

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 05th 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 Friday, February 13, 2026, through video conferencing / other audio-visual means at 04:00 P.M. 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 businesses:

SPECIAL BUSINESS:**ITEM NO. 1****TO RATIFY AND TAKE NOTE/APPROVE THE RELATED PARTY TRANSACTIONS**

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

“**RESOLVED THAT** 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 subject to such other approvals as may be applicable, the following additional related party transaction(s) which were in ordinary course of business and on arm’s length basis be and are hereby ratified and noted/approved:

Granting of Unsecured Loan:

INR In Millions

Name of Lender	Name of Borrower	Principal Amount	Interest rate
Continuum Green Energy Limited (“ CGELI ”)	CGE Shree Digvijay Cement Green Energy Private Limited (“ CGESDC ”)	598.20	Equivalent to State Bank of India (“ 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.
Dalavaipuram Renewables Private Limited (“ DRPL ”)	CGE Hybrid Energy Private Limited (“ CGEHEPL ”)	670	
Dalavaipuram Renewables Private Limited (“ DRPL ”)	Continuum Green Energy Limited (“ CGELI ”)	750	

Reimbursement of Expenses

INR In Millions

Name of Reimbursor	Name of Recipient	Amount	Terms
Continuum Power Trading (TN) Pvt. Ltd.	Continuum Green Energy Limited (“ CGELI ”)	55	Cost to Cost Basis
Dalavaipuram Renewables Pvt. Ltd.	Continuum Green Energy Limited (“ CGELI ”)	117	
Morjar Renewables Pvt. Ltd.	Continuum Green Energy Limited (“ CGELI ”)	60	



CGE Hybrid Energy Pvt. Ltd	Continuum Green Energy Limited ("CGELI")	99	
Continuum MP Windfarm Development Pvt. Ltd.	Continuum Green Energy Limited ("CGELI")	63	

RESOLVED FURTHER THAT the required information for considering and ratifying/approving aforesaid Related Party Transactions as per Annexure A, B, C and D be and are hereby noted.

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Head – Legal of the Company or Company Secretary of the Company be and 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."

Annexure A

Granting of Unsecured Loan from CGELI to CGESDC:

Required Information for considering and approving Related Party Transactions

Basic details of the related party

S. No.	Particulars of the information	
1	Name of the related party	CGE Shree Digvijay Cement Green Energy Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Subsidiary
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	73%



S. No.	Particulars of the information	
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Nil

Details of previous transactions with the related party

INR In Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	170.88
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	16.84
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR In Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	598.20
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual	3.51%



S. No.	Particulars of the information	
	consolidated turnover for the immediately preceding financial year	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	-
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	801%

Financial performance of the related party for the immediately preceding financial year (2024-25):

Particulars	FY 2024-25 (INR in Million)
Turnover	154
Profit After Tax	(134.15)
Net worth	(38.36)

Basic details of the proposed transaction

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting of Unsecured Loan by Continuum Green Energy Limited to CGE Shree Digvijay Cement Green Energy Private Limited.
2.	Details of each type of the proposed transaction	Granting of Unsecured Loan by Continuum Green Energy Limited to CGE Shree Digvijay Cement Green Energy Private Limited Interest Rate: State Bank of India ("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 but not less than the



S. No.	Particulars of the information	
		borrowing rate of CGESDC as applicable + spread of 300 bps
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 Years from the date of disbursement of first tranche of the loan.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Granting of Unsecured Loan by Continuum Green Energy Limited to CGE Shree Digvijay Cement Green Energy Private Limited up to INR 598.20 Millions .
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	CGESDC is subsidiary of the Company and had availed term loan from Power Finance Corporation Limited. The Company had provided promoters support undertaking to PFC in its capacity as a Promoter / Holding Company of CGESDC. CGESDC has a operating project at Bhavnagar where it is sharing the common power evacuation infrastructure with the CGE Hybrid Energy Private Limited (CGEHPL) which also borrowed term loan from PFC. One of the conditions stipulated by PFC is if CGEHPL prepays its loan then CGESDC also has to repay the loan. CGEHPL had prepaid its PFC term loan by refinancing it from SBI. As a result CGESDC also has to prepay its loan. Hence, CGELI had to provide financial support to CGESDC for prepaying its loan to PFC and prepayment charges thereon.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-



Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Source of funds in connection with the proposed transaction.	The Company has operating project of 34.5 MW and also undertaking Balance of Supply (BoS) contracts for solar projects. Apart from this, Company has received funds in the form of unsecured loan from some of its subsidiaries, repayment of loan granted to its subsidiaries, redemption of the debentures it subscribed, interest on debentures, reimbursement towards management fee charged with respect to common overheads.
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	Unsecured Loan
	b. Total cost of borrowing	(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
	c. Tenure	15 Years from the date of disbursement of first tranche of the loan.
	d. Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	-
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	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.	Maturity / due date	15 Years from the date of disbursement of first tranche of the loan.
6.	Repayment schedule & terms	15 Years
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	-



S. No.	Particulars of the information	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For prepaying loan to Power Finance Corporation Limited, prepayment charges any other thereon.

Annexure B**Granting of Unsecured Loan from DRPL to CGEHEPL:****Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	Dalavaipuram Renewables Private Limited (DRPL) CGE Hybrid Energy Private Limited (CGEHEPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Holding & Subsidiary
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	CGEHEPL- 100% DRPL- 70.27%
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA



S. No.	Particulars of the information	
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Nil

Details of previous transactions with the related party

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Nil
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR In Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	670
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	3.94%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a	31%



S. No.	Particulars of the information	
	transaction involving the subsidiary and where the listed entity is not a party to the transaction)	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	114%

Financial performance of the related party for the immediately preceding financial year (2024-25):

Particulars	FY 2024-25 (Amt in Million)	
	DRPL	CGEHEPL
Turnover	4287.90	1,190
Profit After Tax	6.2	(1,491.3)
Net worth	4,879.6	2,835

Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting unsecured loans from DRPL to CGEHPL
2.	Details of each type of the proposed transaction	DRPL and CGEHPL along with two fellow subsidiaries have availed the refinancing of their then existing loan facility from SBI. DRPL has granted unsecured loan to CGEHPL out of the existing funds available with it post refinancing.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 years from the date of disbursement of first tranche of the unsecured Loan
4.	Whether omnibus approval is being sought?	No



S. No.	Particulars of the information	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	670
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Both DRPL & CGEHEPL are subsidiaries of the Company and Company has given promoter support undertaking to SBI, existing lender of these entities. Hence, in case of any cashflow shortfall, CGELI has to infuse the funds if subsidiary cannot arrange on its own.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Source of funds in connection with the proposed transaction.	DRPL is availed refinancing facility from SBI and has certain surplus funds which has been transferred to CGEHEPL as unsecured loan
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	Unsecured Loan



S. No.	Particulars of the information	
	b. Total cost of borrowing	State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
	c. Tenure	15 years from the date of disbursement of first tranche of the unsecured Loan
	d. Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	-
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
5.	Maturity / due date	15 Years from the date of disbursement of first tranche of the loan.
6.	Repayment schedule & terms	15 years
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	-
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	<p>CGEHEPL has partly used these funds for placing margin against the SBLCs’ issued by HDFC Bank Limited as its working capital facility with HDFC Bank is also getting refinanced by SBI.</p> <p>The balance money has been utilized by CGEHEPL to redeem Unsecured Optionally Convertible Debentures (OCDs) issued and held by the CGELI amounting to INR 1133.27 millions and CGELI is expected to use these proceeds for further investment into newer projects.</p>



Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Material covenants of the proposed transaction	No covenants
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
4.	Maturity / due date	15 years from the date of disbursement of first tranche of the unsecured Loan
5.	Repayment schedule & terms	15 years
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	CGEHEPL has partly used these funds for placing margin against the SBLCs’ issued by HDFC Bank Limited as its working capital facility with HDFC Bank is also getting refinanced by SBI. The balance money has been utilized by CGEHEPL to redeem OCDs issued and held by the CGELI amounting to INR 1133.27 millions. And CGELI is expected to use these proceeds for further investment into newer projects.



Annexure C**Granting of Unsecured Loan from DRPL to CGELI:****Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	Dalavaipuram Renewables Private Limited (DRPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Subsidiary
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	70.27%
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil



Details of previous transactions with the related party

INR In Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	2044.84
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	3,326.60
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR in Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	750
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	4.41%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	35%
5	Value of the proposed transactions as a percentage of the related party's annual	39%



S. No.	Particulars of the information
	consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.

Financial performance of the related party for the immediately preceding financial year (2024-25):

Particulars	FY 2024-25 (INR in Million)
Turnover	4287.90
Profit After Tax	6.2
Net worth	4,879.6

Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of Unsecured Loan from DRPL
2.	Details of each type of the proposed transaction	Availing of Unsecured Loan from DRPL
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 years from the date of disbursement of first tranche of the unsecured Loan
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	750
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Upon refinancing DRPL is left with certain surplus funds which it wants to lend it to the Company. It is also in the interest of the Company as it will provide the Company with funds which can be utilized for spend on the projects.



S. No.	Particulars of the information	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Material covenants of the proposed transaction	No covenants
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
4.	Maturity / due date	15 years from the date of disbursement of first tranche of the unsecured Loan
5.	Repayment schedule & terms	15 years
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	It is in the interest of the Company as it will provide the Company with funds which can be utilized for spend on the projects.



Annexure D**Reimbursement of Expenses****Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	Continuum Power Trading (TN) Pvt. Ltd. [CPT(TN)PL], Dalavaipuram Renewables Pvt. Ltd. (DRPL), Morjar Renewables Pvt. Ltd. (MRPL), CGE Hybrid Energy Pvt. Ltd. (CGEHEPL), Continuum MP Windfarm Development Pvt. Ltd (CMPWDPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Subsidiaries
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	CPT(TN)PL - 100% DRPL-70.27 % MRPL- 100% CGEHEPL-100% CMPWDPL- 70 %
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA



S. No.	Particulars of the information	
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

Details of previous transactions with the related party

INR in Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	CPT(TN)PL - 583.90 DRPL- 2,044.84 MRPL- 1,415.99 CGEHEPL- 1,593.95 CMPWDPL- 2,026.58
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	CPT(TN)PL - 1,270.20 DRPL- 3,326.60 MRPL- 281.88 CGEHEPL- 218.43 CMPWDPL- 931.75
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR in Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	394
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual	2.32%



S. No.	Particulars of the information	
	consolidated turnover for the immediately preceding financial year	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	CPT(TN)PL - 5.04% DRPL- 5.48% MRPL- 14.10% CGEHEPL- 16.82% CMPWDPL - 4.87%

Financial performance of the related party for the immediately preceding financial year (2024-25):

INR in Millions

Particulars	CPT(TN)PL	DRPL	MRPL	CGEHEPL	CMPWDPL
Turnover	2243	4288	926	1190	2622
Profit After Tax	19.28	6.2	(377.55)	(1,491.3)	(503.78)
Net worth	47.73	4,879.6	2866.82	2,835	3617.61

Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The processing fee of the refinancing facility availed/explored by identified SPVs/subsidiaries is processed by the Company
2.	Details of each type of the proposed transaction	As above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	On transactional basis
4.	Whether omnibus approval is being sought?	No



S. No.	Particulars of the information	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	394
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As SPVs/subsidiaries are not allowed to process payments relating to refinancing from project funds they have requested the Company to process it on their behalf.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price.	Reimbursement of actual expenses.
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA



c. Whether same is self-liquidating?

NA

ITEM NO. 2**TO APPROVE ADDITIONAL RELATED PARTY TRANSACTIONS TO BE UNDERTAKEN FOR FINANCIAL YEAR 2025-26**

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

“**RESOLVED THAT** in addition to the earlier resolutions passed by the members of the Company 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 subject to such other approvals as may be applicable, the approval of members of the Company be and is hereby accorded to undertake following additional related party transaction(s) which are in ordinary course of business and on arm’s length basis:

Granting of Unsecured Loan/Debentures:

INR in Millions

Name of Lender	Name of Borrower	Principal Amount	Interest rate
Continuum Green Energy Ltd	CGE Shree Digvijay Cement Green Energy Pvt. Ltd.	200	Equivalent to State Bank of India (“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.
Srijan Renewables Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	2000	
Morjar Renewables Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	1750	
Continuum Power Trading (TN) Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	1250	
Dalavaipuram Renewables Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	2580	
CGE Hybrid Energy Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	1000	

RESOLVED FURTHER THAT the required information for considering and approving aforesaid Related Party Transactions as per Annexure A be and is hereby noted.

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Head – Legal of the Company or Company Secretary of the Company be and 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.”

Annexure A**Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	RG & Non-RG Entities
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Holding Company and Subsidiaries
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	BWDPL- 100% DJEPL-100% UUPPL- 100% SESPL-100% TWHPPPL-100% SWPPL-100% CMPWDPL-70% WIPL-71.1% CTRPL-100% BWEPL-100% KWDPL-100% RTPL-100% MWDPL-90.73% through SESPL SRPL-100% DRPL-70.27%



S. No.	Particulars of the information	
		CGERPL-100% CGEIIHEPL-71% MRPL-100% CGEDSC-73% DRPLCHPL-100% CGEHEPL-100% CPTTNPL-100% JRPL-100% JRTPL-85.50% JROPL-69.49%
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	SESPL holds 90.72 % in MWDPL.

Details of previous transactions with the related party

INR in Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	CGESDC- 175.34 SRPL- 11 MRPL- 2,221.14 CTN- 1,276.65 DRPL- 3,499.78 CGEHEPL- 1,593.95
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	CGESDC- 119 SRPL-2,155.13 MRPL- 566.95 CTN- 1,271.30 DRPL- 3,326.70 CGEHEPL- 218.46



S. No.	Particulars of the information	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR in Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	8780
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	51.57 %
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	The percentage is calculated for the Lender Entities SRPL-NA MRPL-189.08% CTN-55.74 % DRPL- 60.17% CGEHEPL-84.06%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	None of the lending entities prepare consolidated financial statements.



Financial performance of the related party for the immediately preceding financial year (2024-25):

INR in Millions

Sr.No.	Name of the Related Party	Turnover (₹ million)	Profit / Loss after Tax (₹ million)	Net worth (₹ million)
1.	Continuum Green Energy Limited	9,047	1,338	19,018
2.	Bhuj Wind Energy Private Limited	1	(18.93)	98.99
3.	Bothe Windfarm Development Private Limited	4,886	284.06	2,072.76
4.	CGE Hybrid Energy Private Limited	1,190	(1,491.30)	2,835.00
5.	CGE II Hybrid Energy Private Limited	4	(4.09)	3,408.96
6.	CGE Renewables Private Limited	3	(38.46)	950.32
7.	CGE Shree Digvijay Cement Green Energy Private Limited	154	(134.15)	(38.36)
8.	Continuum MP Windfarm Development Private Limited	2,622	(503.78)	3,617.61
9.	Continuum Power Trading (TN) Private Limited	2,243	19.28	47.73
10.	Continuum Trinethra Renewables Private Limited	4,265	(716.80)	(225.29)
11.	Dalavaipuram Renewables Private Limited	4,288	6.19	4,879.56
12.	DJ Energy Private Limited	2,205	129.90	(257.23)
13.	DRPL Captive Hybrid Private Limited	3	(5.32)	(4.96)
14.	Jamnagar Renewables Private Limited	-	(0.47)	(0.24)
15.	Jamnagar Renewables One Private Limited	0	(30.31)	1,708.75
16.	Jamnagar Renewables Two Private Limited	0	(10.09)	790.61
17.	Kutch Windfarm Development Private Limited	495	(112.19)	(15.52)
18.	Morjar Renewables Private Limited	926	(377.55)	2,866.82
19.	Morjar Windfarm Development Private Limited	1,810	(532.41)	(145.04)
20.	Renewables Trinethra Private Limited	639	29.09	(23.32)
21.	Shubh Wind Power Private Limited	0	(11.05)	82.38
22.	Srijan Energy Systems Private Limited	12	(56.93)	77.58
23.	Srijan Renewables Private Limited	2	(3.93)	16.30
24.	Trinethra Wind and Hydro Power Private Limited	2,734	71.27	(1,064.95)
25.	Uttar Urja Projects Private Limited	1,795	105.06	(246.82)
26.	Watsun Infrabuild Private Limited	5,080	369.74	275.63



Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting of unsecured loans amongst RG and Non-RG entities
2.	Details of each type of the proposed transaction	Granting of unsecured loans amongst RG and Non-RG entities
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 Years from date of 1st Tranche payment.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	8780
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-



Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Source of funds in connection with the proposed transaction.	Funds availed by way of borrowings.
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	Unsecured Loan
	b. Total cost of borrowing	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
	c. Tenure	15 Years from date of 1st Tranche payment.
	d. Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	-
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	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.	Maturity / due date	15 Years from date of 1st Tranche payment.
6.	Repayment schedule & terms	15 years
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	-
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For development of New Wind/Solar Project and general corporate purpose



Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Material covenants of the proposed transaction	No covenants
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	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
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	(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
4.	Maturity / due date	15 Years from the date of disbursement of first tranche of the loan.
5.	Repayment schedule & terms	15 years
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	

***RG and Non-RG Entities**

Sr.No	Abbreviation	Restricted Group (RG)
1	BWDPL	Bothe Windfarm Development Pvt. Ltd.
2	DJEPL	DJ Energy Pvt. Ltd.
3	UUPPL	Uttar Urja Projects Pvt. Ltd.
4	TWHPPL	Trinethra Wind and Hydro Power Pvt. Ltd.
5	RTPL	Renewables Trinethra Pvt. Ltd.
6	WIPL	Watsun Infrabuild Pvt. Ltd.
7	KWDPL	Kutch Windfarm Development Pvt. Ltd.
8	CTRPL	Continuum Trinethra Renewables Pvt. Ltd.
Sr.No	Abbreviation	NON RG
9	CGEL	Continuum Green Energy Ltd



10	MWDPL	Morjar Windfarm Development Pvt. Ltd.
11	CPT(TN)PL	Continuum Power Trading (TN) Pvt. Ltd.
12	DRPL	Dalavaipuram Renewables Pvt. Ltd.
13	MRPL	Morjar Renewables Pvt. Ltd.
14	SESPL	Srijan Energy Systems Pvt. Ltd.
15	SWPPL	Shubh Wind Power Pvt. Ltd.
16	SRPL	Srijan Renewables Pvt. Ltd.
17	CGEHEPL	CGE Hybrid Energy Pvt. Ltd.
18	CGERPL	CGE Renewables Pvt. Ltd.
19	DRPLCHPL	DRPL Captive Hybrid Pvt. Ltd.
20	CGEIIHEPL	CGE II Hybrid Energy Pvt Ltd
21	BWEPL	Bhuj Wind Energy Pvt. Ltd.
22	JRPL	Jamnagar Renewables Pvt. Ltd.
23	JROPL	Jamnagar Renewables One Pvt. Ltd.
24	JRTPL	Jamnagar Renewables Two Pvt. Ltd.
25	CGESDC	CGE Shree Digvijay Cement Green Energy Pvt. Ltd.
26	CMPWDPL	Continuum MP Windfarm Development Pvt. Ltd.
27	-	New SPV-1-Arni Timba-Gujarat
28	-	New SPV-2-Akal Devikoot-Rajasthan/ESPL
29	-	New SPV-3-Amba- MP
30	-	New SPV-4-Raltam 3
31	-	New SPV-5-Morjar 3
32	-	New SPV-6-Navalkund
33	-	New SPV-7-Mandsaur
34	-	New SPV-8-CGE Treasury IFSC Private Limited

ITEM NO. 3**TO APPROVE THE FIXED REMUNERATION FOR FINANCIAL YEAR 2026-2027 FOR MR. ARVIND BANSAL (WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER 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 the provisions of Section 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments/modification thereafter) (the “Act”) read with Schedule V to the Act, the provisions of any other applicable laws and/or regulations (including any amendments/modifications thereafter the relevant provisions of Memorandum 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 the payment of fixed remuneration to Mr. Arvind Bansal (Whole-time Director and Chief Executive Officer of the Company) at current levels i.e, INR 51,902,272/- (Indian Rupees Five crore nineteen lakhs two thousand two hundred and seventy two only) per annum from April 01, 2026 and shall continue to be payable until the same is revised and recommended by the Nomination & Remuneration Committee



and approved by the Audit Committee and/or Board of Directors, subject to the overall limits as may be approved by the shareholders of the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company or the Chief Financial officer of the Company or Head-Legal of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to give effect to the above including the necessary filings to be done with appropriate authorities, as may be required.”

ITEM NO. 4

TO APPROVE THE FIXED REMUNERATION FOR FINANCIAL YEAR 2026-2027 FOR MR. N V VENKATARAMANAN (WHOLE-TIME DIRECTOR AND CHIEF OPERATING OFFICER 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 the provisions of Section 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments/modification thereafter) (the “Act”) read with Schedule V to the Act, the provisions of any other applicable laws and/or regulations (including any amendments/modifications thereafter the relevant provisions of Memorandum and Articles of Association of the Company and) and basis the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of fixed remuneration to Mr. N V Venkataramanan (Whole-time Director and Chief Operating Officer of the Company) at current levels i.e, INR 39,286,139/- (Rupees Three crore ninety two lakh eighty six thousand one hundred and thirty nine only) per annum from April 01, 2026 and shall continue to be payable until the same is revised and recommended by the Nomination & Remuneration Committee and approved by the Audit Committee and/or Board of Directors, subject to the overall limits as may be approved by the shareholders of the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company or the Chief Financial officer of the Company or Head-Legal of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to give effect to the above including the necessary filings to be done with appropriate authorities, as may be required.”

ITEM NO. 5

TO APPROVE THE FIXED REMUNERATION FOR FINANCIAL YEAR 2026-2027 FOR MS. ANJALI BANSAL (VICE PRESIDENT- HUMAN RESOURCES 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 the provisions of Section 178, 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments/modification thereafter) (the “Act”), the provisions of any other applicable laws and/or regulations (including any amendments/modifications thereafter the relevant provisions of Memorandum and Articles of Association of the) 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 the payment of fixed remuneration to Ms. Anjali Bansal, Vice President- Human



Resources of the Company, at current levels i.e, INR 8,784,694/- (Rupees Eighty seven lakh eighty four thousand six hundred and ninety four only) per annum from April 01, 2026 and shall continue to be payable until the same is revised and recommended by the Nomination & Remuneration Committee and approved by the Audit Committee and/or the Board of Directors, subject to the overall limits as may be approved by the shareholders of the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company or the Chief Financial officer of the Company or Head-Legal of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to give effect to the above including the necessary filings to be done with appropriate authorities, as may be required.”

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



Date: 13/02/2026
Place: Mumbai

Mahendra Malviya
Company Secretary
ICSI Membership No. A27547

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. 03/2025 dated 22nd September, 2025 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). Accordingly, the EGM is being conducted in compliance with the abovementioned 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)*



Mahendra Malviya
Company Secretary
ICSI Membership No. A27547

Date: 13/02/2026
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 1****TO RATIFY AND TAKE ON RECORD THE RELATED PARTY TRANSACTIONS**

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 additional related party transactions i.e., transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual consolidated turnover of the Company.

The Company has undertaken certain related party transactions which were ratified and noted/approved by the Audit Committee and Board of Directors of the Company both on February 10, 2026 as follows:

Granting of Unsecured Loan:

INR In Millions

Name of Lender	Name of Borrower	Principal Amount	Interest rate
Continuum Green Energy Limited ("CGELI")	CGE Shree Digvijay Cement Green Energy Private Limited ("CGESDC")	598.20	Equivalent to State Bank of India ("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.
Dalavaipuram Renewables Private Limited ("DRPL")	CGE Hybrid Energy Private Limited ("CGEHEPL")	670	
Dalavaipuram Renewables Private Limited ("DRPL")	Continuum Green Energy Limited ("CGELI")	750	

Reimbursement of Expenses

INR In Millions

Name of Reimbursor	Name of Recipient	Amount	Terms
Continuum Power Trading (TN) Pvt. Ltd.	Continuum Green Energy Limited ("CGELI")	55	Cost to Cost Basis
Dalavaipuram Renewables Pvt. Ltd.	Continuum Green Energy Limited ("CGELI")	117	
Morjar Renewables Pvt. Ltd.	Continuum Green Energy Limited ("CGELI")	60	
CGE Hybrid Energy Pvt. Ltd	Continuum Green Energy Limited ("CGELI")	99	
Continuum MP Windfarm Development Pvt. Ltd.	Continuum Green Energy Limited ("CGELI")	63	



Annexure A**Granting of Unsecured Loan from CGELI to CGESDC:****Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	CGE Shree Digvijay Cement Green Energy Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Subsidiary
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	73%
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Nil



Details of previous transactions with the related party

INR In Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	170.88
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	16.84
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR In Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	598.20
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	3.51%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	-
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	801%



Financial performance of the related party for the immediately preceding financial year (2024-25):

Particulars	FY 2024-25 (Amt in Million)
Turnover	154
Profit After Tax	(134.15)
Net worth	(38.36)

Basic details of the proposed transaction

In Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting of Unsecured Loan by Continuum Green Energy Limited to CGE Shree Digvijay Cement Green Energy Private Limited
2.	Details of each type of the proposed transaction	Granting of Unsecured Loan by Continuum Green Energy Limited to CGE Shree Digvijay Cement Green Energy Private Limited Interest Rate: State Bank of India (“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 but not less than the borrowing rate of CGESDC as applicable + spread of 300 bps
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 Years from the date of disbursement of first tranche of the loan.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Granting of Unsecured Loan by Continuum Green Energy Limited to CGE Shree Digvijay Cement Green Energy Private Limited up to INR 598.20 Millions .



S. No.	Particulars of the information	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>CGESDC is subsidiary of the Company and had availed term loan from Power Finance Corporation Limited. The Company had provided promoters support undertaking to PFC in its capacity as a Promoter / Holding Company of CGESDC.</p> <p>CGESDC has a operating project at Bhavnagar where it is sharing the common power evacuation infrastructure with the CGE Hybrid Energy Private Limited (CGEHPL) which also borrowed term loan from PFC. One of the conditions stipulated by PFC is if CGEHPL prepays its loan then CGESDC also has to repay the loan. CGEHPL had prepaid its PFC term loan by refinancing it from SBI. As a result CGESDC also has to prepay its loan. Hence, CGELI had to provide financial support to CGESDC for prepaying its loan to PFC and prepayment charges thereon.</p>
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-



Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Source of funds in connection with the proposed transaction.	The Company has operating project of 34.5 MW and also undertaking Balance of Supply (BoS) contracts for solar projects. Apart from this, Company has received funds in the form of unsecured loan from some of its subsidiaries, repayment of loan granted to its subsidiaries, redemption of the debentures it subscribed, interest on debentures, reimbursement towards management fee charged with respect to common overheads.
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	Unsecured Loan
	b. Total cost of borrowing	(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
	c. Tenure	15 Years from the date of disbursement of first tranche of the loan.
	d. Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	-
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	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.	Maturity / due date	15 Years from the date of disbursement of first tranche of the loan.
6.	Repayment schedule & terms	15 Years
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	-



S. No.	Particulars of the information	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For prepaying loan to Power Finance Corporation Limited, prepayment charges any other thereon.

Annexure B**Granting of Unsecured Loan from DRPL to CGEHEPL:****Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	Dalavaipuram Renewables Private Limited (DRPL) CGE Hybrid Energy Private Limited (CGEHEPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Holding & Subsidiary
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	CGEHEPL- 100% DRPL- 70.27%
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA



S. No.	Particulars of the information	
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

Details of previous transactions with the related party

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Nil
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR In Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	670
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	3.94%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone	31%



S. No.	Particulars of the information	
	turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	114%

Financial performance of the related party for the immediately preceding financial year (2024-25):

Particulars	FY 2024-25 (Amt in Million)	
	DRPL	CGEHEPL
Turnover	4287.90	1,190
Profit After Tax	6.2	(1,491.3)
Net worth	4,879.6	2,835

Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting unsecured loans from DRPL to CGEHPL
2.	Details of each type of the proposed transaction	DRPL and CGEHPL along with two fellow subsidiaries have availed the refinancing of their then existing loan facility from SBI. DRPL has granted unsecured loan to CGEHPL out of the existing funds available with it post refinancing.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 years from the date of disbursement of first tranche of the unsecured Loan
4.	Whether omnibus approval is being sought?	No



S. No.	Particulars of the information	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	670
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Both DRPL & CGEHEPL are subsidiaries of the Company and Company has given promoter support undertaking to SBI, existing lender of these entities. Hence, in case of any cashflow shortfall, CGELI has to infuse the funds if subsidiary cannot arrange on its own.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Source of funds in connection with the proposed transaction.	DRPL is availed refinancing facility from SBI and has certain surplus funds which has been transferred to CGEHEPL as unsecured loan
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	Unsecured Loan



S. No.	Particulars of the information	
	b. Total cost of borrowing	State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
	c. Tenure	15 years from the date of disbursement of first tranche of the unsecured Loan
	d. Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	-
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
5.	Maturity / due date	15 Years from the date of disbursement of first tranche of the loan.
6.	Repayment schedule & terms	15 years
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	-
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	<p>CGEHEPL has partly used these funds for placing margin against the SBLCs’ issued by HDFC Bank Limited as its working capital facility with HDFC Bank is also getting refinanced by SBI.</p> <p>The balance money has been utilized by CGEHEPL to redeem Unsecured Optionally Convertible Debentures (OCDs) issued and held by the CGELI amounting to INR 1133.27 millions and CGELI is expected to use these proceeds for further investment into newer projects.</p>



Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Material covenants of the proposed transaction	No covenants
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
4.	Maturity / due date	15 years from the date of disbursement of first tranche of the unsecured Loan
5.	Repayment schedule & terms	15 years
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	<p>CGEHEPL has partly used these funds for placing margin against the SBLCs’ issued by HDFC Bank Limited as its working capital facility with HDFC Bank is also getting refinanced by SBI.</p> <p>The balance money has been utilized by CGEHEPL to redeem OCDs issued and held by the CGELI amounting to INR 1133.27 millions. And CGELI is expected to use these proceeds for further investment into newer projects.</p>



Annexure C**Granting of Unsecured Loan from DRPL to CGELI:****Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	Dalavaipuram Renewables Private Limited (DRPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Subsidiary
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	70.27%
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Nil



Details of previous transactions with the related party

INR In Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	2044.84
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	3,326.60
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR in Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	750
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	4.41%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	35%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	39%



Financial performance of the related party for the immediately preceding financial year (2024-25):

Particulars	FY 2024-25 (INR in Million)
Turnover	4287.90
Profit After Tax	6.2
Net worth	4,879.6

Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of Unsecured Loan from DRPL
2.	Details of each type of the proposed transaction	Availing of Unsecured Loan from DRPL
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 years from the date of disbursement of first tranche of the unsecured Loan
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	750
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Upon refinancing DRPL is left with certain surplus funds which it wants to lend it to the Company. It is also in the interest of the Company as it will provide the Company with funds which can be utilized for spend on the projects.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-



S. No.	Particulars of the information	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Material covenants of the proposed transaction	No covenants
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Equivalent to State Bank of India (“SBI”) one year Marginal Cost of Funds Based Lending Rate (“MCLR”) on 1st April of that financial year plus spread of 300 bps
4.	Maturity / due date	15 years from the date of disbursement of first tranche of the unsecured Loan
5.	Repayment schedule & terms	15 years
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	It is in the interest of the Company as it will provide the Company with funds which can be utilized for spend on the projects.



Annexure D**Reimbursement of Expenses****Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	Continuum Power Trading (TN) Pvt. Ltd. [CPT(TN)PL], Dalavaipuram Renewables Pvt. Ltd. (DRPL), Morjar Renewables Pvt. Ltd. (MRPL), CGE Hybrid Energy Pvt. Ltd. (CGEHEPL), Continuum MP Windfarm Development Pvt. Ltd (CMPWDPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Subsidiaries
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	CPT(TN)PL - 100% DRPL-70.27 % MRPL- 100% CGEHEPL-100% CMPWDPL- 70 %
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA



S. No.	Particulars of the information	
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

Details of previous transactions with the related party

INR in Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	CPT(TN)PL - 583.90 DRPL- 2,044.84 MRPL- 1,415.99 CGEHEPL- 1,593.95 CMPWDPL- 2,026.58
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	CPT(TN)PL - 1,270.20 DRPL- 3,326.60 MRPL- 281.88 CGEHEPL- 218.43 CMPWDPL- 931.75
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

INR in Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	394
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2.31%



S. No.	Particulars of the information	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	CPT(TN)PL - 5.04% DRPL- 5.48% MRPL- 14.10% CGEHEPL- 16.82% CMPWDPL - 4.87%

Financial performance of the related party for the immediately preceding financial year (2024-25):

INR in Millions

Particulars	CPT(TN)PL	DRPL	MRPL	CGEHEPL	CMPWDPL
Turnover	2243	4288	926	1190	2622
Profit After Tax	19.28	6.2	(377.55)	(1,491.3)	(503.78)
Net worth	47.73	4,879.6	2866.82	2,835	3617.61

Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The processing fee of the refinancing facility availed/explored by identified SPVs/subsidiaries is processed by the Company
2.	Details of each type of the proposed transaction	As above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	On transactional basis
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year.	394



S. No.	Particulars of the information	
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As SPVs/subsidiaries are not allowed to process payments relating to refinancing from project funds they have requested the Company to process it on their behalf.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	-

Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price.	Reimbursement of actual expenses.
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA



The Board recommends to take note of the same and ratify the Transactions.

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.

ITEM NO. 2

TO APPROVE ADDITIONAL RELATED PARTY TRANSACTIONS TO BE UNDERTAKEN FOR FY 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 additional related party transactions i.e., transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 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 following related party transaction(s) on February 10, 2026.

Granting of Unsecured Loan/Debentures:

INR in Millions

Name of Lender	Name of Borrower	Principal Amount	Interest rate
Continuum Green Energy Ltd	CGE Shree Digvijay Cement Green Energy Pvt. Ltd.	200	Equivalent to State Bank of India (“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.
Srijan Renewables Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	2000	
Morjar Renewables Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	1750	
Continuum Power Trading (TN) Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	1250	
Dalavaipuram Renewables Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	2580	
CGE Hybrid Energy Pvt. Ltd.	* Restricted Group (RG) and Non Restricted Group (Non RG)	1000	



Annexure A**Required Information for considering and approving Related Party Transactions****Basic details of the related party**

S. No.	Particulars of the information	
1	Name of the related party	RG & Non-RG Entities
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Electric power generation, transmission and distribution

Relationship and ownership of the related party

S. No.	Particulars of the information	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party—including nature of its concern (financial or otherwise) and the following:	Holding Company and Subsidiaries
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	BWDPL- 100% DJEPL-100% UUPPL- 100% SESPL-100% TWHPPPL-100% SWPPL-100% CMPWDPL-70% WIPL-71.1% CTRPL-100% BWEPL-100% KWDPL-100% RTPL-100% MWDPL-90.73% through SESPL SRPL-100% DRPL-70.27% CGERPL-100% CGEIIHEPL-71% MRPL-100%



S. No.	Particulars of the information	
		CGEDSC-73% DRPLCHPL-100% CGEHEPL-100% CPTTNPL-100% JRPL-100% JRTPL-85.50% JROPL-69.49%
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	SESPL holds 90.72 % in MWDPL.

Details of previous transactions with the related party

INR in Millions

S. No.	Particulars of the information	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	CGESDC- 175.34 SRPL- 11 MRPL- 2,221.14 CTN- 1,276.65 DRPL- 3,499.78 CGEHEPL- 1,593.95
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	CGESDC- 119 SRPL-2,155.13 MRPL- 566.95 CTN- 1,271.30 DRPL- 3,326.70 CGEHEPL- 218.46
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with	No



S. No.	Particulars of the information
	the listed entity or its subsidiary during the last financial year.

Amount of the proposed transaction(s)

INR in Millions

S. No.	Particulars of the information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	8780
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	51.57 %
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	The percentage is calculated for the Lender Entities SRPL-NA MRPL-189.08% CTN-55.74 % DRPL- 60.17% CGEHEPL-84.06%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	None of the lending entities prepare consolidated financial statements.

Financial performance of the related party for the immediately preceding financial year (2024-25):

INR in Millions

Sr.No.	Name of the Related Party	Turnover (₹ million)	Profit / Loss after Tax (₹ million)	Net worth (₹ million)
1.	Continuum Green Energy Limited	9,047	1,338	19,018



2.	Bhuj Wind Energy Private Limited	1	(18.93)	98.99
3.	Bothe Windfarm Development Private Limited	4,886	284.06	2,072.76
4.	CGE Hybrid Energy Private Limited	1,190	(1,491.30)	2,835.00
5.	CGE II Hybrid Energy Private Limited	4	(4.09)	3,408.96
6.	CGE Renewables Private Limited	3	(38.46)	950.32
7.	CGE Shree Digvijay Cement Green Energy Private Limited	154	(134.15)	(38.36)
8.	Continuum MP Windfarm Development Private Limited	2,622	(503.78)	3,617.61
9.	Continuum Power Trading (TN) Private Limited	2,243	19.28	47.73
10.	Continuum Trinethra Renewables Private Limited	4,265	(716.80)	(225.29)
11.	Dalavaipuram Renewables Private Limited	4,288	6.19	4,879.56
12.	DJ Energy Private Limited	2,205	129.90	(257.23)
13.	DRPL Captive Hybrid Private Limited	3	(5.32)	(4.96)
14.	Jamnagar Renewables Private Limited	-	(0.47)	(0.24)
15.	Jamnagar Renewables One Private Limited	0	(30.31)	1,708.75
16.	Jamnagar Renewables Two Private Limited	0	(10.09)	790.61
17.	Kutch Windfarm Development Private Limited	495	(112.19)	(15.52)
18.	Morjar Renewables Private Limited	926	(377.55)	2,866.82
19.	Morjar Windfarm Development Private Limited I	1,810	(532.41)	(145.04)
20.	Renewables Trinethra Private Limited	639	29.09	(23.32)
21.	Shubh Wind Power Private Limited	0	(11.05)	82.38
22.	Srijan Energy Systems Private Limited	12	(56.93)	77.58
23.	Srijan Renewables Private Limited	2	(3.93)	16.30
24.	Trinethra Wind and Hydro Power Private Limited	2,734	71.27	(1,064.95)



25.	Uttar Urja Projects Private Limited	1,795	105.06	(246.82)
26.	Watsun Infrabuild Private Limited	5,080	369.74	275.63

Basic details of the proposed transaction

INR in Millions

S. No.	Particulars of the information	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting of unsecured loans amongst RG and Non-RG entities
2.	Details of each type of the proposed transaction	Granting of unsecured loans amongst RG and Non-RG entities
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 Years from date of 1st Tranche payment.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	8780
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors/KMP has any personal interest in the transaction.
	a. Name of the director / KMP	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA



S. No.	Particulars of the information	
9.	Other information relevant for decision making.	-

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Source of funds in connection with the proposed transaction.	Funds availed by way of borrowings.
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	Unsecured Loan
	b. Total cost of borrowing	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
	c. Tenure	15 Years from date of 1st Tranche payment.
	d. Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	-
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	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.	Maturity / due date	15 Years from date of 1st Tranche payment.
6.	Repayment schedule & terms	15 years
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	-



S. No.	Particulars of the information	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For development of New Wind/Solar Project and general corporate purpose

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	
1.	Material covenants of the proposed transaction	No covenants
2.	Interest rate <i>(in terms of numerical value or base rate and applicable spread)</i>	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
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	(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
4.	Maturity / due date	15 Years from the date of disbursement of first tranche of the loan.
5.	Repayment schedule & terms	15 years
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	

***RG and Non-RG Entities**

Sr.No	Abbreviation	Restricted Group (RG)
1	BWDPL	Bothe Windfarm Development Pvt. Ltd.
2	DJEPL	DJ Energy Pvt. Ltd.
3	UUPPL	Uttar Urja Projects Pvt. Ltd.
4	TWHPPL	Trinethra Wind and Hydro Power Pvt. Ltd.
5	RTPL	Renewables Trinethra Pvt. Ltd.



6	WIPL	Watsun Infrabuild Pvt. Ltd.
7	KWDPL	Kutch Windfarm Development Pvt. Ltd.
8	CTRPL	Continuum Trinethra Renewables Pvt. Ltd.
Sr.No	Abbreviation	NON RG
9	CGEL	Continuum Green Energy Ltd
10	MWDPL	Morjar Windfarm Development Pvt. Ltd.
11	CPT(TN)PL	Continuum Power Trading (TN) Pvt. Ltd.
12	DRPL	Dalavaipuram Renewables Pvt. Ltd.
13	MRPL	Morjar Renewables Pvt. Ltd.
14	SESPL	Srijan Energy Systems Pvt. Ltd.
15	SWPPL	Shubh Wind Power Pvt. Ltd.
16	SRPL	Srijan Renewables Pvt. Ltd.
17	CGEHEPL	CGE Hybrid Energy Pvt. Ltd.
18	CGERPL	CGE Renewables Pvt. Ltd.
19	DRPLCHPL	DRPL Captive Hybrid Pvt. Ltd.
20	CGEIIHEPL	CGE II Hybrid Energy Pvt Ltd
21	BWEPL	Bhuj Wind Energy Pvt. Ltd.
22	JRPL	Jamnagar Renewables Pvt. Ltd.
23	JROPL	Jamnagar Renewables One Pvt. Ltd.
24	JRTPL	Jamnagar Renewables Two Pvt. Ltd.
25	CGESDC	CGE Shree Digvijay Cement Green Energy Pvt. Ltd.
26	CMPWDPL	Continuum MP Windfarm Development Pvt. Ltd.
27	-	New SPV-1-Arni Timba-Gujarat
28	-	New SPV-2-Akal Devikoot-Rajasthan/ESPL
29	-	New SPV-3-Amba- MP
30	-	New SPV-4-Raltam 3
31	-	New SPV-5-Morjar 3
32	-	New SPV-6-Navalkund
33	-	New SPV-7-Mandsaur
34	-	New SPV-8-CGE Treasury IFSC Private Limited

The Board recommends passing of the 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.



ITEM NO. 3**TO APPROVE THE FIXED REMUNERATION FOR FINANCIAL YEAR 2026-2027 FOR MR. ARVIND BANSAL (WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY)**

Mr. Arvind Bansal was appointed as a Whole Time Director and Chief Executive Officer w.e.f. November 27, 2024. The fixed remuneration of Mr. Arvind Bansal for the financial year 2026-2027 were recommended by Nomination and Remuneration Committee on dated February 10, 2026, and the same was approved by Audit Committee and Board of Directors on February 10, 2026. 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 New Energy 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 51,902,272/- fixed remuneration for the Financial Year 2025-26.



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 2026-27:

1. **Fixed remuneration** - INR 51,902,272/- (Indian Rupees Five crore nineteen lakhs two thousand two hundred and seventy two only) until the same is revised and recommended by the Nomination & Remuneration Committee and approved by the Audit Committee and/or Board of Directors.

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 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. 4

TO APPROVE THE FIXED REMUNERATION FOR FINANCIAL YEAR 2026-2027 FOR MR. N V VENKATARAMANAN (WHOLE-TIME DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY)

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 February 10, 2026, has recommended payment of the fixed remuneration for the financial year 2026-27 and the same was approved by Board of



Directors on February 10, 2026. 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 39,286,139/- fixed remuneration for the financial year 2025-26.

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:

Fixed remuneration for the Financial Year 2026-2027 - INR 39,286,139/- (Rupees Three crore ninety two lakh eighty six thousand one hundred and thirty nine only) until the same is revised and recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.



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. 4 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. 5**TO APPROVE THE FIXED REMUNERATION FOR FINANCIAL YEAR 2026-2027 FOR MS. ANJALI BANSAL (VICE PRESIDENT- HUMAN RESOURCES OF THE COMPANY)**

Ms. Anjali Bansal has 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 Nomination and Remuneration Committee vide its resolution passed on February 10, 2026 has recommended payment of the fixed remuneration to Ms. Anjali Bansal, wife of Mr. Arvind Bansal, Whole Time Director and Chief Executive Officer of the Company for the financial year 2026-27 and the same was approved by Audit Committee and Board of Directors on February 10, 2026 as below:

Fixed remuneration for the Financial Year 2026-2027 - INR 8,784,694/- (Rupees Eighty seven lakh eighty four thousand six hundred and ninety four only) until the same is revised and recommended by the Nomination & Remuneration Committee and approved by the Audit Committee and/or Board of Directors.

In view of above, the Board recommends the passing of the resolution set out at item No. 5 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)*



Date: 13/02/2026
Place: Mumbai

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 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 _____, at a shorter notice through video conferencing / other audio-visual means at _____ IST and the deemed venue of the meeting will be 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.

Yours truly,
[Insert Name]

Date: [●]
Place: [●]

