

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 19th Annual 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 Tuesday, June 23, 2026 through video conferencing / other audio-visual means at 04:30 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:

Ordinary Business:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements together with the reports of Directors and Auditors thereon for Financial Year 2025-2026.**

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolution:

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year 2025-2026, together with the Reports of the Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Head- Legal of the Company or Company Secretary of the Company be and is hereby severally authorised to certify the resolution and provide a certified true copy of this resolution to the concerned parties, as may be required from time to time.”

2. **To appoint a director in place of Mr. Kumar Tushar (DIN: 10783626), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, Mr. Kumar Tushar (DIN: 10783626), who retires as a Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer of the Company or Head- Legal of the Company or Company Secretary of the Company be and is hereby severally authorised to certify the resolution and provide a certified true copy of this resolution to the concerned parties, as may be required from time to time.”



Special Business:**3. To approve the enhancement of limits relating to borrowings by the Company u/s 180(1)(c) of Companies Act, 2013.**

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 Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum of moneys from time to time, at its discretion, for the purpose of the business of the Company, not exceeding INR 12,000 Crores (Indian Rupees Twelve Thousand Crores Only), comprising of fund and non-fund based facility, including the money already borrowed by the Company and remaining outstanding, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, notwithstanding that the aggregate amount of such borrowings may exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT it is hereby recorded that the borrowing limits shall revert to INR 10,000 crore upon completion of the refinancing.

RESOLVED FURTHER THAT the Board of Directors of the Company or Chief Financial Officer of the Company or Head-Legal of the Company or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

By Order of the Board

For Continuum Green Energy Limited

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

Date: June 17, 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

Notes:

1. The AGM 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. 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 AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The forthcoming Annual General Meeting (AGM) 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 AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM 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 AGM 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 AGM 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 AGM 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 shareholders to convene the AGM of the Company at shorter notice is attached herewith, and members / authorized representatives are requested to duly sign and provide the same.





13. The AGM 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: June 17, 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 mentioned in the accompanying notice dated June 17, 2026.

Item No 3:**To approve the enhancement of limits relating to borrowings by the Company u/s 180(1)(c) of Companies Act, 2013.**

For smooth business operations of the Company, the Board of Directors at their meeting held on 18th May 2026 has given their approval and recommended the same to the shareholders to increase the existing borrowing limit from INR 10,000 crores to INR 12,000 crores as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under including the money already borrowed by the Company exceeding in aggregate, for the time being, of the paid up capital of the Company and its free reserves in form of fund based and/or non-fund based facilities..

Accordingly, it is proposed to seek shareholder's approval for increasing the limit of overall borrowing u/s 180 (1)(c) up to INR 12,000 Crores.

In view of above, the Board recommends the passing of the resolution set out at item No. 3 by way of passing of Special Resolution.

None of the Directors or Key Managerial Personnel or member of senior management and /their relatives are in any way, concerned or interested, financially or otherwise, in the 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: June 17, 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:

SI No. 1: Name: _____ E-mail Id: _____ Address: _____ Signature: _____ Or failing him/her	SI No. 2: Name: _____ E-mail Id: _____ Address: _____ Signature: _____ Or failing him/her
SI 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 AGM of the Company, to be held
on Tuesday, 23 June 2026 at 04:30 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 audited standalone FS and consolidated FS for FY 26 and to note auditors report thereon



2.	To appoint a director in place of Mr. Kumar Tushar (DIN: 10783626), who retires by rotation and being eligible, offers himself for re-appointment.
3.	To approve the enhancement of limits relating to borrowings by the Company u/s 180(1)(c) of CA, 2013.

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 ANNUAL 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 Annual 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 Annual General Meeting of the Company on Tuesday, June 23, 2026 at 04:30 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.

