

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the 02nd 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 Wednesday, September 16, 2026 at 04:30 PM IST through video conferencing at 504, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India to transact the following businesses:

SPECIAL BUSINESS:

1. **To ratify the amount of remuneration paid to M/s. Gangan & Company, Cost Accountants, Cost Auditors of the company, for financial year 2024-25**

The members are requested to pass the following resolution with or without modification as an **Ordinary Resolution**:

“**RESOLVED THAT** the remuneration of INR 74,500/- (Indian Rupees Seventy Four Thousand and Five Hundred only) plus applicable taxes and out-of-pocket expenses paid to M/s. Gangan & Company, Cost Accountants, cost auditors of the Company, for Financial Year 2024-25 be and is hereby ratified by members of the Company.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer of the Company or Head-Legal of the Company or Company Secretary of the Company (“**Authorised Persons**”) be and are hereby authorised severally to certify the resolution and forward a certified true copy of the resolution to the concerned parties or departments as may be required from time to time.”

2. **To approve the revised fixed remuneration for financial year 2026-2027 for Mr. N V Venkataramanan, Whole-Time Director and Chief Operating Officer of the Company, with effect from 01 April 2026 until further revision upon recommendation of the Nomination and Remuneration Committee**

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

“**RESOLVED THAT** in supersession of the resolution passed on February 13, 2026 and 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 and the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals/ permissions/ sanctions as may be necessary, the consent of the members of the Company is hereby accorded for the payment of the revised fixed remuneration of Mr. N V Venkataramanan, Whole-Time Director and Chief Operating Officer of the Company with effect from 01 April 2026, INR 39,286,139/- (Indian Rupees Three Crore Ninety Two Lakhs Eighty Six Thousand One Hundred Thirty Nine only) same as financial year 2025-26 until further revision upon recommendation of the Committee and approval of the Board and Shareholders, as may be required, 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 the difference between the fixed remuneration already paid or payable to Mr. N. V. Venkataramanan with effect from 01 April 2026 be adjusted and paid to him in accordance with applicable laws.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer of the Company or Head-Legal of the Company or Vice President – Human Resources 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.”

3. **To approve (i) the revised fixed remuneration of Ms. Anjali Bansal (Vice President – Human Resources of the Company) with effect from 01 April 2026 until further revision upon recommendation of the Nomination and Remuneration Committee, and (ii) the performance incentive for FY 2026-27**

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

“RESOLVED THAT in supersession of the resolution passed on February 13, 2026 and pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of any other applicable laws and/or regulations (including any amendments/modifications thereafter and the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals/permissions/ sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded for the payment of revised fixed remuneration of Ms. Anjali Bansal – Vice President, Human Resources of the Company with effect from 01 April 2026, i.e. INR 96,63,163/- (Indian Rupees Ninety six lakh sixty three thousand one hundred and sixty three only) per annum until further revision upon recommendation of the Committee and approval of the Audit Committee and/or Board and/or Shareholders, as may be required, 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 the payment of a performance incentive for the performance in financial year 2025-26 amounting to INR 10,98,087/- (Indian Rupees Ten Lakh Ninety Eight Thousand Eighty Seven Only), based on the performance evaluation carried out by the Company be and is hereby approved.

RESOLVED FURTHER THAT the difference between the fixed remuneration already paid or payable to Ms. Anjali Bansal with effect from 01 April 2026 be adjusted and paid to her in accordance with applicable laws.



RESOLVED FURTHER THAT any of the Directors or 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)*


Mahendra Malviya
Company Secretary
ICSI Membership No. A27547

Date: September 16, 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.

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: September 16, 2026
Place: Mumbai

Registered office:

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

Corporate office:

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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 September 16, 2026:

Item No. 1: To ratify the amount of remuneration paid to M/s. Gangan & Company, Cost Accountants, Cost Auditors of the company, for financial year 2024-25

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. The Board has, considered and approved the appointment of M/s. Gangan & Company, Cost Accountants as the cost auditor for the financial year 2024-25 at a remuneration of INR 74,500/- (Indian Rupees Seventy Four Thousand and Five Hundred only) plus applicable taxes and reimbursement of out of pocket expenses. The Board has noted the remuneration paid to the cost auditors for the financial year 2024-25. The Board recommends this resolution for ratification of the members as per the resolution set out in Item no 1.

None of the Directors / Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 2: 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, with effect from 01 April 2026 until further revision upon recommendation of the Nomination and Remuneration Committee

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 September 01, 2026, has recommended payment of the fixed remuneration for the financial year 2026-27 and the same was approved by Board of Directors on September 04, 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 2025-26, the total income as per Standalone Financial Statement ("SFS") is INR 8,850.86 millions, which is higher than previous financial year 2024-25 total income of INR 7,110.78 millions mainly due to increase in a) revenue from EPC contracts; b) Interest Income on loan given to subsidiaries as well as Interest Income on investment in debentures issued by the subsidiaries; c) contract novation fees; and d) net gain on extinguishment of financial liability and also net gain on financial assets measured at Fair Value through Profit or Loss ("FVTPL") on Optionally Convertible Debentures ("OCD") of subsidiary companies which is partly offset by decrease in net gain on financial assets measured at FVTPL on Compulsorily Convertible Debentures ("CCD") due to changes in fair value based on cashflow projections and discount rate.

During the financial year 2025-26, the loss before tax on Standalone Financial Statement ("SFS") was INR 1,133.69 million as compared to the previous financial year profit before tax of INR 37.97 million. Variance is majorly due a) net loss on financial assets measured at FVTPL on CCD of subsidiary companies due to changes in fair value based on cashflow projections and discount rate by INR 734.13 million; b) increase in interest payable on loan taken from subsidiaries amounting by INR 241.26 million; and c) employee benefit expenses.

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 primarily resulted into higher finance costs and net loss on financial assets measured at FVTPL on CCDs of subsidiary companies due to changes in fair value based on cashflow projections and discount rate which has largely impacted the loss of the Company. Company has Earning before Interest, Depreciation, Tax Amortisation (EBIDTA) of INR 4,105.26 million in financial year 2025-26 but loss before tax of INR 1,133.69 million mainly due to finance cost of INR 5098.82 million.

Steps taken or proposed to be taken for improvement:

Once all the projects become fully operational and start running for entire financial year, Company would be able to receive income from dividend on equity shares and interest on debentures. The Company is also proposing to issue its equity shares to one of the investors which will improve the networth of the Company.

Expected increase in productivity and profits in measurable terms:

As explained above the Company's certain subsidiaries are in the advance stage of projects execution and upon operationalization of the same, the Company would be able to receive dividend income or interest income on the investments made by Company into these subsidiaries.



**Foreign investments or collaborations:**

During the financial year 2026-27, the Company has executed share subscription and share purchase agreement with Chubu Electric Power Company Netherlands B.V. for subscription of 40,339,286 (Forty Million Three Hundred Thirty Nine Thousand Two Hundred and Eighty Six) Equity Shares.

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 3,92,86,139/- 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 3,92,86,139/- (Rupees Three crore ninety two lakh eighty six thousand one hundred and thirty nine only) with effect from April 01, 2026 and the difference between the fixed remuneration already paid or payable to Mr. N. V. Venkataramanan with effect from 01 April 2026, until the same is revised and recommended by the Nomination & Remuneration Committee and/or 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. 2 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. 3: To approve (i) the revised fixed remuneration of Ms. Anjali Bansal (Vice President – Human Resources of the Company) with effect from 01 April 2026 until further revision upon recommendation of the Nomination and Remuneration Committee, and (ii) the performance incentive for FY 2026-27

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 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 01 September, 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 September 04, 2026 as below:

Fixed remuneration for the Financial Year 2026-2027 - INR 96,63,163/- (Rupees ninety six lakh sixty three thousand one hundred and sixty three only) including the difference between the fixed remuneration already paid or payable to Ms. Anjali Bansal with effect from 01 April 2026 and INR 10,98,087 (Rupees Ten lakhs ninety eight thousand eighty seven only) performance incentive for the financial years 2025-26 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. 3 by way of passing of an Ordinary Resolution.



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

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


Mahendra Malviya
Company Secretary
ICSI Membership No. A27547

Date: September 16, 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

**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***(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 _____ ordinary 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 _____, _____, 2026 through video conferencing at _____. IST at a shorter notice at 504, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India.

Yours truly,

[Insert Name]

Date: [●]

Place: [●]

