

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 01st 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 2025-26 will be held at a shorter notice on Monday, June 30, 2025 through Video Conferencing/ other audio-visual means at 18:30 IST 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 businesses:

SPECIAL BUSINESS:**ITEM NO. 1****TO APPROVE APPOINTMENT OF MS. AISHWARYA CHANDRAMOHAN AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, made thereunder (including, in each case, any statutory modifications, amendments thereto or re-enactment thereof for the time being in force), the enabling provisions of Articles of Association of the Company and basis recommendation of Board of Directors, the approval of the members of the Company be and is hereby accorded to appoint Ms. Aishwarya Chandramohan (DIN: 07560890) who was appointed as an Additional Director of the Company with effect from June 08, 2025, be and is hereby appointed as a non-executive independent director of the Company for a term of 5 consecutive years with effect from June 08, 2025.

RESOLVED FURTHER THAT the certified true copy of the resolution be furnished under signature of any Directors of the Company or Chief Financial Officer of the Company or Head-Legal of the Company or Company Secretary of the Company (“**Authorised Persons**”), who are hereby jointly and/ or severally authorized, to do all such acts and deeds as may be required, as and when demanded, for proper implementation of the aforesaid resolutions and to ensure that all necessary documents are furnished to the requisite statutory authorities or to any other person concerned or interested in the matter.”



ITEM NO. 2**TO APPROVE REMUNERATION PAYABLE TO MS. AISHWARYA CHANDRAMOHAN, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 197 and 198 of the Companies Act, 2013 (**“Act”**) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and other applicable rules, if any, notified thereunder (including, in each case, any statutory modifications, amendments thereto or re-enactment thereof for the time being in force), the enabling provisions of Articles of Association of the Company and basis the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to pay remuneration/commission and sitting fees to Ms. Aishwarya Chandramohan as follows:

- (a) remuneration/commission of INR 36,00,000/- (Indian Rupees Thirty Six Lakhs only) per annum (payable either as a lump sum annually or on a pro-rata basis) subject to the provisions of the Companies Act, 2013 (**“Act”**) and other applicable law, for a period of 3 (Three) years as may be approved by the Board/shareholders of the Company and subject to the provisions of the Act and other applicable law. The Board may from time to time, subject to applicable approvals by the shareholders of the company (as may be required under the Act and the Articles of Association, from time to time), the provisions of the Act and other applicable law, fix a commission payable to the independent directors, not exceeding a total of 1%, (one percent) of Profit After Tax of the Company, aggregated for all independent directors; and
- (b) sitting fees of INR 1,00,000/- (Indian Rupees One Lakh only) for attending the meetings of the Board and INR 1,00,000/- (Indian Rupees One Lakh only) for attending meetings of the Audit committee and Nomination and Remuneration committee and INR 50,000 (Indian Rupees Fifty Thousand only) for other committees in which non-executive independent director is member.

RESOLVED FURTHER THAT the certified true copy of the resolution be furnished under signature of any Directors of the Company or Chief Financial Officer of the Company or Head- Legal of the Company or Company Secretary of the Company, who are hereby jointly and/ or severally authorized, to do all such acts and deeds as may be required, as and when demanded, for proper implementation of the aforesaid resolutions and to ensure that all necessary documents are furnished to the requisite statutory authorities or to any other person concerned or interested in the matter.”



ITEM NO. 3**TO APPROVE PERFORMANCE INCENTIVE OF MR. ARVIND BANSAL, WHOLE-TIME DIRECTOR
AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and basis the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of the performance incentive to Mr. Arvind Bansal, Whole-time Director and Chief Executive Officer of the Company for Financial Year 2023-2024 as follows:

1. **Performance Incentive for the Financial Year 2023-2024** - INR 19,772,294/- (Indian Rupees One Crore Ninety Seven Lakhs Seventy Two Thousand Two Hundred and Ninety Four only).

RESOLVED FURTHER THAT any of the Directors of the Company (except Mr. Arvind Bansal) 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 and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4**TO APPROVE REVISED FIXED REMUNERATION AND PERFORMANCE INCENTIVE OF MR. ARVIND
BANSAL, WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR
FINANCIAL YEAR 2024-2025**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and basis the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of the revised





fixed remuneration and performance incentive for the Financial Year 2024-2025 to Mr. Arvind Bansal, Whole-time Director and Chief Executive Officer of the Company as below:

1. **Revised fixed remuneration for the Financial Year 2024-2025** - INR 49,430,736/- (Indian Rupees Four Crore Ninety Four Lakhs Thirty Thousand Seven Hundred and Thirty Six only) and arrears equal to the difference between this fixed remuneration and the fixed remuneration actually paid to him for the period 01 April 2024 to 31 March 2025 be paid to him.
2. **Performance incentive for the Financial Year 2024-2025** - INR 37,073,052/- (Indian Rupees Three Crore Seventy Lakhs Seventy Three Thousand Fifty Two only)

RESOLVED FURTHER THAT any of the Directors of the Company (except Mr. Arvind Bansal) 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 and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5

TO APPROVE FIXED REMUNERATION AND PERFORMANCE INCENTIVE OF MR. ARVIND BANSAL, WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR FINANCIAL YEAR 2025-2026

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and basis the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of the fixed remuneration and performance incentive of Mr. Arvind Bansal, Whole-time Director and Chief Executive Officer of the Company during Financial Year 2025-2026 as below:

1. **Fixed remuneration for the Financial Year 2025-2026** - INR 51,902,272/- (Indian Rupees Five crore nineteen lakhs two thousand two hundred and seventy two only) and arrears equal to difference between this fixed remuneration and fixed remuneration actually paid to him for the period since 01 April 2025 be paid to him.
2. **Performance incentive for the Financial Year 2025-2026** will be up to 80 % of his fixed remuneration in point 1 above.



3. The revisions in point 1 and point 2 are as per the revised compensation structure wherein

- a. Year-over-Year (“YOY”) increment in fixed compensation will be capped at upto 5% of the previous year (unless decided otherwise by the Board of Directors and Nomination and Remuneration Committee)
- b. Nomination and Remuneration Committee and the Board of Directors will decide the Variable Performance Pay ratio to fixed at the beginning of each financial year.

RESOLVED FURTHER THAT the fixed remuneration paid to Mr. Arvind Bansal for the month of April, May and June 2025 amounting to INR 1,17,14,721 (Indian Rupees One crore seventeen lakhs fourteen thousand seven hundred and twenty one only) be and is hereby ratified.

RESOLVED FURTHER THAT any of the Directors of the Company (except Mr. Arvind Bansal) 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 and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 6

TO APPROVE FIXED REMUNERATION AND PERFORMANCE INCENTIVE OF MR. N V VENKATARAMANAN WHOLE-TIME DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY FOR FINANCIAL YEAR 2025-2026

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and basis the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of the fixed remuneration and performance incentive of Mr. N V Venkataramanan Whole-Time Director and Chief Operating Officer of the Company for the Financial Year 2025-2026 as below:

1. **Fixed remuneration for the Financial Year 2025-2026** - INR 39,286,139/- (Rupees Three crore ninety two lakh eighty six thousand one hundred and thirty nine only) and arrears equal to difference between this fixed remuneration and fixed remuneration actually paid to him for the period since 01 April 2025 be paid to him.





2. **Performance incentive payable in the Financial Year 2025-2026-** INR 5,357,200/- (Rupees Fifty three lakhs fifty seven thousand and two hundred only) for the performance of Mr. N V Venkataramanan during the Financial Year 2024-2025.

RESOLVED FURTHER THAT any of the Directors of the Company (except Mr. N V Venkataramanan) 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 and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 7

TO APPROVE FIXED REMUNERATION AND PERFORMANCE INCENTIVE OF MS. ANJALI BANSAL PURSUANT TO HOLDING OFFICE OR PLACE OF PROFIT BY RELATIVE OF DIRECTOR OF THE COMPANY FOR FINANCIAL YEAR 2025-2026

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

“**RESOLVED THAT** pursuant to provision of Section 188 of the Companies Act, 2013 and 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, and all other applicable laws and regulations and the Company’s Policy on dealing with Related Party Transactions and applicable provisions of Memorandum of Association and Articles of Association of the Company and basis the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of the fixed remuneration and performance incentive to Ms. Anjali Bansal pursuant to holding office or place of profit in the Company as below:

1. **Fixed remuneration for the Financial Year 2025-2026 -** INR 8,784,694/- (Rupees Eighty seven lakh eighty four thousand six hundred and ninety four only) and arrears equal to difference between this fixed remuneration and fixed remuneration actually paid to her for the period since 01 April 2025 be paid to her.
2. **Performance incentive payable in the Financial Year 2025-2026-** INR 1,197,913/- (Rupees Eleven lakh ninety seven thousand nine hundred and thirteen only) for the performance of Ms. Anjali Bansal during the Financial Year 2024-2025.

RESOLVED FURTHER THAT the fixed remuneration paid to Ms. Anjali Bansal for the month of April, May and June 2025 amounting to INR 19,54,521 (Indian Rupees Nineteen lakhs fifty four thousand five hundred and twenty one only) be and is hereby ratified.



RESOLVED FURTHER THAT any of the Directors of the Company (except Mr. Arvind Bansal) 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 and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

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: June 30, 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.



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)



H. Malviya

Mahendra Malviya
Company Secretary
ICSI Membership No. A27547

Date: June 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:

ITEM NO 1**TO APPROVE APPOINTMENT OF MS. AISHWARYA CHANDRAMOHAN AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors had appointed Ms. Aishwarya Chandramohan as an Additional Director (Non-executive, Independent) on June 08, 2025. It is proposed to regularise appointment of Ms. Aishwarya Chandramohan as Non-executive Independent Director of the Company for a period of 5 years with effect from June 08, 2025.

Information required under Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India with respect to the Director, seeking appointment as a Director, is as under:

Name of the Director	Aishwarya Chandramohan
Director Identification Number (DIN)	07560890
Date of Birth	24/05/1985
Age	40
Date of Appointment	08/06/2025
Qualification	Bachelor's degree in Commerce from the University of Madras and is a Fellow of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost Accountants of India
Experience	17 years
Terms and Conditions of Appointment or reappointment along with the details of the remuneration sought to be paid	As approved by the Board of Directors of the Company
Remuneration last drawn by, if applicable	Not applicable
Date of first appointment on the Board	08/06/2025
Number of shares held in the Company	Nil
Directorships (Excluding Alternate Directorships, foreign companies and companies under Section 8 of the Companies Act, 2013)	1. Mobismart Card Technology Limited 2. Essentia business Private Limited 3. Jamnagar Renewables One Private Limited 4. Jamnagar Renewables Two Private Limited 5. Dalavaipuram Renewables Private Limited 6. Bhuj Wind Energy Private Limited 7. CGE Renewables Private Limited



	8. Continuum MP Windfarm Development Private Limited 9. CGE II Hybrid Energy Private Limited 10. Shubh Wind Power Private Limited
Chairman/ Member of the Committee of the Board of Directors	Not applicable
Number of Board Meetings attended during the year	Not applicable
Inter-se relationship between the Directors, Manager and other Key Managerial Personnel of the company	Not applicable

In view of above, the Board recommends the passing of the resolution set out at item No. 1 by way of passing of Special Resolution.

Except for Ms. Aishwarya Chandramohan, none of the Directors and 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 2

TO APPROVE REMUNERATION PAYABLE TO MS. AISHWARYA CHANDRAMOHAN, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Nature of Industry:

The Company is engaged in 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 and 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 build, develop, own facilities for production, supply, storage, transportation, distribution, utilization of green hydrogen and/or its derivatives.

Details of financial performance:

During the financial year 2024-25, the total income as per Standalone Financial Statement ("SFS") is INR 7,110.78 millions, which is higher than previous financial year 2023-24 total income of INR 3,091.02 millions mainly due to increase in a) revenue from Engineering, Procurement and Construction services which was not there in the previous year, b) deemed dividend income recognised pursuant to terms of loans given to subsidiaries c) Interest Income on loan given to subsidiaries which was not there in the previous year c) net gain on financial assets measured at Fair Value through Profit or Loss ("FVTPL") on Optionally Convertible Debentures ("OCD") of subsidiary companies due to



changes in fair value based on cashflow projections and discount rate which was offset partly by decrease in a) contract novation fees, as there are no such transactions in the current year.

During the financial year 2024-25, the total profit before tax on Standalone Financial Statement ("SFS") was INR 37.98 millions as compared to the previous Financial Year loss before tax of INR 3,572.33 millions. Variance is majorly due (i) Margin earned on EPC contracts which was not there in the previous year (ii) Interest Income on loan given to subsidiaries which was not there in the previous year amounting to INR 590.45 millions (iii) deemed dividend income on loan given to subsidiary companies recognised pursuant to the loan terms amounting to INR 1,322.87 millions (iv) net gain on financial assets measured at Fair Value through Profit or Loss ("FVTPL") on Optionally Convertible Debentures, Compulsorily Convertible Debentures of subsidiary companies due to changes in fair value based on cashflow projections and discount rate by INR 708.18 millions (v) decrease in interest payable on Non Convertible Debentures- Continuum Energy Aura Pte Ltd by INR 735.28 millions.

Reasons of loss or inadequate profits:

The Company and Continuum Group are in growth phase. The subsidiaries of Company have executed the projects or in the process of executing the projects which are capital intensive. As some of these projects are in development phase or early commissioning phase, these subsidiaries are not able to distribute dividend on equity shares subscribed by the Company and/or pay interest on debentures subscribed by the Company. The financing documents executed with the lenders stipulates certain restrictive conditions with respect to distribution of dividend or payment of interest. At the same time Company is required to honour its debt obligation. This has resulted into higher finance costs which has largely impacted the profits of the Company. Company has earned Profit before tax of INR 37.97 million and Earning before Interest, Depreciation, Tax Amortisation (EBIDTA) is INR 4977.40 million in financial year 2024-25.

Steps taken or proposed to be taken for improvement:

Once all the projects become fully operational and start running for entire financial year, Company will be able to accrue income from dividend on equity shares and interest on debentures. The Company is also proposing to issue its equity shares in primary market and list its equity shares on certain recognized stock exchanges in India. As per use of proceeds of Initial Public Offer, it is proposed to reduce the Group borrowings by prepaying certain term loans.

Expected increase in productivity and profits in measurable terms:

Company cannot give guidance of future financial numbers as it has already filed Draft Red Herring Prospectus ("DRHP") with Securities and Exchange Board of India ("SEBI"). But as explained above the Company's certain subsidiaries are in the advance stage of projects execution and upon operationalisation the Company would be able to accrue dividend income or interest income on the investments made by Company into these subsidiaries.



Foreign investments or collaborations:

During the financial year 2024-25, the Company has received foreign investment amounting to INR 12,56,24,99,975.37/- from JC Infinity (B) Limited.

Background details:

Ms. Aishwarya Chandramohan holds a Bachelor's degree in Commerce from the University of Madras and is a Fellow of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost Accountants of India. She has over 17 years of experience in finance, audit, taxation, and compliance. She currently serves as a Director at Mobismart Card Technology Limited and Essentia Business Private Limited. She has previously been associated with Bharti Airtel Limited, Creative Solutions, and other professional entities in corporate finance roles.

Past remuneration:

No remuneration paid by the Company in past.

Recognition or awards: - Nil**Job profile and her suitability:**

Her role and duties will be those as required under the Companies Act, 2013 (the "Act") more particularly stated in Schedule IV of the Act, and as per the provisions of the Articles of Association of the Company, in each case, as may be amended from time to time. The Board has considered her diverse skills, leadership capabilities, expertise in areas of legal expertise as being key requirements for this role. Accordingly, the Board is of the view that she is a person of integrity and possesses the requisite skills and capabilities, fulfils the conditions specified in the Act and the Rules made thereunder, each as amended, hence it is desirable and in the interest of the Company to appoint her as an Independent Director.

Remuneration and/or performance incentive proposed:

- remuneration/commission of INR 36,00,000/- (Indian Rupees Thirty Six Lakhs only) per annum (payable either as a lump sum annually or on a pro-rata basis), for a period of 3 (Three) years as may be approved by the Board/shareholders of the Company and pursuant to the provisions of the Act and other applicable law. The Board may from time to time, subject to applicable approvals by the shareholders of the company (as may be required under the Act and the Articles of Association, from time to time), the provisions of the Act and other applicable law, fix a commission payable to the independent directors, not exceeding a total of 1% (one percent) of Profit After Tax of the Company, aggregated for all independent directors; and
- sitting fees of INR 1,00,000/- (Indian Rupees One Lakh only) for attending the meetings of the Board and INR 1,00,000/- (Indian Rupees One Lakh only) for attending meetings of the Audit committee and Nomination and





Remuneration committee and INR 50,000/- (Indian Rupees Fifty Thousand only) for other committees in which the non executive independent director is a member.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The non-executive independent directors of the Company are leading professionals with high level of expertise and rich experience in varied functional areas and will play a vital role in shaping and steering the long-term strategy for the overall growth of the Company and will assume a central role in maintaining high level of corporate governance in the Company. In view of this, it is general practice in the industry to compensate them adequately for their commitment and the value they bring onboard. The Company benchmarked the remuneration payable to non-executive independent directors on the basis of industry, size of the Company, effective governance and expected contribution by the Board.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

None other than remuneration paid / payable by the Company.

In view of above, the Board recommends the passing of the resolution set out at item No. 2 by way of passing of Special Resolution.

Except for Ms. Aishwarya Chandramohan, none of the Directors and 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 3, 4 AND 5

TO APPROVE PERFORMANCE INCENTIVE OF MR. ARVIND BANSAL, WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024

TO APPROVE REVISED FIXED REMUNERATION AND PERFORMANCE INCENTIVE OF MR. ARVIND BANSAL, WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR FINANCIAL YEAR 2024-2025

TO APPROVE FIXED REMUNERATION AND PERFORMANCE INCENTIVE OF MR. ARVIND BANSAL, WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR FINANCIAL YEAR 2025-2026

Mr. Arvind Bansal was appointed as a Whole Time Director and Chief Executive Officer w.e.f. November 27, 2024. The Performance incentive of Mr. Arvind Bansal for the Financial year 2023-2024 and his revised fixed remuneration and performance incentive for the financial year 2024-2025 and fixed remuneration and performance incentive for the



financial year 2025-2026 were recommended by Nomination and Remuneration Committee on dated June 18, 2025 and the same was approved by Audit Committee and Board of Directors on June 30, 2025. Accordingly, members approval is required in terms of provision of the Companies Act, 2013.

Nature of Industry:

The Company is engaged in 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 and 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 build, develop, own facilities for production, supply, storage, transportation, distribution, utilization of green hydrogen and/or its derivatives.

Details of financial performance:

During the financial year 2024-25, the total income as per Standalone Financial Statement ("SFS") is INR 7,110.78 millions, which is higher than previous financial year 2023-24 total income of INR 3,091.02 millions mainly due to increase in a) revenue from Engineering, Procurement and Construction services which was not there in the previous year, b) deemed dividend income recognised pursuant to terms of loans given to subsidiaries c) Interest Income on loan given to subsidiaries which was not there in the previous year c) net gain on financial assets measured at Fair Value through Profit or Loss ("FVTPL") on Optionally Convertible Debentures ("OCD") of subsidiary companies due to changes in fair value based on cashflow projections and discount rate which was offset partly by decrease in a) contract novation fees, as there are no such transactions in the current year.

During the financial year 2024-25, the total profit before tax on Standalone Financial Statement ("SFS") was INR 37.98 millions as compared to the previous Financial Year loss before tax of INR 3,572.33 millions. Variance is majorly due (i) Margin earned on EPC contracts which was not there in the previous year (ii) Interest Income on loan given to subsidiaries which was not there in the previous year amounting to INR 590.45 millions (iii) deemed dividend income on loan given to subsidiary companies recognised pursuant to the loan terms amounting to INR 1,322.87 millions (iv) net gain on financial assets measured at Fair Value through Profit or Loss ("FVTPL") on Optionally Convertible Debentures, Compulsorily Convertible Debentures of subsidiary companies due to changes in fair value based on cashflow projections and discount rate by INR 708.18 millions (v) decrease in interest payable on Non Convertible Debentures- Continuum Energy Aura Pte Ltd by INR 735.28 millions.

Reasons of loss or inadequate profits:

The Company and Continuum Group are in growth phase. The subsidiaries of Company have executed the projects or in the process of executing the projects which are capital intensive. As some of these projects are in development phase or early commissioning phase, these subsidiaries are not able to distribute dividend on equity shares subscribed by the



Company and/or pay interest on debentures subscribed by the Company. The financing documents executed with the lenders stipulates certain restrictive conditions with respect to distribution of dividend or payment of interest. At the same time Company is required to honour its debt obligation. This has resulted into higher finance costs which has largely impacted the profits of the Company. Company has earned Profit before tax of INR 37.97 million and Earning before Interest, Depreciation, Tax Amortisation (EBIDTA) is INR 4977.40 million in financial year 2024-25.

Steps taken or proposed to be taken for improvement:

Once all the projects become fully operational and start running for entire financial year, Company will be able to accrue income from dividend on equity shares and interest on debentures. The Company is also proposing to issue its equity shares in primary market and list its equity shares on certain recognized stock exchanges in India. As per use of proceeds of Initial Public Offer, it is proposed to reduce the Group borrowings by prepaying certain term loans.

Expected increase in productivity and profits in measurable terms:

Company cannot give guidance of future financial numbers as it has already filed Draft Red Herring Prospectus (“DRHP”) with Securities and Exchange Board of India (“SEBI”). But as explained above the Company’s certain subsidiaries are in the advance stage of projects execution and upon operationalisation the Company would be able to accrue dividend income or interest income on the investments made by Company into these subsidiaries.

Foreign investments or collaborations:

During the financial year 2024-25, the Company has received foreign investment amounting to INR 12,56,24,99,975.37/- from JC Infinity (B) Limited.

Background details:

Mr. Arvind Bansal is Whole-time Director and the Chief Executive Officer of our Company. He holds a bachelor’s degree in technology (civil engineering) from the Indian Institute of Technology, Delhi and a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad. At present, he is a non-executive director of Daiwik Hotels Private Limited, in addition to being a director in the holding company of the Company, and its other subsidiaries. He was previously associated with SSKI Corporate Finance Limited, Mission NewEnergy Limited, SBI Capital Markets Limited and Mission Biofuels Limited. He is responsible for developing and implementing the long-term growth strategies of the Company and overseeing all aspects of our Company’s operations.

Past remuneration:

- INR 470,80,000/- fixed remuneration for the Financial Year 2024-25.
- INR 470,80,000/- fixed remuneration plus INR 180,00,000/- performance based bonus and INR 311,00,000/- one time ex-gratia for the Financial Year 2023-24



c. INR 7,34,12,226/- for the Financial Year 2023-24

Recognition or awards: - Nil

Job profile and his suitability:

His role and duties will be those as required under the Companies Act, 2013 (the “Act”). He holds a bachelor’s degree in technology (Civil Engineering) from the Indian Institute of Technology, Delhi and a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is responsible for developing and implementing the long-term growth strategies of the Company and overseeing all aspects of our Company’s operations.

Remuneration and/or performance incentive proposed:

For the Financial Year 2023-24:

Performance Incentive - INR 19,772,294/- (Indian Rupees One crore ninety seven lakhs seventy two thousand two hundred and ninety four only).

For the Financial Year 2024-25:

1. **Revised fixed remuneration** - INR 49,430,736/- (Indian Rupees Four crore ninety four lakhs thirty thousand seven hundred and thirty six only) and arrears equal to the difference between this fixed remuneration and the fixed remuneration actually paid to him for the period 01 April 2024 to 31 March 2025 be paid to him.
2. **Performance incentive** - INR 37,073,052/- (Indian Rupees Three crore seventy lakhs seventy three thousand fifty two only)

For the Financial Year 2025-26:

1. **Fixed remuneration** - INR 51,902,272/- (Indian Rupees Five crore nineteen lakhs two thousand two hundred and seventy two only) and arrears equal to difference between this fixed remuneration and fixed remuneration actually paid to him for the period since 01 April 2025 be paid to him.
2. **Performance incentive** will be up to 80 % of his fixed remuneration in point 1 above.
3. The revisions in point 1 and point 2 are as per the revised compensation structure wherein
 - a. Year-over-Year (“YOY”) increment in fixed compensation will be capped at upto 5% of the previous year (unless decided otherwise by the Board of Directors and Nomination and remuneration Committee)



- b. Nomination and remuneration Committee and the Board of Directors will decide the Variable Performance Pay ratio to fixed at the beginning of each financial year.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

He holds a bachelor's degree in technology (civil engineering) from the Indian Institute of Technology, Delhi and a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is responsible for developing and implementing the long-term growth strategies of the Company and overseeing all aspects of our Company's operations.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

None other than remuneration paid / payable by the Company. He is holding one (1) Equity Share of the Company (on behalf of Continuum Green Energy Holdings Limited).

In view of above, the Board recommends the passing of the resolution set out at item No. 3,4 and 5 by way of passing of Special Resolution.

Except for Mr. Arvind Bansal, none of the Directors and 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 APPROVE FIXED REMUNERATION AND PERFORMANCE INCENTIVE OF MR. N V VENKATARAMANAN WHOLE-TIME DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY FOR FINANCIAL YEAR 2025-2026

Mr. N V Venkataramanan was appointed as a Whole Time Director and Chief Operating Officer of the Company w.e.f. November 27, 2024. The Nomination and Remuneration Committee vide its resolution passed on June 23, 2025 has recommended payment of the fixed remuneration and performance incentive for the financial year 2025-26 and the same was approved by Board of Directors on June 30, 2025. Accordingly, members approval is required in terms of provision of the Companies Act, 2013.

Nature of Industry:

The Company is engaged in 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 and 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 build, develop, own facilities for production, supply, storage, transportation, distribution, utilization of green hydrogen and/or its derivatives.

Details of financial performance:

During the financial year 2024-25, the total income as per Standalone Financial Statement ("SFS") is INR 7,110.78 millions, which is higher than previous financial year 2023-24 total income of INR 3,091.02 millions mainly due to increase in a) revenue from Engineering, Procurement and Construction services which was not there in the previous year, b) deemed dividend income recognised pursuant to terms of loans given to subsidiaries c) Interest Income on loan given to subsidiaries which was not there in the previous year c) net gain on financial assets measured at Fair Value through Profit or Loss ("FVTPL") on Optionally Convertible Debentures ("OCD") of subsidiary companies due to changes in fair value based on cashflow projections and discount rate which was offset partly by decrease in a) contract novation fees, as there are no such transactions in the current year.

During the financial year 2024-25, the total profit before tax on Standalone Financial Statement ("SFS") was INR 37.98 millions as compared to the previous Financial Year loss before tax of INR 3,572.33 millions. Variance is majorly due (i) Margin earned on EPC contracts which was not there in the previous year (ii) Interest Income on loan given to subsidiaries which was not there in the previous year amounting to INR 590.45 millions (iii) deemed dividend income on loan given to subsidiary companies recognised pursuant to the loan terms amounting to INR 1,322.87 millions (iv) net gain on financial assets measured at Fair Value through Profit or Loss ("FVTPL") on Optionally Convertible Debentures, Compulsorily Convertible Debentures of subsidiary companies due to changes in fair value based on cashflow projections and discount rate by INR 708.18 millions (v) decrease in interest payable on Non Convertible Debentures- Continuum Energy Aura Pte Ltd by INR 735.28 millions.

Reasons of loss or inadequate profits:

The Company and Continuum Group are in growth phase. The subsidiaries of Company have executed the projects or in the process of executing the projects which are capital intensive. As some of these projects are in development phase or early commissioning phase, these subsidiaries are not able to distribute dividend on equity shares subscribed by the Company and/or pay interest on debentures subscribed by the Company. The financing documents executed with the lenders stipulates certain restrictive conditions with respect to distribution of dividend or payment of interest. At the same time Company is required to honour its debt obligation. This has resulted into higher finance costs which has largely impacted the profits of the Company. Company has earned Profit before tax of INR 37.97 million and Earning before Interest, Depreciation, Tax Amortisation (EBIDTA) is INR 4977.40 million in financial year 2024-25.



Steps taken or proposed to be taken for improvement:

Once all the projects become fully operational and start running for entire financial year, Company will be able to accrue income from dividend on equity shares and interest on debentures. The Company is also proposing to issue its equity shares in primary market and list its equity shares on certain recognized stock exchanges in India. As per use of proceeds of Initial Public Offer, it is proposed to reduce the Group borrowings by prepaying certain term loans.

Expected increase in productivity and profits in measurable terms:

Company cannot give guidance of future financial numbers as it has already filed Draft Red Herring Prospectus (“DRHP”) with Securities and Exchange Board of India (“SEBI”). But as explained above the Company’s certain subsidiaries are in the advance stage of projects execution and upon operationalisation the Company would be able to accrue dividend income or interest income on the investments made by Company into these subsidiaries.

Foreign investments or collaborations:

During the financial year 2024-25, the Company has received foreign investment amounting to INR 12,56,24,99,975.37/- from JC Infinity (B) Limited.

Background details:

Mr. N V Venkataramanan is an Executive Director and the Chief Operating Officer of our Company. He holds a bachelor’s degree in mechanical engineering from Anna University, Madras. He was previously associated with Gamesa Wind Turbines Private Limited, Vestas Wind Technology India Private Limited and Cummins Diesel Sales and Service (India) Limited. He is responsible for the operations of our Company’s projects, including land acquisition, procurement, projects engineering, planning, development, construction and commission.

Past remuneration:

INR 357,10,000/- fixed remuneration plus INR 32,50,000/- performance based bonus for the financial year 2024-25.

Recognition or awards: - Nil**Job profile and his suitability:**

His role and duties will be those as required under the Companies Act, 2013 (the “Act”). He holds a bachelor’s degree in mechanical engineering from Anna University, Madras. He is responsible for the operations of our Company’s projects, including land acquisition, procurement, projects engineering, planning, development, construction and commission.



Remuneration and/or performance incentive proposed:

1. **Fixed remuneration for the Financial Year 2025-2026** - INR 39,286,139/- (Rupees Three crore ninety two lakh eighty six thousand one hundred and thirty nine only) and arrears equal to difference between this fixed remuneration and fixed remuneration actually paid to him for the period since 01 April 2025 be paid to him.
2. **Performance incentive payable in the Financial Year 2025-2026**- INR 5,357,200/- (Rupees Fifty three lakhs fifty seven thousand and two hundred only) for the performance of Mr. N V Venkataramanan during the Financial Year 2024-2025.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

He holds a bachelor's degree in mechanical engineering from Anna University, Madras. He is responsible for the operations of our Company's projects, including land acquisition, procurement, projects engineering, planning, development, construction and commission.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

None other than remuneration paid / payable by the Company. He is holding two (2) Equity Share of the Company (on behalf of Continuum Green Energy Holdings Limited).

In view of above, the Board recommends the passing of the resolution set out at item No. 6 by way of passing of Special Resolution.

Except for Mr. N V Venkataramanan, none of the Directors and 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 7**TO APPROVE REMUNERATION OF MS. ANJALI BANSAL PURSUANT TO HOLDING OFFICE OR PLACE OF PROFIT BY RELATIVE OF DIRECTOR OF THE COMPANY FOR FINANCIAL YEAR 2025-2026**

Ms. Anjali Bansal is been employed as Vice President- Human Resources and is been holding office or place of profit in the Company.

Pursuant to provision of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws and regulations and the Company's Policy on dealing with Related Party Transactions, the Audit Committee and Board of Directors vide its resolution dated June 30, 2025 has approved payment of remuneration to Ms. Anjali Bansal, wife of



Mr. Arvind Bansal, Whole Time Director and Chief Executive Officer of the Company for the Financial Year 2025-2026 as below:

1. **Fixed remuneration for the Financial Year 2025-2026** - INR 8,784,694/- (Rupees Eighty seven lakh eighty four thousand six hundred and ninety four only) and arrears equal to difference between this fixed remuneration and fixed remuneration actually paid to her for the period since 01 April 2025 be paid to her.
2. **Performance incentive payable in the Financial Year 2025-2026**- INR 1,197,913/- (Rupees Eleven lakh ninety seven thousand nine hundred and thirteen only) for the performance of Ms. Anjali Bansal during the Financial Year 2024-2025.

In view of above, the Board recommends the passing of the resolution set out at item No. 7 by way of passing of an Ordinary Resolution.

Except for Mr. Arvind Bansal and Ms. Anjali Bansal, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the 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)

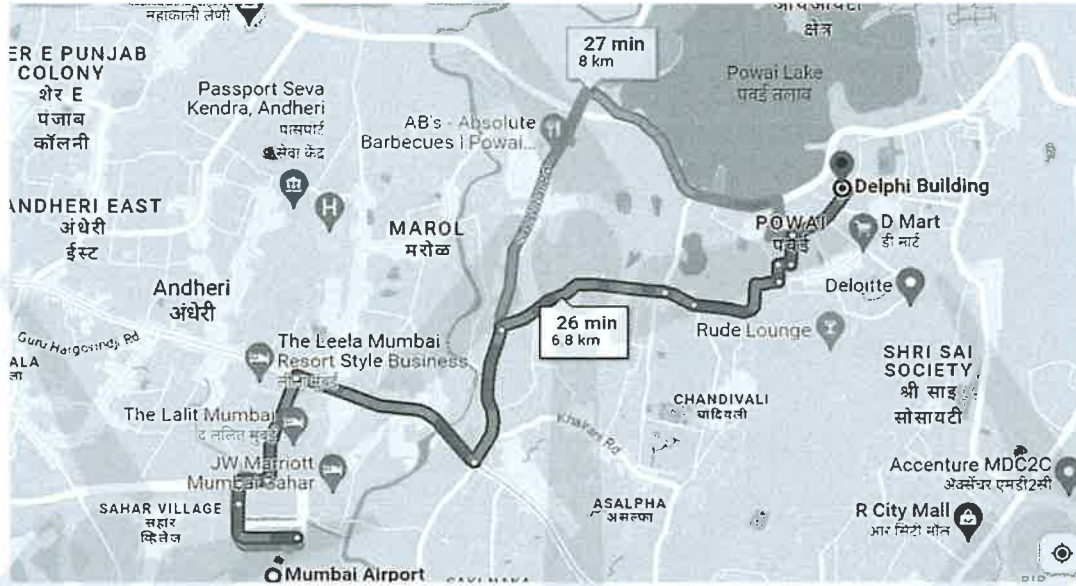


Mahendra Malviya
Company Secretary

ICSI Membership No. A27547

Date: June 30, 2025

Place: Mumbai

Route Map of the Meeting:

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 Monday, June 30, 2025 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: [●]