

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 07<sup>th</sup> 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 on Tuesday, March 31, 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. **TO APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and Section 15 of the Companies Act, 2013 (the “**Act**”), read with the rules thereunder, including Rule 10 of the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Act, if any (including, in each case, any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the CCD Subscription Agreement dated March 10<sup>th</sup> 2026, executed into by and amongst the Company, JC Infinity (A) Limited (“**Investor**”) and Continuum Green Energy Holdings Limited (*formerly Continuum Green Energy Limited*) (“**CGEHL**”), and subject to any guidelines, rules, regulations, approval of any other appropriate authorities, and as approved by the Board of the Company vide circular resolution passed on March 31, 2026, the consent of the members of the Company be and is hereby accorded to adopt, amend, replace, and substitute the existing articles of association of the Company with the new set of the amended and restated articles of association of the Company (including the entrenchment provisions contained therein) (the “**Restated Articles**”), draft of which is placed before the members and initialled by the Company Secretary of the Company for the purpose of identification, for incorporating the provisions of the, Amended and Restated Shareholders’ Agreement (“**Amended and Restated SHA**”) dated March 20<sup>th</sup> 2026 entered into by and amongst Company, Investor, JC Infinity (B) Limited, CGEHL, Continuum Energy Pte. Ltd. (“**CEPL**”), Clean Joules Pte. Ltd (“**CJPL**”), Starlight Pacific Ventures Pte. Ltd (“**SPVPL**”), Mr. Arvind Bansal and Mr. Vikash Saraf and Addendum Letter (“**Letter Agreement**”) dated March 30, 2026 entered into by and amongst Company, Investor, JC Infinity (B) Limited, CGEHL, CEPL, CJPL, SPVPL, Mr. Arvind Bansal and Mr. Vikash Saraf, drafts of which were tabled before the meeting and initialled by the Company Secretary of the Company for the purpose of identification, in substitution of and to the entire exclusion of the existing articles of association of the Company.

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary of the Company or Head – Legal 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 do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to sign and file all the necessary forms and other necessary documents including but not limited to e-Form MGT-14 and payment of statutory fees thereof and other necessary documents as may be required with the statutory authorities including, the jurisdictional Registrar of Companies and do all such acts, deeds, matters and things that may be required for the alteration of



the Articles of Association of the Company that may be suggested by the jurisdictional Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolution, and to comply with all other requirements in this regard and to do all such acts, deeds and things that may be required for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by any of the Authorised Persons in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

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

By order of the Board  
For **CONTINUUM GREEN ENERGY LIMITED**  
*(Formerly Continuum Green Energy Private Limited And  
Continuum Green Energy (India) Private Limited)*

*M. Malviya*

Mahendra Malviya  
Company Secretary  
ICSI Membership No: A27547

Date: **March 31, 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 22<sup>nd</sup> 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)*

Date: March 31, 2026  
Place: Mumbai

M. Malviya  
Mahendra Malviya  
Company Secretary  
ICSI Membership No: A27547



**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 and Secretarial Standards-2 on General Meetings (“SS-2”), the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated March 31, 2026 and forms part of the said notice:

**Item No. 1: To approve and adopt the amended and restated Articles of Association of the Company**

Pursuant to the CCD Subscription Agreement dated March 10<sup>th</sup> 2026 executed by and amongst the Company, JC Infinity (A) Limited (“Investor”) and Continuum Green Energy Holdings Limited (formerly Continuum Green Energy Limited) (“CGEHL”), Amended and Restated Shareholders’ Agreement dated March 20<sup>th</sup> 2026 entered into by and amongst Company, Investor, JC Infinity (B) Limited, CGEHL, Continuum Energy Pte. Ltd. (“CEPL”), Clean Joules Pte. Ltd (“CJPL”), Starlight Pacific Ventures Pte. Ltd (“SPVPL”), Mr. Arvind Bansal and Mr. Vikash Saraf and the Letter Agreement dated March 30, 2026 entered into by and amongst the Company, Investor, JC Infinity (B) Limited, CGEHL, CEPL, CJPL, SPVPL, Mr. Arvind Bansal and Mr. Vikash Saraf, the Company is required to amend and restate its Articles of Association to incorporate the provisions agreed between the parties under the aforesaid agreements.

Accordingly, the Board of Directors of the Company vide circular resolution passed on March 31, 2026, approved the adoption of the Restated Articles, subject to the approval of the members of the Company.

Pursuant to the provisions of Sections 5, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including Rule 10 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), any alteration to the Articles of Association of a company requires the approval of the members by way of a special resolution.

The Board of Directors therefore recommends the special resolution set out in the accompanying notice for approval of the members for adoption of the Restated Articles in substitution of and to the entire exclusion of the existing Articles of Association of the Company, in order to incorporate the provisions of the aforesaid Letter Agreement.

A copy of the existing Articles of Association and the draft Restated Articles proposed to be adopted are available for inspection by the members at the registered office and corporate office of the Company on all working days during business hours up to the date of the meeting and will also be available for inspection at the venue of the meeting. The draft Restated Articles are also being circulated along with the notice convening this Extraordinary General Meeting.



None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding, if any, in the Company, are concerned or interested, financially or otherwise, in the resolution set out in 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)*

Date: March 31, 2026  
Place: Mumbai

M. Malviya  
Mahendra Malviya  
Company Secretary  
ICSI Membership No.: A27547



**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 31, 2026* at 06:30 PM IST 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.	To approve and adopt the amended and restated Articles of Association of the Company

Signed: this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Affix  
Revenue  
Stamp  
Re. 1

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 *March 31, 2026 at 06:30 PM 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.



### Route Map of the Meeting:

