

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 06th Extraordinary General Meeting of the Members (“EGM”) of Continuum Green Energy Limited (*Formerly Continuum Green Energy Private Limited And Continuum Green Energy (India) Private Limited*) (the “Company” or “CGELI”) will be held at a shorter notice, through video conferencing on Tuesday, March 24, 2026 at 06:30 PM IST at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India to transact the following businesses:

SPECIAL BUSINESS:**1. APPROVAL FOR OFFER AND ISSUANCE OF COMPULSORILY CONVERTIBLE DEBENTURES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS**

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 Sections 23(2)(b), 42, 62(1)(c), 71, 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules thereunder including Companies (Share Capital and Debentures) Rules 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 including, in each case, any statutory modification(s), amendments or re-enactment thereof for the time being in force, notification, orders and circulars as may be issued from time to time, the Foreign Exchange Management Act, 1999 and the circulars, notifications, rules and regulations made/issued thereunder (including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended), the notifications issued by the Reserve Bank of India applicable provisions of the Memorandum of Association and the Articles of Association of the Company, and the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof), if any, prescribed by any relevant authority from time to time, to the extent applicable, the consent of the members be and is hereby accorded to offer and / or invite to subscribe, issue and allot 88,232,143 (Eighty Eight Million Two Hundred and Thirty Two Thousand One Hundred and Forty Three) Compulsorily Convertible Debentures at an issue price of INR 70/- (Indian Rupees Seventy only) each (“CCD”) aggregating to INR 6,176,250,010 (Indian Rupees Six Billion One Hundred Seventy Six Million Two Hundred Fifty Thousand and Ten only) for cash consideration to JC Infinity (A) Limited (referred to as “Investor”) , on a preferential basis through private placement in a manner detailed therein, being in accordance with the terms and conditions of the CCD Subscription Agreement dated 10th March 2026 executed by and amongst the Company, Continuum Green Energy Holdings Limited (*formerly Continuum Green Energy Limited*) (“CGEHL”) and the Investor (the “Transaction Documents”):



Sl. No.	Details of the Investor	Number of CCD	Cash Consideration (in INR)
1.	JC Infinity (A) Limited	88,232,143 (Eighty Eight Million Two Hundred and Thirty Two Thousand One Hundred and Forty Three)	INR 6,176,250,010 (Indian Rupees Six Billion One Hundred Seventy Six Million Two Hundred Fifty Thousand and Ten only)

RESOLVED FURTHER THAT, the CCD Subscription Agreement executed by and amongst the Company, Investor and CGEHL on 10th March 2026, the executed copy of which has been placed in the meeting and duly initialed by the Company Secretary for the purpose of identification, be and is hereby noted, approved and taken on record.

RESOLVED THAT the (i) valuation report dated March 21, 2026 issued by: (i) Mr. Hitendra Ranka, Registered Valuer (IBBI) (Registration No. IBBI/RV/06/2019/11695) having office at Ahmedabad, Gujarat, as per the provisions of the Companies Act, 2013 and rules framed thereunder; (ii) valuation report dated March 21, 2026 issued by M/s. Ranka & Associates, Chartered Accountant (ICAI Firm Reg. No.: 142248W) having office at #406, 4th Floor, Indraprasth Business House, Vijay Cross Road, Navrangpura, Ahmedabad, 380009, Gujarat, India, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder; and (iii) valuation report dated March 21, 2026 issued by M/s. Ranka & Associates, Chartered Accountant (ICAI Firm Reg. No.: 142248W) having office at #406, 4th Floor, Indraprasth Business House, Vijay Cross Road, Navrangpura, Ahmedabad, 380009, Gujarat, India, as per provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder (including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019), in connection with the proposed issue of CCDs of the Company, a copy of which has been placed before the members, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT the terms and conditions (as more detailed in Annexure A to this resolution) of issue of the aforesaid CCDs to be issued / allotted to Investor be and are hereby confirmed.

RESOLVED FURTHER THAT the draft private placement offer cum application letter in Form PAS-4 (“Offer Letter”), (which term shall include the Offer Letter as may be modified/finalized pursuant to the authorization granted under these resolutions) for the offer and issue of 88,232,143 (Eighty Eight Million Two Hundred and Thirty Two Thousand One Hundred and Forty Three) CCDs at an issue price of INR 70/- (Indian Rupees Seventy only) aggregating to INR 6,176,250,010 (Indian Rupees Six Billion One Hundred Seventy Six Million Two Hundred Fifty Thousand and Ten only) for cash consideration, to the Investor on a preferential basis through



private placement as placed before the members, duly initialed by the Company Secretary of the Company for the purpose of identification, be and is hereby approved; and subject to the subsequent filing of the resolution in this regard with the Registrar of Companies pursuant to Rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Board is empowered to issue, sign, circulate and deliver the Offer Letter along with other documents, relevant annexures and the application form annexed thereto, to the Investor, and to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned Registrar of Companies / Ministry of Corporate Affairs.

RESOLVED FURTHER THAT as may be required under the Act and the rules issued thereunder (including any amendments thereto or re-enactment thereof for the time being in force), any of the Director or Chief Financial Officer or Company Secretary of the Company or Head – Legal of the Company or Mr. Abhineet Gupta, Deputy General Manager – Strategy of Bothe Windfarm Development Private Limited, subsidiary company (“**BWDPL**”) (“**Authorised Persons**”), be and are hereby jointly and/ or severally authorized to modify, finalize and sign the Offer Letter on behalf of the Company and to issue the same to the Investor and take all necessary actions in respect thereof.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and the rules issued thereunder (including any amendments thereto or re-enactment thereof for the time being in force), the Company shall maintain a record of private placement offer letter in Form No. PAS-5 in respect of the issuance of the CCD to the Investor, in compliance with applicable law, the draft of which has been placed in the meeting and duly initialed by the Company Secretary of the Company for the purpose of identification.

RESOLVED FURTHER THAT any of the Authorised Persons of the Company, be and are hereby jointly and/or severally authorized to sign and submit the necessary documents to Depositories, Depository Participant(s) and Registrar & Transfer Agent and/or to make suitable entries in the statutory registers and all other relevant records and to do all other acts and deeds as may be necessary, expedient or desirable for completing and updating the records of the Company in respect of the allotment of the CCDs, as above, and to deliver certified true copies of such updated statutory registers and other relevant documents to the Investor and other concern parties.

RESOLVED FURTHER THAT any of the Authorised Persons of the Company be and are hereby jointly and/or severally authorized to undertake all actions and execute all such deeds, documents, agreements and writings, as it may deem necessary or incidental for the purpose of giving effect to the above resolutions, and to execute, sign, amend, file and submit all necessary forms, documents, etc. (including but not limited to Form No. MGT-14, Form No. PAS-3, Form No. FC-GPR (as applicable) with the Registrar of Companies, the Reserve Bank of India or any other statutory filings with governmental authorities or with any other appropriate authorities), and to sign, execute, accept any alteration(s), amendments(s) or correction(s) or modification(s) of any terms and conditions or extension of offer period as it may deem fit and appropriate in the Offer Letter, Form PAS-5 and other related documents either physically or electronically/digitally and



to give such directions/ instructions as may be required, and to undertake such other acts, deeds, matters and things as may be required, expedient or desirable to give effect to the above resolutions, including the issue, offer and allotment of the CCDs, and taking such further steps as may be incidental and ancillary to give effect to the foregoing resolutions, and acting as compliance officer in connection with the private placement offer process, and to do, make or accept such alterations, modifications or variations in the foregoing resolutions, as may be considered desirable without being required to seek any further consent or approval of the members, and authorisation to cancel CCD issued but not allotted as may be required in accordance with applicable law, and for any of the transactions contemplated above and to sign such deeds, documents, forms, declarations, or other papers that may be required in this regard.

RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed on any agreements, documents, writings or instruments in relation to the issue and allotment of the CCDs as mentioned above, be affixed in accordance with the provisions of the Articles of Association of the Company in the presence of any Director of the Company and the Company Secretary or any other person authorised by the Board, who shall sign the same in token thereof, and the Common Seal of the Company be and is hereby authorized to be carried anywhere in India for the purpose of affixing the same on such documents.

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

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: 23/03/2026

Place: Mumbai

Registered office:

Survey No 356 & 391, Periyakumarapalayam Village Gudimangalam,
Dharapuram Taluk, Coimbatore, Tirupur District, Tamil Nadu 642201, India

Corporate office:

402 & 404, Delphi C Wing, Hiranandani Business Park,
Orchard Avenue, Powai, Mumbai – 400076 Maharashtra, India

Notes:

1. The extraordinary general meeting of the shareholders of the Company is being convened at a shorter notice 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. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company, subject to the provisions of Articles of Association of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. 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.
4. 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.
5. All relevant documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office and corporate office of the Company on all working days between 11.00 AM to 1.00 PM.
6. 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.
7. Members/proxies/ authorized representatives are requested to sign the attendance register placed



at the venue on the date of the extraordinary general meeting. Members are requested to write their client ID and DP ID numbers in the attendance register for attending the meeting.

8. The letter seeking approval of shareholders to convene the extraordinary general meeting of the Company at shorter notice is attached herewith, and members/proxies/ authorized representatives are requested to duly sign and provide the same.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

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: 23/03/2026

Place: Mumbai

Registered office:

Survey No 356 & 391, Periyakumarapalayam Village Gudimangalam,
Dharapuram Taluk, Coimbatore, Tirupur District, Tamil Nadu 642201, India

Corporate office:

402 & 404, Delphi C Wing, Hiranandani Business Park,
Orchard Avenue, Powai, Mumbai – 400076 Maharashtra, India

EXPLANATORY STATEMENT PURSANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated March 23, 2026:

Item No. 1: Approval for offer and issuance of Compulsorily Convertible Debentures by way of preferential allotment on a private placement basis

Pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 including, in each case, any statutory modification(s), amendments or re-enactment thereof for the time being in force, notification, orders and circulars as may be issued from time to time, the Foreign Exchange Management Act, 1999 and circulars, notifications, rules, regulations made/issued thereunder (including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended), the notifications issued by the Reserve Bank of India and the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, CCD subscription agreement dated March 10th 2026, executed by and amongst the Company, Continuum Green Energy Holdings Limited (*formerly Continuum Green Energy Limited*) (“CGEHL”) and JC Infinity (A) Limited (“Investor”) (the “Transaction Documents”), the approval accorded by the Board at its meeting dated March 23, 2026, the Company is proposing to offer and / or invite to subscribe, issue and allot 88,232,143 (Eighty Eight Million Two Hundred and Thirty Two Thousand One Hundred and Forty Three) Compulsorily Convertible Debentures at an issue price of INR 70/- (Indian Rupees Seventy only) each (“CCD”) aggregating to INR 6,176,250,010 (Indian Rupees Six Billion One Hundred Seventy Six Million Two Hundred Fifty Thousand and Ten only) for cash consideration to the below persons in the manner detailed therein (“Offer”) as per the provisions of the Companies Act, 2013 and the rules enacted thereunder:

Sl. No.	Details of the Investor	Number of CCD	Cash Consideration (in INR)
1.	JC Infinity (A) Limited	88,232,143 (Eighty Eight Million Two Hundred and Thirty Two Thousand One Hundred and Forty Three)	INR 6,176,250,010 (Indian Rupees Six Billion One Hundred Seventy Six Million Two Hundred Fifty Thousand and Ten only)



In terms of provisions under Section 62(1)(c) read with Section 42 and any other applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014, and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, special resolution is required to be passed for issue of CCD by way of preferential allotment via private placement basis.

CCDs’ are issued on the basis of (a) valuation certificate dated March 21, 2026 issued by M/s. Hitendra Ranka, a Registered Valuer (IBBI) (Registration No. IBBI/RV/06/2019/11695) having his office at Ahmedabad, who have conducted the valuation of CCD of the Company based on the comparable companies multiple method for the purpose of issuing and allotting CCD to the Investor and Section 62(1)(c) of the Companies Act, 2013; and (b) valuation certificate dated March 21, 2026 issued by M/s. Ranka & Associates, Chartered Accountants (FRN: 142248W) having office at Ahmedabad, who have conducted the valuation of CCD of the company as per internationally accepted pricing methodology on arm’s length basis and in accordance with the provisions of Foreign Exchange Management (Non-debt Instruments) Rules, 2019. The relevant details of the offer and the CCD proposed to be issued and other material facts in connection thereto are provided hereunder pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

The details of the Offer and other material facts and information concerned with and relevant to the offer and issue of CCD to enable the members understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below for their consideration and includes the following particulars which are required to be disclosed hereunder pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Disclosures pursuant to proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sl. No.	Particulars	Details
1.	Particulars of the offer including date of passing of board resolution	88,232,143 (Eighty Eight Million Two Hundred and Thirty Two Thousand One Hundred and Forty Three) CCDs at an issue price of INR 70/- (Indian Rupees Seventy only) each Date of Board Meeting: March 23, 2026
2.	Kinds of securities offered and the price at which security is being offered	CCDs at an issue price of INR 70/- (Indian Rupees Seventy only) each



3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price has been arrived at, based on the valuation report dated March 21, 2026, issued by M/s. Hitendra Ranka, a Registered Valuer (IBBI) (Registration No. IBBI/RV/06/2019/11695)
4.	Name and address of valuer who performed valuation	M/s. Hitendra Ranka, a Registered Valuer (IBBI) (Registration No. IBBI/RV/06/2019/11695) Address: 528, 5 th Floor, Saffron Business Park, Jashodanagar, Ahmedabad-382445, Gujarat
5.	Amount which the Company intends to raise by way of such securities	INR 6,176,250,010 (Indian Rupees Six Billion One Hundred Seventy Six Million Two Hundred Fifty Thousand and Ten only)
6.	Material terms of raising such securities, proposed time schedule	As per Annexure A
7.	Objects of offer	The object of the offer is to raise money for the purposes of: (a) undertaking capital expenditure of the Company and/or its Subsidiaries; and (b) General Corporate Purpose.
8.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	NA
9.	Principle terms of assets charged as securities	NA

Disclosure pursuant to proviso to Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:

Sl. No.	Particulars	Details
1.	The objects of the issue	The object of the offer is to raise money for the purposes of: (a) undertake capital expenditure of the Company and/or its Subsidiaries; and (b) General Corporate Purpose.
2.	The total number of shares or other securities to be issued	88,232,143 (Eighty Eight Million Two Hundred and Thirty Two Thousand One Hundred and Forty Three) CCDs at an issue price of INR 70/- (Indian Rupees Seventy only) each



3.	The price or price band at/within which the allotment is proposed	INR 70/- (Indian Rupees Seventy only) each
4.	Basis on which the price has been arrived at along with report of the registered valuer	The price has been arrived at, based on the valuation report dated March 21, 2026, issued by M/s. Hitendra Ranka, a Registered Valuer (IBBI) (Registration No. IBBI/RV/06/2019/11695)
5.	Relevant date with reference to which the price has been arrived at	December 31, 2025
6.	The class or classes of persons to whom the allotment is proposed to be made	Type of Investor - Body Corporate Name of Investor - JC Infinity (A) Limited incorporated under the laws of United Kingdom
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	NA
8.	The proposed time within which the allotment shall be completed	Offer is valid for a period of 60 days from the date of circulation of this offer letter and allotment of securities will be in 1 day from date of receipt of monies from the Investor
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	JC Infinity (A) Limited incorporated under the laws of United Kingdom. As per Annexure B
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	No
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NA



12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	The proposed allotment is not done for consideration other than cash. Thus, this is not applicable to the Company.
13.	The pre issue and post issue shareholding pattern of the company.	As per Annexure B

Pursuant to Section 102 of the Companies Act, 2013, the Board does hereby confirm that none of its director or key managerial personnel and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding, in the aforesaid resolution.

Further, as per the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, approval of the shareholders through a special resolution is required for issue of securities on private placement basis.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot CCD. The Board recommends passing of the resolution contained above of the accompanying notice.

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



M. Malviya

Mahendra Malviya
Company Secretary
ICSI Membership No. A27547

Date: 23/03/2026

Place: Mumbai

Registered office:

Survey No 356 & 391, Periyakumarapalayam Village Gudimangalam,
Dharapuram Taluk, Coimbatore, Tirupur District, Tamil Nadu 642201, India

Corporate office:

402 & 404, Delphi C Wing, Hiranandani Business Park,
Orchard Avenue, Powai, Mumbai – 400076 Maharashtra, India

Annexure A
Terms of CCD

1. Price Per CCD: Each CCD shall be issued as compulsorily convertible debenture of the Company at a face value of INR 70/- (Indian Rupees Seventy) and shall be fully and compulsorily convertible into Equity Shares, subject to the terms and conditions set forth below.
2. Coupon: The CCDs shall be issued without any coupon and shall not accrue any interest.
3. Ranking: The CCDs shall rank *pari passu* with any unsecured debt availed by the Company and shall not have any preferential right in payment over Equity Shares in the event of any liquidation, dissolution or winding up of the Company. The Equity Shares allotted upon conversion of the CCDs shall at all times rank *pari passu* with all subscribed, issued and paid-up Equity Shares in all respects.
4. Redemption: The CCDs shall be non-redeemable, and the Company shall not permit any redemption of the CCDs.
5. Voting Rights:

The CCDs shall not carry any voting rights. The Equity Shares allotted upon conversion of the CCDs shall carry voting rights that are *pari passu* with all subscribed, issued and paid-up Equity Shares.

6. Conversion Events
 - (a) Upon the earlier of occurrence of any of the following events, the CCDs shall be compulsorily converted into such number of Equity Shares as is determined pursuant to paragraph 6(b) below:
 - (A) at any time at the request of Investor;
 - (B) automatically, if the Company undertakes any allotment of Equity Shares to any Person for an aggregate consideration of not less than the INR equivalent of USD 25,000,000 (United States Dollars Twenty-Five Million) and in such case on the same date as on which Equity Shares are allotted by the Company; or



- (C) automatically, on the date being the 180th (one hundred and eightieth) day from the Closing Date (including the Closing Date).
- (b) The total number of Equity Shares to be issued upon conversion of all the CCDs shall be determined in accordance with the following formula:

$$\text{Total Equity Shares} = [\text{Subscription Amount} \times \{1 + 0.12 \times (\text{Days to Conversion} / 365)\}] / 70$$

Where, “**Days to Conversion**” shall be equal to the number of days on and from the Closing Date (including the Closing Date) and up to the date (including such date) on which the conversion is triggered pursuant to paragraph 6(a) above.

- (c) In the event the computation of the number of Equity Shares to be issued, results in a fraction, then, the number of Equity Shares shall be determined by rounding down any decimal to the closest whole number.
- (d) Provided that, in the event that the Company undertakes any form of restructuring of its share capital (“**Capital Restructuring**”), in each case in compliance with this Agreement, the Shareholders’ Agreement, and the charter documents of the Company, including but not limited to: (i) consolidation or sub-division or splitting up of its shares, (ii) issue of bonus shares; (iii) issue of shares in a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of shares or variation of rights into other kinds of securities; and (v) issue of right shares, the number of Equity Shares that each CCDs converts into and the conversion price for each such CCD shall be adjusted accordingly in a manner that the Investor receives such number of Equity Shares that Investor would have been entitled to receive immediately after occurrence of any such Capital Restructuring had the conversion of the CCD occurred immediately prior to the occurrence of such Capital Restructuring.

7. Company Actions:

At the time of conversion of CCDs into Equity Shares in accordance with the terms set out herein, the Company shall:

- (a) convene a meeting of the Board, at which meeting the Board shall approve the following:
- (A) the conversion of the CCDs in accordance with the terms set out herein; and



- (B) the issuance and allotment of such number of Equity Shares as is determined in accordance with the terms herein and credit of such Equity Shares in the Investor Depository Account;
- (b) approve, filing with the Registrar of Companies, the Form MGT-14 and PAS-3, in respect of allotment of the Equity Shares to the Investor;
- (c) All other corporate actions to complete the conversion of the CCDs and issuance of the Equity Shares on their conversion having been taken, including without limitation, the passing of any board/shareholders' resolutions for the same, reflecting the same in the register of members and all other corporate records as may be required under Applicable Law; and
- (d) Automatically and immediately upon the conversion of the CCDs into Equity Shares, the Equity Shares so issued shall be deemed to be fully paid up and must be free and clear of all Encumbrances, validly issued and outstanding.
8. The CCDs which are converted into Equity Shares will forthwith stand cancelled.
9. If a conversion event requires automatic conversion of CCDs into Equity Shares pursuant to Paragraph 6 (a) above, the Company shall be authorized to undertake all actions that are required for issuing Equity Shares to the Investor in lieu of the CCDs in accordance with the terms set out herein, without the requirement of any intimation from the Investor to the Company.
10. Amendments: Without prejudice to rights of the holder of any CCD under the Act, the rights, privileges, and conditions attached to any CCD shall not be varied or modified in any manner whatsoever without the prior written consent of the holder of such CCD.
11. Stamp Duty and Taxes: Any and all stamp or similar taxes or duties payable in relation to the issuance of any Equity Shares, pursuant to the conversion of any CCD, shall be borne and paid by the Company.
12. Further Assurance: Each Shareholder and the Company shall, from time to time and at its own cost, shall execute, and deliver or procure to be done, executed and delivered all such further acts, documents and things required to give full effect to the provisions of this Annexure A (*Terms of CCD*).
13. The Company shall, and the Holding Company shall ensure that the Company does, at all times, reserve and keep available out of its authorised but unissued equity share capital, solely for the purpose of effecting the conversion of the Subscription Securities, such number of Equity Shares of the Company as shall from time to time be sufficient to effect the conversion of all the Subscription Securities, and if at any time the number of authorised



but unissued equity shares of the Company shall not be sufficient to effect the conversion of all the Subscription Securities (taking into account the issuance of Equity Shares of the Company pursuant to any existing convertible security), the Company will take such corporate action as may be necessary to increase its authorised but unissued share capital to such number of Equity Shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite Shareholder approval of any necessary amendment to the Charter Documents.



Annexure B
Pre & Post Shareholding Pattern

S No	Category	Pre-issue		Post-issue**	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters	1,172,805,550	85.35%	1,172,805,550	85.35%
	sub-total (A)	-	-	-	-
B	Non-promoters' holding	-	-	-	-
1	Institutional investors	-	-	-	-
2	Non-institution	-	-	-	-
	Private corporate bodies	201,289,857	14.65%	201,289,857	14.65%
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	others (including NRIs/Foreign)	-	-	-	-
	Foreign body corporate	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL	1,374,095,407	100%	1,374,095,407	100%

** Since CCDs are being offered, there will not be any change in the shareholding pattern of the Company post allotment of the CCDs. The shareholding pattern of the Company will vary only upon conversion of the CCDs.



FORM NO. MGT - 11
PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail ID:
Folio No./ Client ID No.:
DP ID:

I/We being the Member(s) of _____ equity shares of Rs. 10 (Indian Rupees Ten only) each of M/s. Continuum Green Energy Limited (*Formerly Continuum Green Energy Private Limited and Continuum Green Energy (India) Private Limited*) (the “Company”), hereby appoint:

Sl No. 1: Name: _____ E-mail Id: _____ Address: _____ Signature: _____ Or failing him/her	Sl No. 2: Name: _____ E-mail Id: _____ Address: _____ Signature: _____ Or failing him/her
Sl No. 3: Name: _____ E-mail Id: _____ Address: _____ Signature: _____	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on March 24, 2026, through video conferencing at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai –

400076, Maharashtra, India and at any adjournment(s) thereof, in respect of the resolutions, as indicated in the Notice of the meeting:

Sr No.	Description
1.	Approval for offer and issuance of Compulsorily Convertible Debentures by way of preferential allotment on a private placement basis.

Signed: this _____ day of _____ 2026



Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India , not less than 48 hours before the commencement of the Meeting.

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
(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 Tuesday, March 24, 2026 through video conferencing at 06:30 P.M. IST at a shorter notice at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India.

Yours truly,
[Insert Name]

Date: [●]
Place: [●]

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 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.:

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.
2. 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.