ANNUAL REPORT 2025-2026

CLN ENERGY LIMITED

CIN: L33100UP2019PLC121869
Registered Office: Plot No 18, Sector 140, phase 2, Nepz Office, Gautam Buddha Nagar, Dadra, Uttar Pradesh, 201305

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CORPORATE INFORMATION

Board of Directors	**Executive Directors**	Mr. Sunil Gandhi Mr. Manish Shah (Upto July 01, 2026) Mr. Rahul Bhatnagar (w.e.f. July 01, 2026) Mr. Sanni Kumar (w.e.f. July 01, 2026)
	Independent Directors	Ms. Bhawna Hundlani Mr. Rakesh Kakkar
	Non-Executive Directors	Mr. Rajiv Seth
Committee	**Nomination and Remuneration Committee**	Ms. Bhawna Hundlani (Chairperson) Mr. Rakesh Kakkar (Member) Mr. Rajiv Seth (Member)
	Audit Committee	Mr. Rakesh Kakkar (Chairperson) (w.e.f. August 27, 2026) Ms. Bhawna Hundlani (Member) (Upto August 27, 2026 Chairperson and w.e.f. same date became member.) Mr. Sunil Gandhi (Member)
	Stakeholders Relationship Committee	Mr. Rakesh Kakkar (Chairperson) Ms. Bhawna Hundlani (Member) Mr. Sunil Gandhi (Member)
	Corporate Social Responsibility	Mr. Sunil Gandhi (Chairperson) Mr. Rakesh Kakkar (Member) Mr. Manish Shah (Upto July 01, 2026) (Member) Mr. Sanni Kumar (w.e.f. July 01, 2026) (Member)
Key Managerial Personnel		Mr. Sunil Gandhi (Whole-time Director and CEO) Mr. Manish Shah (Whole-time Director and COO) (Upto July 01, 2026) Mr. Sanni Kumar (Additional Director designated as Whole-time Director) (w.e.f. July 01, 2026) Mr. Ashish Kumar (Chief Financial Officer) Mr. Rahul Jethwa (Company Secretary and Compliance Officer Upto September 08, 2025) Ms. Bhavika Mundra (Company Secretary and Compliance Officer w.e.f. September 08, 2025)
	Statutory Auditor	**M/s DGMS & Co.** Practising Chartered Accountants (Firm Registration No. 0112187W) Office No. 10, Vihang Vihar, Opp. Gautam Park, Panchpakhadi, Thane (West) – 400602, Maharashtra, India.
	Registrar And Share Transfer Agent	**Bigshare Services Private Limited** Office No S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093

	Secretarial Auditor	**M/s SARK & Associates LLP** Practicing Company Secretary (Certificate of Practice: 9304) Unit No. 217, Gundecha Industrial Estate, Akruli Road, Kandivali East, Mumbai – 400101
	Internal Auditor	**M/s PMRY & Co.** Practising Chartered Accountants Shop No. 1, First Floor, Extension – 1, Opposite Metro Pillar No. – 405, Main Rohtak Road, Nangloi
	Cost Auditor	**M/s SAH & Co.** Practising Cost Accountants E 113A, Block E, sector 4, Lajpat Nagar, Shibabad, Ghaziabad, UP - 201005

Request to Members

Members are requested to send their queries, if any, relating to the annual report, shareholding, etc., to the Company Secretary at the Corporate Office of the Company, on or before **Thursday, September 24, 2026** so that the answers / details can be kept ready at the Annual General Meeting.

Bhavika Mundra (Company Secretary and Compliance Officer)
Plot No 18, Sector 140, Phase 2,
Nepz Office, Gautam Buddha Nagar,
Dadra, Uttar Pradesh, 201305
Tel: 75799 06940
Mail: compliance@clnenergy.in

NOTICE

NOTICE is hereby given that the **Seventh Annual General Meeting** of the Members of **CLN Energy Limited** will be held on **Friday, September 25, 2026** at **1:00 P.M.** through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the:**

   a. **Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Directors' Report and Auditors' Report thereon;**

   b. **Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Directors' Report and Auditors' Report thereon;**

2. **To appoint a Director in place of Mr. Sunil Gandhi (DIN: 08433754), who retires by rotation and being eligible, offer himself for re-appointment.**

SPECIAL BUSINESS:

3. **To approve remuneration of Cost Auditor for 2026-27;**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 85,000/- (Rupees Eighty Five Thousands only), as recommended by the Audit Committee and approved by the Board of Directors payable to M/s. SAH & Co., Practicing Cost Accountant (Firm Registration No. 103920) as Cost Auditors to conduct the audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending March 31, 2027 be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. **To approve regularization of additional Director Mr. Rahul Bhatnagar (DIN: 01563122) designated as an Executive Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), and all other statutory approvals, as may be required, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Rahul Bhatnagar (DIN: 01563122), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors with effect from Wednesday, July 01, 2026, pursuant to Section 161(1) of the Act, and who holds office up to the date of this Annual General Meeting, as a Director of the Company, designated as an Executive Director, liable to retire by rotation, for a period of 5 years with effect from July 01, 2026 up June 30, 2031, on such remuneration and terms and conditions as set out by Board in consultation with Mr. Rahul Bhatnagar.

RESOLVED FURTHER THAT the consent to act as a Director of the Company received from Mr. Rahul Bhatnagar (DIN: 01563122) in Form DIR-2, along with the declaration in Form DIR-8, be and is hereby noted.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, as may be necessary, proper, desirable or expedient to give effect to this resolution, including filing of necessary forms and intimations with the Registrar of Companies and other concerned authorities as may be required."

5. To approve regularization of additional Director Mr. Sanni Kumar (DIN: 11799228) as Whole-time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161, 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and any other applicable provision(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and all other statutory approvals, as may be required, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Sanni Kumar (DIN: 11799228), who was appointed as an Additional Director designated as Whole-time Director of the Company by the Board of Directors with effect from Wednesday, July 01, 2026, pursuant to Section 161(1) of the Act, and who holds office up to the date of this Annual General Meeting, as a Director of the Company, designated as Whole-time Director (Executive), liable to retire by rotation, for a period of 5 years with effect from July 01, 2026 up to June 30, 2031 , on such remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the consent to act as a Director of the Company received from Mr. Sanni Kumar (DIN: 11799228) in Form DIR-2, along with the declaration in Form DIR-8, be and is hereby noted.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Sanni Kumar as Whole Time Director of the Company, the abovementioned remuneration be paid to Mr. Sanni Kumar, as minimum remuneration, subject to the approval of Central Government, if necessary

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, as may be necessary, proper, desirable or expedient to give effect to this resolution, including filing of necessary forms and intimations with the Registrar of Companies and other concerned authorities as may be required."

6. **To approve Related Party Transactions with CLNGreen Private Limited:**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 2(76), 177 and 188 of the Companies Act, 2013 ("Act"), as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) including any material modification thereof, with CLNGreen Private Limited, subsidiary of the Company and accordingly a related party under Section 2(76) of the Act for the Financial Year 2026-27 and onwards, as per the details provided in the explanatory statement, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at arm's length and in the ordinary course of business;

MAXIMUM VALUE PER EACH TYPE OF CONTRACT/TRANSACTION/ARRANGEMENT:

Transactions as defined under the Companies Act, 2013 / the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Related Parties	Nature of Transactions	Amount (Rs in Crores)
Subsidiary Company (CLNGreen Private Limited)	Making loans/business advances / inter-corporate deposits;	10

RESOLVED FURTHER THAT the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Company Secretary be and are hereby authorised to do all such acts. deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. **Enhancement of Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013;**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company dated June 19, 2024 and pursuant to the provisions of 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association ('AOA') of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board (which term shall be deemed to include any committee(s) thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred pursuant to this Resolution') to borrow any sum or sums of money on such terms and conditions as the Board of Directors may think fit, from time to time, by obtaining loans (including term loan), advances, deposits, bill discounting, cash credits, overdraft facilities, lines of credit, commercial papers, convertible/non-convertible debentures, external commercial borrowings (loans/bonds), denominated offshore bonds or in any other forms, from any one or more of the Company's Bankers and/or from any one or more of the other persons, firms, bodies corporate, financial institutions or other eligible investors from time to time whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time will or may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company provided that the total borrowing shall not exceed Rs. 1,000/- Crores (Rupees One Thousand Crores Only) or equivalent amount in any other foreign currency over and above aggregate of its paid-up share capital and free reserves and securities premium as per the latest annual audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT the any of Board of Directors of the Company or any committee or KMP(s) or any person(s) authorised by the Board be and are hereby authorised to finalise, settle and execute such documents/deeds/writings/papers and agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds, filings or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

Registered Office:
Plot-18, sector-140, phase-2, Nepz Post Office, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201305
Contact No.: +917579906940
CIN: L33100UP2019PLC121869
Website: https://www.clnenergy.in
Email: compliance@clnenergy.in

By order of the Board of Directors
For CLN Energy Limited

Sd/-
Bhavika Mundra
Company Secretary & Compliance Officer
Noida
Date : Thursday, August 27, 2026

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), via No. 03/2025 dated 22nd September, 2025 read together with General Circular Nos. 09/2024 dated 19th September, 2024,09/2023 dated 25th September, 2023, 10/2022 dated 28th December, 2022, 02/2022 dated 5th May, 2022, 21/2021 dated 14th December, 2021, 19/2021 dated 8th December, 2021, 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020 (collectively referred to as 'MCA Circulars') have permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with rules made there under, as amended from time to time, read with MCA Circulars, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024. and Master Circular No. HO/49/14/14(7)2025-CFDPOD2//3762/2026 dated 30th January, 2026 and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the 7th Annual General Meeting of the Company is scheduled to be held on Friday, September 25, 2026, at 01:00 P.M. (IST) through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. Details of Directors retiring by rotation/seeking appointment/ re-appointment at the ensuing meeting are provided in the explanatory statement annexed to the Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, forms integral part of the notice as 'Annexure A, B and C'.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.** Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.

4. Institutional Investors who are Members of the Company are encouraged to attend and vote at the AGM through e-voting facility. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at compliance@sarkcs.in with a copy marked to evoting@nsdl.co.in.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. Members are requested to: (a) intimate to the Company/their Depository Participant ("DP"), changes, if any, in their registered address at an early date; (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence.

8. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same by writing to compliance@clnenergy.in mentioning their Folio No. /DP ID and Client ID. The Notice convening the 7th AGM has been uploaded on the website of the Company at https://www.clnenergy.in/investor-relations and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited (BSE) at www.bseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Company, through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, either by emailing e-signed copies to compliance@clnenergy.in or sending physical copies by post/ delivery to the offices of Company. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

11. Non-resident Indian members are requested to inform the RTA, Bigshare Services Private Limited situated at Office No S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093 immediately about:

    Change in their residential status on return to India for permanent settlement

    Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

13. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.

14. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

15. Corporate members (other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of its

Board or governing body resolution/authorisation to attend AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to compliance@sarkcs.in with a copy marked to evoting@nsdl.co.in .

16. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e. **Friday, September 25, 2026** during business hours. Members seeking to inspect can send an e- mail to compliance@clnenergy.in.

17. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.

18. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates and self-attested copy of PAN card and Aadhar card for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

20. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.

21. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 18, 2026 to Thursday, September 24, 2026.

A. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

4. The remote e-voting period commences on Monday, September 21, 2026 (09:00 A.M.) and ends on Thursday, September 24, 2025 (05:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 18 September, 2026, may cast their vote by remote e-voting. The

remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Friday, 18 September, 2026.

6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date i.e. Friday, 28 August,2026 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800-222-990.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period commences on Monday, September 21, 2026 (09:00 AM) and ends on Thursday, September 24, 2025 (05:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 18 September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being . Friday, 18 September, 2026.

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.	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. 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 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. 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	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. 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. 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. 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 e-Voting 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 and 022 - 2499 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 22 55 33

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?

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, 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.

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***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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

How to retrieve your 'initial password'?
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'.
If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
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.
Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
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.
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
Now, you will have to click on "Login" button.
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?

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.
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".
Now you are ready for e-Voting as the Voting page opens.
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.
Upon confirmation, the message "Vote cast successfully" will be displayed.
You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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 compliance@sarkcs.in 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.
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.
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 and 022 - 2499 7000 or send a request to 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:

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@clnenergy.in.

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@clnenergy.in. If you are an Individual shareholder 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**.
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.
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: -
The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
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.
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.
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:

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.

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

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

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.

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@clnenergy.in. The same will be replied by the company suitably.

Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at compliance@clnenergy.in

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast one day prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at compliance@clnenergy.in. These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as an attendee will be allowed to express their views/ ask questions during the meeting. The member who has not registered themselves an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000.

All grievances connected with the facility for voting by electronic means may be addressed to (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 or send an email to evoting@nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. For, any other queries regarding participating in AGM or other matter kindly write to compliance@clnenergy.in, In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: nithin@bigshareonline.com.

The Board of Directors of the Company has appointed **Mr. Sumit Khanna, Practising Company Secretary (ACS 22135, CP 9304),** as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.

The scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The Results will be declared on receipt of Scrutinizer's Report at the registered office of the Company at Plot No 18, Sector 140, phase 2, Nepz Office, Gautam Buddha Nagar, Dadra, Uttar Pradesh, 201305. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.clnenergy.in/investor-updates.html and on the website of NSDL immediately and communicated to the stock exchange.

All queries relating to Share Transfer and allied subjects should be addressed to:

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai, Maharashtra,400093.

Registered Office:
Plot No 18, Sector 140, phase 2, Nepz Office, Gautam Buddha Nagar, Dadra, Uttar Pradesh, 201305
Contact No.: 7579906940
CIN: L33100UP2019PLC121869
Website: https://www.clnenergy.in/
Email: compliance@clnenergy.in

By Order Of The Board of Directors
For CLN Energy Limited

Sd/-

Bhavika Mundra
Company Secretary & Compliance Officer
Noida
Date : Thursday, August 27, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item no. 3:

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules").

The Board in its meeting held on Friday, May 29, 2026, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027 as per the following details:

M/s. SAH & Co., Practicing Cost Accountant (Firm Registration No. 103920) Audit Fees 85,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel or their respective relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 3 of the accompanying notice except to the extent of their shareholding.

Item no. 4 :

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Rahul Bhatnagar (DIN: 01563122) as an Executive Director of the Company with effect from Wednesday, July 01, 2026, pursuant to Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Bhatnagar holds office as an Additional Director only up to the date of the ensuing Annual General Meeting ("AGM") of the Company.

The Company has received the following from Mr. Rahul Bhatnagar:
(a) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014.
(b) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013.

The Board, on the recommendation of the NRC, has proposed the appointment of Mr. Rahul Bhatnagar as a Director of the Company, designated as Executive Director, liable to retire by rotation, for a period of 5 (five) years with effect from July 01, 2026 up to June 30, 2031, on the remuneration and terms and conditions as may be agreed with Board, and recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

A brief profile of Mr. Rahul Bhatnagar, including nature of her expertise, is provided as ***Annexure B*** of this Notice.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the notice for appointment of Mr. Rahul Bhatnagar.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel or their respective relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 4 of the accompanying notice except to the extent of their shareholding.

Item no. 5:

The Board of Directors of the Company ("Board"), on the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Sanni Kumar (DIN: 11799228) as an Additional Director, designated as a Whole-time Director (Executive), of the Company with effect from Wednesday, July 01, 2026, pursuant to Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company.

In terms of Section 161(1) of the Act, Mr. Sanni Kumar holds office as Additional Director designated as a Whole-time Director only up to the date of this Annual General Meeting ("AGM") of the Company. It is now proposed to regularize his appointment and appoint him as a Director of the Company, designated as Whole-time Director (Executive), for a period of 5 years with effect from July 01, 2026 up to June 30, 2031 and that he is liable to retire by rotation.

He also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Mr. Sanni Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and does not hold any equity shares. It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. Further, the Company has never issued any non-convertible debentures.

The proposed terms and conditions of appointment of Mr. Sanni Kumar as the Whole Time Director are as given below:

1. Term of Appointment: July 01, 2026 to June 30, 2031
2. Liable to retire by rotation

The Company had received a consent letter from Mr. Sanni Kumar (DIN: 11799228) to act as a Whole-time Director of the Company.

Mr. Sanni Kumar (DIN 11799228) shall be entitled to the remuneration provided by the company, as decided by the Nomination and Remuneration Committee from time to time.

A brief profile of Sanni Kumar, including nature of her expertise, is provided as ***Annexure C*** of this Notice.

Additional Disclosures pursuant to Schedule V to the Companies Act, 2013

The following information is furnished pursuant to Part II, Section II of Schedule V to the Act, in relation to the appointment and remuneration of Mr. Sanni Kumar as Whole-time Director:

<table>
<tr><th colspan="2">I. General Information</th></tr>
<tr><td>Nature of industry</td><td>Manufacturing of lithium-ion battery packs / energy storage and mobility solutions.</td></tr>
<tr><td>Date of commencement of commercial production</td><td>October 01, 2019</td></tr>
<tr><td>Financial performance (based on audited financial statements)</td><td>
<table>
<tr><th>Financial Year</th><th>Basis</th><th>Turnover / Revenue from Operations (Rs. in Lacs)</th><th>Net Profit for the year (Rs. in Lacs)</th></tr>
<tr><td rowspan="2">FY 2025-26</td><td>Standalone</td><td>34,595.73</td><td>2,055.49</td></tr>
<tr><td>Consolidated</td><td>34,651.23</td><td>2,054.90</td></tr>
<tr><td rowspan="2">FY 2024-25</td><td>Standalone</td><td>21,917.96</td><td>1,292.19</td></tr>
<tr><td>Consolidated</td><td>21,917.96</td><td>1,292.19</td></tr>
</table>
</td></tr>
<tr><td>Export performance and net foreign exchange earnings</td><td>
Export Performance and Net Foreign Exchange Earnings

The Company's foreign exchange earnings during the year comprised export of goods and export of R&D services. Total foreign exchange earned during FY 2025-26 stood at Rs. 10,016.99 Lacs (previous year: Rs. 5,661.60 Lacs), an increase of approximately 77% over the previous year. Foreign exchange used, primarily towards import of raw materials and capital goods, stood at Rs. 16,147.92 Lacs (previous year: Rs. 8,404.07 Lacs), resulting in a net foreign exchange outflow of Rs. 6,130.93 Lacs for the year (previous year: net outflow of Rs. 2,742.47 Lacs).
<table>
<tr><th>Particulars (Rs. in Lacs)</th><th>FY 2025-26</th><th>FY 2024-25</th></tr>
<tr><td>Foreign Exchange Earned</td><td></td><td></td></tr>
<tr><td>Sale of goods (exports)</td><td>7,321.93</td><td>4,247.58</td></tr>
</table>
</td></tr>
</table>

Sale of R&D services (exports)	2,695.06	1,414.02
Total Foreign Exchange Earned (A)	**10,016.99**	**5,661.60**
Foreign Exchange Used		
Purchase of raw materials (imports)	15,716.58	7,679.43
Purchase of capital goods (imports)	431.34	724.64
Total Foreign Exchange Used (B)	**16,147.92**	**8,404.07**
Net Foreign Exchange Earned / (Used) (A – B)	**(6,130.93)**	**(2,742.47)**

Figures on a standalone basis

Foreign investments or collaborations, if any

Foreign Investments or Collaborations

During the year under review, the Company incorporated CLN General Trading LLC in Dubai, United Arab Emirates (UAE) on 27 March 2026, as its wholly owned subsidiary. The remittance towards the share capital investment in the said subsidiary (100 equity shares of AED 1,000 each) was made on 16 May 2026, aggregating Rs. 26.18 Lacs.

Name of Entity	Country / Jurisdiction	Nature	Investment (₹ in Lacs)
CLN General Trading LLC	Dubai, United Arab Emirates (UAE)	Wholly-owned subsidiary (100%)	26.18

Other than the above, the Company has not entered into any foreign technical or financial collaboration, joint venture or other strategic tie-up with any foreign entity during the year under review.

II. Information about the Appointee

Background details	Mr. Sanni Kumar has been appointed in the capacity of an Additional Executive Director designated as a Whole-time Director with effect from July 01, 2026, subject to the approval of members, for a period till the ensuing General Meeting and that he shall be liable to retire by rotation. Sanni Kumar is an Electrical & Electronics Engineering professional with over 7 years of cross-functional manufacturing experience, specializing in lithium-ion battery development and new product development. He holds a B.Tech in Electronics & Communication Engineering from DIT School of Engineering (Amity University). He has experience as a Sr. Manager in R&D, leading new product development, product certification, costing, and plant audits for lithium-ion battery packs used in mobility and energy storage applications. His project experience spans Li-ion battery development for telecom, high-voltage energy storage, EV swapping, traction, e-tractor, drone, and tipper applications, including India's largest 150kWh tipper battery system. He also has experience as Manager in Quality, supporting mobile battery and cell manufacturing for clients like Foxconn, Nokia, and LAVA. He is a Certified Internal Auditor for IMS and has completed an internship in China focused on EV manufacturing.
Past remuneration drawn (if any, including from the Company or its predecessor)	FY 2025-26 : 33.60 Lacs per Annum FY 2026-27: 36.28 Lacs per Annum Note: Mr. Sanni Kumar's past remuneration represents the remuneration drawn by him in his capacity as an employee of the Company.
Recognition or awards	Not Applicable
Job profile and suitability	Mr. Sanni Kumar, as Whole-time Director, will be responsible for the Company's product development, engineering, quality and manufacturing functions relating to lithium-ion battery packs, in line with his 7+ years of relevant cross-functional experience. The Board is of the view that, given his qualifications and experience, he is suitable for the said role.
Remuneration proposed	Upto Rs. 1 Crore per annum
Comparative remuneration profile with respect to industry, size of the	The remuneration proposed is commensurate with the remuneration paid to similar managerial personnel in comparable companies in the industry, having regard to the size of the Company and the responsibilities of the position.

company, profile of the position and person	
Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	None, other than the remuneration proposed to be drawn as Whole-time Director.
III. Other Information	
Reasons for loss or inadequate profits (if applicable)	Not Applicable
Steps taken or proposed for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	The Board believes that the appointment of Mr. Sanni Kumar, given his specialised expertise in lithium-ion battery development, is expected to contribute to product innovation, cost optimisation and overall growth of the Company's business.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the notice for appointment of Mr. Sanni Kumar.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel or their respective relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 5 of the accompanying notice except to the extent of their shareholding.

Item no. 6:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at arm's length basis. Further, the Explanation to Regulation 23 (1) provides that a transaction with a related party for Company listed on SME Exchange shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 50 crores or exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The proviso to Section 188 (1) of the Companies Act, 2013 also states that nothing in Section 188 (1) of the Companies Act, 2013 will apply to any transaction entered into with a related party by the Company in its ordinary course of business and on arm's length basis.

Accordingly, the related party transactions based on the provisions of Section 188 of the Act and rules made thereunder and Regulation 23 of the Listing Regulations, the Audit Committee and the Board of Directors of the Company have approved the proposed transactions detailed in the resolution at Item No. 6 of the accompanying notice. The said related party transactions are placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and on an arm's length basis.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with are set out below;

Sr. No	Description	Details
Details of the summary of information provided by the management to the Shareholders of the company		
a	A summary of the information provided by the management of the listed entity to the audit committee as specified in para.	The Company may be required to grant a business advance/loan and/or inter-corporate deposit as a part of a strategic business decision, to the extent necessary to support the business operations of the said entity.
	Name of the related party and its relationship with the listed entity or its subsidiary, including the nature of its concern or interest (financial or other-wise)	Subsidiary Company: CLNGreen Private Limited

Sr. No	Description	Details
	Tenure of Proposed transaction	To be fixed at the time of execution
	Value of the proposed transaction	To be within the overall limit and finalised at the time of execution
b	Details of transactions related to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiaries:	To be disclosed at the time of execution
c	Justification for why the proposed transaction is in the interest of the listed entity.	To be disclosed at the time of execution
d	Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	To be disclosed at the time of execution
e	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	To be disclosed at the time of execution
f	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	To be disclosed at the time of execution
g	Any other information that may be relevant	To be disclosed at the time of execution

The proposed contracts/arrangements/transactions relate to grant business advance/loan and/or inter-corporate deposit or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals for providing and/or receiving loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for the business requirements of your company. Further, all related party transactions of the Company are at length and in the ordinary course of business as required under relevant regulations.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the notice entering into related party transactions with CLNGreen Private Limited

The Board recommends the Ordinary Resolution set out at Item No. 6 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel or their respective relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 6 of the accompanying notice except to the extent of their shareholding.

Item no. 7:

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall exercise the power to borrow money, where the amount to be borrowed together with the monies already borrowed by the Company exceeds the aggregate of its paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), only with the consent of the Members by way of a Special Resolution.

At the Extra ordinary general meeting of the Company held on June 19, 2024, the members had approved a Special Resolution authorising the Board to borrow up to Rs. 500 Cr.

Considering the Company's growth plans (organic and inorganic) and future financial requirements, it is proposed to increase the borrowing limit from Rs. 500 Cr. to Rs. 1,000 Cr. (Rupees One Thousand Cr. only). This will enable the Company to raise funds from banks, financial institutions, investors, or any other lenders, including by way of issuance of convertible or non-convertible debentures, commercial papers or other instruments, on such terms and conditions as the Board may deem fit.

The Board of Directors, at its meeting held on August 27, 2026, has approved this proposal, subject to the approval of members by way of a Special Resolution.

The proceeds of the borrowings proposed to be undertaken, pursuant to the above resolution shall be utilised for general corporate purposes in the ordinary course of business of the Company, with a view to augment long term financial resources for its growth and to meet additional working capital requirements to support its operations in the ordinary course of business of the Company, as may be determined by the Board from time to time to fund other strategic acquisitions or investments that may be undertaken by the Company from time to time to facilitate its inorganic growth objectives.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(l)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company

Accordingly, consent of the members is sought for passing a Special resolution as set out at Item No. 7 of the notice for increasing borrowing limits.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel or their respective relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 7 of the accompanying notice except to the extent of their shareholding.

Annexure-A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under.

Particulars	Mr. Sunil Gandhi (DIN: 08433754)
Current Position	Whole Time Director (Liable to retire by rotation)
Age	52 Years
Qualification	He holds diploma course in Electrical Engineering with Specialization in Electronics and Television Technology from YMCA Institute of Engineering, Faridabad and has also pursued Post Diploma Graduation in Business Administration from Symbiosis Centre for distance learning.
Experience	He has over a more than 2 decade of combined experience in Software Technology and Telecommunication Industry. He has worked with many organizations including Reliance Infocom Limited & Bharti Airtel Limited. .
Expertise in specific functional areas	Mr. Sunil Gandhi is an experience in Software Technology and Telecommunication Industry.
Brief Resume of the Director	Sunil Gandhi, aged 50 years, is a Chief Executive Officer since April 09, 2022 and became Whole-timeDirector of Company w.e.f. June 19, 2024. He holds diploma course in Electrical Engineering with Specialization in Electronics and Television Technology from YMCA Institute of Engineering, Faridabad and has also Pursued Post Diploma Graduation in Business Administration from Symbiosis Centre for Distance Learning. He has over a more than 2 decade of combined experience in Software Technology and Telecommunication Industry. He has worked with many organizations including Reliance Infocom Limited & Bharti Airtel Limited. He is currently responsible for the overall working of the Company and is instrumental in making strategic decisions. He is also responsible for infusing fresh ideas into the business and developing new products, customer relationship, manufacturing process, leading strategic planning, agile procurement practices for sustained growth and driving production targets at our Company. He also manages the entire supply chain for the Company and being the part of the Board, he is providing his technical knowledge and expertise for growth and expansion of our Company on day To day basis. His strong leadership skill, comprehensive understanding of financial management principles, entrepreneurship with commercial acumen and excellent management skill allow the business to grow by way of developing the new clients whilst maintaining its existing customer base.
Remuneration last drawn	Rs. 64,80,000/-
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	**Salary:** Up to 1.5 Cr per annum. The Whole Time Director and the Chief Operating Officer shall be entitled to such increment as the Board may by its discretion determine time to time subject to the limits as set out in Schedule V of the Companies Act, 2013.

	Tenure: 19/06/2024 to 18/06/2027 **Perquisites and allowances:** It shall be as per the Income Tax rules and in the absence of such rule it should be determined at the actual cost.
Date of first Appointment:	October 09, 2023
Number of Board Meetings attended during the year:	14
Shareholding in the Company:	2
Relationship with Other Directors:	Not Related
Other Directorships:	Other Directorship: 1. CLN Energy Storage Private Limited 2. Winst Management Private Limited 3. Advisory Hub Private Limited
Memberships / Chairmanship of Committees:	He is Chairman in Corporate Social Responsibility Committee and member in Audit committee and Stakeholder Relationship Committee.
Listed entities resigned from in past 3 years	Nil

Annexure B

The relevant details of directors who is proposed to be appointed as an director of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under.

Particulars	Mr. Rahul Bhatnagar (Din: 01563122)
Current Position	Additional Executive Director (Liable to retire by rotation)
Age	62 Years
Qualification	B.Sc. and M.Sc. from Delhi University and MCA in Computers
Experience	He is entrepreneur and philanthropist with over three decades of experience in textiles, fashion, and defense manufacturing. He holds a B.Sc. and M.Sc. from Delhi University and an MCA in Computers. As a founding member of the Shamken Group, he helped build a ₹1000+ crore textile conglomerate, serving as Founder Director and Chairman of Shamken Cotsyn Ltd
Expertise in specific functional areas	Seasoned industrial entrepreneur with 30+ years' experience scaling large manufacturing operations (setting up plants, machinery selection, raw material procurement, quality/regulatory certification, and international export), including hands-on experience building a certified technical-manufacturing venture (NIJ/DRDO-approved) from ground up — directly transferable to establishing and scaling battery manufacturing operations.
Brief Resume of the Director	Rahul Bhatnagar is a Delhi-based entrepreneur and philanthropist with over three decades of experience in textiles, fashion, and defense manufacturing. He holds a B.Sc. and M.Sc. from Delhi University and an MCA in Computers. As a founding member of the Shamken Group, he helped build a ₹1000+ crore textile conglomerate, serving as Founder Director and Chairman of Shamken Cotsyn Ltd. which he led to a successful stock exchange listing. He later founded Ameks Techfab Pvt. Ltd. producing NIJ- and DRDO-certified bulletproof fabrics and body armor, and Elitista Haute Couture Pvt. Ltd., providing manufacturing support to global brands like Gucci, Prada, and Versace. He has since expanded operations internationally and is now based in Dubai. He is also active in philanthropy, serving as a trustee with organizations like Nirmala Niketan and Nirmana, the latter instrumental in securing construction workers' welfare legislation in the Indian Parliament.
Remuneration last drawn	Rs. 0
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per item no. 4 of this notice.
Date of first Appointment:	01 July 2026
Number of Board Meetings attended during the year:	0
Shareholding in the Company:	0
Relationship with Other Directors:	Mr. Rahul Bhatnagar is not related to any Director on the Board of the Company.
Other Directorships:	0

Memberships / Chairmanship of Committees:	Nil

Annexure C

"The relevant details of the director who is proposed to be appointed as Whole Time Director of the Company, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) issued by the Institute of Company Secretaries of India, are as under:"

Particulars	Mr. Sanni Kumar (Din: 11799228)
Current Position	Additional Director designated as Whole-time Director (Liable to retire by rotation))
Age	31 Years
Qualification	B Tech (Electrical and Electronics Engineering)
Experience	He has experience as a Sr. Manager in R&D, leading new product development, product certification, costing, and plant audits for lithium-ion battery packs used in mobility and energy storage applications
Expertise in specific functional areas	Sanni Kumar is an Electrical & Electronics Engineering professional with over 7 years of cross-functional manufacturing experience, specializing in lithium-ion battery development and new product development. He holds a B.Tech in Electronics & Communication Engineering from DIT School of Engineering (Amity University). His project experience spans Li-ion battery development for telecom, high-voltage energy storage, EV swapping, traction, e-tractor, drone, and tipper applications, including India's largest 150kWh tipper battery system. He also has experience as Manager in Quality, supporting mobile battery and cell manufacturing for clients like Foxconn, Nokia, and LAVA
Brief Resume of the Director	Mr. Sanni Kumar has been appointed in the capacity of an Additional Executive Director designated as a Whole-time Director with effect from July 01, 2026, subject to the approval of members, for a period till the ensuing General Meeting and that he shall be liable to retire by rotation. Sanni Kumar is an Electrical & Electronics Engineering professional with over 7 years of cross-functional manufacturing experience, specializing in lithium-ion battery development and new product development. He holds a B.Tech in Electronics & Communication Engineering from DIT School of Engineering (Amity University). He has experience as a Sr. Manager in R&D, leading new product development, product certification, costing, and plant audits for lithium-ion battery packs used in mobility and energy storage applications. His project experience spans Li-ion battery development for telecom, high-voltage energy storage, EV swapping, traction, e-tractor, drone, and tipper applications, including India's largest 150kWh tipper battery system. He also has experience as Manager in Quality, supporting mobile battery and cell manufacturing for clients like Foxconn, Nokia, and LAVA. He is a Certified Internal Auditor for IMS and has completed an internship in China focused on EV manufacturing.
Remuneration last drawn	FY 2025-26 : 33.60 Lacs per Annum

	FY 2026-27: 36.28 Lacs per Annum Note: Mr. Sanni Kumar's past remuneration represents the remuneration drawn by him in his capacity as an employee of the Company
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per item no. 5 of this notice.
Date of first Appointment:	01 July 2026
Number of Board Meetings attended during the year:	0
Shareholding in the Company:	2
Relationship with Other Directors:	Mr. Sanni Kumar is not related to any Director on the Board of the Company.
Other Directorships:	0
Memberships / Chairmanship of Committees:	He is member of Corporate Social Responsibility Committee.

BOARD'S REPORT

To,
The Members,
CLN Energy Limited

Our directors take pleasure in presenting their **Seventh Annual Report** on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2026 (period under review).

1. FINANCIAL PERFORMANCE OF THE COMPANY:

The summary of financial highlights for the financial year ended March 31, 2026, and previous financial year ended March 31, 2025, is given below:

(Rs. in lakhs)

Particulars (Rs. in Lakhs)	Standalone 31-Mar-2026	Standalone 31-Mar-2025	Consolidated 31-Mar-2026	Consolidated 31-Mar-2025
Total Income	35,077.72	22,038.51	35,133.22	22,038.51
Less: Expenditure	31,663.51	19,526.04	31,716.37	19,526.05
Profit before Depreciation	**3,414.21**	**2,512.47**	**3,416.85**	**2,512.46**
Less: Depreciation	664.14	627.99	664.15	627.99
Profit before Tax	**2,750.07**	**1,884.47**	**2,752.70**	**1,884.47**
Exceptional loss	-	-	-	-
Provision for Taxation	694.58	592.28	695.26	592.28
Profit after Tax (before Minority Interest)	**2,055.49**	**1,292.19**	**2,057.43**	**1,292.19**
Less: Minority Interest	-	-	(2.53)	-
Profit after Tax (after Minority Interest)	**2,055.49**	**1,292.19**	**2,054.90**	**1,292.19**
Other Comprehensive Income	-	-	-	-

Total Comprehensive Income	**2,055.49**	**1,292.19**	**2,054.90**	**1,292.19**
Earnings Per Share (Face Value ₹10)				
(1) Basic	19.48	15.87	19.50	14.98
(2) Diluted	19.48	15.87	19.50	14.98

2. STATEMENT OF COMPANY'S AFFAIR AND FUTURE OUTLOOK:

CLN Energy Limited (formerly JLNPhenix Energy Private Limited), incorporated in October 2019, designs and manufactures advanced lithium-ion batteries and energy storage solutions for the electric vehicle, telecom, data centre, and grid and utility sectors. The Company operates ISO-certified manufacturing facilities at Noida, with a combined annual capacity exceeding 2 GWh, backed by an in-house R&D team based in Noida. Its EV batteries are AIS 156 Phase II (Amendment 3) certified, and its telecom batteries carry T-SEC certification.

COMPANY OVERVIEW:

Joint Venture:

During the year under review, the Company acquired a 40.1% equity stake in Electrovault Power Private Limited on June 28, 2025, for a cash consideration of Rs. 40,010, in partnership with Manikaran Power Private Limited and GreenAge Capital Pte Ltd., establishing it as a joint venture entity to develop and operate Battery Energy Storage Systems (BESS) and BESS-integrated renewable energy plants in India.

Subsidiary:

The Company incorporated CLNGreen Private Limited, a subsidiary engaged in solar, hydro and other renewable energy solutions, on September 23, 2025, by subscribing to 5,100 equity shares aggregating Rs. 51,000, representing a 51% shareholding.

Additionally, the Company incorporated C L N General Trading L.L.C., a wholly owned subsidiary in the Emirate of Dubai, United Arab Emirates, on March 26, 2026, with an investment of Rs. 25,68,000 (AED 1,00,000), to undertake trading, marketing, import and export of clean and renewable energy products, marking the Company's foray into the Middle East market. These initiatives are aligned with the Company's strategy to strengthen its presence across the renewable energy value chain, both domestically and internationally.

STANDALONE:

During the year under review your Company has been able to live upon its expectations and has been able to generate strong Revenue and Profit figures as compared to the previous financial year 2024-25. During the year under review, the total income of the Company stood at Rs. 35,077.72/- lacs as against Rs 22,038.51/- Lacs in the previous year. The Company made a net profit of Rs. 2055.49/- Lacs for the year ended March 31, 2026, as compared to the Net Profit of Rs. 1292.19/- Lacs in the previous year registering increase of 59.07%.

CONSOLIDATED:

During the year under review, the total income of the Company stood at Rs. 35,133.22/- Lacs. The Company made a net profit of Rs. 2,054.90/- Lacs for the year ended March 31, 2026.

The consolidated financials reflect the cumulative performance of the Company together with its subsidiaries.

3. CHANGE IN NATURE OF BUSINESS, IF ANY:

During the year under review, the Company closed its manufacturing facility at Pune with effect from March 31, 2026, in order to consolidate its manufacturing operations at the Noida plant and optimize operational efficiency and resource utilization.

4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013:

The Company has not transferred any amount to the reserve and surplus. The Reserve and Surplus (including securities premium and retained earnings) as on March 31, 2026, is 10,449.50/- Lacs.

5. CASH FLOW STATEMENTS:

As required under regulation 34 of the SEBI (LODR) Regulations, 2015, the Cash Flow Statement forms an integral part of the Annual Report.

6. DIVIDEND:

During the year under review, your Board does not recommend any dividend and wishes to plough back the profits. Further, as per Regulation 43A of the listing regulations, the requirement to formulate a Dividend Distribution Policy applies to the top 1,000 listed entities based on market capitalization. As our company does not fall within this threshold, the formulation and disclosure of a Dividend Distribution Policy do not apply to us.

7. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND:

The Ministry of Corporate Affairs under Sections 124 and 125 of the Companies Act, 2013 requires dividends that are not encashed/ claimed by the shareholders for a period of seven consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). In FY 2025-26, there was no amount due for transfer to IEPF.

8. SHARE CAPITAL:

The Authorized Share Capital of the company as on March 31, 2026, is Rs. 12,00,00,000/- divided into 1,20,00,000 equity shares of Rs. 10/-

The Paid-up Share Capital of the Company as on March 31, 2026, is Rs 10,55,32,500 divided into 1,05,53,250 Equity shares of Rs. 10/-.

Employee Stock Option Plan:

The Company granted 1,60,046 Stock options to the employees of the Company under CLN Energy Limited Employee Stock Option Plan-2025 (“ESOP 2025”). The further disclosures as required under Companies Act, 2013 and any other law for the time being in force is stated in the Board Report which forms an integral part of the Annual Report.

Registrar and Share Transfer Agent:

Company has appointed Bigshare Services Private Limited as the Registrar and Transfer Agent of the Company.

9. CHANGE IN SHARE CAPITAL:

Authorised Share Capital:

During the period under review, the Company increased its Authorised Share Capital to facilitate future capital raising plans. The Board of Directors at its meeting held on July 03, 2025, approved a proposal to increase the authorized share capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crore Only), divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 12,00,00,000/- (Rupees Twelve Crore Only), divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each which was subsequently placed before shareholders of the Company in the 6th Annual General Meeting. The same have been approved by shareholders on August 06, 2025 being date of 6th Annual General Meeting.

Changes after period under review:

Increase in authorized share capital

The Company increased its Authorised Share Capital from Rs. 12,00,00,000/- (Rupees Twelve Crore Only), divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 12,30,00,000/- (Rupees Twelve Crore Thirty Lakhs Only), divided into 1,23,00,000 (One Crore Twenty-Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creating an additional 3,00,000 (Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each being approved by Board of Directors of the Company in their meeting held on June 18, 2026 and further being approved by shareholders by way of Postal Ballot on July 23, 2026 being last date of Postal Ballot.

10. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

The Company has not issued Equity Shares with Differential Rights as stated in Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) for the Financial Year.

11. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS:

The Board of Directors at its meeting held on July 03, 2025, approved the formulation and implementation of the CLN Energy Limited Employee Stock Option Plan-2025 (“ESOP 2025”), based on the recommendations of the Nomination and Remuneration Committee, and in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) and the same approved by members of the Company in the 6th Annual General Meeting of the Company dated August 07, 2025.

The objective of the Scheme is to attract, retain, and motivate key talent by granting stock options to eligible employees of the Company and its present and future subsidiaries, associates, or group companies.

Disclosure of Employees Stock Option Scheme

Sr. No.	Particulars	Details
(a)	options granted;	1,60,046 Stock options are granted under CLN Energy Limited Employee Stock Option Plan-2025 ("ESOP 2025") passed through resolution by circulation dated February 02, 2026
(b)	Options vested	Nil
(c)	Options exercised	Nil
(d)	The total number of shares arising as a result of exercise of option	Nil
(e)	Options lapsed	Nil
(f)	The exercise price	Rs. 10
(g)	Variation of terms of options	NA
(h)	Money realized by exercise of options	Nil
(i)	Total number of options in force	Nil
(j)(i)	Employee-wise details of options granted to: Key Managerial Personnel	1. Mr. Ashish Kumar (21,000 options granted)
(j)(ii)	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year	1. Mr. Sanni Kumar: 16800 2. Mr. Mainak Bhanja : 10800 3. Mr. Ashish Kumar : 21000 4. Mr. Karunesh Shukla : 12490 5. Mr. Kaushal Kishor : 11600
(j)(iii)	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	No employee was granted option, equal to or exceeding 1% of the issued capital of the Company.

12. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

The Company has not issued any Sweat Equity Shares during the year under review as specified in Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014).

13. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Amended Listing Regulations"), is presented in a separate section forming an integral part of the Annual Report as ***"Annexure III".***

14. DISCLOSURES BY DIRECTORS:

The Board of Directors has submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

Further, under Regulation 34(3) and Schedule V of the Listing Regulations, a Certificate of Non-Disqualification of Directors received from SARK & Associates LLP., Practicing Company Secretary is annexed to the Board's Report as ***"Annexure IV".***

15. SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY

The Company have two Subsidiary and one Joint venture or an Associate Company.

1. CLNGreen Private Limited
2. CLN General Trading L.L.C.

Joint Venture Companies

Electrovault Power Private Limited

Associate Companies

As on March 31, 2026, the Company does not have any associate Companies.

In accordance with the Companies Act, 2013 read with rules framed thereunder ("Act"), a statement containing the salient features of the financial statements of the subsidiaries of the Company in form AOC-1 is annexed as Annexure-VII.

16. MATERIAL CHANGES AND COMMITMENTS

During the period under review, the Company closed its manufacturing facility at Pune with effect from March 31, 2026, in order to consolidate its manufacturing operations at the Noida plant and optimize operational efficiency and resource utilization.

Further, following changes occurred after end of Financial Year:

Increase in authorized share capital

The Company increased its Authorised Share Capital from Rs. 12,00,00,000/- (Rupees Twelve Crore Only), divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 12,30,00,000/- (Rupees Twelve Crore Thirty Lakhs Only), divided into 1,23,00,000 (One Crore Twenty-Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creating an additional 3,00,000 (Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each being approved by Board of Directors of the Company in their meeting held on June 18, 2026 and further being approved by shareholders by way of Postal Ballot on July 23, 2026 being last date of Postal Ballot.

17. EXTRACT OF ANNUAL RETURN:

The Annual Return of the Company as on March 31, 2026 is available on the website of the Company at https://www.clnenergy.in/investor-relations .

18. REMUNERATION POLICY:

The Company has framed a Nomination and Remuneration Policy pursuant to Section 178 of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015. The Policy is provided in Annexed to this Report as **"Annexure I".**

19. STATEMENT OF DEVIATION / VARIATION IN UTILIZATION OF FUNDS RAISED:

There are no Deviation/Variation in the current financial year (FY 2025–26).

20. FAMILIARISATION PROGRAMME FOR DIRECTORS:

As a practice, all Directors (including Independent Directors) inducted to the Board go through a structured orientation programmed. Presentations are made by Senior Management giving an overview of the operations, to familiarize the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

During the year under review, no new Independent Directors were inducted to the Board.

The details of the Familiarisation Programme are available on the Company's website at https://www.clnenergy.in/investor-relations.

21. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

i. Constitution of Board

Sr. No	Name	Designation	DIN	Date of Appointment	Date of Cessation
1	Sunil Gandhi	Whole-time Director	08433754	18/08/2020	-
2	Rajiv Seth	Director	02156211	14/02/2024	-
3	Rakesh Kakkar	Director	05190517	19/06/2024	-

Sr. No	Name	Designation	DIN	Date of Appointment	Date of Cessation
4	Bhawna Hundlani	Director	10459772	19/06/2024	-
5	Rahul Bhatnagar	Additional Director	01563122	01/07/2026	-
6	Sanni Kumar	Additional Director	11799228	01/07/2026	-
7	Manish Shah	Whole-time Director	10343779	09/10/2023	01/07/2026

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Director of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under section 165 of the Companies Act, 2013.

ii. Details of Key Managerial Personnel

Sr. No	Name	Designation	Date of Appointment	Date of Cessation
1	Sunil Gandhi	Chief Executive Officer (CEO)	09/04/2022	-
2	Ashish Kumar	Chief Financial Officer (CFO)	19/06/2024	-

Sr. No	Name	Designation	Date of Appointment	Date of Cessation
3	Bhavika Mundra	Company Secretary and Compliance Officer	08/09/2025	-
4	Rahul Jethwa	Company Secretary and Compliance Officer	12/02/2025	08/09/2025

iii. Change in Directors and Key Managerial Personnel

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. All changes in the composition of the Board during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

During the period under review, and as of the date of this report, the following changes occurred in the composition of the Board of Directors:

During the period under review, the following changes in Key Managerial Personnel occurred:

S. No.	Name of Director	Designation	Date of Change	Reason for change
1.	Mr. Rahul Jethwa	Company Secretary & Compliance Officer (Resignation)	08/09/2025	Cessation
2.	Ms. Bhavika Mundra	Company Secretary & Compliance Officer (Appointment)	08/09/2025	Appointment

Further, the following changes occurred after period under review:

S. No.	Name of Director	Designation	Date of Change	Reason for change
1	Mr. Manish Shah	Whole-time Director & Chief Operating Officer	01/07/2026	Resignation

S. No.	Name of Director	Designation	Date of Change	Reason for change
2	Mr. Rahul Bhatnagar	Additional Executive Director	01/07/2026	Appointment
3	Mr. Sanni Kumar	Additional Director designated as Whole-time Director	01/07/2026	Appointment

iv. **Retirement by Rotation of the Directors**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sunil Gandhi, whole-time Director of the Company, retires by rotation and offers himself for re- appointment.

The brief resume of Mr. Sunil Gandhi, the nature of his expertise in specific functional areas, names of the companies in which he has held directorships, her shareholding etc. are furnished in the ***Annexure - A*** to the notice of the ensuing AGM.

v. **Independent Directors**

All Independent Directors of the Company have given annual declarations that they meet the conditions of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, the Independent Directors fulfill the said conditions of independence. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses for effective functioning.

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, the Independent Directors are independent of the management; possess the requisite integrity, experience, expertise, proficiency, and qualifications.

During the year under review, the Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, and reimbursement of expenses, if any.

The Independent Directors met on 27th March, 2026 without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

22. BOARD MEETINGS:

The Board meetings are pre-scheduled well in advance to help Director's to plan their schedules and ensure meaningful participation. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings.

Company held Fourteen meeting of its Board of Directors during the year on 24 April 2025, 13 May, 2025, 29 May 2025, 03 July 2025, 29 July 2025, 19 August 2025, 08 September 2025, 19 September, 2025, 25 October 2025, 14 November 2025, 20 November 2025, 28 January 2026, 26 February 2026, 27 March, 2026.

Sr. No.	Name of the director	Board Meeting			Whether attended AGM held on 07/08/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1.	Sunil Gandhi	14	14	100%	Y
2.	Rajiv Seth	14	10	71.43%	Y
3.	Manish Shah	14	14	100%	Y
4.	Rakesh Kakkar	14	13	92.85%	Y
5.	Bhawna Hundlani	14	14	100%	Y

23. COMMITTEES OF THE BOARD:

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

As on March 31, 2026, the Board has following 3 (Three) Committees in accordance with Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder Relationship Committee
4. Corporate Social Responsibility Committee

i. Audit Committee

The Audit processes, reviewing the Company's established systems and processes for internal financial controls, Committee of the Company is constituted as per Section 177 of the Act. The Audit Committee acts as a link between the Statutory Auditors, Internal Auditors and the Board of Directors. Its purpose, amongst others, is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting governance and reviewing the Company's statutory, internal audit activities and related party transactions.

The Audit Committee, as per Section 177 of Companies Act, 2013, was constituted under the Chairmanship of Ms. Bhawna Hundlani. After constitution the committee met Five (5) times. The composition of the Audit Committee as at March 31, 2026 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Audit Committee Meetings held on				
			24/04/2025	29/05/2025	03/07/2025	25/10/2025	14/11/2025
Ms. Bhawna Hundlani	Non-Executive - Independent Director	Chairperson	Yes	Yes	Yes	Yes	Yes
Mr. Rakesh Kakkar	Non-Executive - Independent Director	Member	No	Yes	Yes	Yes	Yes
Mr. Sunil Gandhi	Whole Time Director & CEO	Member	Yes	Yes	Yes	Yes	Yes

*The Audit Committee of the Company has been reconstituted, whereby Mr. Rakesh Kakkar (DIN: 05190517), Non-Executive Independent Director, has been designated as the Chairperson of the Audit Committee in place of Ms. Bhawna Hundlani (DIN: 10459772), who shall continue to act as a Member of the Committee. Mr. Sunil Gandhi (DIN: 08433754) continues to be a Member of the Committee w.e.f. August 27, 2026.

Role of Committee:

The role of the Committee, inter-alia, includes:

- oversight of the company's financial reporting process and the disclosure of its financial information to ensure
- that the financial statement is correct sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before
- submission to the board for approval;
- reviewing, with the management, the quarterly/Half yearly financial statements before submission to the board
- for approval; reviewing, with the management, the statement of uses / application of funds raised through an
- issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than
- those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency
- monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to
- the board to take up steps in this manner;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary; reviewing, with the management,
- performance of statutory and internal auditors, adequacy of the internal control systems and risk management
- systems; reviewing the findings of any internal investigations by the internal auditors into manners where there

- is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the
- matter to the board; discussion with internal auditors of any significant findings and follow up there on;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders,
- shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the Whistle Blower mechanism; approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- All the Members on the Audit Committee have the requisite qualification for appointment on theCommittee and possess sound knowledge of finance, accounting practices and internal controls.

ii. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee, as per Section 178(1) of Companies Act, 2013. The composition of the Nomination and Remuneration Committee as at March 31, 2026 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Nomination and Remuneration Committee Meetings held on	
			03/07/2025	08/09/2025
Ms. Bhawna Hundlani	Non-Executive - Independent Director	Chairperson	Yes	Yes
Mr. Rakesh Kakkar	Non-Executive - Independent Director	Member	Yes	Yes
Mr. Rajiv Seth	Non-Executive Director	Member	Yes	Yes

The terms of reference of the Committee as per Companies Act 2013 and SEBI (LODR) 2015, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
- Use the services of an external agencies, if required;
- Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

- Recommend to the board, all remuneration, in whatever form, payable to senior management.

The Company has formulated a Remuneration Policy which is annexed to the Board's Report in ***"Annexure I".***

iii. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee, as per Section 178 (5) of Companies Act, 2013, continued working under Chairmanship of Mr. Rakesh Kakkar. The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013. During the year, the committee met one time with full attendance of all the members.

The Stakeholders' Relationship Committee ('SRC') considers and resolves the grievances of shareholders, and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests and such other grievances as may be raised by the security holders from time to time.

The composition of the Stakeholders Relationship Committee as at March 31, 2025 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Stakeholders' Relationship Committee held on 13/05/2025
Mr. Rakesh Kakkar	Non- Executive Independent Director	Chairperson	Yes
Ms.Bhawna Hundlani	Non-Executive Independent Director	Member	Yes
Mr. Sunil Gandhi	Whole Time Director & CEO	Member	Yes

Terms of Reference

The terms of reference of the Committee are:

- Transfer/Transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates /certificates relating to other securities;
- Issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- To grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- Monitoring expeditious redressal of investors / stakeholder's grievances; all other matters incidental or related to shares, debenture.
- During the year, no complaints were received from shareholders. There are no balance complaints.
- The Company had no share transfers pending as on March 31, 2026.

During the year, no complaints were received from shareholders. There are no balance complaints. The Company had no share transfers pending as of March 31, 2026.

iv. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee, as per Section 135 of Companies Act, 2013. The composition of the Corporate Social Responsibility Committee as at March 31, 2026 and details of the Members participation at the Meetings of the Committee are as under:

S No.	Name of Committee members	Category	Position in the committee	Attendance at the Corporate Social Responsibility Committee held on 29/07/2025
1	Mr. Sunil Gandhi	Whole Time Director & CEO	Chairperson	Yes
2	Mr.. Rakesh Kakkar	Non-Executive - Independent Director	Member	Yes
3	Mr. Manish Shah	Whole Time Director & COO	Member	Yes

Corporate Social Responsibility Committee of the Company have been reconstituted with effect from July 01, 2026, consequent to the resignation of Mr. Manish Shah.

S No.	Name of Committee members	Category	Position in the committee	Attendance at the Corporate Social

				Responsibility Committee held on 29.07.2025
1	Mr. Sunil Gandhi	Whole Time Director & CEO	Chairperson	Yes
2	Ms. Rakesh Kakkar	Non-Executive - Independent Director	Member	Yes
3	Mr. Sanni Kumar	Additional Director designated as Whole-time Director	Member	Yes

The terms of reference of the Committee are:

a) Formulation of a corporate social responsibility policy to the Board, indicating the activities to be undertaken by the Company in areas or subject specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder:

b) Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit ofthe Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation during such immediately preceding financial years;

c) Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;

d) Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

e) Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes; Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and Performing such other duties and functions as the Board may require the Corporate Social Responsibility Committee to undertake to promote the corporate social responsibility activities of the Company or as may be required under applicable laws.

24. BOARD EVALUATION:

Our Board has devised an Evaluation Policy for evaluating the performance of the Board, its Committees, Executive Directors, and Independent Directors. Based on the same, the performance was evaluated for the financial year ended March 31, 2026. As part of the evaluation process, the performance of Non- Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non- Independent Directors was done by the Board excluding the Director being evaluated.

The policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment, and relationship with the stakeholders, corporate governance practices, contribution of the committees to the Board in discharging its functions etc.

The Board carried out formal annual evaluation of its own performance and that of its committees viz., the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee (NRC). The Board also carried out the performance evaluation of all the individual directors including the Chairman of the Company. Additionally, NRC also carried out the evaluation of the performance of all the individual directors and Chairman of the Company. The performance evaluation was carried out by way of obtaining feedback from the Directors through a structured questionnaire prepared in accordance with the policy adopted by the Board and after taking into consideration the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The feedback received from the Directors through the above questionnaire was reviewed by the Chairman of the Board and the Chairman of the NRC and then discussed the same at the meetings of the Board and NRC respectively. The performance evaluation of the Chairman, Whole Time Director and the Board as a whole was carried out by the Independent Directors at their separate meeting.

25. MEETING OF SHAREHOLDERS:

During the year under review, the following General Meetings were held, the details of which are given as under:

S.no	Type of Meeting/Postal Ballot	Date of General Meeting/ Postal Ballot	Whether attended by all Directors
1.	Postal Ballot	May 30, 2025	Yes
2.	Annual General Meeting	August 07, 2025	Yes

26. CORPORATE SOCIAL RESPONSIBILITY DURING THE YEAR – 2025-26.

During the year, the Company has in place a CSR policy laid down in accordance with the provisions of Companies Act, 2013 and rules made thereunder. The Company under its CSR policy, affirms its commitment of seamless integration of marketplace, workplace. environment and community concerns with business operations by undertaking activities/initiatives that are not taken in its normal course of business and/or confined to only the employees and their relatives and which are in line with the broad-based list of activities. areas or subjects that are set out under schedule VII of the Companies Act, 2013.

The Company spent an amount of Rs. 16.34 Lakhs during the financial year towards CSR activities. The said amount was contributed to Nayi Pahal Foundation towards the "Education of Underprivileged Children" project, in accordance with the activities specified under Schedule VII of the Companies Act, 2013.

Further, the Company has set off an amount of Rs. 4.90 Lakhs, being the excess amount spent on CSR activities during the previous financial year FY 2024-25, against the CSR expenditure required to be incurred during the year under review.

Accordingly, the total CSR obligation of Rs. 21.24 Lakhs for the year has been duly discharged through the expenditure incurred during the year and the eligible set-off of the excess amount spent in the previous financial year.

The detailed disclosure relating to CSR activities undertaken by the Company is provided in Annexure VI to this Report.

27. AUDITORS:

i. Statutory Auditors:

The Board has appointed M/s DGMS & Co. (Firm Registration Number: 109823W), Practising Chartered Accountants as the statutory auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on August 07, 2025 from the conclusion of the 11th Annual General Meeting to be held in the year 2030 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

The Statutory Auditors' Report forms an integral part of the Annual Report. There are no audit qualification, reservation or adverse remark for the year under review.

The auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under. As required under Listing Regulations, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

ii. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s SARK & Associates LLP ((Registration No.: L2023MH014600)), Practising Company Secretaries (CP No.9304), to undertake the Secretarial Audit of the Company for the F.Y. 2025-26 and 2026-27. The Secretarial Audit Report for F.Y. 2025-26 is annexed herewith as ***"Annexure II".***

M/s SARK & Associates LLP, Practicing Company Secretaries, have confirmed they are not disqualified from being appointed as the Secretarial Auditors of the Company and satisfy the prescribed eligibility criteria.

There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in its report.

iii. Cost Auditor:

The Company does fall within the provisions of Section 148 of the Companies Act, 2013, as read with the Companies (Cost Records and Audit) Rules, 2014. Therefore, the maintenance of cost records and the applicability of cost audits, as specified by the Central Government under Section 148 of the Companies Act, 2013, are applicable to the Company**.** The company appointed SAH & Co. (Firm Registration No. 103920) as cost Auditor of the company for the FY 2026-2027.

iv. Internal Auditor:

The Board of Directors has appointed M/s PMRY & Co. (Firm Registration No.: 032925N) Chartered Accountants, as an Internal Auditors of the Company for the financial year 2026-27 and 2027-28.

28. AUDITOR'S REPORT:

The Auditor's Report and Secretarial Auditor's Report does not contain any qualifications, reservations or adverse remarks. Report of the Statutory and Secretarial Auditor is given as an Annexure, which forms part of this report.

29. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

To oversee and review the Vigil Mechanism/ Whistle-Blower function under Section 177(9) and (10) of the Companies Act, 2013 established by the Company to report the genuine concerns against the suspected or confirmed fraudulent activities, allegations of corruption, violation of the Company's Code of Conduct. The Company will provide adequate safeguards against victimization of persons who use this mechanism. Such persons shall have direct access to the Chairman of the Audit Committee when appropriate. During the year under review, no complaints were received under the Whistle Blower Policy.

The Whistle Blower Policy has been posted on the website of the Company at https://www.clnenergy.in/investor-relations.

30. INTERNAL AUDIT & CONTROLS:

Pursuant to provisions of Section 138 read with rules made there under, the Board has appointed M/s PMRY & Co., Chartered Accountants, as an Internal Auditors of the Company for the year under review, to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Audit is carried yearly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26.

31. RISK ASSESSMENT AND MANAGEMENT:

Your Company has a Risk Management Policy to identify, evaluate risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. This framework is intended to assist in decision making process that will minimize potential losses, improve the management in the phase of uncertainty and the approach to new opportunities, thereby helping the Company to achieve its objectives.

Your Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks. The policy is available on the company website https://www.clnenergy.in/investor-relations.

32. LISTING WITH STOCK EXCHANGES:

The Company's Equity shares are listed on BSE SME Platform (Scrip Code: 544347). Further, trading in the Equity Shares was not suspended on the Stock Exchanges during the financial year under review. The Company has paid the requisite Annual Listing Fees for the year 2026-27 to BSE Limited.

33. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is fully compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.

34. PARTICULARS OF EMPLOYEES AND REMUNERATION

Disclosures pertaining to remuneration and other details are required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is forming part of the Directors' Report for the year ended March 31, 2026 and is annexed to this Report and marked as Annexure- V.

During the financial year 2025-26, no employee, whether employed for whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

35. POLICIES AND DISCLOSURE REQUIREMENTS:

In terms of provisions of the Companies Act, 2013 the Company has adopted policies which are available on its website https://www.clnenergy.in/investor-relations.

36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

i. Conservation of Energy

The steps taken or impact on conservation of energy – We installed BESS of 100KW/120kWh in FY24-25 to replace DG and further planning to install additional 500KW/600kWh in FY25-26. We installed solar panel of 10KW to backup utility load and further planned to install 150 KW in FY25-26. Added Regenerative machine which can save upto 75% energy as compared to regular machine which saves around 400 MWh energy last year.

The steps taken by the Company for utilizing alternate source of energy – Company shall consider on adoption of alternate source of energy as and when necessities.

The Capital Investment on energy conversation equipment – BESS (Battery & PCS) having cost of 30 Lacs. Added New Machine having cost of 200 Lacs around (Battery ageing machine regen. based - 4 Nos. + Cell ageing Machine regen. based -8 Nos.)

ii. Technology absorption

The efforts made towards technology absorption. – Successfully developed telecom batteries (48V 100Ah) for BSNL and other telecom player as a Class-1 Supplier, with less than 50% imported content and same is validated and approved by TSEC (BNSL).

The benefits derived like product improvement, cost reduction, product development or import substitution – Reduced product cost by 20% while improving quality, resulting in lower complaint rates.

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Transitioned to Indian-manufactured BMS, reducing import dependency. Planning to develop our own BMS by next fiscal year.

iii. The expenditure incurred on Research and Development –

Expenditure on software: Around 10 Lacs (Need to verify with accounts) Expenditure on Certification and testing – Around 40 lacs (Need to verify with accounts) Technology Absorption (Miss.): Around 30 Lacs (NPD, Testing).

iv. Foreign exchange earnings and outgo:

The details of Foreign Exchange Earnings and Outgo of your Company during the Financial Year under review are as follows:

Particulars	Current Year (2025-26) (Rs in Lacs)	Previous Year (2024-25) (Rs in Lacs)
Foreign Exchange Earned (Foreign exchange fluctuation gain/loss)	314.77	-80.72

37. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Notes to the Financial Statements which forms an integral part of this Annual Reports.

38. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has entered into transactions within the meaning of section 188 and Companies (Meetings of Board and its Powers) rules, 2014 with its related parties during the year ended on 31st March, 2026. However, the disclosure of transactions with related party for the year, as per Accounting Standard -18 Related Party Disclosures is given in Note to accounts of the Balance Sheet as on 31st March, 2026.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Further, during the year, the Company had not entered into any contract / arrangement /transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All related party transactions are placed before the Audit Committee and Board for review and approval, if required. The details of transactions/contracts/arrangements referred to in Section 188(1) of Companies Act, 2013 are furnished in Form AOC-2 and is attached as "Annexure VIII" and forms part of this Report.

The Policy on the Related Party Transactions as approved by the Board is uploaded on the website of the Company https://www.clnenergy.in/investor-relations.

There were no materially significant transactions with the related parties during the Financial Year which were in conflict with the interest of the Company.

39. DEPOSITS:

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2026 Section 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 and as such no principal or interest was outstanding as on the date of the Balance sheet. There were no unclaimed or unpaid deposits as on March 31, 2026.

Details of Deposits not in compliance with the requirements of the Act:

Since the Company has not accepted any deposits during the financial year ended on March 31, 2026, there has been no non-compliance with the requirements of the Act.

40. PREVENTION OF INSIDER TRADING

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the "Code of Conduct for Prevention of

Insider Trading" ("the Insider Trading Code"). The object of the Insider Trading Code is to set framework, rules and procedures which all concerned persons should follow, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("the Code") in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018.

The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the shares of the company at the time when there is unpublished price sensitive information.

The Code is available on the Company's website https://www.clnenergy.in/policies.html.

41. CODE OF CONDUCT:

Your Company has laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2026. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company.

The Company has posted the Code of Conduct for Directors and Senior Management on the company's website https://www.clnenergy.in/investor-relations.

42. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

43. FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

44. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

Your Directors further state that pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under. The Company provide the following details:

The number of sexual harassment complaints received during the year	Nil
The number of such complaints disposed of during the year	Nil
The number of such complaints not disposed of during the year	Nil

The number of cases pending for a period exceeding ninety days	Nil

The Internal Committee of the Company has also filed an Annual Return for the calendar year 2025 at its jurisdictional office, as required under Section 21(1) of the POSH Act read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013.

All employees in the organization are being made to attend the POSH awareness sessions, which also cover gender sensitization. No pending complaints to be resolved for the financial year under review.

45. STATEMENT ON MATERNITY BENEFIT COMPLIANCE:

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation

46. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013.

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is applicable for the financial year ended March 31, 2026.

47. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013.

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The company has proposed and appointed a Designated person in a Board meeting, and the same has been reported in the Annual Return of the company.

48. HUMAN RESOURCES AND INDUSTRIAL RELATION:

Your Company considers people as its biggest assets and 'Believing in People' is at the heart of its human resource strategy. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts, it is ensuring that employees are aligned on common objectives and have the right information on business evolution. Your Company strongly believes in fostering a culture of trust and mutual respect in all its employees seek to ensure that business world values and principles are understood by all and are the reference point in all people matters.

The current workforce breakdown structure has a good mix of employees at all levels. Your Board confirms that the remuneration is as per the remuneration policy of the Company.

49. GENDER-WISE COMPOSITION OF EMPLOYEES:

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as of March 31, 2026

Male Employees: 172
Female Employees: 12
Transgender Employees:0

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

50. CORPORATE GOVERNANCE:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

51. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

The Business Responsibility and Sustainability Report as required by Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is not applicable to the Company.

52. DEPOSITORY SYSTEM:

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN Number of your Company for both NSDL and CDSL is INE0WDX01010.

53. DISCLOSURE W.R.T. DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

There are no demat suspense account/unclaimed suspense account during the year under review as per SEBI (LODR) Regulations, 2015.

54. SCHEME OF AMALGAMATION/ARRANGEMENT:

During the Financial Year 2025-26, your Company has not proposed or considered or approved any Scheme of Merger/Amalgamation /Takeover/Demerger or Arrangement with its Members and/or Creditors.

55. CREDIT RATING:

The Company's financial discipline and prudence is reflected in the credit ratings ascribed by the rating agency, Care Edge Ltd as given below:

Total Bank Loan facilities rated	55 crore
Rating	CARE BBB-; Stable / CARE A3

Revision in credit rating after period under review:

Total Bank Loan facilities rated	140 crore
Rating	CARE BBB; Stable / CARE A3+

56. OTHER DISCLOSURES:

The following disclosures are not applicable to the company:

a) The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year.

b) The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

c) The Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of the Act and Rules made thereunder.

d) The Company has not issued any Sweat Equity Shares to its Directors or employees.

e) No Director of the Company is in receipt of any remuneration or commission from its subsidiaries.

f) There was no revision of financial statements

g) The Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the Company, pursuant to the provisions of Section 67 of the Act and Rules made thereunder.

h) The Company's securities were not suspended.

57. FINANCE AND ACCOUNTS:

Financial Statement has been prepared in accordance with accounting standards as issued by the Institute of Chartered Accountants of India and as specified in Section 133 of the Companies Act, 2013 and the relevant rules thereof and in accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2026.

The Company has neither revised the financial statements nor the report of Board of Directors.

58. CAPITAL EXPENDITURE:

During the year, the Company incurred a capital expenditure of Rs. 445.92 Lakhs on fixed assets.

59. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.

ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. They have prepared the annual accounts on a going concern basis.

v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.

vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26.

60. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board of Directors confirm that all the systems, policies, procedures and frameworks which are currently operational within the Company are adequate for ensuring the orderly and efficient conduct of its business and adherence to the laws. They are in line with the best practices to the extent applicable to the company. The Audit Committee and the Board reviews internal control systems to ensure they remain effective and are achieving their intended purpose. Weaknesses, if any, are identified and new procedures are put in place to strengthen controls.

The Company has also appointed an Internal Auditor as per the provisions of the Companies Act, 2013. The Company's internal audit process covers all significant operational areas and reviews the Process and Control. The Internal Auditor has authority to verify whether the policies and procedures, including financial transactions, are carried out in accordance with defined processes and variations and exceptions (if any) are justified and reported properly

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26.

61. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

62. ACKNOWLEDGEMENTS:

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

Registered Office:
Plot-18, Sector-140, Phase-2, Nepz Post Office, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201305
Contact No.: +917579906940
CIN: L33100UP2019PLC121869
Website: https://www.clnenergy.in
Email: compliance@clnenergy.in

By order of the Board of Directors
For CLN Energy Limited
Sd/-

Sunil Gandhi
Whole Time Director
DIN: 08433754

Noida
Thursday, August 27, 2026
Sd/-

Rajiv Seth
Director
DIN:02156211

Noida
Thursday, August 27, 2026

Annexures to Board's Report (Contd).
Annexure – I

Remuneration Policy

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter "Committee") and approved by the Board of Directors.

Objectives: The objectives of this policy are to stipulate criteria for:

Appointment, reappointment, removal of Directors, KMPs and Senior Management
Determining qualifications, positive attributes and independence of a director and recommend to the Board
Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully
Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth.

Criteria for Appointment:
Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment
Age, number of years of service, specialized expertise and period of employment or association with the Company.
Special achievements and operational efficiency which contributed to growth in business in the relevant functional area
Constructive and active participation in the affairs of the Company
Exercising the responsibilities in a Bonafide manner in the interest of the Company
Sufficient devotion of time to the assigned tasks
Diversity of the Board
Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest
Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder or any other enactment for the time being in force

Criteria for Remuneration:

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer-term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to non-executive directors on a pro-rata basis, within limits approved by shareholders.

Annexures to Board's Report (Contd).
Annexure – II

FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2026
(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
CLN ENERGY LIMITED
(Formerly known as CLN Energy Private Limited and
Formerly known as Jlnphenix Energy Private Limited)
Plot-18, Sector-140, Phase-2,
Nepz Post Office, Gautam Buddha Nagar,
Dadri, Uttar Pradesh, India, 201305

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CLN Energy Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed, and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has generally, during the audit period covering the financial year ended on March 31, 2026:

- Complied with the statutory provisions listed hereunder, and
- Proper Board processes and compliance mechanism are in place,

to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms, and returns filed, and other records made available to us and maintained by the Company for the financial year ended on March 31, 2026 according to the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines as prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and any amendments made from time to time:

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Applicable to the Company during the Audit Period)**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Applicable to the Company during the Audit Period)**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Applicable to the Company during the Audit Period)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; **(Applicable to the Company during the Audit Period)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; **(Not applicable to the Company during the Audit Period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Applicable to the Company during the Audit Period)**

(vi) Other laws applicable specifically to the Company namely:

a. Employees Provident Fund and Miscellaneous Provisions Act, 1952;
b. The Minimum Wages Act, 1948;
c. The Income Tax Act, 1961;
d. Prevention of Sexual Harassment Act, 2013.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General meetings.
2. Listing Agreements entered into by the Company with Stock Exchange;

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notices were given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, other than those held at shorter notice.

- A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decisions are carried through, while the views of the dissenting members are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken	Observation/remark by Practicing Company Secretaries
1	Nil	Nil	Nil	Nil

For and behalf of
SARK & Associates LLP
Company Secretaries

Date:
Place: Mumbai
UDIN: A022135H001259833

Sd/-

Sumit Khanna
(Designated Partner)
CP No. 9304
Membership No. 22135

Note:

1. This report is to be read with my letter of even date which is annexed as “Annexure - A” and forms an integral part of this report.

ANNEXURE – A
(To Secretarial Audit Report)

The Members,
CLN ENERGY LIMITED
(Formerly known as CLN Energy Private Limited and
Formerly known as Jlnphenix Energy Private Limited)
Plot-18, Sector-140, Phase-2,
Nepz Post Office, Gautam Buddha Nagar,
Dadri, Uttar Pradesh, India, 201305

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For and behalf of
SARK & Associates LLP
Company Secretaries

Date: 27.08.2026
Place: Mumbai
UDIN: A022135H001259833

Sd/-

Sumit Khanna
(Designated Partner)
CP No. 9304
Membership No. 22135

Annexures to Board's Report (Contd).

Annexure – III

Management Discussion and Analysis Report

Company Overview

CLN Energy Limited (formerly CLN Energy Private Limited & JLNPhenix Energy Private Limited) was incorporated in India on 1 October 2019 under the Companies Act, 2013, and is a wholly owned subsidiary of CLN Energy Pte. Limited, Singapore. The Company is primarily involved in the assembling and trading of Lithium-ion batteries and their ancillary products. The Company successfully completed its Initial Public Offer (IPO) of 28,92,000 equity shares of face value Rs. 10 each at a fixed price of Rs. 250 per equity share during FY 2024-25, raising net proceeds of Rs. 6,800.53 Lacs, which have been substantially utilised towards capacity addition, working capital and general corporate purposes as detailed in Note 38 to the financial statements.

The Company's revenue streams comprise (i) sale of manufacturing goods (assembled Li-ion battery packs and ancillary products), (ii) trading goods, (iii) sale of services including Research & Development ('R&D') services (a portion of which is exported and realised in foreign exchange), and (iv) lease rental income.

1. Industry Structure and Developments

1.1 Global and Indian Economic Environment

The global economy continued its path of gradual stabilisation during FY 2025-26, supported by moderating inflation, easing monetary policy in several major economies and steady industrial activity, even as geopolitical uncertainties, supply-chain realignments and volatility in commodity and currency markets remained key watch-points. India continued to be among the fastest-growing major economies, aided by robust domestic consumption, sustained public capital expenditure, a resilient services sector and continued policy thrust on manufacturing self-reliance ('Make in India' / 'Aatmanirbhar Bharat') and clean energy transition.

The Government of India's continued emphasis on electric mobility, renewable energy storage, telecom infrastructure expansion and 'PLI' (Production Linked Incentive) schemes for advanced chemistry cell / battery manufacturing has created a supportive policy backdrop for companies engaged in the lithium-ion battery and energy storage value chain.

1.2 Battery Industry – Structure and Developments

CLN Energy Limited ('the Company' / 'the Group') is primarily engaged in the assembling, manufacturing and trading of Lithium-ion batteries and its ancillary products, catering to sectors such as telecom infrastructure, power backup, e-mobility and industrial applications. The lithium-ion battery industry in India is at an inflexion point — demand is being driven by the expansion of telecom towers and data centres requiring uninterrupted back-up power, the rapid scale-up of electric vehicles, and the growing thrust towards renewable energy storage to firm up solar and wind capacity.

India continues to be significantly import-dependent for battery raw materials and cells, and companies with in-house assembly, R&D and value-added engineering capability — such as the Company — are well placed to benefit from import-substitution, localisation incentives and the growing preference of large institutional customers (telecom operators, PSUs and infrastructure companies) for domestic, dependable suppliers.

1.3 Group Structure

During the year, the Group structure was strengthened through the following developments:

- CLN Green Private Limited (51% subsidiary) — incorporated in India on 23 September 2025.
- Electrovault Power Private Limited (50% associate) — incorporated in India on 7 March 2025.
- CLN General Trading LLC (100% subsidiary) — incorporated in Dubai, UAE on 27 March 2026, marking the Company's first step towards overseas market access and diversification of its customer base.

These initiatives are aligned with the Company's stated strategy of backward/forward integration, geographic diversification and building an ecosystem around its core Lithium-ion battery business.

2. Opportunities and Threats

2.1 Opportunities

- Continued expansion of telecom towers, data centres and industrial backup-power applications driving demand for reliable Lithium-ion power solutions.
- Government thrust on electric mobility, renewable energy storage and 'Make in India' / PLI incentives supporting domestic battery assembly and manufacturing.
- Import substitution opportunity given India's heavy reliance on imported battery cells and components.
- Diversification into new geographies through the newly incorporated Dubai subsidiary (CLN General Trading LLC), opening access to GCC and export markets.
- Scaling of R&D capabilities (evidenced by continuing R&D asset additions and export of R&D services) supporting product innovation and higher-value offerings.
- Strong order pipeline evidenced by Performance Bank Guarantees issued in favour of BSNL amounting to Rs. 323.75 Lakhs against an order valued at Rs. 10,791.66 Lakhs.

2.2 Threats and Challenges

- Volatility in prices and availability of key raw materials (lithium, cobalt, other cell components), largely imported and subject to global commodity cycles and currency fluctuation.
- Increasing working-capital intensity of the business, as reflected in the sharp rise in short-term borrowings and finance costs during the year.
- Customer concentration risk, given significant dependence on a limited set of large institutional/telecom customers.
- Regulatory and trade-related uncertainties, including the ongoing customs/GST litigation relating to classification of certain imported goods, currently pending before CESTAT (refer Note 33).
- Foreign exchange risk on unhedged import payables and advances to suppliers denominated in USD (refer Note 31).
- Competitive intensity from both domestic assemblers and global battery manufacturers scaling capacity in India.

3. Segment-wise / Product-wise Performance

The Company operates in a single primary business segment (assembling and trading of Lithium-ion batteries and ancillary products) and hence there is no reportable segment as per AS 17 — Segment Reporting. However, the product/service-wise break-up of revenue from operations is set out below to provide better insight into the performance drivers:

Revenue Stream (Rs. in Lacs)	FY 2025-26	FY 2024-25	% Growth
Sale of Manufacturing Goods	29,899.51	15,605.01	91.6%
Sale of Trading Goods	1,827.97	4,713.25	-61.2%
Sale of Services	2,903.23	1,565.89	85.4%
Lease Rent (Other Operating Revenue)	20.52	33.81	-39.3%
Total Revenue from Operations	34,651.23	21,917.96	58.1%

Sale of manufacturing goods grew by approximately 92% year-on-year and remains the primary growth driver, while trading goods revenue declined as the Company continues to shift its mix towards higher-value, in-house manufactured products. Sale of services (including R&D services, a part of which is exported) nearly doubled during the year, reflecting the Company's increasing focus on the value-added segment of the business (refer Note 30 — Earnings in Foreign Currency, which increased to Rs. 10,016.99 Lacs from Rs. 5,661.60 Lacs).

Chart 4 below presents a visual comparison of the product/service-wise revenue performance over the two years:

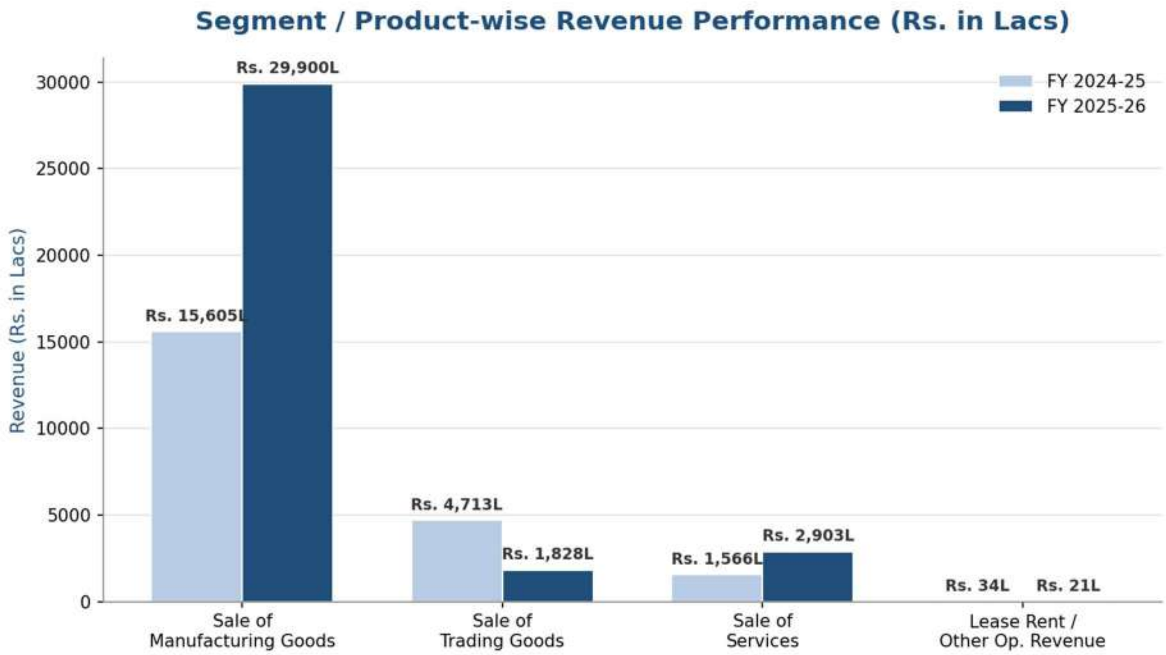

Chart 4: Segment / Product-wise Revenue Performance — FY26 vs FY25 (Rs. in Lacs)

4. Outlook

Going forward, the Company expects the growth momentum witnessed in FY 2025-26 to continue, supported by the continued expansion of telecom and data-centre infrastructure, the accelerating adoption of electric mobility and renewable energy storage in India, and sustained Government policy support under the PLI scheme for advanced chemistry cell / battery manufacturing and the 'Make in India' initiative. The Company intends to consolidate its position as a dependable, in-house Lithium-ion battery assembly and engineering partner to large institutional and telecom customers, while continuing to scale its R&D capabilities and value-added product offerings.

The Company also intends to build on the initiatives undertaken during the year — including the commencement of operations of its subsidiary CLN Green Private Limited and its wholly owned overseas subsidiary CLN General Trading LLC (Dubai, UAE), and its associate Electrovault Power Private Limited — to diversify its revenue base geographically and across the battery value chain, and to strengthen backward/forward integration. The order from BSNL referred to elsewhere in this Report provides revenue visibility for the near term. The Company will continue to closely monitor working-capital intensity, raw-material price volatility and finance costs, and to calibrate its funding mix accordingly.

[This Outlook reflects the Company's current assessment of business conditions as at the date of this Report, is subject to the Cautionary Statement below, and should be reviewed and confirmed by Management / the Board before the Annual Report is finalised.]

5. Risks and Concerns

The Company has an institutionalised risk management framework covering financial, operational, regulatory and market risks. Key risks identified and the Company's mitigation approach are summarised below:

- Liquidity / working-capital risk — managed through diversified banking relationships across ICICI Bank, HDFC Bank, Kotak Bank, Axis Bank and IndusInd Bank, providing an aggregate cash-credit facility base to support scale.
- Credit risk on trade receivables — monitored through ageing analysis; the Company carries a provision for doubtful debts of Rs. 185.83 Lacs against receivables considered doubtful of recovery.
- Foreign currency risk — arising from imports and R&D export realisations; monitored on an ongoing basis, though the Company's foreign currency exposures as at year-end remain largely unhedged (Note 31).
- Regulatory / litigation risk — the Company is contesting certain customs classification and IGST-rate related demands before CESTAT; contingent liability disclosed at Rs. 193.08 Lacs (Note 33).
- Warranty risk — the Company carries a warranty provision (closing balance Rs. 319.13 Lacs) based on historical claim experience, to address product-quality related obligations.

6. Internal Control Systems and their Adequacy

The Company has an adequate system of internal financial controls commensurate with the size and nature of its business, covering the orderly and efficient conduct of operations, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. The Company uses 'Tally Prime' accounting software with an audit-trail (edit-log) feature, which has been operated throughout the year for all transactions, in compliance with the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

The Statutory Auditors, M/s. D G M S & Co., Chartered Accountants, have, in their report on internal financial controls over financial reporting (Annexure B to the Independent Auditor's Report), expressed an opinion that the Company has, in all material respects, an adequate internal financial controls system over financial reporting, operating effectively as at 31 March 2026. The Company also has an internal audit system commensurate with the size and nature of its business, the reports of which are placed before the Audit Committee and the Board.

7. Discussion on Financial Performance with respect to Operational Performance

7.1 Overview

On a consolidated basis, the Group recorded Revenue from Operations of Rs. 34,651.23 Lacs for FY 2025-26, as against Rs. 21,917.96 Lacs in FY 2024-25, an increase of approximately 58%, driven primarily by higher sale of manufacturing goods and continued traction from telecom and infrastructure customers. Profit After Tax (after minority interest) grew to Rs. 2,054.90 Lacs from Rs. 1,292.19 Lacs in the previous year (previous year figure as per restated comparative in the consolidated statement), reflecting an improvement in operating leverage despite a sharp increase in finance costs on account of higher working-capital borrowings.

Particulars (Rs. in Lacs)	FY 2025-26 (Consolidated)	FY 2024-25 (Consolidated)	Growth (%)
Revenue from Operations	34,651.23	21,917.96	58.1%
Other Income	481.99	120.55	299.8%
Total Income	35,133.22	22,038.51	59.4%
Total Expenses	32,380.52	20,154.04	60.7%
Profit before Tax	2,752.70	1,884.47	46.1%
Total Tax Expense	695.26	592.28	17.4%
Profit After Tax (after minority interest)	2,054.90	1,292.19*	—
Basic & Diluted EPS (Rs.)	19.50	14.98	30.2%

** Previous year figure as reported in the consolidated Statement of Profit and Loss.*

Chart 1 below presents the trend in Revenue from Operations and Profit After Tax over the last two financial years (Consolidated):

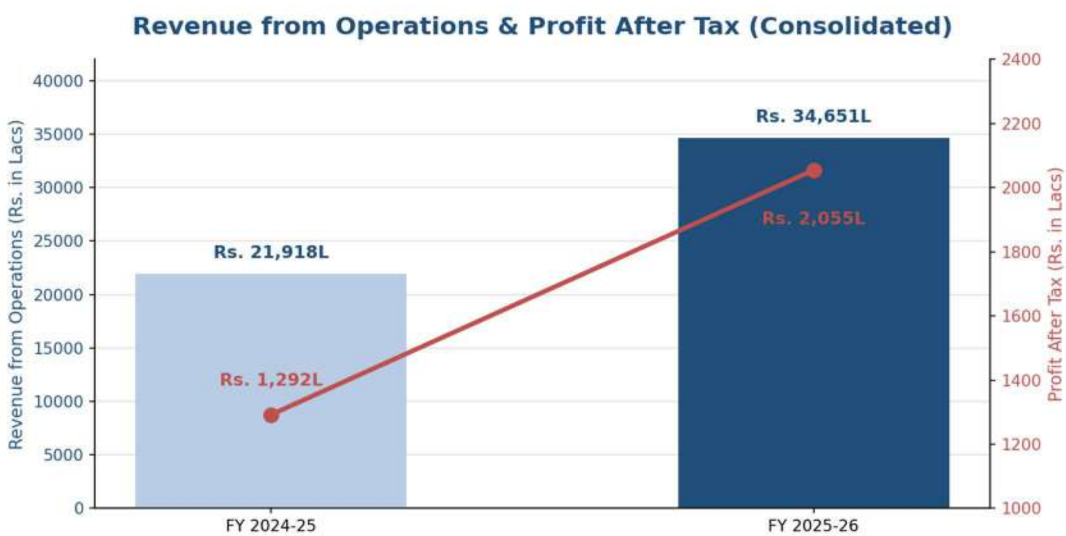

Chart 1: Revenue from Operations & Profit After Tax (Rs. in Lacs)

7.2 Revenue Mix

Sale of manufacturing goods continued to be the dominant revenue stream, contributing approximately 86% of total revenue from operations in FY 2025-26, followed by sale of services (including R&D services), trading goods and lease rental income.

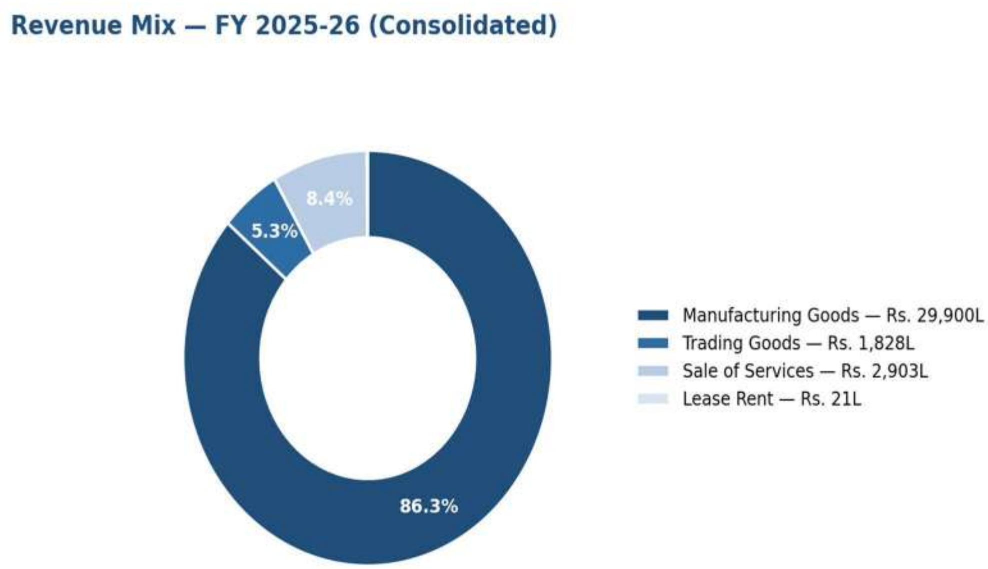

Chart 2: Revenue Mix — FY 2025-26 (Consolidated)

7.3 Cost Structure

Raw material consumption increased to Rs. 27,612.07 Lacs (FY25: Rs. 14,209.83 Lacs) in line with the growth in manufacturing volumes, while the raw-material-to-revenue ratio remained broadly stable, reflecting disciplined procurement and no significant margin erosion from input costs. Employee benefit expense rose to Rs. 1,298.09 Lacs (FY25: Rs. 1,136.16 Lacs) on account of team expansion to support growth, and Finance Costs increased sharply to Rs. 814.68 Lacs (FY25: Rs. 81.38 Lacs), primarily on account of higher utilisation of cash-credit / working-capital facilities availed from ICICI Bank, HDFC Bank, Kotak Bank, Axis Bank and IndusInd Bank to fund the higher scale of operations.

7.4 Balance Sheet Highlights

Total equity (Shareholders' funds) increased to Rs. 11,504.29 Lacs as at 31 March 2026 from Rs. 9,449.34 Lacs as at 31 March 2025, aided by profit accretion during the year. Short-term borrowings increased significantly to Rs. 9,348.96 Lacs (previous year: Rs. 1,581.73 Lacs) to fund the higher working capital requirement arising from growth in trade receivables and inventories. Trade receivables stood at Rs. 9,763.00 Lacs (previous year: Rs. 7,520.88 Lacs) and inventories at Rs. 6,560.80 Lacs (previous year: Rs. 6,422.50 Lacs), both scaling in proportion with the growth in the topline.

7.5 Cash Flow Highlights

Cash used in operating activities was Rs. 4,588.78 Lacs during FY 2025-26 (previous year: cash used of Rs. 6,681.89 Lacs), reflecting the working-capital investment required to support the growth in the business. This was funded through net cash generated from financing activities of Rs. 7,008.95 Lacs, predominantly from proceeds of short-term borrowings of Rs. 7,766.89 Lacs. Net cash used in investing activities was Rs. 164.92 Lacs, largely towards purchase of property, plant &

equipment and intangible assets under development. Consequently, cash and cash equivalents (including fixed deposits) increased to Rs. 3,035.60 Lacs as at year-end from Rs. 780.35 Lacs in the previous year.

8. Material Developments in Human Resources / Industrial Relations

The Company believes that its people are central to its growth strategy. Employee benefit expense increased to Rs. 1,298.09 Lacs during FY 2025-26 from Rs. 1,136.16 Lacs in the previous year, reflecting continued investment in talent to support the scale-up in operations. The Company maintains a defined contribution plan (Employees' Provident Fund and Employees' State Insurance) as well as a defined benefit gratuity plan for its employees, and continues to invest in employee welfare, including a Board-approved Employee Stock Option Scheme, under which 1,60,046 stock options were granted during the year (refer Note 5). Industrial relations remained cordial throughout the year.

As at 31 March 2026, the Company had a total of [●] permanent employees on its rolls (previous year: [●]), reflecting the continued investment in talent to support the scale-up in operations referred to above.

[Note to preparer: employee headcount for FY 2025-26 and FY 2024-25 to be inserted from HR/payroll records as at the respective balance sheet dates before this Report is finalised, as required by Schedule V (Part B)(h) to the SEBI LODR Regulations, 2015.]

9. Key Financial Ratios

In terms of Schedule V (Part B) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the requirements of the Companies (Accounts) Rules, the Company is required to explain any change of 25% or more in the key financial ratios as compared to the previous financial year. The details of key financial ratios (Consolidated) along with explanations for significant variations are set out below (refer Note 37 to the financial statements):

Ratio	FY 2025-26	FY 2024-25	% Change	Reason for change (>25%)
Trade Receivables Turnover Ratio	4.01	4.38	-8%	Not applicable (below 25% threshold)
Inventory Turnover Ratio	4.61	3.13	47%	Significant increase in revenue from operations
Interest Coverage Ratio	4.38	24.16	-82%	Decline mainly due to the sharp increase in finance costs on higher working-capital borrowings, partly offset by growth in absolute EBIT
Current Ratio	1.65	1.65	0%	Not applicable
Debt-Equity Ratio	0.81	0.17	378%	Increase in short-term borrowing taken from banks for working capital

Ratio	FY 2025-26	FY 2024-25	% Change	Reason for change (>25%)
Operating Profit Margin (%)	8.90%	8.42%	6%	Not applicable (below 25% threshold)
Net Profit Margin (%)	5.94%	5.90%	0.7%	Not applicable
Debt Service Coverage Ratio	0.38	1.24	-69%	Increase in short-term borrowing taken from banks for working capital
Return on Equity (%)	18%	14%	28%	Increase in profitability in FY 2025-26
Trade Payables Turnover Ratio	8.28	3.89	113%	Significant increase in revenue from operations
Net Capital Turnover Ratio	3.84	3.35	15%	Not applicable (below 25% threshold)
Return on Capital Employed (%)	31%	21%	49%	Increase in profitability

Chart 3 below presents a visual comparison of select key ratios over the two years:

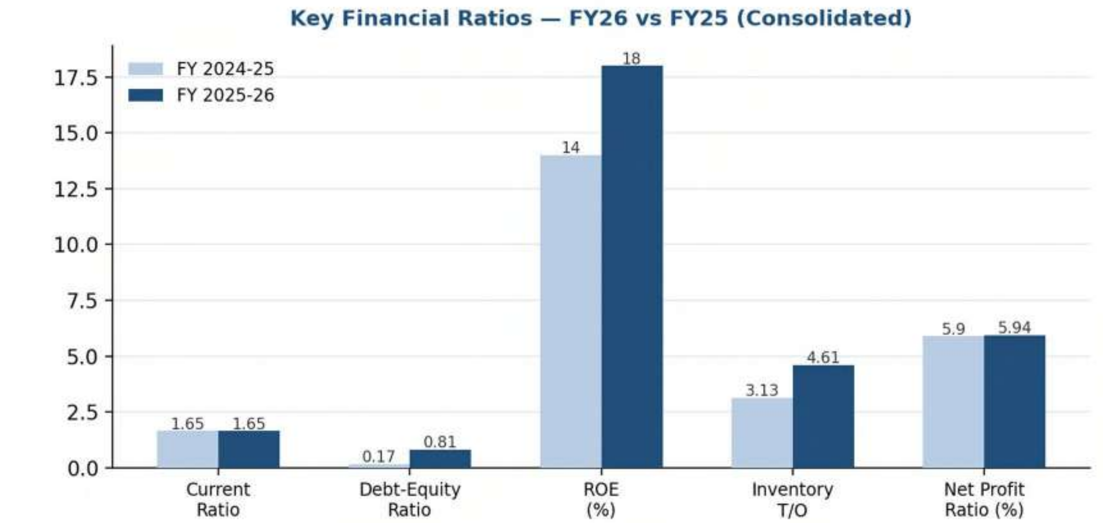

Chart 3: Key Financial Ratios — FY26 vs FY25 (Consolidated)

Note on debt-equity and debt service coverage ratio: The increase in debt levels was undertaken to finance the sharp increase in working capital (trade receivables and inventory) required to support the ~58% growth in revenue from operations, and remains within the Company's sanctioned banking limits secured by hypothecation of stock, book debts and current assets, further backed by promoter guarantees and fixed-deposit collateral, as disclosed in Note 6 to the financial statements.

Chart 5 below presents the two ratios added pursuant to Schedule V (Part B) — Interest Coverage Ratio and Operating Profit Margin — over the two years:

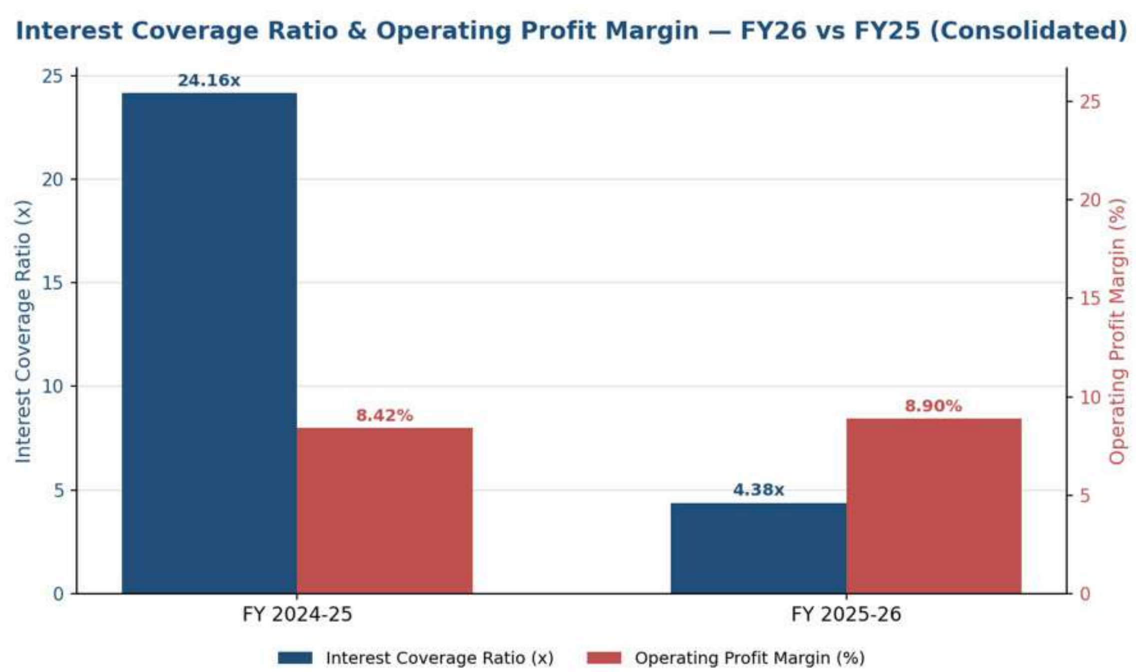

Chart 5: Interest Coverage Ratio & Operating Profit Margin — FY26 vs FY25 (Consolidated)

10. Return on Net Worth

In terms of Schedule V (Part B) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of any change in Return on Net Worth (Return on Equity) as compared to the immediately previous financial year, along with an explanation therefor, are set out below (refer also to the Key Financial Ratios table in Section 9 above and Note 37 to the financial statements):

Return on Net Worth (Return on Equity), on a consolidated basis, improved to 18% in FY 2025-26 from 14% in FY 2024-25, an increase of approximately 28%. This improvement was primarily on account of the increase in consolidated Profit After Tax to Rs. 2,054.90 Lacs (FY 2024-25: Rs. 1,292.19 Lacs), driven by the ~58% growth in Revenue from Operations, which outpaced the increase in average shareholders' funds (net worth) during the year.

11. Disclosure of Accounting Treatment

In the preparation of the financial statements for FY 2025-26, the Company / Group has followed the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. No treatment different from that prescribed in the applicable Accounting Standards has been followed in the preparation of the financial statements for the year under review.

[To be confirmed by the CFO / Statutory Auditors before this Report is finalised, in case any alternative accounting treatment was in fact followed during the year, together with management's explanation therefor, as required by Schedule V (Part B) to the SEBI LODR Regulations, 2015.]

12. Cautionary Statement

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply, price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws, and other statutes and other incidental factors. The Company assumes no obligation to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

Annexures to Board's Report (Contd).
Annexure IV

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of CLN Energy Limited,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CLN Energy Limited having CIN : L33100UP2019PLC121869 and having registered office at Plot-18, Sector-140, Phase-2, Nepz Post Office, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201305 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Ministry of Corporate Affairs or Securities Exchange Board of India or any such other Statutory Authority

Sr No	Name of Director	DIN	Date of Appointment
1	Mr Sunil Gandhi	08433754	18/08/2020
2	Mr Rajiv Seth	02156211	14/02/2024
3	Mr Rakesh Kakkar	05190517	19/06/2024
4	Ms Bhawna Hundlani	10459772	19/06/2024
5	Mr Rahul Bhatnagar	01563122	01/07/2026
6	Mr Sanni Kumar	11799228	01/07/2026

Ensuring the eligibility for appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. `

Date: 27.08.2026
Place: Mumbai
UDIN: A022135H001259910

For & on behalf of
SARK & Associates LLP

Sd/-
Sumit Khanna
(Designated Partner)
Company Secretaries
CP No. 9304 / Membership No. 22135

Annexures to Board's Report (Contd.)

Annexure V

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2025-26, and the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

S. No.	Name of the Director / KMP	Designation	Remuneration for FY 2025-26 (₹)	% increase in Remuneration	Ratio of remuneration of each director to the median remuneration of employees
1	Sunil Gandhi	Whole-time Director	64,80,000	20.00%	20.07 : 1
2	Manish Shah	Whole-time Director	60,00,000	21.21%	18.58 : 1
KMPs					
3	Ashish Kumar	Chief Financial Officer	36,00,000	24.14%	11.15 : 1
4.	Rahul Rasikbhai Jethwa	Company Secretary (upto 08/09/2025)	2,25,000	N.A. (part-year / resigned)	-
5.	Bhavika Mundra	Company Secretary (w.e.f. 08/09/2025)	2,70,000	N.A. (appointed during the year)	0.84 : 1

2. The percentage increase in the median remuneration of employees in the financial year: decrease of 5.02%

3. The number of permanent employees on the rolls of the Company: 184

4. The median remuneration of employees of the Company during the financial year: Rs. 3,22,935/-

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile increase in the remuneration of the Key Managerial Personnel (KMPs) in FY 2025-26 was 21.78%.

Justification: The increase in managerial remuneration in FY 2025-26 is commensurate with, and supported by, the Company's financial performance during the year.

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid during the year ended March 31, 2026 is as per the Remuneration Policy of the Company, in accordance with Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

7. The names of the top ten employees in terms of remuneration drawn and the name of every employee, who -

a. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than the amount prescribed under Rule 5(2)(i): NA

b. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than the monthly amount prescribed under Rule 5(2)(ii): NA

c. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: Not Applicable / NIL [to be confirmed with Company payroll and shareholding records]

Annexures to Board's Report (Contd.)
Annexure VI

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES UNDERTAKEN BY THE COMPANY FOR FY 2025-26

1. Brief outline on CSR Policy of the Company:

The main objective of the CSR Policy of the Company is to make CSR a key business process for the sustainable development of society. The Company undertakes programs such as eradicating hunger and malnutrition, promoting education, promoting art and culture, healthcare, destitute care and rehabilitation, and environment sustainability. The Company shall give preference to local areas for spending CSR expenditure.

2. Composition of CSR Committee:

The Corporate Social Responsibility Committee, as per Section 135 of Companies Act, 2013. The composition of the Corporate Social Responsibility Committee as at March 31, 2026 and details of the Members participation at the Meetings of the Committee are as under:

S No.	Name of Committee members	Category	Position in the committee	Attendance of Members
1	Mr. Sunil Gandhi	Whole Time Director & CEO	Chairperson	100%
2	Mr. Rakesh Kakkar	Non-Executive - Independent Director	Member	100%
3	Mr. Manish Shah	Whole Time Director & COO	Member	100%

Corporate Social Responsibility Committee of the Company have been reconstituted with effect from July 01, 2026, consequent to the resignation of Mr. Manish Shah.

S No.	Name of Committee members	Category	Position in the committee
1	Mr. Sunil Gandhi	Whole Time Director & CEO	Chairperson
2	Mr. Rakesh Kakkar	Non-Executive - Independent Director	Member
3	Mr. Sanni Kumar	Additional Executive Director designated as Whole-time Director	Member

3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: https://www.clnenergy.in/.

4. Details of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social

Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

6.

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakhs)	Amount required to be set-off for the financial year (₹ in Lakhs)
1.	2024-25	4.90	4.90

Note: The Company had spent Rs. 17.00 Lakhs against a CSR obligation of Rs. 12.10 Lakhs in FY 2024-25, resulting in an excess of rs. 4.90 Lakhs, which has been carried forward and set off against the CSR obligation for FY 2025

7. Average net profit of the Company as per Section 135(5) for the three immediately preceding financial years (FY 2022-23, FY 2023-24 and FY 2024-25): Rs. 1,062.21 Lakhs.

8. (a) Two percent of average net profit of the Company as per Section 135(5); (b) Surplus arising out of CSR projects/programmes/activities of previous financial years; (c) Amount required to be set off for the financial year; (d) Total CSR obligation for the financial year (7a+7b-7c):

9.

Sr. No.	Particular	Amount (₹ in Lakhs)
1.	Two percent of average net profit of the Company as per Section 135(5)	21.24
2.	Surplus arising out of CSR projects or programmes or activities of the previous financial years	-
3.	Amount required to be set off for the financial year (as per Item 5 above)	4.90
4.	Total CSR obligation for the financial year (1 + 2 - 3)	16.34

10. (a) CSR amount spent for the financial year: Rs. 16.34 Lakhs

Total Amount Spent for the Financial Year (Rs. in Lakhs)	16.34
Amount transferred to Unspent CSR Account as per Section 135(6)	Not Applicable - NIL shortfall
Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)	Not Applicable

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable / NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Implementing Entity / Project	Item from the list of activities in Schedule VII	Local area (Yes/No)	State	District	Amount spent for the project (₹ in Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency (Name / CSR Regn. No.)
1	Nayi Pahal Foundation - Education of Underprivileged Child Project	Promoting education (Item (ii), Schedule VII)	Yes	Delhi	Delhi	16.34	Yes	Nayi Pahal Foundation / CSR00021578
Total						**16.34**		

(d) Amount spent in Administrative Overheads: NIL
(e) Amount spent on Impact Assessment, if applicable: NIL
(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 16.34 Lakhs (cash) + Rs. 4.90 Lakhs (set-off) = Rs. 21.24 Lakhs
(g) Excess amount for set-off, if any:

Sr. No.	Particular	Amount (₹ in Lakhs)
1.	Two percent of average net profit of the Company as per Section 135(5)	21.24
2.	Total amount spent for the Financial Year (cash contribution of Rs. 16.34 Lakhs + set-off of Rs. 4.90 Lakhs)	21.24
3.	Excess amount spent for the financial year [(2) - (1)]	NIL
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years [(3) - (4)]	NIL

9(a). Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account u/s 135(6) (₹ in Lakhs)	Amount spent in the reporting Financial Year (₹ in Lakhs)	Amount remaining to be spent in succeeding financial years (₹ in Lakhs)
N/A				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable / NIL

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:
Not Applicable.

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable - the Company has spent the entire amount required to be spent towards CSR for FY 2025-26, resulting in NIL shortfall.

For and on behalf of the Board of Directors of
CLN Energy Limited

Sd/-	**Sd/-**
Sunil Gandhi	**Rakesh Kakkar**
Chairperson of CSR Committee	**Member of CSR Committee**
DIN: 08433754	**DIN: 05190517**

Annexures to Board's Report (Contd.)

Annexure VII

Form No. AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(Rs. in Lakhs)

Subsidiary 1

Sr. No.	Particulars	Details
1.	Name of the subsidiary	CLNGreen Private Limited
2.	The date since when subsidiary was acquired / incorporated	September 23, 2025
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A. (Indian subsidiary)
5.	Share capital	1
6.	Other Equity	1.96
7.	Total assets	88.92
8.	Total Liabilities	85.96
9.	Investments (by CLN Energy Limited, at cost)	0.51
10.	Turnover	55.5

Sr. No.	Particulars	Details
11.	Profit before taxation	2.64
12.	Provision for taxation	0.68
13.	Profit after taxation	1.96
14.	Proposed Dividend	-
15.	Extent of shareholding (in percentage)	51%

Subsidiary 2

Sr. No.	Particulars	Details
1.	Name of the subsidiary	CLN General Trading LLC
2.	The date since when subsidiary was acquired / incorporated	March 27, 2026
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	AED; Closing rate AED 1 = Rs. 25.25 as on 31 March 2026
5.	Share capital	AED : 1,00,000 INR: 25,68,000
6.	Other Equity	0
7.	Total assets	0
8.	Total Liabilities	0

Sr. No.	Particulars	Details
9.	Investments	0
10.	Turnover	0
11.	Profit before taxation	0
12.	Provision for taxation	0
13.	Profit after taxation	0
14.	Proposed Dividend	-

Part "B": Associates and Joint Ventures

(Rs. in Lakhs)

Sr. No.	Particulars	Details
1.	Name of Associates / Joint Ventures	Electrovault Power Private Limited (Associate)
2.	Latest audited Balance Sheet Date	March 31, 2026
3(i).	Shares of Associate / Joint Venture held by the Company on the year end - Number	4,000 Equity Shares of Rs. 10 each
3(ii).	Amount of Investment in Associates / Joint Venture	Rs. 40,010
3(iii).	Extent of Holding (%)	40.1%
4.	Description of how there is significant influence	By virtue of 40% shareholding and representation, in terms of Section 2(6) of the Companies Act, 2013
5.	Reason why the associate is not consolidated as a subsidiary	Not applicable

Sr. No.	Particulars	Details
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	344.67
7.	Profit / Loss for the year	(679.48)
8(i).	Profit/loss considered in Consolidation	Yes
8(ii).	Profit/loss Not Considered in Consolidation	NA

Annexures to Board's Report (Contd.)

Annexure VIII

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable

2. Details of material contracts or arrangements or transactions at arm's length basis:

a) Name of the related party and nature of relationship	CLNGreen Private Limited - Subsidiary of the Company (51% holding)
b) Nature of contracts / arrangements / transactions	Loan given by the Company to CLNGreen Private Limited and investment in equity shares, in the ordinary course of business.
c) Duration of the contracts / arrangements / transactions	As per mutual agreement / repayable on demand
d) Salient terms including value, if any	(i) Loan given during FY 2025-26: Rs. 36.60 Lakhs (ii) Investment in Equity Shares during FY 2025-26: Rs. 0.51 Lakhs
e) Date(s) of approval by the Board, if any	October 25, 2026
f) Amount paid as advances, if any	Nil

2.2

a) Name of the related party and nature of relationship	Electrovault Power Private Limited – Joint Venture Enterprise of the Company (50% holding)
b) Nature of contracts / arrangements / transactions	Loan given by the Company to Electrovault Power Private Limited and investment in equity shares, in the ordinary course of business.

c) Duration of the contracts / arrangements / transactions	As per mutual agreement / repayable on demand
d) Salient terms including value, if any	(i) Loan given during FY 2025-26: Rs. 4.41 Lakhs (ii) Investment in Equity Shares during FY 2025-26: Rs. 0.40 Lakhs
e) Date(s) of approval by the Board, if any	NA
f) Amount paid as advances, if any	Nil

Independent Auditors Report on Year ended standalone financial results of the Company pursuant to the regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015

INDEPENDENT AUDITOR'S REPORT

TO MEMBERS OF
CLN ENERGY LIMITED (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED)

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **CLN Energy Limited (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED)** which comprise the Balance Sheet as at **31st March, 2026**, and the Statement of Profit and Loss and Cash Flow Statement for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view inconformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit and Loss account and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.

2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that**:**
    a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
    b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
    c. The Balance Sheet and Statement of Profit and Loss and Statement of Cash Flow dealt with this report are in agreement with the books of account;
    d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the AS specified in section 133 of the Act, read with relevant rule issued thereunder.
    e. On the basis of written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of section 164(2) of the Act.
    f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "**Annexure B"**.
    g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

        In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

    h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

        (a) The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its standalone financial statements - Refer Note (vii) of Annexure – A to the standalone financial statements

        (b) The Company did not have any long-term and derivative contracts as at March 31, 2026.

(c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.

(d) The management has;

(i) represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.

(e) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123, as applicable.

(f) In our opinion, according to the information and explanations given to us, the Company has not declared and paid any interim dividend during the year.

(g) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2024 to the Company and its subsidiaries, which are companies incorporated in India, and accordingly, The Company has used accounting software 'Tally Prime System' for maintaining its books of account which has a feature of recording audit trail facility and the same has been operated throughout the period for all transactions recorded in the software.

FOR D G M S & Co.,
Chartered Accountants

Place: Mumbai
Date: 29th May 2026

Sd/-

Hiren J. Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279CHEMFR9793

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENT OF CLN ENERGY LIMITED (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED) FOR THE YEAR ENDED 31ST MARCH 2026

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(i) Property, Plant & Equipment and Intangible Assets:

a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

b) The Company has maintained proper records showing full particulars of intangible assets.

c) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.

d) According to the information and explanation given to us the title deeds of all the immovable properties. (Other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) Inventory and working capital:

a) The stock of inventory has been physically verified during the year by the Management at reasonable intervals, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the Company in most of the cases. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

(iii) Investments, any guarantee or security or advances or loans given:

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

1. The Company has provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year.

a. Based on audit procedure carried on by us and as per the information and explanation given to us, the company have not granted loans to subsidiary,

2. In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

3. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.

4. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

5. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

6. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(6) is not applicable.

(iv) Loan to directors:

a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

(v) Deposits:

a) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) Maintenance of Cost Records:

a) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) Statutory Dues:

a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31/03/26 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute.

(viii) Disclosure of Undisclosed Transactions:

a) There According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) Loans or Other Borrowings:

a) Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.

d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) Money Raised by IPOs, FPOs:

a) The Company has raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order. Refer Note no. 38 of financial statements.

b) During the year, the Company has not made preferential allotment or private placement of shares.

(xi) Fraud:

a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit an and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

(xii) Nidhi Company:

a) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) Related Party Transactions:

a) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) Internal Audit System:

a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
b) We have considered the internal audit report for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) Non-cash Transactions:

a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) Registration under section 45-IA of RBI Act, 1934:

a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) Cash losses:

a) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) Resignation of statutory auditors:

a) There has been resignation of the previous statutory auditors of the Company during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

(xix) Material uncertainty on meeting liabilities:

a) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Compliance of CSR:

a) According to the information and explanations given to us and based on our examination of the records of the company, the company is required to spent amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is applicable for the year Refer Note No. 34 of financial statements.

FOR D G M S & Co.,
Chartered Accountants

Place: Mumbai
Date: 29th May 2026

Sd/-
Hiren J. Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279CHEMFR9793

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENT OF CLN ENERGY LIMITED (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED) FOR THE YEAR ENDED 31ST MARCH 2026

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **CLN Energy Limited (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED)** ('the Company') as of 31st March, 2026 in conjunction with our audit of the AS financial statements of the Company for the year ended on that date.

Opinion
We have audited the internal financial control with reference to financial statement of CLN Energy Limited (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED) Limited ('The Company") as of 31st March 2026 in conjunction with our audit of the financial statement of the company at and for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.
Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FOR D G M S & Co.,
Chartered Accountants

Place: Mumbai
Date: 29th May, 2026

Sd/-
Hiren J. Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279CHEMFR9793

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Standalone Balance Sheet as at 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

	Notes	As at 31 March 2026	As at 31 March 2025
Equity and liabilities			
Shareholders' funds			
Share capital	3	1,055.33	1,055.33
Reserves and surplus	4	10,449.50	8,394.01
		11,504.83	9,449.34
Non-current liabilities			
Other long term liabilities	8	54.84	57.69
Long-term provisions	5	73.34	43.17
		128.18	100.86
Current liabilities			
Short-term Borrowings	6	9,327.01	1,581.73
Trade payables	7		
- total outstanding dues of micro enterprises and small enterprises		423.89	223.75
- total outstanding dues of creditors other than micro enterprises and small enterprises		2,288.59	5,417.55
Other current liabilities	8	471.62	2,522.52
Short-term provisions	5	1,343.82	647.41
		13,854.93	10,392.96
Total equity and liabilities		25,487.94	19,943.16
Assets			
Non-current assets			
Property, plant and equipment and Intangible assets			
- Property, plant and equipment	9	1,475.37	1,779.86
- Intangible assets	10	45.53	53.07
- Intangible assets under development	10	57.57	-
Non-current investments	11	27.19	-
Long-term loans and advances	12	-	254.00
Deferred tax assets (net)	29	447.74	293.68
Other non-current assets	16	549.52	622.40
		2,602.92	3,003.01
Current assets			
Inventories	13	6,560.80	6,422.50
Trade receivables	14	9,697.51	7,520.88
Cash and bank balances	15	3,024.57	780.36
Short-term loans and advances	12	3,368.28	1,942.48
Other current assets	16	233.86	273.93
		22,885.02	16,940.15
Total assets		25,487.94	19,943.16

Summary of significant accounting policies and other explanatory information. 1-39
This is the balance sheet referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-
Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Mumbai
Date: 29 May 2026
UDIN : 26115279CHEMFR9793

For and on behalf of the Board of Directors of
CLN Energy Limited

Sd/-	Sd/-
Sunil Gandhi	**Manish Shah**
Director	**Director**
DIN: 08433754	DIN: 10343779
Place: Noida	Place: Noida
Sd/-	Sd/-
Ashish Kumar	**Bhavika Mundra**
Chief Financial Officer	**Company Secretary**
PAN: BOHPK7918D	PAN : FZKPM6069K
Date : 29 May 2026	Date : 29 May 2026
Place: Noida	Place: Noida

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Standalone Statement of Profit and loss for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

	Notes	For the year ended 31 March 2026	For the year ended 31 March 2025
Revenue			
Revenue from operations	17	34,595.73	21,917.96
Other income	18	481.99	120.55
Total Income		**35,077.72**	**22,038.51**
Expenses			
Purchase of Stock-in-Trade		1,738.40	4,369.18
Raw Material Consumed	19	27,612.07	14,209.83
Change in Inventories	20	(1,647.20)	(1,896.52)
Employee benefit expense	21	1,255.13	1,136.16
Finance costs	22	814.68	81.38
Depreciation and amortisation expense	23	664.14	627.99
Other expenses	24	1,890.43	1,626.01
Total expenses		**32,327.65**	**20,154.04**
(Loss)/Profit before exceptional loss		**2,750.07**	**1,884.47**
Exceptional loss		-	-
(Loss)/Profit before tax		**2,750.07**	**1,884.47**
Tax expense			
Tax related to previous year		25.13	42.51
Current tax		823.54	574.65
Deferred tax (credit)/charge		(154.09)	(24.88)
Total tax expense		**694.58**	**592.28**
Profit/(Loss) for the year		**2,055.49**	**1,292.19**
Earnings per equity share	25		
Basic and diluted earnings/(loss) per share		19.48	15.87
Summary of significant accounting policies and other explanatory information.	1-39		

This is the statement of profit & loss referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-
Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Noida
Date: 29 May 2026
UDIN : 26115279CHEMFR9793

For and on behalf of the Board of Directors of
CLN Energy Limited

Sd/-
Sunil Gandhi
Director
DIN: 08433754
Place: Noida

Sd/-
Manish Shah
Director
DIN: 10343779
Place: Noida

Sd/-
Ashish Kumar
Chief Financial Officer
PAN: BOHPK7918D
Date : 29 May 2026
Place: Noida

Sd/-
Bhavika Mundra
Company Secretary
PAN : FZKPM6069K
Date : 29 May 2026
Place: Noida

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Standalone Cash Flow Statement for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Cash flow from operating activities:		
Profit/(loss) before tax	2,750.07	1,884.47
Adjustments for:		
Depreciation and amortisation	664.14	627.99
Proft on sale or disposal of property, plant & equipment	(2.12)	49.91
Unrealised foreign exchange gain	193.70	(56.33)
Interest income on fixed deposits	(165.08)	(29.39)
Finance Cost	757.93	59.49
Interest on delayed payment of advance income-tax	56.74	21.89
Provision for warranty claims	147.50	177.28
Operating profit/(loss) before working capital changes	**4,402.88**	**2,735.31**
Adjustments for changes in working capital :		
Movement in trade receivables	(2,176.63)	(5,043.06)
Movement in loans and advances	(1,171.80)	(1,257.91)
Movement in short term provisions	(356.51)	(1,005.24)
Movement in long term provisions	30.17	16.40
Movement in other current assets	7.93	1,595.66
Movement in inventories balance	(138.29)	(2,873.94)
Movement in other long term liabilities	(2.85)	(2,585.48)
Movement in trade payables	(3,119.30)	68.34
Movement in other current liabilities	(2,050.90)	1,468.02
Cash generated from operations	**(4,575.30)**	**(6,881.90)**
Income taxes paid (net of refunds)	-	200.01
Net cash generated from operating activities (A)	**(4,575.30)**	**(6,681.89)**
Cash flow from investing activities:		
Purchase/Sale of property, plant and equipment	(296.50)	(756.30)
Purchase of intangible assets	(56.67)	-
Intangible assets under development	(57.57)	
Fixed deposits made during the year	105.01	(531.86)
Interest received on fixed deposits	165.08	29.39
Investments made	(27.19)	-
Net cash used in investing activities (B)	**(167.84)**	**(1,258.77)**
Cash flow from financing activities:		
Proceeds from issue of share capital	-	6,819.81
Proceeds from short term borrowings	7,745.28	1,581.73
Finance cost	(757.93)	(59.49)
Net cash generated/(used in) from financing activities (C)	**6,987.36**	**8,342.05**
Net increase in cash and cash equivalents (A+B+C)	**2,244.22**	**401.39**
Opening cash and cash equivalents (refer note 13)		
Cash in hand	1.54	2.19
Balances with banks		
- on current accounts	47.71	149.20
Fixed deposit less than 12 months	731.10	227.57
	780.35	**378.96**
Closing cash and cash equivalents (refer note 13)		
Cash on hand	1.52	1.54
Balances with banks		
- in current accounts	136.95	47.71
Fixed deposit less than 12 months	2,886.10	731.10
	3,024.57	**780.35**

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Standalone Cash Flow Statement for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

Summary of significant accounting policies and other explanatory information. 1-39

This is the cashflow statement referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-

Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Noida
Date: 29 May 2026
UDIN : 26115279CHEMFR9793

For and on behalf of the Board of Directors of
CLN Energy Limited

Sd/-

Sunil Gandhi
Director
DIN: 08433754
Place: Noida

Sd/-

Manish Shah
Director
DIN: 10343779
Place: Noida

Sd/-

Ashish Kumar
Chief Financial Officer
PAN: BOHPK7918D
Date : 29 May 2026
Place: Noida

Sd/-

Bhavika Mundra
Company Secretary
PAN : FZKPM6069K
Date : 29 May 2026
Place: Noida

1 **Background**

CLN Energy Limited (Formely known as CLN Energy Private Limited &JLNPhenix Energy Private Limited) ('the Company') was incorporated in India on 1 October 2019 under the Companies Act, 2013. The Company is a wholly owned subsidiary of CLN Energy Pte. Limited, Singapore. The Company is primarily involved in assembling and trading of Lithium Ion battery and its ancillary products.

The financial statements were approved for issue in accordance with a resolution of the directors on 29 May 2026.

2 **Basis of preparation and significant accounting policies**

The accounting policies set out below have been applied consistently to the year presented in these financial statements.

2.1 **Basis of preparation of financial statements**

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (the"Act"), read with Rule 7 of the Companies (Accounting Standards) Rules, 2021 and the relevant provisions of the Companies Act, 2013. Further, the guidance notes and announcements issued by the Institute of Chartered Accountants of India are also considered, wherever applicable. The financial statements are prepared on the basis of historical cost convention, and on the accounting principle of a going concern.

All assets and liabilities have been classified a current or non-current, wherever applicable as per the operating cycle of the Company and as per the guidance as set out in Schedule III to the Companies Act, 2013.

2.2 **Significant accounting policies**

a) **Use of estimates**

The preparation of financial statements in conformity with Indian GAAP (Generally accepted accounting principles) requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon Management's best knowledge of current events and actions, uncertainty about these assumption and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) **Current versus non-current classification**

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

• It is expected to be realized or intended to be sold or consumed in normal operating cycle
• It is held primarily for the purpose of trading
• It is expected to be realized within twelve months after the reporting period, or
• Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:
• It is expected to be settled in normal operating cycle
• It is held primarily for the purpose of trading
• It is due to be settled within twelve months after the reporting period, or
• There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Current liabilities includes the current portion of long term financial liabilities. The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Standalone summary of significant accounting policies and other explanatory information for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

c) **Property, plant and equipment**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises its acquisition price, including import duties and other non-refundable taxes or levies, any directly attributable cost of bringing the asset to its working condition for its intended use, pre-operative expenses including financial charges and adjustments on account of foreign exchange fluctuations, wherever applicable; any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditures related to an item of fixed asset should be capitalised only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance otherwise expenditure should be written off.

d) **Depreciation and Amortisation**

Depreciation on property, plant and equipment is provided on written down value method over the useful lives of assets estimated by the management which are equal to the useful lives prescribed under Schedule II of the Companies Act, 2013 . The useful lives estimated by the management are mentioned below:

Furniture and fixtures	: 10 years
Electrical fitting and fixing	: 5 years
Computer and related equipment	: 3 years

Plant & Machineries have been depreciated over a period of 10 years which is the economic useful life of those machineries as per management.
Leasehold improvements is amortised on a straight line basis over the remaining period of the lease or the economic useful life, whichever is lower.

The useful lives are reviewed by the management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use. Property, Plant and Equipment is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

e) **Intangible assets**

Intangible assets that are acquired by the company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and accumulated impairment loss (if any).

Subsequent expenditure is capitalised only when it increases the future economic benefits to the specific assets to which it relates.

Intangible assets are amortised in Statement of Profit and Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the assets. Accordingly, at present these are being amortised on written down value method over a period of three years based on the useful economic life.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. An intangible asset is derecognized on disposal or when no future economic benefit is expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the assets, and are recognised in the Statement of Profit and Loss.

f) **Impairment of assets**

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the recoverable amount of asset is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

g) **Operating leases**

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

h) **Employee benefits**

Short term employee benefits
It includes salaries, short term compensated absences (such as paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits (such as medical care) for current employees are estimated and measured on an undiscounted basis.

Defined contribution plans
A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Employee Provident Fund to Government administered Provident Fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit (PUC) method made at the end of each financial year.
Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:
• The date of the plan amendment or curtailment, and
• The date that the Company recognises related restructuring costs
Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

• Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
• Net interest expense or income

Other long term benefits
The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

i) **Revenue recognition**

Sale of goods

Revenue from sale of goods is recognised as per the terms agreed with customer, which coincides with the transfer of significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of goods & services tax and other taxes.

Sale of Services

Revenue in respect of service income is recognised on an accrual basis in accordance with the terms of specific contracts, provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

j) **Foreign exchange transactions**

Foreign exchange transactions are recorded at the exchange rates prevailing on the date of such transactions. Realized gains and losses on foreign exchange transactions during the year are recognized in the statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognized in the statement of profit and loss.

k) **Earnings per share**

Basic earnings/(loss) per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

l) **Provisions, contingent liabilities and contingent assets**

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation on the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a present obligation that may, but probably will not, require an outflow of resources. Disclosure is also made in respect of a present obligation as a result of past event that probably requires an outflow of resource, where it is not possible to make a reliable estimate of the outflow. Possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company are also included in the disclosure of the contingent liability. Where there is a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

m) **Income taxes**

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961 as applicable to the financial year. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation, where the company has unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

n) Inventories

Inventories are carried at the lower of cost or net realisable value.
Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, FIFO method is used.
Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.
The proportionate amount of additional duty of customs paid on finished goods imported for trading and lying unsold as at the year end has been included in the value of the finished goods stock.
The comparison of cost and net realisable value is made on an item-by-item basis

o) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and balance with banks on current accounts. The Company considers all highly liquid investments, including bank deposits with an original maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents. Further, bank deposits having maturity of more than 12 months have also been disclosed separately by the company under this head. Moreover, the cash flow statement is prepared using indirect method.

p) Segment Reporting

The Company operates in a single primary business segment. Hence, there are no reportable segment as per AS 17 segment Reporting.

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Standalone summary of significant accounting policies and other explanatory information for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

3 Share capital

	As at 31 March 2026	As at 31 March 2025
Authorised share capital		
1,20,00,000 equity shares of ₹ 10/- each (31 March 2025: 1,10,00,000 equity shares of ₹ 10 each)	1,200.00	1,100.00
Issued, subscribed and fully paid up share capital		
1,05,53,250 equity shares of ₹ 10/- each (31 March 2025: 1,05,53,250 equity shares of ₹ 10 each)	1,055.33	1,055.33
	1,055.33	**1,055.33**

(a) **Reconciliation of share capital (equity shares with voting rights)**

	As at 31 March 2026		As at 31 March 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Shares outstanding at the beginning of the year	1,05,53,250	1,055.33	34,05,000	340.50
Add: Issued during the year	-	-	28,92,000	289.20
Add: Issued Bonus shares during the year	-	-	42,56,250	425.63
Shares outstanding at the end of the year	**1,05,53,250**	**1,055.33**	**1,05,53,250**	**1,055.33**

(b) **Rights, preferences and restrictions attached to equity shares**

The Company has a single class of equity share having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held. The Company did not declare any dividend on equity shares for the period ended 31 March 2026 and previous year.

(c) **Shares held by holding company**

	As at 31 March 2026		As at 31 March 2025	
	Number	Amount	Number	Amount
Equity shares of ₹ 10 each fully paid up held by:				
CLN Energy Pte Limited	**76,61,238**	**766.12**	**76,61,238**	**766.12**

(d) **Promoters Shareholdings**

i) Shareholding of promoters as on 31 March 2026

Promoter name	No of Shares	% of total shares	% change during the year
CLN Energy Pte Limited	76,61,238	100.00	0%
Jeevan Chand	2	*	0%
Sunil Gandhi	2	*	0%
Total	**76,61,242**	**100.00**	-

*Percentage is negligible

ii) Shareholding of promoters as on 31 March 2025

Promoter name	No of Shares	% of total shares	% change during the year
CLN Energy Pte Limited	76,61,238	100.00	125%
Jeevan Chand	2	*	-33%
Sunil Gandhi	2	*	-33%
Total	**76,61,242**	**100.00**	-

*Percentage is negligible

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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Standalone summary of significant accounting policies and other explanatory information for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

(e) Details of shares held by each shareholder holding more than 5% shares:

	As at 31 March 2026		As at 31 March 2025	
	Number	% of total shares in the class	Number	% of total shares in the class
Equity shares of ₹ 10 each fully paid up held by:				
CLN Energy Pte Ltd	76,61,238	100.00	76,61,238	100.00
	76,61,238	**100.00**	**76,61,238**	**100.00**

(f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

The Company has allotted 42,56,250 fully-paid-up equity shares of face value Rs. 10 each during the year ended 31.03.2025 pursuant to a bonus issue approved by the shareholders. The record date fixed by the Board of Directors was June 6, 2024. The bonus shares were issued by capitalization of profits transferred from general reserve. A bonus shares of 5 equity share for every 4 equity shares held have been allotted.

The bonus shares once allotted shall rank pari passu in all respects and carry the same rights as the existing equity shareholders and shall be entitled to participate in full, in any dividend other corporate action, recommended and declared after the new equity shares are allotted.

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Standalone summary of significant accounting policies and other explanatory information for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

4 Reserves and surplus

	Securities premium	Retained Earnings	Total
Balance as at 1 April 2024	-	996.84	996.84
Securities premium received during the year	6,940.80	-	6,940.80
Less: Utilised for issue expense	410.20	-	410.20
Less: Utilised for issue of bonus shares	-	425.62	425.62
Profit for the year	-	1,292.19	939.84
Balance as at 1 April 2025	6,530.60	1,863.41	8,394.01
Profit for the year	-	2,055.49	2,055.49
Balance at the end of the year	6,530.60	3,918.90	10,449.50

5 Provisions

	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Provision for gratuity (net of planned assets)	12.82	17.12	3.20	1.30
Provision for compensated absences	34.59	26.05	3.35	2.31
Provision for warranty*	-	-	319.13	197.89
Provision for income tax (net of TDS receivable)	-	-	858.45	383.90
Payable to Employees	-	-	159.69	62.01
Employee Stock Option outstanding account#	25.93	-	-	-
	73.34	43.17	1,343.82	647.41

***The reconciliation of the carrying amount of provision from beginning of the period to the end of the period is provided below:**

	As at 31 March 2026	As at 31 March 2025
Provision for warranty		
Opening balance	197.89	82.68
Additions	147.50	188.04
Amounts utilised	26.26	72.83
Closing balance	319.13	197.89

The Board of Directors, at its meeting held on 3rd July 2025, had approved the grant of up to 12,36,000 Employee Stock Options convertible into an equivalent number of equity shares of the Company under the approved ESOP Scheme, pursuant to the approvals received from BSE on 01 December 2025 and the shareholders of the Company, subject to applicable vesting conditions and regulatory requirements.
Out of the aforesaid approved pool, the Nomination and Remuneration Committee/Board has now proposed the grant of 1,60,046 Employee Stock Options under the ESOP Scheme has approved on January 29 2026, convertible into an equivalent number of equity shares of the Company, subject to the terms of the Scheme and applicable laws.

	As at 31 March 2026	As at 31 March 2025
6 Short term Borrowings		
Loan repayable on demand		
From banks		
ICICI Bank Ltd*	522.67	611.83
HDFC Bank Ltd **	3,958.05	769.90
Kotak Bank Ltd ***	1,448.50	-
Axis Bank Ltd ****	2,309.26	-
IndusInd Bank Ltd *****	1,088.53	-
From others		
Unsecured Loan from others#	-	200.00
	9,327.01	1,581.73

*** The Company has availed a Cash Credit (CC) facility of ₹1,500 Lakhs from ICICI Bank Limited, Phase II Branch, Noida. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company(both present and future), constituting the primary security.**

The facility is further backed by a personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹600 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 3.00% per annum.

Out of the sanctioned limit, the Company has issued Performance Bank Guarantees (PBG) amounting to ₹323.75 Lakhs in favor of BSNL, in connection with a BSNL order valued at ₹10,791.66 Lakhs

** The Company has availed a Cash Credit (CC) facility of ₹4,000 Lakhs from HDFC Bank Limited, Sector 18, Noida. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹1000.80 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.85% per annum.

*** The Company has availed a Cash Credit (CC) facility of ₹2,000 Lakhs from Kotak Bank Limited, Delhi Aerocity, New Delhi. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹200 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.90% per annum.

**** The Company has availed a Cash Credit (CC) facility of ₹2,500 Lakhs from Axis Bank Limited, Sector 16, Noida. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹675 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.77% per annum.

***** The Company has availed a Cash Credit (CC) facility of ₹2,500 Lakhs from IndusInd Bank Limited, Kalyani Nagar, Pune. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹375 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.90% per annum.

As of now, the Company has utilised ₹1,500 Lakhs against the sanctioned limit. To secure this, a Fixed Deposit of ₹375 Lakhs has been provided under lien as collateral.

The Company has availed an unsecured loan facility of ₹200 Lakhs from Trex Energy Private Limited, Hyderabad. This facility is unsecured, and carries an interest rate of 12% per annum. Loan has been taken for business purpose and repayable on demand.

7 Trade payables

	As at 31 March 2026	As at 31 March 2025
Trade payables		
- total outstanding dues of micro enterprises and small enterprises	423.89	223.75
- total outstanding dues of creditors other than micro enterprises and small enterprises	2,288.58	5,417.55
	2,712.47	5,641.30

Trade payable ageing schedule as at 31 March 2026

	Outstanding for following periods from date of invoice					
Particulars	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	423.89	-	-	-	423.89
Others	43.13	2,227.34	6.10	12.02	-	2,288.59
Total	43.13	2,651.23	6.10	12.02	-	2,712.48

Trade payable ageing schedule as at 31 March 2025

	Outstanding for following periods from date of invoice					
Particulars	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	223.75	-	-	-	223.75
Others	33.35	5,359.58	24.62	-	-	5,417.55
Total	33.35	5,583.33	24.62	-	-	5,641.30

Note- The Company does not have any disputed outstanding dues of micro, small and other enterprises and other payables

8 Other liabilities

	Non - current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Statutory Liabilities	-	-	318.89	290.17
Advance received from customers	-	-	69.05	2,202.00
Liability for lease equalisation	54.84	56.97	1.82	1.67
Others	-	-	81.87	25.80
Deferred Income	-	0.72	-	2.88
	54.84	57.69	471.62	2,522.52

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11 Non-current investments	As at 31 March 2026	As at 31 March 2025
Investment in subsidiary company		
Equity shares of Electravalut Power Pvt. Ltd (5000 Equity shares of ₹ 10 each fully paid-up)	0.50	-
Equity shares of CLN Green Pvt. Ltd (5100 Equity shares of ₹ 10 each fully paid-up)	0.51	-
Equity shares of CLN General trading LLC* (100 Equity shares of AED 1000 each fully paid-up)	26.18	-
	27.19	-

CLN General Trading LLC was incorporated in Dubai, United Arab Emirates (UAE), on 27 March 2026 as a wholly owned subsidiary of the Company. The remittance towards the share capital investment in the subsidiary has made on 16 May 2026.

12 Loans and advances

	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
(Unsecured, considered good)				
Advance to suppliers	-	-	2,790.57	863.96
Capital advance	-	254.00	-	-
Other advance*	-	-	-	4.90
Advance to employees	-	-	4.74	11.02
Goods and service tax recoverable	-	-	531.96	1,062.60
Loan to subsidiary company	-	-	41.01	-
	-	**254.00**	**3,368.28**	**1,942.48**

*During the year, the Company was required to spend ₹12.90 Lakhs towards Corporate Social Responsibility (CSR) activities in compliance with the applicable provisions of the Companies Act, 2013.

However, the Company has voluntarily spent a higher amount of ₹17.00 Lakhs, resulting in an excess expenditure of ₹4.90 Lakhs.

This excess amount shall be carried forward and adjusted against future CSR obligations, in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014, as amended.

13 Inventories
(Valued at cost or net realisable value, whichever is lower)

	As at 31 March 2026	As at 31 March 2025
Closing Stock		
Raw materials	1,707.73	3,216.63
Work-in-progress	513.15	241.12
Finished goods	4,339.92	2,964.75
	6,560.80	**6,422.50**

14 Trade receivables

	As at 31 March 2026	As at 31 March 2025
Trade receivables		
Unsecured, considered good	9,697.51	7,520.88
Unsecured, considered doubtful	185.83	132.86
Less: Provision for doubtful debts	185.83	132.86
	9,697.51	**7,520.88**

(a) Trade receivables ageing schedule as at 31 March 2026

	Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables - considered good	3,346.50	6,245.38	31.84	64.04	9.75	-	**9,697.51**

(b) Trade receivables ageing schedule as at 31 March 2025

	Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables - considered good	4,522.99	1,987.72	843.57	52.80	113.80	-	**7,520.88**

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15 Cash and bank balances

	As at 31 March 2026	As at 31 March 2025
Cash and cash equivalents:		
Cash on hand	1.52	1.54
Balance with banks		
- On current accounts	136.95	47.71
- Bank deposits with maturity of less than 3 months#	80.59	75.60
Total cash and cash equivalents (A)	**219.06**	**124.86**
Other bank balances		
- Bank deposits with maturity of more than 3 months but less than 12 months #	2,805.51	655.50
Total other bank balances (B)	**2,805.51**	**655.50**
Cash and bank balances (A) + (B)	**3,024.57**	**780.36**

During the year ended 31 March 2026, Fixed Deposits amounting to ₹83.10 Lakhs (31 March 2025: ₹ 131.10 Lakhs) have been placed under lien in favour of the President of India, through the Assistant/Deputy Commissioner, EPC Noida, as security against customs duty liabilities for goods stored in a custom bonded warehouse.

Out of this, ₹80.59 Lakhs (31 March 2025: ₹ 75.60 Lakhs) pertains to deposits with a maturity of less than 3 months, and

The remaining amount pertains to deposits with a maturity of more than 3 months but less than 12 months.

Fixed Deposits amounting to ₹464.00 Lakhs (31 March 2025: ₹ 600.00 Lakhs)have been placed under lien in favour of ICICI Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹810.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of HDFC Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹500.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of KOTAK Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹675.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of Axis Bank Limited as collateral security against short-term borrowings availed by the Company.

Fixed Deposits amounting to ₹375.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of INDUSIND Bank Limited as collateral security against short-term borrowings availed by the Company.

16 Other assets
(Unsecured, considered good)

	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Bank deposits with maturity of more than 12 months*	451.18	556.19	-	-
Interest accrued on fixed deposits	-	-	176.20	28.90
Security deposit	98.34	66.21	-	-
Earnest money deposit for tender#	-	-	-	200.00
Prepaid Expenses	-	-	57.66	45.03
	549.52	622.40	233.86	273.93

*During the year ended 31 March 2026, Fixed Deposits amounting to ₹270.00 Lakhs (31 March 2025: ₹ 540.00 Lakhs) have been placed under lien in favour of HDFC Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹135.00 Lakhs (31 March 2025: ₹ Nil)have been placed under lien in favour of ICICI Bank Limited as collateral security against short-term borrowings availed by the Company.

Additionally, Fixed Deposits of ₹16.19 Lakhs (31 March 2025: ₹ 16.19 Lakhs) have been placed under lien in favour of ICICI Bank Limited as collateral security against Perfocmance Bank Guarantees amounting to ₹323.75 Lakhs issued in favour of Bharat Sanchar Nigam Limited (BSNL)

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9. Property, plant and equipment and Capital work-in-progress

Particulars	Leasehold improvements	Plant and machinery	Computer and related equipments	Furniture and fixtures	Electrical fitting and fixing	Total	Capital work-in-progress	Total
Gross Block								
Balance as at 31 March 2024	298.36	2,246.14	134.39	61.42	208.70	2,942.99	-	2,942.99
Additions	13.33	766.45	6.10	13.00	2.43	801.31	-	801.31
Transfers	-	140.20	-	-	-	140.20	-	140.20
Balance as at 31 March 2025	308.69	2,872.39	140.49	74.42	208.13	3,604.10	-	3,604.10
Additions	4.65	440.08	1.20	-	-	445.92	-	445.92
Transfers	-	499.47	-	-	43.43	542.89	-	542.89
Balance as at 31 March 2026	313.34	2,813.00	141.69	74.42	164.70	3,507.13	-	3,507.13
Accumulated depreciation								
Balance as at 31 March 2024	159.34	851.28	94.96	28.86	138.58	1,273.01	-	1,273.01
Depreciation for the year	89.80	376.79	23.63	10.14	26.99	527.35	-	527.35
Transfers	-	45.28	-	-	-	45.28	-	45.28
Balance as at 31 March 2025	249.14	1,182.79	118.59	39.00	165.57	1,755.08	-	1,755.08
Depreciation for the year	39.22	524.67	13.43	8.25	14.38	599.94	-	599.94
Transfers	-	354.86	-	-	37.56	392.42	-	392.42
Balance as at 31 March 2026	288.36	1,352.60	132.02	47.25	142.39	1,962.60	-	1,962.60
Accumulated impairment loss								
Balance as at 31 March 2025	6.00	53.56	-	4.50	5.10	69.16	-	69.16
Impairment for the year	-	-	-	-	-	-	-	-
Transfers								
Balance as at 31 March 2026	6.00	53.56	-	4.50	5.10	69.16	-	69.16
Net block								
Balance as at 31 March 2025	53.56	1,636.04	21.90	30.92	37.45	1,779.86	-	1,779.86
Balance as at 31 March 2026	18.98	1,406.84	9.67	22.67	17.21	1,475.37	-	1,475.37

CWIP ageing schedule as at 31 March 2026

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*	-	-	-	-	-

*There were no projects that were suspended at the end of reporting period accordingly disclosure on expected date of completion of suspended project has not been given. Further, there are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

CWIP ageing schedule as at 31 March 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress**	-	-	-	-	-

**There were no projects that were suspended at the end of reporting period accordingly disclosure on expected date of completion of suspended project has not been given. Further there are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

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10. Intangible assets

Particulars	Computer Software	R&D assets	Intangible assets under development
Gross Block			
Balance as at 31 March 2024	34.71	283.00	-
Additions	-	-	-
Transfers	-	-	-
Balance as at 31 March 2025	34.71	283.00	-
Additions	6.50	50.17	57.57
Transfers	-	-	-
Balance as at 31 March 2026	41.21	333.17	57.57
Accumulated depreciation			
Balance as at 31 March 2024	21.79	142.23	-
Amortisation for the year	6.29	94.33	-
Transfers	-	-	-
Balance as at 31 March 2025	28.08	236.56	-
Amortisation for the period	4.08	60.13	-
Transfers	-	-	-
Balance as at 31 March 2026	32.16	296.69	-
Net block			
Balance as at 31 March 2025	6.63	46.44	-
Balance as at 31 March 2026	9.05	36.48	57.57

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17 Revenue from operations

	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of Goods		
- Manufacturing Goods	29,899.51	15,605.01
- Trading Goods	1,827.97	4,713.25
Sale of services	2,847.73	1,565.89
	34,575.21	**21,884.15**
Other operating revenue		
Lease rent	20.52	33.81
	20.52	**33.81**
Total - Revenue from operations	**34,595.73**	**21,917.96**

18 Other income

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest Income	165.08	29.39
Sundry balances written off (net)	0.00	91.16
Exchange fluctuation gain (net)	314.79	-
Profit on sale of fixed assets	2.12	-
	481.99	**120.55**

19 Raw Material Consumed

	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening Stock of Raw Material	3,216.63	2,239.21
Add : Purchase of Stock of Raw Material (incl import duties and custom charges)	25,973.81	15,043.56
Add : Direct Expenses		
Factory Expenses	19.79	35.04
Electricity Power & Fuel	106.02	102.80
Loading and unloading charges	3.55	5.85
Less : Closing Stock of Raw Material	1,707.73	3,216.63
	27,612.07	**14,209.83**

20 Change in Inventories

	For the year ended 31 March 2026	For the year ended 31 March 2025
Inventories at the beginning of the period/year		
Opening Stock of Finished Goods	2,964.75	1,206.93
Closing Stock of Finished Goods	4,339.92	2,964.75
Change in Inventories of Finished Goods	**(1,375.17)**	**(1,757.82)**
Opening Stock of Work in Progress	241.12	102.42
Closing Stock of Work in Progress	513.15	241.12
Change in Inventories of Work in Progress	**(272.03)**	**(138.70)**
Total	**(1,647.20)**	**(1,896.52)**

21 Employee benefit expense

	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries and wages	979.22	906.05
Director Remuneration	121.93	103.50
Contribution to provident and other funds	37.37	34.18
Contribution to gratuity and leave encashment	40.61	48.67
Employee compensation expenses	25.93	-
Staff welfare	50.07	43.76
	1,255.13	**1,136.16**

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22 Finance Cost

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest on CC /Od Limit Loan	737.22	29.74
Interest on Bill discounting	1.77	-
Interest on Unsecured Loan	0.20	17.75
Bank Processing charges	18.75	12.00
Interest on advance income-tax	56.74	21.89
	814.68	**81.38**

23 Depreciation and amortisation expense

	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment	599.94	527.37
Amortisation of intangible assets	64.21	100.62
	664.14	**627.99**

24 Other expenses

	For the year ended 31 March 2026	For the year ended 31 March 2025
Loss on sale of fixed assets	-	49.91
Rent Expenses	173.05	179.00
Consumables	3.53	4.33
Repairs and maintenance	11.37	28.99
Insurance	65.60	30.90
Rates and taxes	127.43	92.31
Penalty on statutory dues	0.51	36.03
Travelling & Conveyance Expenses	95.44	65.60
Legal and professional fee	58.32	95.31
Auditor Remmuneration (refer note 24a)	5.00	5.00
Commission & Brokerage	1.40	5.34
Exchange fluctuation loss (net)	-	80.72
Warranty expenses	147.50	177.28
Advances written off	9.79	-
Provision for Doubtful debts	52.97	-
Freight & Transportation Expenses	460.01	126.63
Security expenses	33.21	26.82
Contractual manpower and job work charges	388.88	374.68
Communication expenses	6.87	8.70
Advertisement and Sales promotion expenses	44.55	27.35
Housekeeping expenses	26.63	32.54
Membership and subscription fee	25.78	61.34
Bank charges	22.47	3.65
CSR Expenses	21.24	12.10
Software and Licences Exp	26.20	23.15
Listing Expenses	-	17.36
Miscellaneous expenses	82.68	60.97
	1,890.43	**1,626.01**

24(a) Details of payment to auditors*

	For the year ended 31 March 2026	For the year ended 31 March 2025
- Audit fees	5.00	5.00
- Other Matters	-	-
	5.00	**5.00**

*excluding applicable taxes

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25 Earnings per share

	For the year ended 31 March 2026	For the year ended 31 March 2025
Profit/(loss) after tax for the year (A)	2,055.49	1,292.19
Calculation of weighted average number of equity shares		
Number of equity shares at the beginning of the year	81,44,571	76,61,250
Number of bonus shares issued during the year adjusted retrospectively*	-	-
Number of shares issued during the year#	24,08,679	4,83,321
Number of equity shares outstanding as at the end of the year	1,05,53,250	81,44,571
Weighted average number of equity shares outstanding during the year (B)	**1,05,53,250**	**81,44,571**
Nominal value of equity shares	10.00	10.00
Adjusted Basic/diluted earnings per share (A) / (B)	**19.48**	**15.87**

**The number of equity shares are adjusted retrospectively for all period presented for any bonus shares issues.*
 # The Company has issued equity shares through an SME IPO on 30th January 2025.

26 Employee benefits

The Company has calculated the various benefits provided to employees as given below:

A. Defined contribution plans

	For the year ended 31 March 2026	For the year ended 31 March 2025
Employer's contribution to employees provident fund	15.75	28.47
Employer's contribution to employees state insurance	0.53	0.86
	16.28	**29.33**

B. Defined benefit plans

Gratuity

Change in present value obligation:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of obligation as at the beginning of the year	48.24	25.98
Past service cost	-	-
Current service cost	20.53	17.02
Interest cost	3.20	1.88
Actuarial (gain)/loss	(4.74)	3.37
Net liability recognised in balance sheet	**67.23**	**48.24**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current liability	3.20	1.30
Non-current liability	64.03	46.94
Net liability recognised in balance sheet	**67.23**	**48.24**

Fair value of plan assets

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Fair value of plan assets at the beginning of the period	29.88	16.67
Acquisition adjustment	-	-
Actual return on plan assets	2.59	1.53
Employer contribution	18.73	14.50
FMC charges	-	(2.82)
Actuarial (gain)/loss	-	-
Fair value of plan assets at the end of the period	**51.20**	**29.88**

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Expenses recognised in the statement of profit and loss

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current service cost	20.53	17.02
Past service cost	-	-
Expected return on plan assets	(2.30)	(1.20)
Interest cost	3.20	1.88
Actuarial (gain)/loss	(5.03)	3.05
Expenses recognized in the statement of profit and loss	**16.40**	**20.75**

Principal actuarial assumptions

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Discount rate	7.02%	6.64%
Salary growth rate (p.a.)	10.00%	10.00%
Retirement age	60 years	60 years
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Withdrawal rates		
Upto 30 years	12.00%	12.00%
From 31 to 44 years	12.00%	12.00%
Above 44 years	12.00%	12.00%

Note:
The Company assesses these assumptions with the projected long-term plans of growth and prevalent industry standards.

Actuarial gain / loss recognized

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Actuarial (gain)/loss on arising from change in demographic assumption	-	-
Actuarial (gain)/loss on arising from change in financial Assumption	(2.01)	2.19
Actuarial (gain)/loss on arising from experience adjustment	(2.73)	1.18
Net actuarial gain / loss recognized	**(4.74)**	**3.37**

C. Compensated absences
Changes in the present value of the obligation for the year ended are as follows:

Change in present value obligation:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of obligation as at the beginning of the year	28.36	19.21
Past service cost	-	-
Current service cost	11.89	12.48
Interest cost	1.88	1.39
Benefit paid	(12.78)	(15.90)
Actuarial (gain)/loss	8.59	11.19
Closing balance	**37.94**	**28.36**

27 Lease commitments

(i) The Company has taken operating leases for office premises. Rent expense for the year ended 31 March 2026 amounts to ₹173.05 lacs (previous year - ₹179.00lacs)

(ii) **Future minimum lease payments**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Not later than one year	125.26	161.14
Later than one year and not later than five years	448.86	594.91
Later than five years	-	158.40

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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Standalone summary of significant accounting policies and other explanatory information for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

28 Value of import on CIF basis

	For the year ended 31 March 2026	For the year ended 31 March 2025
Purchase of raw materials	15,716.58	7,679.43
Purchase of raw materials (USD)	178.60	86.60
Purchase of capital goods	431.34	724.64
Purchase of capital goods (USD)	4.97	8.20
	16,147.92	**8,404.07**

29 Deferred tax

	For the year ended 31 March 2026	For the year ended 31 March 2025
Deferred tax asset		
Property, plant and equipment and intangible assets	334.98	213.98
Provision for employee benefits:		
- Gratuity	4.03	4.64
- Bonus	4.61	3.37
- Compensated absences	9.55	7.14
Liability for lease equalisation	14.24	14.74
Warranty provision	80.33	49.81
Total	447.74	**293.68**
Net deferred tax assets	447.74	**293.68**

30 Earning in foreign currency

	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of R&D	2,695.06	1,414.02
Sale of R&D (USD)	30.00	16.90
Sale of goods	7,321.93	4,247.58
Sale of goods (USD)	79.15	49.57
	10,016.99	5,661.60

31 Unhedged foreign currency exposures

	As at 31 March 2026		As at 31 March 2025	
	Amount (In foreign currency)	Amount (In ₹)	Amount (In foreign currency)	Amount (In ₹)
Payables				
USD	6.15	582.32	92.25	7,689.48
Advance to Supplier				
USD	29.99	2,722.02	-	-
	36.14	**3,304.34**	92.25	7,689.48

Closing rate: USD 1 = ₹94.6545 (previous year: USD 1= ₹85.5814)

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32 Outstanding dues of micro enterprises and small enterprises

S.No.	Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
1	The principal amount and the interest due there (to be shown separately) remaining unpaid to any supplier as at the end of each accounting period		
	-Principal	423.89	76.45
	-Interest	2.36	4.98
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, small and Medium Enterprises Development Act,2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period.	-	-
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under Micro, small and Medium Enterprises Development Act,2006.	-	-
4	The amount of interest accrued and remaining unpaid at the end of each		-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance, as a deductible expenditure under Section 23 of the Micro, small and Medium enterprises Development Act,2006	4.98	0.62

33 Contingent Liabilities and commitments

	For the year ended 31 March 2026	For the year ended 31 March 2025
Inland bank guarantees*	418.75	323.75
Litigation matters with respect to indirect taxes**	193.08	193.08
	611.83	516.83

*During the year ended 31 March 2026, The Company has issued Performance Bank Guarantees (PBG) amounting to ₹323.75 Lakhs (31 March 2025: ₹ 323.75 Lakhs) in favor of BSNL, in connection with a BSNL order valued at ₹10,791.66 Lakhs.

During the year ended 31 March 2026, Fixed Deposits amounting to ₹95.10 Lakhs (31 March 2025: ₹ Nil) have been placed under lien in favour of the President of India, through the Assistant/Deputy Commissioner, EPC Noida, as security against customs duty liabilities for goods stored in a custom bonded warehouse.
**The Company is subject to proceedings under the Customs Tariff Act, 1975 and the Goods and Services Tax Act, 2017. The proceedings relate to the alleged misclassification of imported goods and the alleged incorrect availing of benefits under Sr. No. 376AAA and Sr. No. 453 of Notification No. 01/2017-IGST (Rate) in respect of certain imports, as identified by the Directorate of Revenue Intelligence (DRI).

The Company has contested the allegations and has filed appeals against the respective orders before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT). The matters are currently pending adjudication before CESTAT.

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. U53100UP2019PTC121869)
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(Figures are in lacs ₹, unless stated otherwise)

34 Corporate Social Responsibilty

As per section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of average net profit of the immediately preceding three financial year on Corporate Social Responsibility ('CSR') activities. The nature of CSR activities identified are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation and environment sustainability. The Company has formed a CSR committee as per the Act.

The amount spent by the Company on CSR activates is as below:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Gross amount required to be spent by the Company (include unspent amount of Previous year)	21.24	12.10
B. Amount spent by the Company	21.24	17.00
C. Amount of excess/ shortfall at the end of the year*	-	(4.90)

*The Company has contributed ₹17.00 Lakhs to Suraj Charitable Trust towards the Mid-Day Meal Project under its Corporate Social Responsibility (CSR) obligations in accordance with the provisions of the Companies Act, 2013.

This amount exceeds the mandated CSR obligation for the year. The excess amount shall be carried forward and adjusted against future CSR liabilities of the Company, in line with the applicable provisions of the Companies Act and the Companies (CSR Policy) Rules, 2014.

*The Company has contributed ₹16.34 Lakhs to Nayi Pahal Foundation towards the Education of Unprivileged Child Project under its Corporate Social Responsibility (CSR) obligations in accordance with the provisions of the Companies Act, 2013.

The excess CSR expenditure incurred in the previous financial year has been adjusted against the Company's current year's CSR obligation, in accordance with the applicable provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

35 Related party disclosures

(a) Entities exercising control of the company

CLN Energy Pte Limited	Holding company (w.e.f. Setember 1st, 2022)
Minmax Energy Limited, Hong Kong	Holding company (upto August 31st, 2022)

(b) Key Management Personnel

Mr. Sunil Gandhi	Director and Chief Executing officer
Mr. Manish Shah	Director
Mr. Rajiv Seth	Additional Director
Mr. Ashish Kumar	Chief Financial office (w.e.f. 18th June, 2024)
Ms. Sonal Jhanwar	Company secretary (w.e.f. 18th June, 2024 to 12 febuary 2025)
Mr. Rahu Jetwa	Company secretary (w.e.f. 12th Febuary, 2025 to 8th September 2025)
Ms. Bhavika Mundra	Company secretary (w.e.f. 8th September, 2025)

List of companies, in which any of person listed in (a) and (b) have significant influence or control
JLNPhenix Powers Private Limited
CLN Energy Pte Limited

(d) Transactions during the year

	For the year ended 31 March 2026	For the year ended 31 March 2025
Loan given to		
CLN GREEN Private Limited	36.60	-
Electrovault Power Private Limited	4.41	-
Investments		
CLN GREEN Private Limited	0.51	-
Electrovault Power Private Limited	0.50	-
Director Sitting fees		
Ms. Bhawana Hundlani	0.65	0.60
Key Managerial Personnel		
Mr. Sunil Gandhi		
Managerial remuneration*	64.80	54.00
Mr. Manish Shah		
Managerial remuneration*	60.00	49.50

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Mr. Ashish Kumar		
Salary	36.00	29.00
Mr. Rahul Rasikbhai Jethwa		
Salary	2.25	0.72
Ms. Sonal Jhanwar		
Salary	-	1.44
Ms. Bhavika Mundra		
Salary	3.05	-

*KMP also participate in post employment benefits plans provided by the Company. The amount with respect to post employment benefits attributable to KMP cannot be segregated as these are based on actuarial valuation for all employees of the Company.

(c) Balances as at the year end:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Managerial remuneration		
Mr. Sunil Gandhi	2.71	32.09
Mr. Manish Shah	1.25	-
Mr. Ashish Kumar	0.80	-
Ms. Bhavika Mundra	0.39	-

Notes:
(i) The above transactions are in ordinary course of business and are in compliance with section 188 of the Act.
(ii) The transactions from related parties are made on terms equivalent to those that prevail in arm's length transactions.

36 Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii) The Company does not have any transactions with companies struck off.
(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company have not any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

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Standalone summary of significant accounting policies and other explanatory information for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

37 **Ratios**

Particulars	Numerator (refer notes below)	Denominator (refer notes below)	For the year ended 31 March 2026	For the year ended 31 March 2025	% change	Reason for more than 25 % Change
a) Current ratio	Current assets	Current liabilities	1.65	1.65	0%	
b) Debt-equity ratio	Debt	Equity	0.81	0.17	377%	Due to increase in short term borrowing taken from bank for working capital
c) Debt service coverage ratio	Earnings available for debt service	Debt service	0.38	1.24	-69%	Due to increase in short term borrowing taken from bank for working capital
d) Return on equity ratio/return on investment	Profit after tax	Shareholder equity	18%	14%	28%	Due to increase in profitability in FY 2025-25
e) Inventory turnover ratio	Revenue from Operation	Average inventory	4.61	3.13	47%	Due to significant increase in revenue
f) Trade Receivables turnover ratio	Revenue from Operation	Average receivables	4.02	4.38	-8%	NA
g. Trade payables turnover ratio	Revenue from Operation	Average payables	8.28	3.89	113%	Due to significant increase in revenue from operations.
h. Net capital turnover ratio	Revenue from Operation	Working capital	3.83	3.35	14%	NA
i. Net profit ratio	Profit after tax	Revenue from operations	5.94%	5.90%	0.8%	NA
j. Return on Capital employed	Earning before interest and tax	Average Capital employed	31%	21%	49%	Due to increase in profitability

Notes:
a. Debt = Long term borrowing + short term borrowing
b. Equity = Share capital + other equity
c. Earning for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Finance cost
d. Debt service = Interest + Principal repayments
e. Shareholder equity = Equity share capital+other equity
f. Average inventory = (Opening Inventory + Closing Inventory) / 2
g. Average receivable = (Opening Receivable + Closing Receivable) / 2
h. Average payables = (Opening Payables + Closing Payables) / 2
i. Working capital = Current assets - Current liabilities
j. Average capital employed = Tangible Networth + Total Debt

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(Figures are in lacs ₹, unless stated otherwise)

38 The company came out with an Initial Public Offer (IPO) in FY 2024-25 of 28,92,000 shares of face value of Rs. 10 each for cash at a fixed price of Rs. 250. per equity share comprising fresh issue of 28,92,000 equity shares. Net proceeds of the fresh issue of Rs. 6800.53 Lakhs (Net public issue expenditure of Rs. 429.47 lakhs) were utilised in following manner:

Particular	As per Prospectus	Utilised till 31.03.2025	Unutilised	Deviation
Purchase of machinery and equipment	971	1000	-	29
Funding Working capital requirements	4022	4036	-	14
To fund expenditure for General Corporate Purposes	1784	1784	-	0
Issue expenses	453	410	-	-43
Total	**7230**	**7230**	-	-

Out of 1,000 lakhs paid for capex, 254 lakhs comprises of advance for capital expenditure paid to vendors as on March 31, 2025.

39 Previous year's figures have been regrouped and rearranged wherever necessary to correspond to current year's classification.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-
Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Mumbai
Date: 29 May 2026
UDIN : 26115279CHEMFR9793

For and on behalf of the board of directors of
CLN Energy Limited

Sd/-
Sunil Gandhi
Director
DIN: 08433754
Place: Noida

Sd/-
Manish Shah
Director
DIN: 10343779
Place: Noida

Sd/-
Ashish Kumar
Chief Financial Officer
PAN: BOHPK7918D
Date : 29 May 2026
Place: Noida

Sd/-
Bhavika Mundra
Company Secretary
PAN : FZKPM6069K
Date : 29 May 2026
Place: Noida

Independent Auditors Report on Year ended consolidated financial results of the Company pursuant to the regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015

INDEPENDENT AUDITOR'S REPORT

TO MEMBERS OF
CLN ENERGY LIMITED (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED)

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of **CLN Energy Limited (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED)** (hereinafter referred to as "the Holding Company"), and its associates enterprises Electrovault Power private limited and subsidiary CLN Green Private Limited and CLN Green General Trading LLC (Holding Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at **31st March, 2026**, and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view inconformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit and Loss account and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.

2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that**:**
   a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c. The Balance Sheet and Statement of Profit and Loss and Statement of Cash Flow dealt with this report are in agreement with the books of account;

   d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the AS specified in section 133 of the Act, read with relevant rule issued thereunder.

   e. On the basis of written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "**Annexure B"**.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

(a) The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its consolidated financial statements - Refer Note (vii) of Annexure – A to the consolidated financial statements

(b) The Company did not have any long-term and derivative contracts as at March 31, 2026.

(c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.

(d) The management has;

(i) represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.

(e) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123, as applicable.

(f) In our opinion, according to the information and explanations given to us, the Company has not declared and paid any interim dividend during the year.

(g) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2024 to the Company and its subsidiaries, which are companies incorporated in India, and accordingly, The Company has used accounting software 'Tally Prime System' for maintaining its books of account which has a feature of recording audit trail facility and the same has been operated throughout the period for all transactions recorded in the software.

FOR D G M S & Co.,
Chartered Accountants

Place: Mumbai
Date: 29th May 2026

Sd/-
Hiren J. Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279UEOGMR2080

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENT OF CLN ENERGY LIMITED (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED) FOR THE YEAR ENDED 31ST MARCH 2026

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(xi) Compliance of CSR:

a) According to the information and explanations given to us and based on our examination of the records of the company, the company is required to spent amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is applicable for the year Refer Note No. 34 of financial statements.

FOR D G M S & Co.,
Chartered Accountants

Place: Mumbai
Date: 29th May 2026

Sd/-
Hiren J. Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279UEOGMR2080

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENT OF CLN ENERGY LIMITED (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED) FOR THE YEAR ENDED 31ST MARCH 2026

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **CLN Energy Limited (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED)** ('the Company') as of 31st March, 2026 in conjunction with our audit of the AS Consolidated financial statements of the Company for the year ended on that date.

Opinion

We have audited the internal financial control with reference to financial statement of CLN Energy Limited (Formerly CLN ENERGY PRIVATE LIMITED AND JLNPHENIX ENERGY PRIVATE LIMITED) Limited ('The Company") as of 31st March 2026 in conjunction with our audit of the financial statement of the company at and for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.
Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FOR D G M S & Co.,
Chartered Accountants

Place: Mumbai
Date: 29th May, 2026

Sd/-
Hiren J. Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279UEOGMR2080

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L53100UP2019PLC121869)
Consolidated Balance Sheet as at 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

	Notes	As at 31 March 2026	As at 31 March 2025
Equity and liabilities			
Shareholders' funds			
Share capital	3	1,055.33	1,055.33
Reserves and surplus	4	10,448.96	8,394.01
		11,504.29	**9,449.34**
Minority Interest		0.49	-
Non-current liabilities			
Other long term liabilities	8	54.84	57.69
Long-term provisions	5	73.34	43.17
		128.18	**100.86**
Current liabilities			
Short-term Borrowings	6	9,348.96	1,581.73
Trade payables	7		
- total outstanding dues of micro enterprises and small enterprises		423.89	223.75
- total outstanding dues of creditors other than micro enterprises and small enterprises		2,300.19	5,417.55
Other current liabilities	8	486.73	2,522.52
Short-term provisions	5	1,344.49	647.41
		13,904.26	**10,392.96**
Total equity and liabilities		**25,537.22**	**19,943.16**
Assets			
Non-current assets			
Property, plant and equipment and Intangible assets			
- Property, plant and equipment	9	1,475.74	1,779.86
- Intangible assets	10	45.53	53.07
- Intangible assets under development	10	57.57	-
Non-current investments	11	24.15	-
Long-term loans and advances	12	-	254.00
Deferred tax assets (net)	29	447.72	293.68
Other non-current assets	16	549.52	622.40
		2,600.23	**3,003.01**
Current assets			
Inventories	13	6,560.80	6,422.50
Trade receivables	14	9,763.00	7,520.88
Cash and bank balances	15	3,035.60	780.36
Short-term loans and advances	12	3,380.33	1,942.48
Other current assets	16	197.26	273.93
		22,936.99	**16,940.15**
Total assets		**25,537.22**	**19,943.16**

Summary of significant accounting policies and other explanatory information 1-39
This is the balance sheet referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-
Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Mumbai
Date: 29 May 2026
UDIN: 26115279UEOGMR2080

For and on behalf of the Board of Directors of
CLN Energy Limited

Sd/-
Sunil Gandhi
Director
DIN: 08433754
Place: Noida

Sd/-
Manish Shah
Director
DIN: 10343779
Place: Noida

Sd/-
Ashish Kumar
Chief Financial Officer
PAN: BOHPK7918D
Date: 29 May 2026
Place: Noida

Sd/-
Bhavika Mundra
Company Secretary
PAN: FZKPM6069K
Date: 29 May 2026
Place: Noida

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLN Phenix Energy Private Limited)
(CIN No. L35100UP2019PLC121869)

Consolidated Statement of Profit and loss for the year ended 31 March 2026

(Figures are in lacs ₹, unless stated otherwise)

	Notes	For the year ended 31 March 2026	For the year ended 31 March 2025
Revenue			
Revenue from operations	17	34,651.23	21,917.96
Other income	18	481.99	120.55
Total Income		**35,133.22**	**22,038.51**
Expenses			
Purchase of Stock-in-Trade		1,738.40	4,369.18
Raw Material Consumed	19	27,612.07	14,209.83
Change in Inventories	20	(1,647.20)	(1,896.52)
Employee benefit expense	21	1,298.09	1,136.16
Finance costs	22	814.68	81.38
Depreciation and amortisation expense	23	664.15	627.99
Other expenses	24	1,900.33	1,626.01
Total expenses		**32,380.52**	**20,154.04**
(Loss)/ Profit before exceptional loss		**2,752.70**	**1,884.47**
Exceptional loss		-	-
(Loss)/ Profit before tax		**2,752.70**	**1,884.47**
Tax expense			
Tax related to previous year		25.13	42.51
Current tax		824.21	574.65
Deferred tax (credit)/charge		(154.07)	(24.88)
Total tax expense		**695.26**	**592.28**
Profit/(Loss) for the period before minority interest		**2,057.43**	**1,292.19**
Minority Interest		(2.53)	-
Profit/(Loss) for the period after minority interest		**2,054.90**	**1,292.19**
Earnings per equity share	25		
Basic and diluted earnings/(loss) per share		19.50	15.87
Summary of significant accounting policies and other explanatory information.	1-39		

This is the statement of profit & loss referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-
Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Noida
Date: 29 May 2026
UDIN : 26115279UEOGMR2080

For and on behalf of the Board of Directors of
CLN Energy Limited

Sd/-
Sunil Gandhi
Director
DIN: 08433754
Place: Noida

Sd/-
Manish Shah
Director
DIN: 10343779
Place: Noida

Sd/-
Ashish Kumar
Chief Financial Officer
PAN: BOHPK7918D
Date : 29 May 2026
Place: Noida

Sd/-
Bhavika Mundra
Company Secretary
PAN : FZKPM6069K
Date : 29 May 2026
Place: Noida

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Consolidated Cash Flow Statement for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Cash flow from operating activities:		
Profit/(loss) before tax	2,750.20	1,884.47
Adjustments for:		
Depreciation and amortisation	664.15	627.99
Proft on sale or disposal of property, plant & equipment	(2.12)	49.91
Unrealised foreign exchange gain	193.70	(56.33)
Interest income on fixed deposits	(165.08)	(29.39)
Finance Cost	757.93	59.49
Interest on delayed payment of advance income-tax	56.74	21.89
Provision for warranty claims	147.50	177.28
Operating profit/(loss) before working capital changes	**4,403.02**	**2,735.31**
Adjustments for changes in working capital :		
Movement in trade receivables	(2,242.12)	(5,043.06)
Movement in loans and advances	(1,147.24)	(1,257.91)
Movement in short term provisions	(355.85)	(1,005.24)
Movement in long term provisions	30.17	16.40
Movement in other current assets	7.93	1,595.66
Movement in inventories balance	(138.30)	(2,873.94)
Movement in other long term liabilities	(2.85)	(2,585.48)
Movement in trade payables	(3,107.75)	68.34
Movement in other current liabilities	(2,035.79)	1,408.02
Cash generated from operations	**(4,588.78)**	**(6,881.90)**
Income taxes paid (net of refunds)	-	200.01
Net cash generated from operating activities (A)	**(4,588.78)**	**(6,681.89)**
Cash flow from investing activities:		
Purchase/Sale of property, plant and equipment	(296.09)	(756.30)
Purchase of intangible assets	(56.69)	-
Intangible assets under development	(57.57)	
Fixed deposits made during the year	105.01	(531.86)
Interest received on fixed deposits	165.08	29.39
Investments made	(24.66)	-
Net cash used in investing activities (B)	**(164.92)**	**(1,258.77)**
Cash flow from financing activities:		
Proceeds from issue of share capital	-	6,819.81
Proceeds from short term borrowings	7,766.89	1,581.73
Finance cost	(757.93)	(59.49)
Net cash generated/(used in) from financing activities (C)	**7,008.95**	**8,342.05**
Net increase in cash and cash equivalents (A+B+C)	**2,255.25**	**401.39**
Opening cash and cash equivalents (refer note 13)		
Cash in hand	1.54	2.19
Balances with banks		
- on current accounts	47.71	149.20
Fixed deposit less than 12 months	731.10	227.57
	780.35	**378.96**
Closing cash and cash equivalents (refer note 13)		
Cash on hand	1.52	1.54
Balances with banks		
- in current accounts	147.98	47.71
Fixed deposit less than 12 months	2,886.10	731.10
	3,035.60	**780.35**

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Consolidated Cash Flow Statement for the year ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)
Summary of significant accounting policies and other explanatory information. 1-39

This is the cashflow statement referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-

Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Noida
Date: 29 May 2026
UDIN : 26115279UEOGMR2080

For and on behalf of the Board of Directors of
CLN Energy Limited

Sd/-	Sd/-
Sunil Gandhi	**Manish Shah**
Director	Director
DIN: 08433754	DIN: 10343779
Place: Noida	Place: Noida
Sd/-	Sd/-
Ashish Kumar	**Bhavika Mundra**
Chief Financial Officer	**Company Secretary**
PAN: BOHPK7918D	PAN : FZKPM6069K
Date : 29 May 2026	Date : 29 May 2026
Place: Noida	Place: Noida

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Notes forming part of Consolidated financial statement for the period ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

1 Corporate Information

CLN Energy Limited (Formely known as CLN Energy Private Limited &JLNPhenix Energy Private Limited) ('the Company') was incorporated in India on 1 October 2019 under the Companies Act, 2013. The Company is a wholly owned subsidiary of CLN Energy Pte. Limited, Singapore. The Company is primarily involved in assembling and trading of Lithium Ion battery and its ancillary products.

The Company has the following subsidiaries and associates:

1. CLN GREEN PRIVATE LIMITED (51%) was incorporated in India on 23 September 2025.
2. ELECTROVAULT POWER PRIVATE LIMITED (50%) was incorporated in India on 07 March 2025.
3. CLN GENERAL TRADING LLC (100%) was incorporated in Dubai on 27 March 2026.

The financial statements were approved for issue in accordance with a resolution of the directors on 29 May 2026.

2 Basis of preparation and significant accounting policies

The accounting policies set out below have been applied consistently to the year presented in these financial statements.

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (the"Act"), read with Rule 7 of the Companies (Accounting Standards) Rules, 2021 and the relevant provisions of the Companies Act, 2013. Further, the guidance notes and announcements issued by the Institute of Chartered Accountants of India are also considered, wherever applicable. The financial statements are prepared on the basis of historical cost convention, and on the accounting principle of a going concern.

All assets and liabilities have been classified a current or non-current, wherever applicable as per the operating cycle of the Company and as per the guidance as set out in Schedule III to the Companies Act, 2013.

2.2 Significant accounting policies

a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP (Generally accepted accounting principles) requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon Management's best knowledge of current events and actions, uncertainty about these assumption and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

• It is expected to be realized or intended to be sold or consumed in normal operating cycle
• It is held primarily for the purpose of trading
• It is expected to be realized within twelve months after the reporting period, or
• Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:
• It is expected to be settled in normal operating cycle
• It is held primarily for the purpose of trading
• It is due to be settled within twelve months after the reporting period, or
• There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Current liabilities includes the current portion of long term financial liabilities. The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
(CIN No. L33100UP2019PLC121869)
Notes forming part of Consolidated financial statement for the period ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

c) **Property, plant and equipment**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises its acquisition price, including import duties and other non-refundable taxes or levies, any directly attributable cost of bringing the asset to its working condition for its intended use, pre-operative expenses including financial charges and adjustments on account of foreign exchange fluctuations, wherever applicable; any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditures related to an item of fixed asset should be capitalised only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance otherwise expenditure should be written off.

d) **Depreciation and Amortisation**

Depreciation on property, plant and equipment is provided on written down value method over the useful lives of assets estimated by the management which are equal to the useful lives prescribed under Schedule II of the Companies Act, 2013 . The useful lives estimated by the management are mentioned below:

Furniture and fixtures	: 10 years
Electrical fitting and fixing	: 5 years
Computer and related equipment	: 3 years

Plant & Machineries have been depreciated over a period of 10 years which is the economic useful life of those machineries as per management.
Leasehold improvements is amortised on a straight line basis over the remaining period of the lease or the economic useful life, whichever is lower.

The useful lives are reviewed by the management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use. Property, Plant and Equipment is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

e) **Intangible assets**

Intangible assets that are acquired by the company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and accumulated impairment loss (if any).

Subsequent expenditure is capitalised only when it increases the future economic benefits to the specific assets to which it relates.

Intangible assets are amortised in Statement of Profit and Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the assets. Accordingly, at present these are being amortised on written down value method over a period of three years based on the useful economic life.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. An intangible asset is derecognized on disposal or when no future economic benefit is expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the assets, and are recognised in the Statement of Profit and Loss.

f) **Impairment of assets**

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the recoverable amount of asset is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

g) **Operating leases**

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

h) **Employee benefits**

Short term employee benefits
It includes salaries, short term compensated absences (such as paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits (such as medical care) for current employees are estimated and measured on an undiscounted basis.

Defined contribution plans
A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Employee Provident Fund to Government administered Provident Fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit (PUC) method made at the end of each financial year.
Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:
• The date of the plan amendment or curtailment, and
• The date that the Company recognises related restructuring costs
Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

• Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
• Net interest expense or income

Other long term benefits
The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

i) Revenue recognition

Sale of goods

Revenue from sale of goods is recognised as per the terms agreed with customer, which coincides with the transfer of significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of goods & services tax and other taxes.

Sale of Services

Revenue in respect of service income is recognised on an accrual basis in accordance with the terms of specific contracts, provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

j) Foreign exchange transactions

Foreign exchange transactions are recorded at the exchange rates prevailing on the date of such transactions. Realized gains and losses on foreign exchange transactions during the year are recognized in the statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognized in the statement of profit and loss.

k) Earnings per share

Basic earnings/(loss) per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

l) Provisions, contingent liabilities and contingent assets

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation on the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a present obligation that may, but probably will not, require an outflow of resources. Disclosure is also made in respect of a present obligation as a result of past event that probably requires an outflow of resource, where it is not possible to make a reliable estimate of the outflow. Possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company are also included in the disclosure of the contingent liability. Where there is a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

m) Income taxes

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961 as applicable to the financial year. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation, where the company has unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

n) Inventories

Inventories are carried at the lower of cost or net realisable value.
Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, FIFO method is used.
Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.
The proportionate amount of additional duty of customs paid on finished goods imported for trading and lying unsold as at the year end has been included in the value of the finished goods stock.
The comparison of cost and net realisable value is made on an item-by-item basis

o) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and balance with banks on current accounts. The Company considers all highly liquid investments, including bank deposits with an original maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents. Further, bank deposits having maturity of more than 12 months have also been disclosed separately by the company under this head. Moreover, the cash flow statement is prepared using indirect method.

p) Segment Reporting

The Company operates in a single primary business segment. Hence, there are no reportable segment as per AS 17 segment Reporting.

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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3 Share capital

	As at 31 March 2026	As at 31 March 2025
Authorised share capital		
1,20,00,000 equity shares of ₹ 10/- each (31 March 2025: 1,10,00,000 equity shares of ₹ 10 each)	1,200.00	1,100.00
Issued, subscribed and fully paid up share capital		
1,05,53,250 equity shares of ₹ 10/- each (31 March 2025: 1,05,53,250 equity shares of ₹ 10 each)	1,055.33	1,055.33
	1,055.33	**1,055.33**

(a) Reconciliation of share capital (equity shares with voting rights)

	As at 31 March 2026		As at 31 March 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Shares outstanding at the beginning of the year	1,05,53,250	1,055.33	34,05,000	340.50
Add: Issued during the year	-	-	28,92,000	289.20
Add: Issued Bonus shares during the year	-	-	42,56,250	425.63
Shares outstanding at the end of the year	**1,05,53,250**	**1,055.33**	**1,05,53,250**	**1,055.33**

(b) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity share having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held. The Company did not declare any dividend on equity shares for the period ended 31 March 2026 and previous year.

(c) Shares held by holding company

	As at 31 March 2026		As at 31 March 2025	
	Number	Amount	Number	Amount
Equity shares of ₹ 10 each fully paid up held by:				
CLN Energy Pte Limited	**76,61,238**	**766.12**	**76,61,238**	**766.12**

(d) Promoters Shareholdings

i) Shareholding of promoters as on 31 March 2026

Promoter name	No of Shares	% of total shares	% change during the year
CLN Energy Pte Limited	76,61,238	100.00	0%
Jeevan Chand	2	*	0%
Sunil Gandhi	2	*	0%
Total	**76,61,242**	**100.00**	-

*Percentage is negligible

ii) Shareholding of promoters as on 31 March 2025

Promoter name	No of Shares	% of total shares	% change during the year
CLN Energy Pte Limited	76,61,238	100.00	125%
Jeevan Chand	2	*	-33%
Sunil Gandhi	2	*	-33%
Total	**76,61,242**	**100.00**	-

*Percentage is negligible

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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(e) Details of shares held by each shareholder holding more than 5% shares:

	As at 31 March 2026		As at 31 March 2025	
	Number	% of total shares in the class	Number	% of total shares in the class
Equity shares of ₹ 10 each fully paid up held by:				
CLN Energy Pte Ltd	76,61,238	100.00	76,61,238	100.00
	76,61,238	**100.00**	**76,61,238**	**100.00**

(f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

The Company has allotted 42,56,250 fully-paid-up equity shares of face value Rs. 10 each during the year ended 31.03.2025 pursuant to a bonus issue approved by the shareholders. The record date fixed by the Board of Directors was June 6, 2024. The bonus shares were issued by capitalization of profits transferred from general reserve. A bonus shares of 5 equity share for every 4 equity shares held have been allotted.

The bonus shares once allotted shall rank pari passu in all respects and carry the same rights as the existing equity shareholders and shall be entitled to participate in full, in any dividend other corporate action, recommended and declared after the new equity shares are allotted.

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4 Reserves and surplus

	Securities premium	Retained Earnings	Total
Balance as at 1 April 2024	-	996.84	996.84
Securities premium received during the year	6,940.80	-	6,940.80
Less: Utilised for issue expense	410.20	-	410.20
Less: Utilised for issue of bonus shares	-	425.62	425.62
Profit for the year	-	1,292.19	939.84
Balance as at 1 April 2025	6,530.60	1,863.41	8,394.01
Profit for the year	-	2,054.90	2,054.90
Balance at the end of the year	6,530.60	3,918.31	10,448.96

5 Provisions

	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Provision for gratuity (net of planned assets)	12.82	17.12	3.20	1.30
Provision for compensated absences	34.59	26.05	3.35	2.31
Provision for warranty*	-	-	319.13	197.89
Provision for income tax (net of TDS receivable)	-	-	852.90	383.90
Payable to Employees	-	-	165.90	62.01
Employee Stock Option outstanding account#	25.93	-	-	-
	73.34	43.17	1,344.49	647.41

***The reconciliation of the carrying amount of provision from beginning of the period to the end of the period is provided below:**

	As at 31 March 2026	As at 31 March 2025
Provision for warranty		
Opening balance	197.89	82.68
Additions	147.50	188.04
Amounts utilised	26.26	72.83
Closing balance	319.13	197.89

The Board of Directors, at its meeting held on 3rd July 2025, had approved the grant of up to 12,36,000 Employee Stock Options convertible into an equivalent number of equity shares of the Company under the approved ESOP Scheme, pursuant to the approvals received from BSE on 01 December 2025 and the shareholders of the Company, subject to applicable vesting conditions and regulatory requirements.
Out of the aforesaid approved pool, the Nomination and Remuneration Committee/Board has now proposed the grant of 1,60,046 Employee Stock Options under the ESOP Scheme has approved on January 29 2026, convertible into an equivalent number of equity shares of the Company, subject to the terms of the Scheme and applicable laws.

	As at 31 March 2026	As at 31 March 2025
6 Short term Borrowings		
Loan repayable on demand		
From banks		
ICICI Bank Ltd.*	522.67	611.83
HDFC Bank Ltd **	3,958.05	769.90
Kotak Bank Ltd ***	1,448.50	-
Axis Bank Ltd ****	2,309.26	-
IndusInd Bank Ltd *****	1,088.53	-
From others		
Unsecured Loan from others#	21.95	200.00
	9,348.96	1,581.73

*** The Company has availed a Cash Credit (CC) facility of ₹1,500 Lakhs from ICICI Bank Limited, Phase II Branch, Noida. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company(both present and future), constituting the primary security.**

The facility is further backed by a personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹600 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 3.00% per annum.

Out of the sanctioned limit, the Company has issued Performance Bank Guarantees (PBG) amounting to ₹323.75 Lakhs in favor of BSNL, in connection with a BSNL order valued at ₹10,791.66 Lakhs

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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** The Company has availed a Cash Credit (CC) facility of ₹4,000 Lakhs from HDFC Bank Limited, Sector 18, Noida. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹1000.80 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.85% per annum.

*** The Company has availed a Cash Credit (CC) facility of ₹2,000 Lakhs from Kotak Bank Limited, Delhi Aerocity, New Delhi. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹200 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.90% per annum.

**** The Company has availed a Cash Credit (CC) facility of ₹2,500 Lakhs from Axis Bank Limited, Sector 16, Noida. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹675 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.77% per annum.

***** The Company has availed a Cash Credit (CC) facility of ₹2,500 Lakhs from IndusInd Bank Limited, Kalyani Nagar, Pune. The facility is secured by the hypothecation of stock, book debts, and all current assets of the Company (both present and future), which constitute the primary security.

The facility is further backed by the personal guarantee of Mr. Rajiv Seth, Promoter of the Company. Additionally, a Fixed Deposit of ₹375 Lakhs has been provided under lien as collateral security against the sanctioned limit.

The Cash Credit facility is repayable on demand and carries an interest rate of Repo rate + 2.90% per annum.

As of now, the Company has utilised ₹1,500 Lakhs against the sanctioned limit. To secure this, a Fixed Deposit of ₹375 Lakhs has been provided under lien as collateral.

The Company has availed an unsecured loan facility of ₹200 Lakhs from Trex Energy Private Limited, Hyderabad. This facility is unsecured,, and carries an interest rate of 12% per annum. Loan has been taken for business purpose and repayable on demand.

The Subsidiary CLN Green Private Limited has availed an unsecured loan facility of ₹21.95 Lakhs from Greenage India LLP. This facility is unsecured,, and carries an interest rate of 8.9% per annum. Loan has been taken for business purpose and repayable on demand.

7 Trade payables

	As at 31 March 2026	As at 31 March 2025
Trade payables		
- total outstanding dues of micro enterprises and small enterprises	423.89	223.75
- total outstanding dues of creditors other than micro enterprises and small enterprises	2,300.18	5,417.55
	2,724.07	5,641.30

Trade payable ageing schedule as at 31 March 2026

		Outstanding for following periods from date of invoice				
Particulars	**Unbilled**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	-	423.89	-	-	-	**423.89**
Others	43.13	2,238.93	6.10	12.02	-	**2,300.18**
Total	**43.13**	**2,662.82**	**6.10**	**12.02**	**-**	**2,724.07**

Trade payable ageing schedule as at 31 March 2025

		Outstanding for following periods from date of invoice				
Particulars	**Unbilled**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	-	223.75	-	-	-	**223.75**
Others	33.35	5,359.58	24.62	-	-	**5,417.55**
Total	**33.35**	**5,583.33**	**24.62**	**-**	**-**	**5,641.30**

Note- The Company does not have any disputed outstanding dues of micro, small and other enterprises and other payables.

8 Other liabilities

	Non - current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Statutory Liabilities	-	-	320.08	290.17
Advance received from customers	-	-	69.05	2,202.00
Liablity for lease equalisation	54.84	56.97	1.82	1.67
Others	-	-	95.78	25.80
Deferred Income	-	0.72	-	2.88
	54.84	57.69	486.73	2,522.52

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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11 Non-current investments	As at 31 March 2026	As at 31 March 2025
Investment in subisdiary company		
Equity shares of Electravalt Power Pvt. Ltd (5000 Equity shares of ₹ 10 each fully paid-up)	(2.03)	-
Equity shares of CLN General trading LLC* (100 Equity shares of AED 1000 each fully paid-up)	26.18	-
	24.15	-

CLN General Trading LLC was incorporated in Dubai, United Arab Emirates (UAE), on 27 March 2026 as a wholly owned subsidiary of the Company. The remittance towards the share capital investment in the subsidiary has made on 16 May 2026.

12 Loans and advances

	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
(Unsecured, considered good)				
Advance to suppliers	-	-	2,792.53	863.96
Capital advance	-	254.00	-	-
Other advance	-	-	54.15	4.90
Advance to employees	-	-	4.74	11.02
Goods and service tax recoverable	-	-	524.51	1,062.60
Loan to subsidiary/associate company	-	-	4.41	-
	-	254.00	3,380.33	1,942.48

*For the year ended 31 March 2025, the Company was required to spend ₹12.90 Lakhs towards Corporate Social Responsibility (CSR) activities in compliance with the applicable provisions of the Companies Act, 2013.

However, the Company has voluntarily spent a higher amount of ₹17.00 Lakhs, resulting in an excess expenditure of ₹4.90 Lakhs.

This excess amount shall be carried forward and adjusted against future CSR obligations, in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014, as amended.

13 Inventories
(Valued at cost or net realisable value, whichever is lower)

	As at 31 March 2026	As at 31 March 2025
Closing Stock		
Raw materials	1,707.73	3,216.63
Work-in-progress	513.15	241.12
Finished goods	4,339.92	2,964.75
	6,560.80	6,422.50

14 Trade receivables

	As at 31 March 2026	As at 31 March 2025
Trade receivables		
Unsecured, considered good	9,763.00	7,520.88
Unsecured, considered doubtful	185.83	132.86
Less: Provision for doubtful debts	185.83	132.86
	9,763.00	7,520.88

(a) Trade receivables ageing schedule as at 31 March 2026

	Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables - considered good	3,346.50	6,310.87	31.84	64.04	9.75	-	9,763.00

(b) Trade receivables ageing schedule as at 31 March 2025

	Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables - considered good	4,522.99	1,987.72	843.57	52.80	113.80	-	7,520.88

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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(Figures are in lacs ₹, unless stated otherwise)

15 Cash and bank balances

	As at 31 March 2026	As at 31 March 2025
Cash and cash equivalents:		
Cash on hand	1.52	1.54
Balance with banks		
- On current accounts	147.98	47.71
- Bank deposits with maturity of less than 3 months#	80.59	75.60
Total cash and cash equivalents (A)	**230.09**	**124.86**
Other bank balances		
- Bank deposits with maturity of more than 3 months but less than 12 months #	2,805.51	655.50
Total other bank balances (B)	**2,805.51**	**655.50**
Cash and bank balances (A) + (B)	**3,035.60**	**780.36**

During the year ended 31 March 2026, Fixed Deposits amounting to ₹83.10 Lakhs (31 March 2025: ₹ 131.10 Lakhs) have been placed under lien in favour of the President of India, through the Assistant/Deputy Commissioner, EPC Noida, as security against customs duty liabilities for goods stored in a custom bonded warehouse.

Out of this, ₹80.59 Lakhs (31 March 2025: ₹ 75.60 Lakhs) pertains to deposits with a maturity of less than 3 months, and

The remaining amount pertains to deposits with a maturity of more than 3 months but less than 12 months.

Fixed Deposits amounting to ₹464.00 Lakhs (31 March 2025: ₹ 600.00 Lakhs)have been placed under lien in favour of ICICI Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹810.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of HDFC Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹500.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of KOTAK Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹675.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of Axis Bank Limited as collateral security against short-term borrowings availed by the Company.

Fixed Deposits amounting to ₹375.00 Lakhs (31 March 2025: Nil) (have been placed under lien in favour of INDUSIND Bank Limited as collateral security against short-term borrowings availed by the Company.

16 Other assets
(Unsecured, considered good)

	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Bank deposits with maturity of more than 12 months*	451.18	556.19	-	-
Interest accrued on fixed deposits	-	-	176.20	28.90
Security deposit	98.34	66.21	-	-
Earnest money deposit for tender#	-	-	-	200.00
Prepaid Expenses	-	-	21.05	45.03
	549.52	622.40	197.26	273.93

*During the year ended 31 March 2026, Fixed Deposits amounting to ₹270.00 Lakhs (31 March 2025: ₹ 540.00 Lakhs) have been placed under lien in favour of HDFC Bank Limited as collateral security against short-term borrowings availed by the Company.
Fixed Deposits amounting to ₹135.00 Lakhs (31 March 2025: ₹ Nil)have been placed under lien in favour of ICICI Bank Limited as collateral security against short-term borrowings availed by the Company.

Additionally, Fixed Deposits of ₹16.19 Lakhs (31 March 2025: ₹ 16.19 Lakhs) have been placed under lien in favour of ICICI Bank Limited as collateral security against Perfomance Bank Guarantees amounting to ₹323.75 Lakhs issued in favour of Bharat Sanchar Nigam Limited (BSNL)

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Notes forming part of Consolidated financial statement for the period ended 31 March 2026
(Figures are in lacs ₹, unless stated otherwise)

9. Property, plant and equipment and Capital work-in-progress

Particulars	Leasehold Improvements	Plant and machinery	Computer and related equipments	Furniture and fixtures	Electrical fitting and fixing	Total	Capital work-in-progress	Total
Gross Block								
Balance as at 31 March 2024	298.36	2,246.14	134.39	61.42	208.70	2,942.99	-	2,942.99
Additions	13.33	766.45	6.10	13.00	2.43	801.31	-	801.31
Transfers	-	140.20	-	-	-	140.20	-	140.20
Balance as at 31 March 2025	308.69	2,872.39	140.49	74.42	208.13	3,604.10	-	3,604.10
Additions	4.65	440.08	1.63	-	-	446.36	-	446.36
Transfers	-	499.47	-	-	43.43	542.89	-	542.89
Balance as at 31 March 2026	313.34	2,813.00	142.12	74.42	164.70	3,507.56	-	3,507.56
Accumulated depreciation								
Balance as at 31 March 2024	159.34	851.28	94.96	28.86	138.58	1,273.01	-	1,273.01
Depreciation for the year	89.80	376.79	23.63	10.14	26.99	527.35	-	527.35
Transfers	-	45.28	-	-	-	45.28	-	45.28
Balance as at 31 March 2025	249.14	1,182.79	118.59	39.00	165.57	1,755.08	-	1,755.08
Depreciation for the year	39.22	524.67	13.49	8.25	14.38	600.01	-	600.01
Transfers	-	354.86	-	-	37.56	392.42	-	392.42
Balance as at 31 March 2026	288.36	1,352.60	132.08	47.25	142.39	1,962.66	-	1,962.66
Accumulated impairment loss								
Balance as at 31 March 2025	6.00	53.56	-	4.50	5.10	69.16	-	69.16
Impairment for the year	-	-	-	-	-	-	-	-
Transfers								
Balance as at 31 March 2026	6.00	53.56	-	4.50	5.10	69.16	-	69.16
Net block								
Balance as at 31 March 2025	53.56	1,636.04	21.90	30.92	37.45	1,779.86	-	1,779.86
Balance as at 31 March 2026	18.98	1,406.84	10.04	22.67	17.21	1,475.74	-	1,475.74

CWIP ageing schedule as at 31 March 2026

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*	-	-	-	-	-

*There were no projects that were suspended at the end of reporting period accordingly disclosure on expected date of completion of suspended project has not been given. Further, there are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

CWIP ageing schedule as at 31 March 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress**	-	-	-	-	-

**There were no projects that were suspended at the end of reporting period accordingly disclosure on expected date of completion of suspended project has not been given. Further there are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLNPhenix Energy Private Limited)
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Notes forming part of Consolidated financial statement for the period ended 31 March 2026

(Figures are in lacs ₹, unless stated otherwise)

10. Intangible assets

Particulars	Computer Software	R&D assets	Intangible assets under development
Gross Block			
Balance as at 31 March 2024	34.71	283.00	-
Additions	-	-	-
Transfers	-	-	-
Balance as at 31 March 2025	34.71	283.00	-
Additions	6.50	50.17	57.57
Transfers	-	-	-
Balance as at 31 March 2026	41.21	333.17	57.57
Accumulated depreciation			
Balance as at 31 March 2024	21.79	142.23	-
Amortisation for the year	6.29	94.33	-
Transfers	-	-	-
Balance as at 31 March 2025	28.08	236.56	-
Amortisation for the period	4.08	60.13	-
Transfers	-	-	-
Balance as at 31 March 2026	32.16	296.69	-
Net block			
Balance as at 31 March 2025	6.63	46.44	-
Balance as at 31 March 2026	9.05	36.48	57.57

CLN Energy Limited (Formerly known as CLN Energy Private Limited & JLN Phenix Energy Private Limited)
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(Figures are in lacs ₹, unless stated otherwise)

17 Revenue from operations

	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of Goods		
- Manufacturing Goods	29,899.51	15,605.01
- Trading Goods	1,827.97	4,713.25
Sale of services	2,903.23	1,565.89
	34,630.71	**21,884.15**
Other operating revenue		
Lease rent	20.52	33.81
	20.52	**33.81**
Total - Revenue from operations	**34,651.23**	**21,917.96**

18 Other income

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest Income	165.08	29.39
Sundry balances written off (net)	0.00	91.16
Exchange fluctuation gain (net)	314.79	-
Profit on sale of fixed assets	2.12	-
	481.99	**120.55**

19 Raw Material Consumed

	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening Stock of Raw Material	3,216.63	2,239.21
Add : Purchase of Stock of Raw Material	25,973.81	15,043.56
(incl import duties and custom charges)		
Add : Direct Expenses		
Factory Expenses	19.79	35.04
Electricity Power & Fuel	106.02	102.80
Loading and unloading charges	3.55	5.85
Less : Closing Stock of Raw Material	1,707.73	3,216.63
	27,612.07	**14,209.83**

20 Change in Inventories

	For the year ended 31 March 2026	For the year ended 31 March 2025
Inventories at the beginning of the period/year		
Opening Stock of Finished Goods	2,964.75	1,206.93
Closing Stock of Finished Goods	4,339.92	2,964.75
Change in Inventories of Finished Goods	**(1,375.17)**	**(1,757.82)**
Opening Stock of Work in Progress	241.12	102.42
Closing Stock of Work in Progress	513.15	241.12
Change in Inventories of Work in Progress	**(272.03)**	**(138.70)**
Total	**(1,647.20)**	**(1,896.52)**

21 Employee benefit expense

	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries and wages	1,021.98	906.05
Director Remuneration	121.93	103.50
Contribution to provident and other funds	37.37	34.18
Contribution to gratuity and leave encashment	40.61	48.67
Employee compensation expenses	25.93	-
Staff welfare	50.27	43.76
	1,298.09	**1,136.16**

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22 Finance Cost

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest on CC /Od Limit Loan	737.22	29.74
Interest on Bill discounting	1.77	-
Interest on Unsecured Loan	0.20	17.75
Bank Processing charges	18.75	12.00
Interest on advance income-tax	56.74	21.89
	814.68	**81.38**

23 Depreciation and amortisation expense

	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment	599.94	527.37
Amortisation of intangible assets	64.21	100.62
	664.15	**627.99**

24 Other expenses

	For the year ended 31 March 2026	For the year ended 31 March 2025
Loss on sale of fixed assets	-	49.91
Rent Expenses	174.17	179.00
Consumables	3.53	4.33
Repairs and maintenance	11.37	28.99
Insurance	65.60	30.90
Rates and taxes	127.43	92.31
Penalty on statutory dues	0.51	36.03
Travelling & Conveyance Expenses	99.67	65.60
Legal and professional fee	58.57	95.31
Auditor Remmuneration (refer note 24a)	5.00	5.00
Commission & Brokerage	1.40	5.34
Exchange fluctuation loss (net)	-	80.72
Warranty expenses	147.50	177.28
Advances written off	9.79	-
Provision for Doubtful debts	52.97	-
Freight & Transportation Expenses	460.01	126.63
Security expenses	33.21	26.82
Contractual manpower and job work charges	388.88	374.68
Communication expenses	6.87	8.70
Advertisement and Sales promotion expenses	44.91	27.35
Housekeeping expenses	26.63	32.54
Membership and subscription fee	25.78	61.34
Bank charges	22.47	3.65
CSR Expenses	21.24	12.10
Software and Licences Exp	28.54	23.15
Listing Expenses	-	17.36
Miscellaneous expenses	84.28	60.97
	1,900.33	**1,626.01**

24(a) Details of payment to auditors*

	For the year ended 31 March 2026	For the year ended 31 March 2025
- Audit fees	5.00	5.00
- Other Matters	-	-
	5.00	**5.00**

*excluding applicable taxes

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25 Earnings per share

	For the year ended 31 March 2026	For the year ended 31 March 2025
Profit/(loss) after tax for the year (A)	2,057.43	1,292.19
Calculation of weighted average number of equity shares		
Number of equity shares at the beginning of the year	81,44,571	76,61,250
Number of bonus shares issued during the year adjusted retrospectively*	-	-
Number of shares issued during the year#	24,08,679	4,83,321
Number of equity shares outstanding as at the end of the year	1,05,53,250	81,44,571
Weighted average number of equity shares outstanding during the year (B)	**1,05,53,250**	**81,44,571**
Nominal value of equity shares	10.00	10.00
Adjusted Basic/diluted earnings per share (A) / (B)	**19.50**	**15.87**

****The number of equity shares are adjusted retrospectively for all period presented for any bonus shares issues.***
 # The Company has issued equity shares through an SME IPO on 30th January 2025.

26 Employee benefits

The Company has calculated the various benefits provided to employees as given below:

A. Defined contribution plans

	For the year ended 31 March 2026	For the year ended 31 March 2025
Employer's contribution to employees provident fund	15.75	28.47
Employer's contribution to employees state insurance	0.53	0.86
	16.28	**29.33**

B. Defined benefit plans

Gratuity

Change in present value obligation:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of obligation as at the beginning of the year	48.24	25.98
Past service cost	-	-
Current service cost	20.53	17.02
Interest cost	3.20	1.88
Actuarial (gain)/loss	(4.74)	3.37
Net liability recognised in balance sheet	**67.23**	**48.24**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current liability	3.20	1.30
Non-current liability	64.03	46.94
Net liability recognised in balance sheet	**67.23**	**48.24**

Fair value of plan assets

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Fair value of plan assets at the beginning of the period	29.88	16.67
Acquisition adjustment	-	-
Actual return on plan assets	2.59	1.53
Employer contribution	18.73	14.50
FMC charges	-	(2.82)
Actuarial (gain)/loss	-	-
Fair value of plan assets at the end of the period	**51.20**	**29.88**

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Expenses recognised in the statement of profit and loss

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current service cost	20.53	17.02
Past service cost	-	-
Expected return on plan assets	(2.30)	(1.20)
Interest cost	3.20	1.88
Actuarial (gain)/loss	(5.03)	3.05
Expenses recognized in the statement of profit and loss	**16.40**	**20.75**

Principal actuarial assumptions

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Discount rate	7.02%	6.64%
Salary growth rate (p.a.)	10.00%	10.00%
Retirement age	60 years	60 years
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Withdrawal rates		
Upto 30 years	12.00%	12.00%
From 31 to 44 years	12.00%	12.00%
Above 44 years	12.00%	12.00%

Note:
The Company assesses these assumptions with the projected long-term plans of growth and prevalent industry standards.

Actuarial gain / loss recognized

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Actuarial (gain)/loss on arising from change in demographic assumption	-	-
Actuarial (gain)/loss on arising from change in financial Assumption	(2.01)	2.19
Actuarial (gain)/loss on arising from experience adjustment	(2.73)	1.18
Net actuarial gain / loss recognized	**(4.74)**	**3.37**

C. Compensated absences
Changes in the present value of the obligation for the year ended are as follows:

Change in present value obligation:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of obligation as at the beginning of the year	28.36	19.21
Past service cost	-	-
Current service cost	11.89	12.48
Interest cost	1.88	1.39
Benefit paid	(12.78)	(15.90)
Actuarial (gain)/loss	8.59	11.19
Closing balance	**37.94**	**28.36**

27 Lease commitments

(i) The Company has taken operating leases for office premises. Rent expense for the year ended 31 March 2026 amounts to ₹173.05 lacs (previous year - ₹179.00lacs)

(ii) **Future minimum lease payments**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Not later than one year	125.26	161.14
Later than one year and not later than five years	448.86	594.91
Later than five years	-	158.40

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28 Value of import on CIF basis

	For the year ended 31 March 2026	For the year ended 31 March 2025
Purchase of raw materials	15,716.58	7,679.43
Purchase of raw materials (USD)	178.60	86.60
Purchase of capital goods	431.34	724.64
Purchase of capital goods (USD)	4.97	8.20
	16,147.92	**8,404.07**

29 Deferred tax

	For the year ended 31 March 2026	For the year ended 31 March 2025
Deferred tax asset		
Property, plant and equipment and intangible assets	334.96	213.98
Provision for employee benefits:		
- Gratuity	4.03	4.64
- Bonus	4.61	3.37
- Compensated absences	9.55	7.14
Liability for lease equalisation	14.24	14.74
Warranty provision	80.33	49.81
Total	447.72	**293.68**
Net deferred tax assets	**447.72**	**293.68**

30 Earning in foreign currency

	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of R&D	2,695.06	1,414.02
Sale of R&D (USD)	30.00	16.90
Sale of goods	7,321.93	4,247.58
Sale of goods (USD)	79.15	49.57
	10,016.99	5,661.60

31 Unhedged foreign currency exposures

	As at 31 March 2026		As at 31 March 2025	
	Amount (In foreign currency)	Amount (In ₹)	Amount (In foreign currency)	Amount (In ₹)
Payables				
USD	6.15	582.32	92.25	7,689.48
Advance to Supplier				
USD	29.99	2,722.02	-	-
	36.14	**3,304.34**	92.25	7,689.48

Closing rate: USD 1 = ₹94.6545 (previous year: USD 1= ₹85.5814)

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32 Outstanding dues of micro enterprises and small enterprises

S.No.	Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
1	The principal amount and the interest due there (to be shown separately) remaining unpaid to any supplier as at the end of each accounting period		
	-Principal	423.89	76.45
	-Interest	2.36	4.98
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, small and Medium Enterprises Development Act,2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period.	-	-
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under Micro, small and Medium Enterprises Development Act,2006.	-	-
4	The amount of interest accrued and remaining unpaid at the end of each		-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance, as a deductible expenditure under Section 23 of the Micro, small and Medium enterprises Development Act,2006	4.98	0.62

33 Contingent Liabilities and commitments

	For the year ended 31 March 2026	For the year ended 31 March 2025
Inland bank guarantees*	418.75	323.75
Litigation matters with respect to indirect taxes**	193.08	193.08
	611.83	516.83

*During the year ended 31 March 2026, The Company has issued Performance Bank Guarantees (PBG) amounting to ₹323.75 Lakhs (31 March 2025: ₹ 323.75 Lakhs) in favor of BSNL, in connection with a BSNL order valued at ₹10,791.66 Lakhs.

During the year ended 31 March 2026, Fixed Deposits amounting to ₹95.10 Lakhs (31 March 2025: ₹ Nil) have been placed under lien in favour of the President of India, through the Assistant/Deputy Commissioner, EPC Noida, as security against customs duty liabilities for goods stored in a custom bonded warehouse.

**The Company is subject to proceedings under the Customs Tariff Act, 1975 and the Goods and Services Tax Act, 2017. The proceedings relate to the alleged misclassification of imported goods and the alleged incorrect availing of benefits under Sr. No. 376AAA and Sr. No. 453 of Notification No. 01/2017-IGST (Rate) in respect of certain imports, as identified by the Directorate of Revenue Intelligence (DRI).

The Company has contested the allegations and has filed appeals against the respective orders before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT). The matters are currently pending adjudication before CESTAT.

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34 Corporate Social Responsibilty

As per section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of average net profit of the immediately preceding three financial year on Corporate Social Responsibility ('CSR') activities. The nature of CSR activities identified are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation and environment sustainability. The Company has formed a CSR committee as per the Act.

The amount spent by the Company on CSR activates is as below:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Gross amount required to be spent by the Company (include unspent amount of Previous year)	21.24	12.10
B. Amount spent by the Company	21.24	17.00
C. Amount of excess/ shortfall at the end of the year*	-	(4.90)

*The Company has contributed ₹17.00 Lakhs to Suraj Charitable Trust towards the Mid-Day Meal Project under its Corporate Social Responsibility (CSR) obligations in accordance with the provisions of the Companies Act, 2013.

This amount exceeds the mandated CSR obligation for the year. The excess amount shall be carried forward and adjusted against future CSR liabilities of the Company, in line with the applicable provisions of the Companies Act and the Companies (CSR Policy) Rules, 2014.

*The Company has contributed ₹16.34 Lakhs to Nayi Pahal Foundation towards the Education of Unprivileged Child Project under its Corporate Social Responsibility (CSR) obligations in accordance with the provisions of the Companies Act, 2013.

The excess CSR expenditure incurred in the previous financial year has been adjusted against the Company's current year's CSR obligation, in accordance with the applicable provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

35 Related party disclosures

(a) Entities exercising control of the company

CLN Energy Pte Limited	Holding company (w.e.f. Setember 1st, 2022)
Minmax Energy Limited, Hong Kong	Holding company (upto August 31st, 2022)

(b) Key Management Personnel

Mr. Sunil Gandhi	Director and Chief Executing officer
Mr. Manish Shah	Director
Mr. Rajiv Seth	Additional Director
Mr. Ashish Kumar	Chief Financial office (w.e.f. 18th June, 2024)
Ms. Sonal Jhanwar	Company secretary (w.e.f. 18th June, 2024 to 12 febuary 2025)
Mr. Rahu Jetwa	Company secretary (w.e.f. 12th Febuary, 2025 to 8th September 2025)
Ms. Bhavika Mundra	Company secretary (w.e.f. 8th September, 2025)

List of companies, in which any of person listed in (a) and (b) have significant influence or control
JLNPhenix Powers Private Limited
CLN Energy Pte Limited

(d) Transactions during the year

	For the year ended 31 March 2026	For the year ended 31 March 2025
Loan given to		
CLN GREEN Private Limited	36.60	-
Electrovault Power Private Limited	4.41	-
Investments		
CLN GREEN Private Limited	0.51	-
Electrovault Power Private Limited	0.50	-
Director Sitting fees		
Ms. Bhawana Hundlani	0.65	0.60
Key Managerial Personnel		
Mr. Sunil Gandhi		
Managerial remuneration*	64.80	54.00
Mr. Manish Shah		
Managerial remuneration*	60.00	49.50

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Mr. Ashish Kumar		
Salary	36.00	29.00
Mr. Rahul Rasikbhai Jethwa		
Salary	2.25	0.72
Ms. Sonal Jhanwar		
Salary	-	1.44
Ms. Bhavika Mundra		
Salary	3.05	-

*KMP also participate in post employment benefits plans provided by the Company. The amount with respect to post employment benefits attributable to KMP cannot be segregated as these are based on actuarial valuation for all employees of the Company.

(c) Balances as at the year end:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Managerial remuneration		
Mr. Sunil Gandhi	2.71	32.09
Mr. Manish Shah	1.25	-
Mr. Ashish Kumar	0.80	-
Ms. Bhavika Mundra	0.39	-

Notes:

(i) The above transactions are in ordinary course of business and are in compliance with section 188 of the Act.

(ii) The transactions from related parties are made on terms equivalent to those that prevail in arm's length transactions.

36 Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company have not any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

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37 **Ratios**

Particulars	Numerator (refer notes below)	Denominator (refer notes below)	For the year ended 31 March 2026	For the year ended 31 March 2025	% change	Reason for more than 25 % Change
a) Current ratio	Current assets	Current liabilities	1.65	1.65	0%	
b) Debt-equity ratio	Debt	Equity	0.81	0.17	378%	Due to increase in short term borrowing taken from bank for working capital
c) Debt service coverage ratio	Earnings available for debt service	Debt service	0.38	1.24	-69%	Due to increase in short term borrowing taken from bank for working capital
d) Return on equity ratio/return on investment	Profit after tax	Shareholder equity	18%	14%	28%	Due to increase in profitability in FY 2025-25
e) Inventory turnover ratio	Revenue from Operation	Average inventory	4.61	3.13	47%	Due to significant increase in revenue
f) Trade Receivables turnover ratio	Revenue from Operation	Average receivables	4.01	4.38	-8%	NA
g. Trade payables turnover ratio	Revenue from Operation	Average payables	8.28	3.89	113%	Due to significant increase in revenue from operations.
h. Net capital turnover ratio	Revenue from Operation	Working capital	3.84	3.35	15%	NA
i. Net profit ratio	Profit after tax	Revenue from operations	5.94%	5.90%	0.7%	NA
j. Return on Capital employed	Earning before interest and tax	Average Capital employed	31%	21%	49%	Due to increase in profitability

Notes:
a. Debt = Long term borrowing + short term borrowing
b. Equity = Share capital + other equity
c. Earning for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Finance cost
d. Debt service = Interest + Principal repayments
e. Shareholder equty = Equity share capital+other equity
f. Average inventory = (Opening Inventory + Closing Inventory) / 2
g. Average receivable = (Opening Receivable + Closing Receivable) / 2
h. Average payables = (Opening Payables + Closing Payables) / 2
i. Working capital = Current assets - Current liabilities
j. Average capital employed = Tangible Networth + Total Debt

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38 The company came out with an Initial Public Offer (IPO) in FY 2024-25 of 28,92,000 shares of face value of Rs. 10 each for cash at a fixed price of Rs. 250. per equity share comprising fresh issue of 28,92,000 equity shares. Net proceeds of the fresh issue of Rs. 6800.53 Lakhs (Net public issue expenditure of Rs. 429.47 lakhs) were utilised in following manner:

Particular	As per Prospectus	Utilised till 31.03.2025	Unutilised	Deviation
Purchase of machinery and equipment	971	1000	-	29
Funding Working capital requirements	4022	4036	-	14
To fund expenditure for General Corporate Purposes	1784	1784	-	0
Issue expenses	453	410	-	-43
Total	**7230**	**7230**	-	-

Out of 1,000 lakhs paid for capex, 254 lakhs comprises of advance for capital expenditure paid to vendors as on March 31, 2025.

39 Previous year's figures have been regrouped and rearranged wherever necessary to correspond to current year's classification.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For M/s. D G M S & CO.
Chartered Accountants
Firm's Registration No.: 0112187W

Sd/-
Hiren Jayantilal Maru
Partner
Membership No. 115279
Place: Mumbai
Date: 29 May 2026
UDIN : 26115279UEOGMR2080

For and on behalf of the board of directors of
CLN Energy Limited

Sd/-
Sunil Gandhi
Director
DIN: 08433754
Place: Noida

Sd/-
Manish Shah
Director
DIN: 10343779
Place: Noida

Sd/-
Ashish Kumar
Chief Financial Officer
PAN: BOHPK7918D
Date : 29 May 2026
Place: Noida

Sd/-
Bhavika Mundra
Company Secretary
PAN : FZKPM6069K
Date : 29 May 2026
Place: Noida