

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting of Continuum Green Energy Limited (*formerly Continuum Green Energy Private Limited and Continuum Green Energy (India) Private Limited*) (the “**Company**”) will be held at a shorter notice on Wednesday August 12, 2026, through video conferencing / other audio-visual means at 05:00 PM 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, 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India, to transact the following business:

Special Business:**Item No 01: To consider and approve amendments in the Continuum Employee Stock Option Scheme 2024**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, (“**SBEB Regulations**”) to the extent applicable, relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable and subject to any approvals, permissions and sanctions of any/ various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors (“**Compensation Committee**”) and approval of Board of Directors, the consent of the members of the Company, be and is hereby accorded to the amendments to the ‘**Continuum Employee Stock Option Scheme 2024**’ (“**ESOP 2024**” / “**Scheme**”):

RESOLVED FURTHER THAT any of the Director of the Company or Chief Financial Officer of the Company or Head - Legal of the Company or Vice President – Human Resources the authorised representatives of the Company be and are hereby authorized jointly /severally to do all such acts, deeds, matters and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of the amendment to the Scheme.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any powers conferred herein, to the Compensation Committee with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

By Order of the Board

For Continuum Green Energy Limited

(Formerly Continuum Green Energy Private Limited and Continuum Green Energy (India) Private Limited)



Mahendra Malviya

Company Secretary

ICSI Membership No. A27547

Date: 12th August 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 EGM of the members 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 members 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 and General Circular No. 09/2024 dated September 19, 2024 has allowed the Companies to conduct the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The forthcoming Extraordinary General Meeting (EGM) will thus be held through video conferencing (VC) or other audio visual means (OAVM). In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 ("the Act"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Corporate Office of the Company at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai, Maharashtra – 400076
4. The web-link of the meeting shall be provided separately.
5. 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.
6. Pursuant to the MCA Circulars through VC / OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such Body Corporate can attend the EGM through VC/OAVM.
7. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
8. 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.
9. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
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. All relevant documents referred to in the accompanying notice and explanatory statements are made available for inspection on demand by members via screen shared through video conferencing.
12. The letter seeking approval of members to convene the EGM of the Company at shorter notice is attached herewith, and members / authorized representatives are requested to duly sign and provide the same.





13. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

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



Date: 12th August 2026
Place: Mumbai

**Mahendra Malviya
Company Secretary
ICSI Membership No. A27547**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013.**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business.

Item No 01: To consider and approve amendments in the Continuum Employee Stock Option Scheme 2024

The Management has proposed few amendments to the Continuum Employee Stock Option Scheme 2024 (ESOP 2024 / Scheme).

Further, the Nomination and Remuneration Committee (“**Compensation Committee**”) had recommended the proposed amendments and the Board of Directors had also considered and approved the proposed amendments, subject to your prior approval of the members of the Company. As per the above rationale, the proposed amendments are not prejudicial to the interests of the employees.

Such amendments require your prior approval by way of special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014. Therefore, the said resolution is put for your approval.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully holding any benefits under ESOP 2024.

**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: 12th August 2026

Place: Mumbai

**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 EGM of the Company, to be held on Wednesday, 12 August, 2026 at 05:00 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
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1.	To consider and approve amendments in the Continuum Employee Stock Option Scheme 2024
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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.



**MEMBERS'S CONSENT FOR HOLDING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY AT SHORTER NOTICE****Consent by members 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 Extra Ordinary 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 Wednesday, August 12, 2026 at 05:00 PM IST at a shorter notice through video conferencing / other audio-visual means.

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.

