NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2026-27 Extra-Ordinary General Meeting ("EGM") of the Members of Riwind Green Energy Limited (formerly CMX Holdings Limited) ("the Company") will be held on Monday, the 16th November, 2026 at 12:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made there at, to transact the following Special Businesses:

SPECIAL BUSINESSES:

1. **APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 30,00,00,000/- (Rupees Thirty Crore Only), divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 1,96,00,00,000/- (Rupees One Hundred Ninety-Six Crore Only), divided into 19,60,00,000 (Nineteen Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of an additional 16,60,00,000 (Sixteen Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, which, upon issuance and allotment, shall rank pari passu in all respects with the existing Equity Shares of the Company, subject to applicable law.

RESOLVED FURTHER THAT pursuant to the provisions of Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the consent of the Members of the Company be and is hereby accorded for the consequential alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company by substituting the existing Clause V with the following:

"V. The Authorised Share Capital of the Company is Rs. 1,96,00,00,000/- (Rupees One Hundred Ninety-Six Crore Only), divided into 19,60,00,000 (Nineteen Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, with power to increase, reduce or otherwise alter the share capital of the Company, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the Articles of Association of the Company, and to vary, modify or abrogate any such rights, privileges or conditions, in each case subject to the provisions of the Companies Act, 2013, the Articles of Association of the Company and other applicable laws."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof which the Board may have constituted or may hereafter constitute to exercise its powers including the powers conferred by this resolution) and any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to

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this resolution, including without limitation filing of the requisite e-forms with the Registrar of Companies, signing and submission of all necessary documents, intimation to the Stock Exchanges and the Depositories, if applicable, and settling any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the members of the Company."

2. APPROVE THE RAISING OF FUNDS BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF SECURITIES BY 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 Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (the "**Companies Act**"), and applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s) or re-enactment thereof, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the relevant provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), to the extent applicable, the uniform listing agreement(s) entered into by the Company with the BSE Limited ("**BSE**") where the equity shares, having face value of Rs. 10 each, of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or reenactment thereof ("**FEMA**") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended, and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GoI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges and any other competent authority) and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, SEBI, the Stock Exchanges, RBI, GOI and any other concerned statutory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed while granting of such approvals, permissions, consents and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution), the approval of the Members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law), such number of fully paid-up Equity Shares (hereinafter referred to as "**Securities**") or any combination of the Securities thereof in accordance with the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate consideration up to **Rs. 150/- crores (Rupees One Hundred and Fifty Crores Only)** or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, at such price or prices as may be permissible under applicable law by way of a qualified institutions placement ("**QIP**") of Securities in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations and other applicable laws, or through any other permissible mode and/or

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combination thereof as may be considered appropriate under applicable law, through issue of placement document to eligible investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("**QIB**") in accordance with the Chapter VI of SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, trusts or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, insurance companies, banks, non-resident Indians, pension funds and/ or any other categories of investors as may be permissible under applicable laws, whether they be holders of the Securities or not (collectively called the "**Investors**") to all or any of them, jointly or severally through, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including the terms of the issuance, security as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issuance and allotment of such Securities shall be made, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s)/and or placement agents and/or underwriter(s) and/or other advisor(s).

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
b) the Equity Shares issued and allotted or allotted upon conversion of other Securities shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges.

RESOLVED FURTHER THAT the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the net proceeds from the issue of Securities would be utilized at various stages for capital expenditure, the pre-payment and/ or repayment of outstanding borrowings, acquisition of land, funding project(s), meeting working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws, or any combination thereof, as may be determined by the Board or a duly authorized committee thereof.

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RESOLVED FURTHER THAT The Securities, or any combination thereof as may be decided by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI (ICDR) Regulations, at a price which is not less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board to offer a discount of not more than 5% (five per cent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (or any committee thereof) be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion consider necessary, desirable or expedient including but not limited to finalization and approval of preliminary placement documents and placement documents and any addenda or corrigenda thereto, private placement offer-cum-application letters, determining the form and manner of the issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the issue, or execution of various transaction documents, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents/making declarations with the Registrar of Companies, RBI, SEBI, and any other appropriate authorities, appointment of lead manager(s), underwriters, legal advisors/solicitors, bankers, depositories, custodians, registrars, trustees, placement agents, independent chartered accountants, monitoring agencies, guarantors, stabilizing agents and/or any other advisors, professionals, agencies as may be required to be appointed for, involved in or concerned with the issue by way of entering into and execution of all such arrangements/ agreements, including any amendments or supplements thereto, and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, to negotiate/ modify/ execute/ deliver and/ or sign any declarations, offer letters, prospectuses, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard, to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board and to resolve and settle any questions, difficulties or doubts that may arise in regard to the issue, creation, offer, issue and allotment of the Securities and other related incidental or ancillary matters and utilization of issue proceeds without being required to seek any further consent or approval of the Members or otherwise

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to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a duly constituted committee of the Board or any such persons as the Board may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things , including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise."

3. ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS.

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

"**RESOLVED THAT** pursuant to Sections 23(1)(b), 42, 62(1)(c) and 179 read with and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and in accordance with the provisions of the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") the listing agreements entered into by the Company with the BSE Limited ("BSE"), Stock Exchange(s) on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, up to **11,29,03,225 (Eleven Crore Twenty-Nine Lakh Three Thousand Two Hundred Twenty-Five Only.)** warrants ("Warrants"), on a preferential basis, at a total issue price of **Rs. 21.70/- (Rupees Twenty-One and Seventy Paise Only)** per Warrant ("Issue Price"), of which **25%** per Warrant shall be payable upfront at the time of subscription to the Warrants, and the balance **75%** per Warrant shall be payable upon exercise of the Warrants, to the allotees set out in **Annexure-A** to the

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Explanatory Statement annexed to this Notice ("Proposed Warrant Allottees"). Each Warrant shall confer upon the holder thereof an option (but not an obligation) to apply for and be allotted one (1) fully paid-up equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Warrant Shares"), upon payment of the balance consideration, determined in accordance with Chapter V of the SEBI ICDR Regulations, within a period not exceeding eighteen (18) months from the date of allotment of the Warrants ("Exercise Period"), aggregating, upon full exercise of all Warrants, up to **Rs. 2,44,99,99,983 /- (Rupees Two Hundred Forty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Eighty-Three Only.)**.

List of Proposed allottees:

Sl. No.	**Name of Proposed Warrant Allottee**	**Category (Individual/ Body Corporate)**	**PAN of allotees**	**Residential Status**	**Existing shareholding in the Company (pre-issue)**	**No. of Warrants proposed to be allotted**	**% of post-issue paid-up capital (on full exercise)#**	**Identity of 'promoter' or 'public' category pre-exercise**	**Identity of 'promoter' or 'public' category post-exercise**
1.	Ebene Global Opportunity Fund	Body Corporate	******155N	Non-Resident	Nil	69,12,442	5.56 %	Public	Public
2.	North Star Opportunities Fund VCC – Bull Value Incorporated VCC Sub-Fund	Body Corporate	******688D	Non-Resident	Nil	1,72,81,106	13.91 %	Public	Public
3.	Nova Global Opportunities Fund PCC – Touchstone	Body Corporate	******211R	Non-Resident	67,908	92,16,590	7.47 %	Public	Public
4.	Maestro Emerging Fund PCC – Asset Investing	Body Corporate	******148H	Non-Resident	Nil	69,12,442	5.56 %	Public	Public

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Sl. No.	Name of Proposed Warrant Allottee	Category (Individual/ Body Corporate)	PAN of allotees	Residential Status	Existing shareholding in the Company (pre-issue)	No. of Warrants proposed to be allotted	% of post-issue paid-up capital (on full exercise)#	Identity of 'promoter' or 'public' category pre-exercise	Identity of 'promoter' or 'public' category post-exercise
5.	Zeal Global Opportunities Fund	Body Corporate	******342L	Non-Resident	69,271	1,15,20,737	9.33 %	Public	Public
6.	Bridge India Fund	Body Corporate	******273B	Non-Resident	Nil	1,72,81,106	13.91 %	Public	Public
7.	*Recoll Projects Private Limited	Body Corporate	******166H	Resident	Nil	4,37,78,802	35.24 %	Promoter Group	Promoter Group
Total					**1,37,179**	**11,29,03,225**	**90.98 %**		

**35.24% of the post-issue fully diluted capital is computed before giving effect to the proposed Qualified Institutions Placement ("QIP") of up to ₹150 crore, which will be completed prior to Conversion of the Warrants.*

Upon completion of the QIP and full conversion of the Warrants proposed to be allotted to it under this Item, Recoll Projects Private Limited shareholding on a fully diluted basis would be approximately 22.64%, i.e. below the 25% threshold prescribed under Regulation 3(1) of the SEBI (SAST) Regulations, 2011.

#The final percentage will depend on the number of equity shares allotted in the QIP.

RESOLVED FURTHER THAT in accordance with Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 169 of the SEBI ICDR Regulations, an amount equal to twenty-five per cent (25%) of the Exercise Price shall be paid by the Proposed Warrant Allottees at the time of allotment of the Warrants, and the balance seventy-five per cent (75%) of the Exercise Price shall be payable at the time of exercise of the option to subscribe to the Warrant Shares within the Exercise Period, provided that in the event the option to subscribe to the Warrant Shares attached to any Warrant is not exercised within the Exercise Period, the said Warrant shall lapse and the amount already paid by the relevant Proposed Warrant Allottee thereon (i.e., the 25% upfront consideration) shall stand forfeited by the Company.

RESOLVED FURTHER THAT the '**Relevant Date**' for the purpose of determining the price of the Warrants/Exercise Price, in terms of Regulation 2(1) read with Regulation 161 of the SEBI ICDR

Regulations, shall be **October 16th, 2026**, being the date thirty (30) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares allotted upon exercise of the Warrants shall rank pari passu in all respects, including as to dividend, with the existing fully paid-up Equity Shares of the Company as on the date of allotment of such Equity Shares, and shall be subject to lock-in for such period as may be applicable under Regulation 167 of the SEBI ICDR Regulations, and the Warrants/Equity Shares shall not be sold, transferred, pledged or otherwise encumbered during the period of lock-in, except to the extent and in the manner permitted under the SEBI ICDR Regulations and the SEBI LODR Regulations.

RESOLVED FURTHER THAT the allotment of the Warrants pursuant to this resolution shall be completed within a period of fifteen (15) days from the date of passing of this Special Resolution, provided that where the allotment is pending on account of receipt of any Requisite Approval(s), the allotment shall be completed within fifteen (15) days from the date of receipt of the last such Requisite Approval, and **PROVIDED FURTHER THAT** if the allotment is not completed within a period of fifteen (15) days from the date of passing of this Special Resolution, the same shall be deemed to have lapsed, and a fresh approval of the members by way of a special resolution shall be obtained, in accordance with Regulation 170 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable provisions, if any, the offer and issue of Warrants on a preferential basis shall be made only to the Proposed Warrant Allottees identified by the Board, through a private placement offer-cum-application letter in Form PAS-4, whose names have been recorded by the Company prior to the invitation to subscribe. The Company shall maintain a complete record of the private placement offers in Form PAS-5 and shall file the return of allotment in Form PAS-3, Form MGT-14 and such other forms, returns and documents as may be required under the Companies Act, 2013 or other applicable laws and the rules made thereunder, with the Registrar of Companies, BSE Limited and other statutory or regulatory authorities, along with such other documents as may be required, within the prescribed statutory timelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things, and to take all such steps as may be considered necessary, desirable, proper or expedient, in its absolute discretion, including, without limitation, the following:

(i) to finalize the terms of, and executing, the private placement offer letter (Form PAS-4), warrant subscription/allotment agreements and all ancillary documents;

(ii) to make applications to the Stock Exchange(s) for obtaining in-principle approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to do all such acts, deeds, matters and things as may be necessary or expedient in connection therewith;

(iii) to make such applications, filings, intimations and disclosures as may be required under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and all other applicable laws, rules and regulations;

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(iv) to finalize the list of the Proposed Warrant Allottees and determine the number of Warrants to be allotted to each of them in accordance with the terms approved by the Members and applicable laws;"

(v) to file all requisite forms, returns and documents with the Registrar of Companies and other statutory or regulatory authorities, including but not limited to Form PAS-3, Form MGT-14 and such other e-forms as may be applicable;

(vi) to sign, execute, submit and deliver all applications, forms, declarations, affidavits, undertakings, confirmations, certificates, writings and other documents, and to do all such acts, deeds and things as may be necessary or incidental for giving effect to this resolution; and

(vii) to resolve and settle any question, difficulty or doubt that may arise in connection with the proposed preferential issue and to delegate all or any of the powers conferred herein to any Committee of Directors or any Director, Key Managerial Personnel, officer(s) or authorized representative(s) of the Company, as may be considered appropriate.

RESOLVED FURTHER THAT the certificate issued pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 by M/s. Amit Saxena & Associates, Practicing Company Secretaries, signed by Mr. Amit Saxena, (Certificate of Practice No. 11519) certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, issued as placed before the Members, be and is hereby considered, approved and taken on record.

RESOLVED FURTHER THAT the Valuation Report dated 16th October, 2026, issued by Mr. Bhavin R Patel, a Registered Valuer (Registration No.: IBBI/RV/05/2019/11668) in accordance with the SEBI ICDR Regulations and other applicable laws, as placed before the members of the Company, be and is hereby considered, approved and taken on record.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, writings, applications and returns, as may be necessary, desirable or expedient in connection with the preferential issue, without being required to seek any further consent or approval of the members of the Company**.**

By the Order of the Board

For Riwind Green Energy Limited
(Formerly CMX Holdings Limited)

AMAY VATSALYA
Digitally signed by AMAY VATSALYA
Date: 2026.10.23 18:20:00 +05'30'

Amay Vatsalya
Whole-Time Director
DIN: 09330694

Date: 23rd Oct, 2026
Place: Delhi

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the Special Business as set out in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA"), read with other applicable circulars issued from time to time (collectively referred to as the "MCA Circulars"), companies are permitted to conduct their Extraordinary General Meetings ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") until further orders, without the physical presence of Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and the MCA Circulars, the EGM of the Company scheduled for Monday, November 16, 2026, shall be conducted through VC/OAVM.

3. Pursuant to the provisions of Section 105 of the Act read with the MCA Circulars and the proviso to Regulation 44(4) of the SEBI Listing Regulations, the facility for appointment of proxies by Members shall not be available for this EGM, as the Meeting is being conducted exclusively through VC/OAVM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, pursuant to Section 113 of the Act, Corporate Members and Institutional Shareholders shall be entitled to appoint authorised representatives to attend and participate in the EGM through VC/OAVM and cast their votes through remote e-voting or e-voting during the EGM, upon submission of the requisite Board Resolution or authorisation in accordance with applicable law.

4. Members may join the EGM through VC/OAVM by following the procedure specified in this Notice. The facility for joining the EGM shall remain open at least fifteen (15) minutes before the scheduled commencement time and shall not be closed until fifteen (15) minutes after such time. The VC/OAVM facility shall have the capacity to accommodate at least 1,000 Members on a first-come-first-served basis. However, large shareholders holding 2% or more of the share capital of the Company, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer and other persons entitled to attend shall be permitted to participate without restriction under the first-come-first-served principle. Members may join the EGM through VC/OAVM from 12:15 P.M. IST (fifteen minutes before the scheduled commencement at 12:30 P.M. IST) and the facility for joining shall remain open until at least 12:45 P.M. IST on Monday, November 16, 2026, in accordance with the procedure stated in this Notice. The VC/OAVM facility shall accommodate at least 1,000 Members on a first-come-first-served basis, excluding large shareholders holding 2% or more of the share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit, Nomination and Remuneration and Stakeholders Relationship Committees, Auditors and the Scrutinizer, who may attend without this restriction.

5. The attendance of Members participating in the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, in accordance with the MCA Circulars.

6. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI Listing Regulations and the applicable MCA Circulars, the Company is providing its Members with the facility to exercise their voting rights electronically in respect of the business proposed to be transacted at the EGM. The Company has availed the services of National Securities Depository Limited ("NSDL") to facilitate remote e-voting and e-voting during the EGM. Members who have already cast their votes through remote e-voting may attend and participate in the EGM but shall not be entitled to cast their votes again. Members attending the EGM who have not cast their votes through remote e-voting and are otherwise eligible shall be entitled to vote through the e-voting facility available during the EGM.

7. In accordance with the MCA Circulars, including General Circular No. 17/2020 dated April 13, 2020, the Notice convening the EGM shall be made available on the Company's website at www.riwindgreen.net, on the website of BSE Limited at **www.bseindia.com**, and on the e-voting website of NSDL at **https://www.evoting.nsdl.com/**. Members may access the EGM Notice and the related documents through the aforesaid websites.

8. Since the EGM is being conducted through VC/OAVM, the Registered Office of the Company situated at **4th Floor, Soni Mansion, 12-B Ratlam Kothi, Indore, Madhya Pradesh – 452001**, shall be deemed to be the venue of the EGM. The Company shall ensure that the proceedings of the EGM are recorded, the recorded transcript is maintained in safe custody and made available on the Company's website, and Members are provided with the facility to participate and raise questions in accordance with the applicable MCA Circulars and provisions of law.

9. Notice of the EGM and the accompanying explanatory statement are being sent electronically to Members whose email addresses are registered with the Company, its Registrar and Transfer Agent ('RTA') or the Depositories, in accordance with the applicable MCA Circulars. Members whose email addresses are not registered may follow the registration procedure stated in this Notice. The Company shall also make requisite arrangements for public notice and access to the Notice for eligible Members.

10. The cut-off date for determining Members' eligibility to vote is Monday, November 9, 2026. Remote e-voting shall commence on Friday, November 13, 2026 at 9:00 A.M. IST and close on Sunday, November 15, 2026 at 5:00 P.M. IST, after which the remote e-voting module shall be disabled. Only persons whose names appear in the Register of Members or the Register of Beneficial Owners as at the cut-off date shall be entitled to vote. Voting rights shall be proportionate to the Members' paid-up equity shareholding on that date.

11. Persons who become Members after dispatch of this Notice but on or before the cut-off date may obtain user credentials by following the instructions in the section headed 'Process for those shareholders whose email IDs are not registered' or by writing to evoting@nsdl.com, furnishing the details and documents required by NSDL. A person who is not a Member on the cut-off date should treat this Notice for information only.

12. Kavita Aggarwal, Practising Company Secretary, of Kavita Aggarwal & Associates, has been proposed as the Scrutinizer for the remote e-voting and e-voting during the EGM. The Scrutinizer shall submit her consolidated report in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The voting results together with the report shall be hosted on the websites of the Company and NSDL and submitted to BSE Limited within the applicable statutory timeframe.

13. Corporate and institutional Members intending to authorise a representative under Section 113 of the Act should send a scanned copy of the relevant Board Resolution / authority letter, together with an attested specimen signature of the authorised representative, to the Scrutinizer at cskavitaaggarwal@gmail.com, with a copy to evoting@nsdl.com, or upload the authority document through the facility provided in the NSDL e-voting system.

14. Documents referred to in this Notice and the accompanying explanatory statement, including the existing and proposed Memorandum of Association, shall be available for electronic inspection by Members upon request to compliance@riwindgreen.net from the date of dispatch of this Notice until conclusion of the EGM, subject to applicable law. Members seeking inspection are requested to specify their name, folio number / DP ID and Client ID and registered email address.

15. Members wishing to speak or ask questions during the EGM may register in advance by writing to compliance@riwindgreen.net by 5:00 P.M. IST on Friday, November 13, 2026, furnishing their name, folio number or DP ID and Client ID, email address, mobile number and a brief description of their question(s). Speaker registration is subject to verification of membership and reasonable moderation to ensure orderly conduct. The Company may consider later requests, where practicable, and Members may submit written questions even if they do not register to speak.

16. For queries on voting or joining the EGM through NSDL, Members may contact the NSDL e-voting helpdesk at evoting@nsdl.com or telephone +91 22 4886 7000. For issuer-related assistance, Members may write to compliance@riwindgreen.net or contact the Company at +91 72490 58261. The RTA of the Company is MAS Services Limited, at info@masserv.com, for shareholding or email-registration matters. Members should not share passwords or OTPs with anyone.

17. The Company does not propose to close its Register of Members in connection with this EGM. The cut-off date specified above is for determining voting entitlement only. In the case of joint holders, the Member whose name appears first in the order of names in the Register of Members shall be entitled to vote, subject to applicable law.

18. The resolutions set out in this Notice shall be deemed passed on the date of the EGM, subject to receipt of the requisite majority of votes. The voting results shall be declared after receipt of the Scrutinizer's Report and disclosed to BSE Limited in accordance with Regulation 44(3) of the SEBI Listing Regulations, and displayed on the Company's and NSDL's websites.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 163 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 circulars issued thereunder.

ITEM NO. 1

APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The existing Authorised Share Capital of Riwind Green Energy Limited (formerly CMX Holdings Limited) (the 'Company') is Rs. 30,00,00,000/- (Rupees Thirty Crore Only), divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

At its meeting held on October 16, 2026, the Board of Directors approved, subject to the approval of Members and other requisite approvals, proposals for a qualified institutions placement ('QIP') of securities for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore Only) and for the preferential issue of up to 11,29,03,225 warrants, each convertible into one Equity Share of Rs. 10/- each, at an issue price of Rs. 21.70 per warrant, aggregating to approximately Rs. 245 crore. These proposals are separately proposed to be placed before the Members under Items Nos. 2 and 3 of this Notice.

To provide sufficient headroom for the issuance and allotment of additional Equity Shares, including Equity Shares arising upon exercise of the proposed warrants and securities proposed to be issued pursuant to the QIP, and to meet the Company's prospective capital requirements, the Board of Directors, at its meeting held on October 16, 2026, approved an increase in the Authorised Share Capital from Rs. 30,00,00,000/- (Rupees Thirty Crore Only), divided into 3,00,00,000 Equity Shares of Rs. 10/- each, to Rs. 1,96,00,00,000/- (Rupees One Hundred Ninety-Six Crore Only), divided into 19,60,00,000 Equity Shares of Rs. 10/- each, by creation of an additional 16,60,00,000 Equity Shares of Rs. 10/- each.

Consequent upon the proposed increase, Clause V (Capital Clause) of the Memorandum of Association of the Company is proposed to be substituted as set out in the Ordinary Resolution under Item No. 1. Pursuant to Section 61(1)(a) read with Section 64 of the Companies Act, 2013 and subject to the enabling provisions of the Articles of Association, the increase in Authorised Share Capital and consequential alteration of the capital clause require approval of Members by an Ordinary Resolution.

The proposal does not, by itself, constitute an allotment of shares or result in dilution of existing shareholding. The proposed increase in Authorised Share Capital is an enabling corporate action and does not itself involve an allotment of securities.

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Save as aforesaid and to the extent of their respective shareholdings, if any, in the Company, none of the other Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1.

The Board recommends the Ordinary Resolution for approval by the Members.

ITEM NO. 2

APPROVE THE RAISING OF FUNDS BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF SECURITIES BY THE COMPANY

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for expansion and achieving growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, Company intends to raise capital by way of a qualified institutions placement ("QIP") to eligible investors through an issuance of equity shares in accordance with applicable laws and use the proceeds from the QIP, towards inter alia, various capital expenditure, the prepayment and/ or repayment of outstanding borrowings, acquisition of land, real estate, data center infrastructure and cloud services, funding of project(s), working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the board of directors of the Company ("Board") at their meeting held on October 16, 2026, and in order to fulfil the aforesaid objects, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value Rs. 10 each ("Equity Shares"), (hereinafter referred to as "**Securities**"), in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount up to Rs. 150 Crores only (Rupees One Hundred Fifty Crores Only) or an equivalent amount thereof (inclusive of such premium or discount as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of a QIP in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("SEBI ICDR Regulations"), Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, each as amended, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws. Pursuant to the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended the price at which a preferential issue of shares is made by a listed company is not required to be determined by a registered valuer. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers/book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

IN CASE OF ISSUANCE OF SECURITIES BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT:

i. Eligibility of Allottees

The Securities shall be offered and allotted only to such Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1) (ss) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), and as may be determined by the Board or its duly authorized committee in consultation with the Lead Manager(s).

ii. Size of the Qualified Institutions Placement

The Company proposes to raise funds aggregating up to **₹150 crore** through the issue and allotment of Equity Shares by way of a Qualified Institutions Placement (**"QIP"**), subject to applicable laws, regulatory approvals and such other terms and conditions as may be determined by the Board or its duly authorised committee.

iii. Validity of Shareholders' Special Resolution and timelines for the allotment.

The allotment pursuant to the special resolution shall be completed within **365 days from the date of passing of the special resolution** by the Members of the Company, or within such other period as may be permitted under the SEBI ICDR Regulations or other applicable laws, as amended from time to time.

iv. Restrictions on transferability of securities

The Equity Shares allotted pursuant to the QIP shall not be sold by the respective allottees for a period of **one year from the date of allotment**, except on a recognised stock exchange, or within such other period and subject to such conditions as may be permitted under the SEBI ICDR Regulations or other applicable laws.

v. Fully Paid-up Equity Shares

The Equity Shares proposed to be issued and allotted pursuant to the QIP shall be **fully paid-up Equity Shares** and no partly paid-up Equity Shares shall be issued or allotted pursuant to the QIP.

vi. Relevant Date for Pricing

The "Relevant Date" for determining the price of the Equity Shares proposed to be issued pursuant to the QIP shall be the date of the meeting in which the Board of Directors of the Company or the committee of directors duly authorized by the Board decides to open the proposed QIP.

vii. QIP Floor Price

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The Equity Shares shall be issued at a price not less than the price determined in accordance with the pricing formula prescribed under **Regulation 176 of Chapter VI of the SEBI ICDR Regulations** ("**QIP Floor Price**"). The price so determined shall be subject to such adjustments as may be required under the SEBI ICDR Regulations or applicable law.

The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

In case of allotment of eligible convertible securities, the relevant date for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board decides to open the proposed QIP or the date on which the holders of the eligible convertible securities are entitled to apply for the Equity Shares;

viii. Discount to QIP Floor Price

The Board or its duly authorised committee may, in consultation with the Lead Manager(s)/Book Running Lead Manager(s), offer a discount of **not more than 5% on the QIP Floor Price**, subject to obtaining the approval of the Members and compliance with the applicable provisions of the SEBI ICDR Regulations. Regulation 176 specifically permits a discount of up to 5%, subject to shareholder approval.

ix. Restriction on Allotment to Promoters / Promoter Group

No allotment shall be made, either directly or indirectly, to any QIB who is a promoter or a person related to the promoters of the Company, except to the extent specifically permitted under the SEBI ICDR Regulations.

x. Minimum Number of Allottees and Maximum Allotment to a Single Allottee

The minimum number of allottees shall be in accordance with Regulation 180 of the SEBI ICDR Regulations. Since the proposed QIP size is **₹150 crore**, i.e. less than ₹250 crore, the QIP shall have a minimum of **two allottees**, and no single allottee shall be allotted more than **50% of the issue size**. QIBs belonging to the same group or under the same control shall be deemed to be a single allottee, in accordance with the SEBI ICDR Regulations.

xi. Dematerialisation of Securities

The Equity Shares proposed to be issued, offered and allotted pursuant to the QIP shall be issued only in **dematerialised form** and shall be listed on the recognised stock exchange(s) where the existing Equity Shares of the Company are listed, subject to applicable regulatory approvals.

xii. Reservation for Mutual Funds

A minimum of **10% of the eligible securities** shall be allotted to mutual funds, subject to the provisions of the SEBI ICDR Regulations. In the event that mutual funds do not subscribe to the aforesaid minimum percentage or any part thereof, such unsubscribed portion may be allotted to other QIBs in accordance with the SEBI ICDR Regulations.

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xiii. Subsequent Qualified Institutions Placement

The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution, or such other time as may be prescribed in the SEBI ICDR Regulations or other applicable laws.

xiv. Listing and Trading of Securities

The Equity Shares allotted pursuant to the QIP shall be listed on the recognised stock exchange(s) where the existing Equity Shares of the Company are listed, subject to receipt of the requisite approvals from the stock exchange(s) and other applicable regulatory authorities.

xv. Listing Track Record

The Equity Shares of the same class proposed to be allotted pursuant to the QIP shall have been listed on a stock exchange for a period of at least **one year prior to the date of issuance of the notice** to the Members for convening the meeting to pass the special resolution, subject to the exceptions provided under the SEBI ICDR Regulations.

xvi. Fugitive Economic Offender

The Company shall be eligible to undertake the QIP only if none of its promoters or directors is a **fugitive economic offender**, in accordance with the applicable provisions of the SEBI ICDR Regulations.

xvii. Monitoring Agency

Since the total issue size of the QIP exceeds ₹100 Crore, pursuant to Regulation 173A of the SEBI ICDR Regulations, 2018, the Company has appointed Brickwork Ratings India Private Limited (SEBI Registration No. IN/CRA/005/2008), a credit rating agency registered with SEBI, as the Monitoring Agency to monitor the utilisation of the proceeds of the QIP.

xviii. Issue Schedule

The timing, opening, closure and other schedule of the QIP shall be determined by the Board or its duly authorised committee, in consultation with the Lead Manager(s)/Book Running Lead Manager(s), subject to applicable laws and regulatory requirements.

xix. Terms and Conditions of the Issue

The detailed terms and conditions of the QIP, including the final issue size, number of Equity Shares to be issued, issue price, allocation/allotment methodology, timing and other related matters, shall be determined by the Board or its duly authorised committee in consultation with the Lead Manager(s)/Book Running Lead Manager(s), legal advisors and such other intermediaries or authorities as may be required, having regard to the prevailing market conditions and applicable statutory and regulatory requirements.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the

business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ("FEMA") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable law.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations and SEBI ICDR Regulations.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel or Senior Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board has approved the QIP pursuant to its resolution dated October 16, 2026. The Board recommends the aforesaid resolution for the approval by the members as a special resolution.

ITEM NO. 3:

ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS.

Our company, at its meeting held on October 16, 2026 ("Board Meeting"), subject to the approval of the members and other Requisite Approvals, approved a preferential issue of up to **11,29,03,225 (Eleven Crore Twenty-Nine Lakh Three Thousand Two Hundred Twenty-Five Only.)** warrants convertible into equity shares of the Company ("Warrants"), to be issued for cash consideration to identified persons ("Proposed Warrant Allottees") as mentioned in the Annexure-A, being Other Identified Persons ("Proposed Transaction").

Each Warrant shall confer upon the holder thereof an option (but not an obligation) to apply for and be allotted one (1) fully paid-up equity share of the Company ("Warrant Share"), against payment of the balance consideration, at any time within a period not exceeding eighteen (18) months from the date of allotment of the Warrants.

1. Salient Features / Structure of the Warrant Issue

Particulars	Details
Particulars of offer and Date of Passing Board Resolution	The Board of Directors of the Company, at its meeting held on October 16, 2026, subject to the approval of the members of the Company, considered and approved the issuance of Warrants.
Nature of securities to be allotted	Warrants, each convertible into or exercisable for one (1) fully paid-up Equity Share of face value of Rs. 10 each of the Company
Class of allottees	Identified persons being Promoter Group and Public; refer Annexure-A
Number of proposed Warrant Allottees	7 Allottees (refer Annexure -A)
Maximum Number of Warrants proposed to be allotted	**Up to 11,29,03,225 (Eleven Crore Twenty-Nine Lakh Three Thousand Two Hundred Twenty-Five Only.)** warrants, each convertible into or exercisable for one (1) fully paid-up equity share of the Company having a face value of ₹10 each, aggregating up to **Rs. 2,44,99,99,983 /- (Rupees Two Hundred Forty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Eighty-Three Only.)** upon full conversion/exercise.
Price per Warrant	₹21.70 per warrant (including a premium of ₹ 11.70 per warrant), which is not less than the price determined in accordance with Regulations 164 and 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Price at which warrant is being issued	Rs. 21.70/- per warrant
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The issue price has been determined in accordance with Regulation 164(1) along with 166A(1) of the SEBI (ICDR) Regulations, 2018, as explained in paragraph 2 below, which forms the basis for justification of the issue price.
Upfront consideration payable on allotment of Warrants	25% of the issue Price.
Balance consideration payable on exercise	75% of the issue Price.
Amount which the company intends to raise by way of such securities	Up to Rs. **2,44,99,99,983* /- (Rupees Two Hundred Forty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Eighty-Three Only.)** **The aggregate consideration and the amount payable by each allottee have been rounded off to the nearest rupee.*
Mode of consideration	Cash
Name and address of the Registered Valuer	Mr. Bhavin R Patel, a Registered Valuer (Registration No.: IBBI/RV/05/2019/11668) Add: 305, Phoenix Complex, Nr. Suraj Plaza, Sayajigunj, Vadodara-390020
Exercise Period/Tenure	Not exceeding eighteen (18) months from the date of allotment of the Warrants, in accordance with Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 162 & 169 of the SEBI ICDR Regulations
Relevant Date	October 16, 2026 (i.e., 30 days prior to the date of this EGM), as defined under Regulation 2(1) of the SEBI ICDR Regulations
Conversion ratio	One (1) Equity Share for every one (1) Warrant, upon exercise and payment of the balance consideration
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Nil
Principal terms of assets charged as securities	NA

2. Pricing of the Warrants — Compliance with Regulations 164 to 166 of the SEBI ICDR Regulations

As the Equity Shares of the Company are "frequently traded shares" within the meaning of Regulation 164 of the SEBI ICDR Regulations, the issue Price of the Warrant Shares to be allotted pursuant to this preferential issue shall not be lower than the higher of the following:

(a) Volume weighted average price of the Equity Shares quoted on the recognised stock exchange during the ninety (90) trading days preceding the Relevant Date; or

(b) Volume weighted average price of the Equity Shares quoted on the recognised stock exchange during the ten (10) trading days preceding the Relevant Date,

Further, as the proposed allotment to one or more Proposed Warrant Allottees, upon full conversion of the Warrants, will result in an allotment of more than five per cent of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, Regulation 166A(1) of the SEBI ICDR Regulations applies. Accordingly, the Company has obtained a valuation report from an independent registered valuer, and the floor price for this issue is the **highest** of the following three prices:

(i) the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations;

(ii) the price determined under the valuation report of the independent registered valuer; and

(iii) the price determined in accordance with the method of determination of price, if any, provided in the Articles of Association of the Company.

The Articles of Association of the Company do not provide for any method of determination of price. Accordingly, clause (iii) is not applicable.

The computation of the floor price for this preferential issue, in terms of Regulations 164(1) and 166A(1) of the SEBI ICDR Regulations, is set out below:

Particulars	**Amount (Rs. per share)**
Volume weightage average price ("VWAP") of the Equity Shares for the 90 (ninety) trading days preceding the Relevant Date on the Stock Exchange with highest trading volume	21.69
Volume weightage average price ("VWAP") of the Equity Shares for the 10 (ten) trading days preceding the Relevant Date on the Stock Exchange with highest trading volume	19.66
Price determined under Regulation 164(1) of the SEBI ICDR Regulations (higher of the above two)	21.69
Price determined under the valuation report (Regulation 166A(1))	21.69

Particulars	Amount (Rs. per share)
Floor Price applicable to the preferential issue of Warrants	21.69
Issue Price proposed (not less than the Floor Price)	21.70

The Company confirms and undertakes, in accordance with Regulation 164,166 and 167 of the SEBI ICDR Regulations, that:

(i) the Warrant Shares proposed to be allotted upon exercise shall not be sold/transferred for a period as prescribed under Regulation 167 of the SEBI ICDR Regulations from the date of Allotment of such Warrant Shares;

(ii) the Company has not made any preferential issue of specified securities during the financial year immediately preceding the Relevant Date at a price lower than the issue Price proposed for this issue, save and except where any higher price so paid/payable is re-computed in accordance with Regulation 166 of the SEBI ICDR Regulations upon a fall in the market price;

(iii) In-principle approval of the Stock Exchanges under Regulation 28(1) of the SEBI LODR Regulations shall be obtained prior to allotment of the Warrants.

3. Objects for the Warrant Issue

The Company proposes to raise funds aggregating up to Rs. 2,44,99,99,983/- (Rupees Two Hundred Forty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Eighty-Three Only). On receipt of whole consideration, through the issue and allotment of Up to 11,29,03,225 (Eleven Crore Twenty-Nine Lakh Three Thousand Two Hundred Twenty-Five Only.) Warrants on a preferential basis for cash consideration.

The proceeds of the Preferential Issue shall be utilised towards Funding unidentified acquisitions and inorganic growth opportunities and General corporate Purpose:

Funding unidentified acquisitions

The Company proposes to utilise net issue proceeds of Rs. 190.00 Crores towards unidentified acquisitions, directly or through its subsidiaries, including, without limitation by way of mergers, takeovers, acquisition by slump sale, acquisition of any business undertaking on a going concern basis, setting up of joint ventures, strategic investments and other similar opportunities, as may be identified and approved by the Board of Directors of the Company from time to time.

As on the date of this Notice, the Company has not identified or finalised the specific acquisition target. Accordingly, the name and detailed particulars of the proposed target, the final transaction structure and the terms of the proposed acquisition are yet to be determined.

Tentative timeline for utilisation: The Company proposes to utilise the amount allocated towards this object within 2 Years, subject to identification of a suitable target, completion of due diligence and satisfaction of applicable conditions.

B. General Corporate Purpose

The Company proposes to utilise 22.45% of the net proceeds of the proposed preferential issue towards general corporate purposes, including meeting permissible business requirements, administrative and operational expenses and other general corporate requirements, as may be determined by the Board from time to time, subject to applicable laws and regulatory restrictions.

The amount allocated towards general corporate purposes shall not exceed the limit prescribed under applicable SEBI regulations and exchange guidance.

Tentative timeline for utilisation: The amount allocated towards general corporate purposes is proposed to be utilised within 2 Years.

Proposed utilisation of issue proceeds

Particulars	**Percentage of issue proceeds**	**Amount (In Rs.)**
Funding unidentified acquisitions	77.55 %	1,90,00,00,000.00
General Corporate Purpose	22.45 %	54,99,99,983.00
Total	**100%**	**2,44,99,99,983.00**

The above allocation shall be applied to the net proceeds available for utilisation, consistently with the Company's approved issue structure and applicable disclosure requirements.

The remaining disclosures required under Regulation 163 of the SEBI ICDR Regulations, including details of the proposed allottees, pricing of the issue, relevant date, shareholding pattern before and after the issue, proposed completion timeline, change in control, if any, and other applicable particulars, shall be set out separately in this Explanatory Statement.

The Board recommends the Special Resolution for approval of the Members of the Company.

4. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the floor price (minimum issue price) of the Warrants proposed to be allotted to the above-mentioned allottees is October 16, 2026, i.e., being the date which is 30 days prior to the date of the shareholders' meeting, i.e., November 16, 2026, to consider and, if thought fit, approve the proposed Preferential Issue.

5. Interim use of the proceeds of the Preferential Issue

The Company, in accordance with the approval of the Board from time to time, will have flexibility to deploy the issue proceeds for interim use. Pending complete utilization of the issue proceeds for the objects described above, the Company will have the flexibility to, *inter alia*, invest the issue proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by Government of India or any other investments, as permitted under applicable laws.

Given that the Preferential Issue is for convertible Warrants, the total issue proceeds has to be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue

Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 18 months from the date of receipt of funds for the Warrants (as set out hereinabove).

In terms of applicable BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, Competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

The proceeds from the Issue shall be received in the designated bank account of the Company and shall be used for the purposes mentioned above as per the banking process / banking channels. Till such time the issue proceeds are fully utilized, the funds will either be put for interim use or will be kept in the bank account of the Company. The said funds shall be finally used for its intended purposes, as per banking process, within the tentative timelines.

The Warrant Holder(s) shall make the payment of the Warrant Subscription Price and Warrant Exercise Price from their own bank accounts into the designated bank account of the Company. It may be noted that this amount will be received in the Company's designated bank account. It is hereby confirmed that till such time the issue proceeds are fully utilized, the Company shall keep the subscription amount in the bank account of the Company or deploy it for interim use, as mentioned above.

6. Monitoring of Utilization of Funds

The requirement to appoint a Monitoring Agency under Regulation 162A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is applicable to the proposed Preferential Issue, as the size of the Issue exceeds ₹100 Crores. Accordingly, the Company has appointed ***M/s. Brickwork Ratings India Private Limited*** as the Monitoring Agency for monitoring the utilization of the Issue Proceeds.

7. Material terms of raising such securities

a) The Warrant Holder(s) shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted **1 (one) Equity Share** against each Warrant.
b) The pre-preferential allotment shareholding of the Proposed Allottee(s), if any, in the Company shall be subject to lock-in as specified in the provisions of **Chapter V of the SEBI ICDR Regulations**.
c) The conversion of Warrants into Equity Shares is to be done, in one or more tranches, before the expiry of **eighteen (18) months** from the date of allotment of Warrants, in terms of the **SEBI ICDR Regulations**.

d) An amount equivalent to **25% of the Warrant Issue Price**, shall be payable against each Warrant at the time of subscription and allotment of each Warrant (**"Warrant Subscription Price"**) and the balance **75% of the Warrant Issue Price**, shall be payable by the Warrant Holder(s) against each Warrant at the time of allotment of fully paid Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Shares (**"Warrant Issue Price"**). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

e) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be under lock-in for such period as prescribed under the **SEBI ICDR Regulations**.

f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of **15 days** from the date of passing the Special Resolution by the Shareholders, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or regulatory authorities, or the Central Government, the issue and allotment shall be completed within **15 days** from the date of receipt of the last of such approvals or permission or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or regulatory authorities etc.

g) Warrants so allotted under this resolution shall not be sold, transferred, pledged, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder.

h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account(s) of the Proposed Allottee(s).

i) The Warrants itself, until converted into Equity Shares, do not give the Warrant Holder(s) any voting rights in the Company in respect of such Warrants. However, Warrant Holder(s) shall be entitled to corporate action such as issuance of bonus shares, rights issue, split or consolidation of shares, etc., announced by the Company, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holder(s).

j) The price of Warrants determined above and the number of Equity Shares to be allotted upon exercise of the Warrants shall be subject to appropriate adjustments, in terms of **Regulation 166 of the SEBI ICDR Regulations**. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder(s).

k) Apart from the said right of adjustment mentioned above, the Warrants do not give any rights/entitlements to the Warrant Holder as a shareholder of the Company.

l) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, such un-exercised Warrants shall lapse, and the amount paid with respect to such un-exercised Warrants shall stand forfeited by the Company, in compliance with the provisions of the SEBI ICDR Regulations.

m) The right attached to the Warrants may be exercised by the Warrant Holder(s), in one or more tranches, at any time on or before the expiry of **18 (eighteen) months** from the date of allotment of the Warrants by issuing a written notice (**"Conversion Notice"**) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (**"Conversion Date"**). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the Warrant Exercise Price by the Warrant Holder(s) into the designated bank account of the Company.

n) Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within **15 days** from the date of such exercise by the allottee of such Warrants.

o) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form, fully paid up and ranking **pari passu** with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting power(s)) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

p) The Equity Shares to be allotted pursuant to exercise of Warrants shall be listed and traded on **BSE Limited**, subject to receipt of requisite permissions, sanctions and approvals.

q) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in, for such period as specified in the provisions of **Chapter V of the SEBI ICDR Regulations**.

r) The Warrant Holder(s) shall make payment of the Warrant Subscription Price and Warrant Exercise Price from their own bank account, maintained in accordance with the applicable provisions of law, into the designated bank account of the Company.

s) In terms of the issue, an amount equivalent to **25% of the Warrant Issue Price** is to be paid at the time of subscription/allotment of the Warrants. The balance 75% of the Warrant Issue Price, shall become payable upon exercise of the Warrants and conversion thereof into Equity Shares.

8. Payment of consideration, upfront Payment, Exercise Period, Tenure and Forfeiture of Warrants (in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 169 of the SEBI ICDR Regulations)

In accordance with Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 169 of the SEBI ICDR Regulations, the price/consideration payable for the Warrant Shares upon exercise of the option attached to a Warrant has been determined upfront, at the time of allotment of the Warrants, and the terms of payment are as follows:

- an amount equal to twenty-five per cent (25%) of the issue Price shall be payable by each Proposed Warrant Allottee at the time of allotment of the Warrants;
- the balance seventy-five per cent (75%) of the issue Price shall be payable by the relevant Proposed Warrant Allottee at the time of exercise of the option to subscribe to the corresponding Warrant Shares, which option may be exercised at any time within the Exercise Period of eighteen (18) months from the date of allotment of the Warrants;
- in the event the option to subscribe to the Warrant Shares attached to any Warrant is not exercised by the relevant Proposed Warrant Allottee within the Exercise Period, such Warrant shall lapse, and the amount already paid thereon (i.e., the 25% upfront consideration) shall stand forfeited by the Company, in accordance with the terms of the Warrants and applicable law; and
- the Warrant Shares allotted upon exercise shall be fully paid-up at the time of allotment, in accordance with Regulation 169 of the SEBI ICDR Regulations.

The Company shall file the requisite return of allotment in Form PAS-3 in respect of the equity shares allotted upon the exercise of the Warrants, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

9. Pre- and Post-Issue Shareholding Pattern (On an As-Converted / Fully-Diluted Basis)

In accordance with Regulation 163(1)(d) of the SEBI ICDR Regulations, the shareholding pattern of the Company before the issue of Warrants, and after the issue, assuming full exercise of all Warrants proposed to be allotted, on a fully diluted basis, is set out below:

Category	**Pre issue Shareholding**		**Securities to be allotted**	**Post Issue Shareholding***	
	No. of Shares	**%**		**No. of Shares**	**%**
(A) Promoter and Promoter Group Shareholding					
(1) Indian	-	-	-	-	-
(a) Individuals & HUF	58,72,577	51.77	Nil	58,72,577	4.73
(b) Bodies Corporate	Nil	Nil	4,37,78,802	4,37,78,802	35.24
Sub Total (A)(1)	58,72,577	51.77	4,37,78,802	4,96,51,379	39.96
(2) Foreign promoters	Nil	Nil	Nil	Nil	Nil
Total Promoter shareholding A=A1 +A2	58,72,577	51.77	4,37,78,802	4,96,51,379	39.96
(B) Public Shareholding					
B1) Institutional Investors	50	Negligible	Nil	50	Negligible
B2) Central Govt./Stat Govt./POI	Nil	Nil	Nil	Nil	Nil
B3) Non-Institutional Investors	Nil	Nil	Nil	Nil	Nil
Resident Individuals	39,40,265	34.74	Nil	39,40,265	3.17
Body Corporate	12,68,550	11.18	Nil	12,68,550	1.02
Foreign Companies	Nil	Nil	Nil	Nil	Nil
Foreign Portfolio Investors Category I	1,41,453	1.25	6,91,24,423.00	6,92,65,876.00	55.75
NRI	81,606	0.72	Nil	81,606	0.07
Others (Including HUF&LLP)	39,251	0.35	Nil	39,251	0.03
Total Public Shareholding B=B1+B2+B3	54,71,175	48.23	6,91,24,423.00	7,45,95,598	60.04
C) Non-Promoter - Non-Public	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	1,13,43,752	100.00	6,91,24,423.00	12,42,46,977	100.00

**Assuming full exercise of all Warrants and no other change in the capital structure of the Company between the date of this Notice and the date(s) of exercise. Since exercise may occur at any time within the 18-month Exercise Period and is at the option of the relevant Proposed Warrant Allottee, actual*

dilution at any given point in time may be lower than the maximum shown above, and shall depend on the extent to which the Warrants are actually exercised.

The Proposed Warrant Allottees are body corporates / entities belonging to the Promoter Group and the Public category of the Company, as set out in **Annexure-A**. None of the Proposed Warrant Allottees is presently a 'promoter' of the Company. The shareholding and voting rights of each Proposed Warrant Allottee, both individually and on an aggregate basis, before and after exercise of the Warrants, are set out in Annexure-A. The natural persons who are the ultimate beneficial owners of the Proposed Warrant Allottees are disclosed in **Para 21**.

10. Change in control if any consequent to preferential issue

The proposed Preferential Issue will not result in any change in control of the Company. The existing control of the Company shall remain unchanged pursuant to the proposed Preferential Issue. Accordingly, the provisions relating to change in control consequent to the Preferential Issue are Not Applicable.

11. Compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

The proposed allotment of Warrants, by itself, does not result in the acquisition of shares or voting rights in the Company and, accordingly, the provisions of Regulations 3 and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 are not attracted merely upon the issue and allotment of the Warrants. The applicability of the SEBI SAST Regulations, if any, shall be examined at the time of exercise of the Warrants and the consequent allotment of equity shares, based on the shareholding and voting rights of the relevant allottee(s) and the applicable provisions of the SEBI SAST Regulations.

12. Lock-in of Warrants and Warrant Shares — Regulation 167 of the SEBI ICDR Regulations

a. The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
b. The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.
c. The entire pre-preferential allotment shareholding, where applicable, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

13. Timelines for Allotment of Warrants and Exercise — Regulation 170 of the SEBI ICDR Regulations

As required under Regulation 170 of the SEBI ICDR Regulations, the allotment of Warrants pursuant to this preferential issue shall be completed within a period of fifteen (15) days from the date of passing of the Special Resolution (or fifteen (15) days from receipt of the last Requisite Approval, where applicable), and shall lapse if not completed within fifteen (15) days from the date of the said Special Resolution, in which event a fresh approval of the members by way of a special resolution would be required. Thereafter, each Proposed Warrant Allottee may exercise the option to subscribe to the corresponding Warrant Shares at any time within the Exercise Period of eighteen (18) months from the date of allotment of the Warrants, and the corresponding Warrant Shares shall be allotted by the Company promptly upon receipt of the balance consideration and exercise notice, and in any event

within the timelines prescribed under the Regulation 162 (2) of the SEBI ICDR Regulations for allotment of securities pursuant to exercise of options.

14. Compliance with Section 42 of the Act (Private Placement) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014

Since the offer/invitation for the preferential issue of Warrants is proposed to be made to identified persons, namely, the Proposed Warrant Allottees, and not to the public, the same is required to comply with Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, in addition to Section 62(1)(c). In this regard:

- the Company shall, prior to making the offer or invitation, obtain the approval of the members by way of a Special Resolution, as being sought at this Meeting;
- the offer shall be made only to the Proposed Warrant Allottees, whose names and details have been recorded by the Company prior to the invitation to subscribe, and the private placement offer letter shall be issued in Form PAS-4 to the identified Proposed Warrant Allottees only, and no right of renunciation shall be attached thereto;
- the Company shall maintain a complete record of the private placement offer in Form PAS-5;
- the number of Proposed Warrant Allottees, together with the persons to whom offers/allotments have been made in the same financial year under Section 42, shall not exceed two hundred (200) persons in the aggregate (excluding qualified institutional buyers and employees under an ESOP scheme), in accordance with the proviso to Rule 14(2)(b) of the Companies (Prospectus and Allotment of Securities) Rules, 2014;
- payment shall be made through a separate bank account maintained with a scheduled bank, and no offer of securities shall be made by way of a public advertisement or utilising the media, marketing or distribution channels; and
- the Company shall file the return of allotment in Form PAS-3, along with a complete list of allottees, within the statutory timelines, both at the stage of allotment of the Warrants and, separately, at the stage of allotment of the corresponding Warrant Shares upon exercise, and the Special Resolution passed at this Meeting shall be filed with the Registrar of Companies in Form MGT-14 within thirty (30) days of passing thereof.

15. Preferential allotments made during the year and pending preferential issues.

The Company has not made any preferential allotment of equity shares, warrants or other securities to any person during the current financial year 2026-27, i.e., from April 1, 2026 up to the date of this Notice. Accordingly, the number of persons to whom allotment on a preferential basis has been made during the year, in terms of number of securities as well as price, is **Nil**.

Further, as on the date of passing of the Board Resolution approving the proposed preferential issue of warrants, there is no outstanding or pending preferential issue or preferential allotment made by the Company requiring completion or compliance under the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

16. Private Placement Undertaken During the Last Financial Year

The Company has not undertaken any private placement of securities during the last financial year. Accordingly, there are no transactions or particulars requiring disclosure under this head in terms of the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

17. Documents Open for Inspection

The following documents shall be open for inspection by the members in electronic mode or at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting, and shall also be available for inspection during the Meeting:

- the certificate of the Practicing Company Secretary under Regulation 163(2) of the SEBI ICDR Regulations;
- the certified true copy of the resolution passed by the Board approving the Proposed Transaction and the preferential issue of Warrants;
- the Memorandum and Articles of Association of the Company;
- the audited financial statements of the Company for the last three financial years; and
- copies of all material contracts/documents referred to in this Explanatory Statement.

18. Undertakings:

- The Company shall be in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
- None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on recognized Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company does not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.
- Regarding re-computation of price in terms of SEBI (ICDR) Regulations, 2018, the Company confirms that the provisions relating to recomputation of the price are not applicable to the proposed Preferential Issue, as the equity shares of the Company have been listed on recognised Stock Exchanges for more than 90 trading days as on the Relevant Date.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in

the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

- The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- The Proposed Equity Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

19. Disclosure pursuant to Schedule VI of the SEBI ICDR Regulations regarding the status of the Issuer or any of its Promoters or Directors as a wilful defaulter or fraudulent borrower.

Neither the Company nor any of its Directors, Promoters, or members of the Promoter Group has been classified as a wilful defaulter or a fraudulent borrower by any bank or financial institution. Accordingly, the disclosure requirement under Schedule VI read with Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable.

20. Certificate of Practising Company Secretary

A certificate from the Practicing Company Secretary certifying that the proposed Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, has been obtained by the Company. The said certificate shall be available for inspection by the Members during business hours on the Company's website at www.riwindgreen.net. from the date of circulation of this Notice until the conclusion of the Extraordinary General Meeting, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations.

21. Identity of the Natural Persons Who Are the Ultimate Beneficial Owners

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted pursuant to the Preferential Issue has been disclosed by the proposed allottees in accordance with the applicable laws. Further, the proposed allottees have confirmed that they are acting in their own capacity and not on behalf of any other person or entity except as mentioned below:

S. No.	Name of the Proposed Allottee	Current Category	Ultimate Beneficial Owner(s)	PAN of Ultimate Beneficial Owner(s)	Pre-Issue Equity Holding (No. of Shares)	Pre-Issue Equity Holding (%)	No. of Equity Shares to be Allotted	Post-Issue Equity Holding (No. of Shares)	Post-Issue Equity Holding (%)#
1.	Ebene Global	Non-Promoter	Not Applicable being registere	NA	Nil	Nil	69,12,442	69,12,442	5.56 %

	Opportunity Fund		d as a Category I FPI						
2.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	Nil	Nil	1,72,81,106	1,72,81,106	13.91 %
3.	Nova Global Opportunities Fund PCC - Touchstone	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	67,908	0.60%	92,16,590	92,84,498	7.47 %
4.	Maestro Emerging Fund PCC-Asset Investing	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	Nil	Nil	69,12,442	69,12,442	5.56 %
5.	Zeal Global Opportunities Fund	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	69,271	0.61%	1,15,20,737	1,15,90,008	9.33 %
6.	Bridge India Fund	Non-Promoter	Not Applicable being registered as a	NA	Nil	Nil	1,72,81,106	1,72,81,106	13.91 %

			Category I FPI						
7.	*Recoll Projects Private Limited	Promoter Group	Amay Vatsalya & Dhiraj Mishra	******572M & ******274J	Nil	Nil	4,37,78,802	4,37,78,802	35.24 %

**35.24% of the post-issue fully diluted capital is computed before giving effect to the proposed Qualified Institutions Placement ("QIP") of up to ₹150 crore, which will be completed prior to Conversion of the Warrants.*

Upon completion of the QIP and full conversion of the Warrants proposed to be allotted to it under this Item, Recoll Projects Private Limited shareholding on a fully diluted basis would be approximately 22.64%, i.e. below the 25% threshold prescribed under Regulation 3(1) of the SEBI (SAST) Regulations, 2011.

#The final percentage will depend on the number of equity shares allotted in the QIP.

22. Disclosure pursuant to Regulation 166A of the SEBI ICDR Regulations.

The Regulation 166A of the Chapter V of SEBI ICDR Regulations is applicable as the Company is allotting more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert. The details of such allottees are provided in the table below:

S. No.	Name of the Proposed Allottee	Current Category	Ultimate Beneficial Owner(s)	PAN of Ultimate Beneficial Owner(s)	Pre-Issue Equity Holding (No. of Shares)	Pre-Issue Equity Holding (%)	No. of Equity Shares to be Allotted	Post-Issue Equity Holding (No. of Shares)	Post-Issue Equity Holding (%)#
1.	Ebene Global Opportunity Fund	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	Nil	Nil	69,12,442	69,12,442	5.56 %
2.	North Star Opportunities Fund VCC-Bull Value	Non-Promoter	Not Applicable being registere	NA	Nil	Nil	1,72,81,106	1,72,81,106	13.91 %

	Incorporated VCC Sub-Fund		d as a Category I FPI						
3.	Nova Global Opportunities Fund PCC - Touchstone	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	67,908	0.60%	92,16,590	92,84,498	7.47 %
4.	Maestro Emerging Fund PCC- Asset Investing	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	Nil	Nil	69,12,442	69,12,442	5.56 %
5.	Zeal Global Opportunities Fund	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	69,271	0.61%	1,15,20,737	1,15,90,008	9.33 %
6.	Bridge India Fund	Non-Promoter	Not Applicable being registered as a Category I FPI	NA	Nil	Nil	1,72,81,106	1,72,81,106	13.91 %
7.	*Recoll Projects Private Limited	Promoter Group	Amay Vatsalya & Dhiraj Mishra	*******572M & *******274J	Nil	Nil	4,37,78,802	4,37,78,802	35.24 %

**35.24% of the post-issue fully diluted capital is computed before giving effect to the proposed Qualified Institutions Placement ("QIP") of up to ₹150 crore, which will be completed prior to Conversion of the Warrants.*

Upon completion of the QIP and full conversion of the Warrants proposed to be allotted to it under this Item, Recoll Projects Private Limited shareholding on a fully diluted basis would be approximately 22.64%, i.e. below the 25% threshold prescribed under Regulation 3(1) of the SEBI (SAST) Regulations, 2011.

#The final percentage will depend on the number of equity shares allotted in the QIP.

Accordingly, the Company has obtained a valuation report dated October 16, 2026 from Mr. Bhavin R Patel, a Registered Valuer (Registration No.: IBBI/RV/05/2019/11668), The price determined under the valuation report has been considered in determining the floor price, as set out in paragraph 2 above. The valuation report has been published on the website of the Company at www.riwindgreen.net.

23. Recommendation from the committee of Independent Directors

Not Applicable, considering the nature and applicability of the relevant provisions of the SEBI ICDR Regulations to the Issuer.

24. Interest of Directors, Key Managerial Personnel and their Relatives

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

25. Intention of promoters, directors, Key Managerial Personnel (KMP) or Senior Managerial Personnel (SMP) to subscribe to the preferential issue

None of the Promoters, Directors, Key Managerial Personnel or Senior Managerial Personnel (SMP) of the Company intends to subscribe to the proposed preferential issue of Warrants, either in their individual capacity or through persons acting on their behalf, except as otherwise disclosed in this Notice, if applicable.

26. Board Recommendation

The Board considers that the Proposed Transaction and the consequent preferential issue of Warrants are in the best interest of the Company and its shareholders and accordingly recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the said resolution.

Annexure-A

List of Proposed allottees:

Sl. No.	Name of Proposed Warrant Allottee	Category (Individual/ Body Corporate)	PAN of allotees	Residential Status	Existing shareholding in the Company (pre-issue)	No. of Warrants proposed to be allotted	% of post-issue paid-up capital (on full exercise)#	Identity of 'promoter' or 'public' category pre-exercise	Identity of 'promoter' or 'public' category post-exercise
1.	Ebene Global Opportunity Fund	Body Corporate	******155N	Non-Resident	Nil	69,12,442	5.56 %	Non-Shareholder	Public
2.	North Star Opportunities Fund VCC – Bull Value Incorporated VCC Sub-Fund	Body Corporate	******688D	Non-Resident	Nil	1,72,81,106	13.91 %	Non-Shareholder	Public
3.	Nova Global Opportunities Fund PCC – Touchstone	Body Corporate	******211R	Non-Resident	67,908	92,16,590	7.47 %	Public	Public
4.	Maestro Emerging Fund PCC – Asset Investing	Body Corporate	******148H	Non-Resident	Nil	69,12,442	5.56 %	Non-Shareholder	Public
5.	Zeal Global Opportunities Fund	Body Corporate	******342L	Non-Resident	69,271	1,15,20,737	9.33 %	Public	Public
6.	Bridge India Fund	Body Corporate	******273B	Non-Resident	Nil	1,72,81,106	13.91 %	Non-Shareholder	Public
7.	Recoll Projects	Body Corporate	******166H	Resident	Nil	4,37,78,802	35.24 %	Promoter Group	Promoter Group

Sl. No.	Name of Proposed Warrant Allottee	Category (Individual/ Body Corporate)	PAN of allotees	Residential Status	Existing shareholding in the Company (pre-issue)	No. of Warrants proposed to be allotted	% of post-issue paid-up capital (on full exercise)#	Identity of 'promoter' or 'public' category pre-exercise	Identity of 'promoter' or 'public' category post-exercise
	Private Limited								
Total					**1,37,179**	**11,29,03,225**	**90.98 %**		

**35.24% of the post-issue fully diluted capital is computed before giving effect to the proposed Qualified Institutions Placement ("QIP") of up to ₹150 crore, which will be completed prior to Conversion of the Warrants.*
Upon completion of the QIP and full conversion of the Warrants proposed to be allotted to it under this Item, Recoll Projects Private Limited shareholding on a fully diluted basis would be approximately 22.64%, i.e. below the 25% threshold prescribed under Regulation 3(1) of the SEBI (SAST) Regulations, 2011.
#The final percentage will depend on the number of equity shares allotted in the QIP.

By the Order of the Board

For Riwind Green Energy Limited
(Formerly CMX Holdings Limited)

AMAY VATSALYA
Digitally signed by AMAY VATSALYA
Date: 2026.10.23 18:20:36 +05'30'

Amay Vatsalya
Whole-Time Director
DIN: 09330694

Date: 23-10-2026
Place: Delhi

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, November 13, 2026 at 9:00 A.M. (IST) and ends on Sunday, November 15, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Monday, November 9, 2026, may cast their vote electronically. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being Monday, November 9, 2026. The Extraordinary General Meeting (EGM) is scheduled to be held on Monday, November 16, 2026 at 12:30 P.M. (IST) through VC/OAVM. The NSDL e-voting event number (EVEN) shall be communicated by NSDL and displayed in the relevant shareholder login.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see

	e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the

	e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial

RIWIND GREEN ENERGY LIMITED
(Formerly known as CMX Holdings Limited)
Registered Office: 4th Floor, Soni Mansion, 12-B, Ratlam Kothi, Indore, Madhya Pradesh – 452001, India.
CIN: L74110MP1990PLC007674 | **BSE Scrip Code:** 532217 | **ISIN:** INE027F01014
Tel: +91 724 905 8261 | **Email:** compliance@riwindgreen.net | **Website:** www.riwindgreen.net

password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskavitaaggarwal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Shravan Mangla at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@riwindgreen.net.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self - attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@riwindgreen.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@riwindgreen.net. The same will be replied by the company suitably.

6. Members wishing to speak at the EGM may register as speakers by sending an email to compliance@riwindgreen.net not later than 5:00 P.M. IST on Friday, November 13, 2026, indicating 'Speaker Registration - EGM 16 November 2026' in the subject line and furnishing their name, folio number or DP ID and Client ID, registered email address, mobile number and the matters on which they wish to speak. The Company shall verify membership and communicate the necessary joining / speaking instructions to confirmed speakers. Speaking opportunities may be regulated to ensure orderly conduct, depending on the number of requests; written questions are welcome even without speaker registration.

By the Order of the Board

For Riwind Green Energy Limited
(Formerly CMX Holdings Limited)

AMAY VATSALYA
Digitally signed by AMAY VATSALYA
Date: 2026.10.23 18:14:30 +05'30'

Amay Vatsalya
Whole-Time Director
DIN: 09330694

Date: 23-10-2026
Place: Delhi