

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 03RD 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”) (which had been convened on 07th October 2026 at 05:30 pm and was adjourned due to want of quorum) will now be held on Wednesday, 14th October at 05:30 PM IST through video conferencing at 504, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India at shorter notice to transact the following businesses:

SPECIAL BUSINESS:**1. TO APPROVE THE CONSULTANCY ARRANGEMENT PROPOSED TO BE ENTERED INTO WITH MR. N. V. VENKATARAMANAN**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 177 and 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder and other applicable laws, approval of the members be and is hereby accorded for entering into a consultancy arrangement between the Company and Mr. N. V. Venkataramanan, pursuant to which Mr. N. V. Venkataramanan shall provide consultancy and advisory services in relation to power scheduling, deviation settlement, construction technology adoption and such other services as may be agreed from time to time, for a period of twelve (12) months commencing from October 1, 2026, on such other terms and conditions as may be approved by the Board from time to time .

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.”

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



Date: October 12, 2026

Place: Mumbai

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

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)*



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

Date: October 12, 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 October 12, 2026:

Mr. N. V. Venkataramanan presently serves as Whole-time Director and Chief Operating Officer of the Company and shall cease to hold such executive position due to his retirement with effect from September 30, 2026. Thereafter, he shall continue as a Non-Executive Director of the Company with effect from October 1, 2026.

Following his retirement from his executive position and employment with the Company, it is proposed to engage Mr. N. V. Venkataramanan under a consultancy arrangement for a period of twelve (12) months for providing advisory and consultancy services relating to power scheduling, deviation settlement, construction technology adoption and other related operational matters. The proposed engagement will enable the Company to continue to benefit from his knowledge, experience and expertise in relation to the aforesaid matters.

Mr. N. V. Venkataramanan, being a Non-Executive Director of the Company, qualifies as a Related Party under Section 2(76) of the Companies Act, 2013. Accordingly, the proposed consultancy arrangement constitutes a related party transaction and requires the approval of the Audit Committee pursuant to Sections 177 and 188 of the Companies Act, 2013. The Audit Committee has approved the proposed transaction by way of a resolution passed on September 29, 2026.

The Board of Directors has considered the terms and conditions of the proposed consultancy arrangement and is of the view that the proposed arrangement is in the interest of the Company.

Accordingly, the Board has approved the proposed consultancy arrangement and recommends the same for approval of the Members.

The material terms of the proposed related party transaction are as follows:

Name of Related Party & Nature of Relationship	Particulars of Transactions (including nature, pricing & key terms)	Value of Transactions
Mr N. V. Venkataramanan Non-Executive Director & Consultant	Nature & Purpose: Advisory and consultancy services based on the Consultant's operational experience and expertise in power scheduling, Deviation Settlement Mechanism (DSM) management, Power Plant Controller (PPC) philosophy, and renewable power plant performance monitoring and analytics. The engagement is advisory in nature and will involve providing assessments, preparing draft frameworks and making recommendations in relation to the aforesaid areas.	The Company shall pay the Consultant a monthly retainer, for the services provided hereunder, of INR 8,00,000 (Rupees Eight Lakhs Only), exclusive of Goods and Services Tax.



	Duration : 12 Months starting from 01 October 2026.	
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Except Mr. N. V. Venkataramanan, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 01 of the accompanying Notice for approval of the Members.

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: October 12, 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: [●]

