September 01, 2026

To,
Listing Department,
BSE Limited,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001

<u>Scrip Code: 544347</u>

<u>Sub: Notice of 7th Annual General Meeting (AGM) to be held on Friday, September 25, 2026.</u>

Dear Sir/Madam,

Please find attached herewith the Notice of 7th Annual General Meeting along with the annexure, to be held on Friday, September 25, 2026 at 1:00 P.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM).

Kindly take the above on record.

Thanking You,

Yours Faithfully,

For CLN Energy Limited

BHAVIKA MUNDRA
Digitally signed by BHAVIKA MUNDRA
Date: 2026.09.01 13:41:50 +05'30'

Bhavika Mundra
Company Secretary and Compliance Officer

Registered Office
CLN ENERGY LIMITED
(Formerly known as CLN Energy Pvt. Ltd. & JLNPhenix Energy Pvt. Ltd.)
Plot No 18, Sector -140, Phase -2, Nepz Post Office, Gautam Budh Nagar, Noida, Uttar Pradesh 201305.
CIN: L33100UP2019PLC121869
Tel No.:0120-6925500 | Email ID: info@clnenergy.in | Website: www.clnenergy.in

NOTICE OF 7TH AGM

CLN ENERGY LIMITED

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

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:

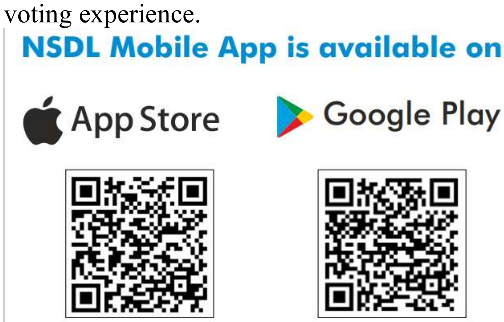
Step 1: Access to NSDL e-Voting system

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. 
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:

I. General Information

<table>
<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>
<tr><td>Sale of R&D services (exports)</td><td>2,695.06</td><td>1,414.02</td></tr>
</table>
</td></tr>
</table>

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 company, profile 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.

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
	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

Sr. No	Description	Details
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.