds and things as may be deemed necessary for giving effect to aforesaid resolution.”

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: May 30, 2025
Place: Mumbai

NOTES:

1. The Annual General Meeting (AGM) 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 AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 30th September 2025, 2022. Accordingly, the AGM is being conducted in compliance with the above-mentioned circulars.
4. The Company is pleased to inform that the AGM 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.



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)



Mahendra Malviya
Company Secretary

ICSI Membership No. A27547

Date: May 30, 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 May 30, 2025:

ITEM NO. 5:**TO RATIFY AND TAKE NOTE OF REMUNERATION PAID TO MS. ANJALI BANSAL PURSUANT TO HOLDING PLACE OF PROFIT BY RELATIVE OF DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25**

The Audit Committee at its meeting held on May 15, 2025 has ratified and taken note of the remuneration (Cost to Company i.e., CTC) amounting to INR 92,30,388/- (Indian Rupees Ninety Two Lakh Thirty Thousand Three Hundred and Eighty Eight only) during 01st April 2024 to 31st March 2025 paid to Ms. Anjali Bansal, Vice President – Human Resources (wife of Mr. Arvind Bansal, Whole Time Director and Chief Executive Officer of the Company), who is in employment of the Company as Vice President – Human Resource.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the notice to take note of the remuneration paid to Ms. Anjali Bansal (wife of Mr. Arvind Bansal, Director of the Company) who is in employment of the Company as Vice President – Human Resource.

Except Mr. Arvind Bansal, Whole Time Director and Chief Executive Officer of the Company none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

ITEM NO. 6:**TO GRANT APPROVAL ON PROPOSED MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2025-26**

In pursuance of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company enters into various related party transactions with the related party(s). As per SEBI Regulation, the approval of members is required to enter into material related party transactions i.e., transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company. The Audit Committee and Board of Directors of the Company had accorded its consent to enter into below material related party transactions at their meeting held on May 15, 2025.



The material related party transaction(s) proposed to be entered by the Company with related party(s) in the Financial year 2025-26 are as below:

Transaction wrt funding by way of granting of Loan/ investment in Debentures:

Name of related Party (Borrower/ Subsidiary Company)	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Continuum MP Windfarm Development Private Limited	Tenure: 15 years from date of first Disbursement Source of funds: From surplus funds distributed by the subsidiary companies and/or Share Capital, Debentures and External Commercial Borrowings or any other borrowings.	5,000	29.37%	386.57%	NA
CGE Hybrid Energy Private Limited		500	2.94%	84.71%	NA
CGE Shree Digvijay Cement Green Energy Private Limited		200	1.17%	267.81%	NA
Morjar Windfarm Development Private Limited	Details of financial indebtedness incurred: The Company may avail Unsecured loan from its subsidiaries against the surplus distribution from time to time and the same would be availed on similar terms as that of lending.	500	2.94%	56.85%	NA
Dalavaipuram Renewables Private Limited		2,346	13.78%	110.07%	NA
Morjar Renewables Private Limited		1,051	6.17%	245.64%	NA
CGE II Hybrid Energy Private Limited		10,000	58.74%	NA	NA
Jamnagar Renewables One Private Limited	Covenants: Not applicable. As these are Unsecured Loans which are subordinated in nature as per the financing documents executed with senior lenders.	5,000	29.37%	NA	NA
CGE Renewables Private Limited		3,738	21.96%	NA	NA

Bhuj Wind Energy Private Limited	Interest rate: Interest applicable from Commercial operation Date ("COD") interest rate equivalent to (SBI) one year Marginal cost of Funds Based Lending Rate ("MCLR") on the 1st day of April of Financial year in which such disbursement is made plus spread of 300 bps	5,000	29.37%	NA	NA
Shubh Wind Power Private Limited		5,000	29.37%	NA	NA
Jamnagar Renewables Two Private Limited		5,000	29.37%	NA	NA
Continuum Power Trading (TN) Private Limited		3,095	18.18%	284.66%	NA
DRPL Captive Hybrid Private Limited	Interest rate will be reset in every at the first day of each financial year. Repayment schedule: 15 years from date of first Disbursement Whether secured or unsecured: unsecured Purpose for which the funds will be utilized: Towards development of Wind/Solar project and/or power storage projects as promoter contributions, promoter support and cashflow mismatch for project financing Justification: The Company is the holding company of these entities and acting as a promotor and for the maximization of value to be created these Unsecured Loans are to be given. Details of Valuation report if any: Not applicable	500	2.94%	NA	NA
Jamnagar Renewables Private Limited		500	2.94%	NA	NA
Srijan Renewables Private Limited		500	2.94%	NA	NA
Srijan Energy Systems Private Limited		500	2.94%	NA	NA



Transaction wrt reimbursement of Common Overheads:

Name of related Party (Subsidiary Company)	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Bothe Windfarm Development Private Limited	Nature of transactions: Allocation of Common overhead at cost incurred by CGEL at group level which includes Employee and Administration cost.	79.88	0.47%	3.54%	NA
DJ Energy Private Limited		37.60	0.22%	3.88%	NA
Uttar Urja Projects Private Limited		30.40	0.18%	3.89%	NA
Trinethra Wind and Hydro Power Private Limited		40.48	0.24%	3.24%	NA
Renewables Trinethra Private Limited	Material terms if any: The methodology is applied as per the stage of the project and criteria mentioned in MOU, based on the progress of the existing/under construction projects.	10.08	0.06%	3.41%	NA
Continuum Trinethra Renewables Private Limited		95.96	0.56%	4.65%	NA
Kutch Windfarm Development Private Limited		19.20	0.11%	7.88%	NA
Srijan Energy Systems Private Limited		4.09	0.02%	NA	NA
Continuum MP Windfarm Development Private Limited	Tenure: Not Applicable Justification: The company allocates common overhead at cost incurred at the group level which includes employee and administration costs. As the same benefits the company and its subsidiaries hence they	70.00	0.41%	5.41%	NA
Dalavaipuram Renewables Private Limited		54.70	0.32%	2.57%	NA
CGE Shree Digvijay Cement Green Energy Private Limited		4.02	0.02%	5.38%	NA
CGE Hybrid Energy Private Limited		56.14	0.33%	9.51%	NA
Morjar Renewables Private Limited		32.96	0.19%	7.70%	NA

Watsun Infrabuild Private Limited	are allocated among the companies as per the criteria defined. Details of Valuation report if any – Not applicable	90.72	0.53%	3.74%	NA
Continuum Power Trading (TN) Private Limited		50.53	0.30%	4.65%	NA
Morjar Windfarm Development Private Limited		60.00	0.35%	6.82%	NA
CGE II Hybrid Energy Private Limited		1.36	0.01%	NA	NA
CGE Renewables Private Limited		0.29	0.00%	NA	NA
Jamnagar Renewables One Private Limited		0.47	0.00%	NA	NA
Jamnagar Renewables Two Private Limited		0.71	0.00%	NA	NA
Bhuj Wind Energy Private Limited		0.64	0.00%	NA	NA
Shubh Wind Power Private Limited		0.48	0.00%	NA	NA
Srijan Renewables Private Limited		0.91	0.01%	NA	NA
Jamnagar Renewables Private Limited		0.96	0.01%	NA	NA

Transaction wrt balance of supply:

Name of related Party (Subsidiary Company)	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Jamnagar Renewables One Private Limited	Purpose: Balance of Supply of Solar Project	614.34	3.61%	NA	NA
Jamnagar Renewables Two Private Limited	Commercials: INR 8.5 Mn plus applicable taxes per MW.	1,203.60	7.07%	NA	NA
Dalavaipuram Renewables Private Limited		827.88	4.86%	38.85%	NA

CGE Renewables Private Limited	Payment Terms: Payment milestones defined in agreement. Validity: Till Date of Commissioning of Project. Justification: The Company undertakes the activities related to Solar Design, Engineering and Procurement for optimization in Designing and functioning of Solar Power Project. Details of Valuation report if any The Company has finalized the pricing as per the industry practices.	401.20	2.36%	NA	NA
CGE II Hybrid Energy Private Limited		1,955.85	11.49%	NA	NA
Morjar Renewables Private Limited		50.15	0.29%	11.72%	NA
Bhuj Wind Energy Private Limited		1,099.29	6.46%	NA	NA
Shubh Wind Power Private Limited		802.40	4.71%	NA	NA
Kutch Windfarm Development Private Limited		401.20	2.36%	164.68%	NA

Transaction wrt rentals for sub-lease of land:

Name of Lessor	Name of Lessee	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Morjar Renewables Private Limited	Jamnagar Renewables One Private Limited	Purpose: The Company (Lessor) has taken land parcels on lease by entering into long term lease agreement part of which are not utilised for its project capacity & hence sub leased to other	7.00	NA	NA	NA
Morjar Renewables Private Limited	Jamnagar Renewables Two Private Limited		3.00	NA	NA	NA
DRPL Captive	Kutch Windfarm		5.00	NA	NA	NA

Hybrid Private Limited	Development Private Limited	<p>entities for optimizing its resources.</p> <p><u>Commercials:</u> Actual lease rent payable to the lessor. In addition to that the Company would charge 10% of the rental amount to sub lessor towards administrative overheads.</p> <p><u>Payment Terms:</u> as defined in agreement.</p> <p><u>Validity:</u> As per agreement.</p> <p><u>Justification:</u> The Company (Lessor) has taken land parcels on lease by entering into long term lease agreement part of which are not utilised for its project capacity & hence sub leased to other entities for optimising its resources.</p> <p><u>Details of Valuation report if any</u> Not Applicable</p>				
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Transaction wrt sharing of common infrastructure:

Name of Service Provider	Name of Services Receiver	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
DJ Energy Private Limited	Uttar Urja Projects Private Limited	Purpose: The Company (service provider) has constructed evacuation infrastructure for supply of power which is been shared with other Company for optimum utilization of evacuation facilities	35.37	0.21%	NA	NA
DJ Energy Private Limited	Continuum MP Windfarm Development Private Limited		8.14	0.05%	NA	NA
Uttar Urja Projects Private Limited	Continuum MP Windfarm Development Private Limited		6.61	0.04%	NA	NA
Morjar Windfarm Development Private Limited	CGE Renewables Private Limited	Commercials: As per agreement.	9.70	0.06%	NA	NA
Trinethra Wind and Hydro Power Private Limited	Renewables Trinethra Private Limited		5.33	0.03%	NA	NA
Trinethra Wind and Hydro Power Private Limited	Kutch Windfarm Development Private Limited		5.97	0.04%	NA	NA
Trinethra Wind and Hydro Power Private Limited	Continuum Trinethra Renewables Private Limited	Validity: As per agreement. Justification: For optimum utilization of evacuation facilities	8.45	0.05%	NA	NA
Morjar Renewables Private Limited	Jamnagar Renewables One Private Limited		22.37	0.13%	NA	NA
Morjar Renewables Private Limited	Jamnagar Renewables Two Private Limited		28.77	0.17%	NA	NA

Transaction wrt availing of loan:

Name of Lender	Name of Borrower	Particulars of transactions	Value of transactions (In INR Million)	% of transaction (Calculated on the basis of company annual consolidated turnover for the immediately preceding financial year)	% of transaction (Calculated on the basis of the Subsidiary's annual turnover on a standalone basis)	% of counter-party's annual consolidated turnover
Bothe Windfarm Development Private Limited	*RG-2 entities and Non RG-2 entities	Tenure: 15 Years from date of 1 st Tranche payment	2,500	14.69%	NA	NA
Continuum Trinethra Renewables Private Limited			2,800	16.45%	NA	NA
Watsun Infrabuild Private Limited		Interest rate: Interest rate equivalent to (SBI) one year Marginal cost of Funds Based Lending Rate ("MCLR") on the 1 st day of April of Financial year in which such disbursement is made plus spread of 300 bps	2,000	11.75%	NA	NA
DJ Energy Private Limited			500	2.94%	NA	NA
Uttar Urja Projects Private Limited			300	1.76%	NA	NA
Renewables Trinethra Private Limited			300	1.76%	NA	NA
Kutch Windfarm Development Private Limited			400	2.35%	NA	NA
Trinethra Wind and Hydro Power Private Limited			800	4.70%	NA	NA
		Interest rate will be reset in every at the first day of each financial year.				
		Repayment schedule: 15 years from date of first Disbursement				
		Whether secured or unsecured: unsecured				
		Purpose: For development of New				

		<p>Wind/Solar Project and/or power storage projects and general corporate purpose</p> <p>Justification: The Loan proceeds are proposed to be applied for developing new renewables projects by itself or through subsidiaries which would maximise the value and for working capital purpose.</p> <p>Details of Valuation report if any- Not applicable</p>				
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*** RG-2 Entities:**

1. Bothe Windfarm Development Private Limited
2. Watsun Infrabuild Private Limited
3. Uttar Urja Projects Private Limited
4. DJ Energy Private Limited
5. Renewables Trinethra Private Limited
6. Trinethra Wind and Hydro Power Private Limited
7. Kutch Windfarm Development Private Limited
8. Continuum Trinethra Renewables Private Limited

*** Non RG-2 Entities:**

1. Continuum Green Energy Limited
2. Jamnagar Renewables Private Limited
3. Shubh Wind Power Private Limited
4. CGE II Hybrid Energy Private Limited
5. CGE Hybrid Energy Private Limited
6. Bhuj Wind Energy Private Limited
7. DRPL Captive Hybrid Private Limited
8. Morjar Renewables Private Limited
9. Morjar Windfarm Development Private Limited
10. Jamnagar Renewables One Private Limited
11. Jamnagar Renewables Two Private Limited

12. Dalavaipuram Renewables Private Limited
13. Srijan Energy Systems Private Limited
14. CGE Shree Digvijay Cement Green Energy Private Limited
15. Continuum MP Windfarm Development Private Limited
16. Continuum Power Trading (TN) Private Limited
17. Srijan Renewables Private Limited
18. CGE Renewables Private Limited

The Board recommends passing of this resolution as Ordinary Resolution.

None of the Directors or Key Managerial Personnel or member of senior management and /their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their directorship.

Date: May 30, 2025

Place: Mumbai

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



Mahendra Malviya
Company Secretary

ICSI Membership No. A27547

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 ANNUAL 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 annual 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 Annual General Meeting of the Company on Monday, June 02, 2025 at 15:10 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: [●]