CLC INDUSTRIES LIMITED

(Formerly known as Spentex Industries Limited)

Date:10th February, 2025

To,

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Maharashtra, India.
Symbol: SPENTEX

BSE Limited
Listing Compliance Department
Floor 25, P J Towers,
Dalal Street, Mumbai – 400001
Maharashtra, India.
Scrip Code: 521082

Sub: **Minutes of Extra Ordinary General Meeting (EGM-1/2024-25) of the CLC Industries Limited**

Dear Sir/Mam,

Enclosed please find a copy of the Minutes of the Extra Ordinary General Meeting (EGM-1/2024-25 of CLC Industries Limited held on Tuesday, 28th January, 2025, through video conferencing / other audio-visual means ("VC/ OAVM").

Kindly take the same on record.

Thanking you,

Yours faithfully,

For CLC Industries Limited
(Formerly Known as SPENTEX Industries Limited)

KOYAL GEHANI

Digitally signed by KOYAL GEHANI
DN: c=IN, o=Personal,
2.5.4.20=88252aa0b4b6d502defe9916551a8cc0ba4ba866951d5f34d5a429f15c195ea2, postalCode=431001,
st=Maharashtra,
serialNumber=31a74fa71a2eb092486adbc8980137bafe05bb840a48a0f1f1008636f80d1142, cn=KOYAL GEHANI
Date: 2025.02.10 18:19:36 +05'30'

Koyal Gehani
Company Secretary & Compliance Officer
Membership No-A45277

Encl:- As above

Registered Office: A-60, Okhla INDL Area Phase II, New Delhi, India, 110020
Correspondence Address: 318, N-3, CIDCO, Jalna Road, Aurangabad-431003, Te1.0240-6608663
Phone: +91-240 6608636/2473363 | **Fax:** +91-240 2473563 |
Email Id: companysecreatary@clcindustries.com
Website: www.clcindiacom | **CIN:** L74899DL1991PLC138153

HELD AT Deemed Venue Registered Office ON 28/01/2025 TIME 3:20 PM

MINUTES OF EXTRA ORDINARY GENERAL MEETING (EGM-1/2024-24) OF THE MEMBERS OF CLC INDUSTRIES LIMITED HELD ON TUESDAY, THE 28th JANUARY, 2025 AT 3:20 P.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS ("VC/OAVM"), WITHOUT PHYSICAL PRESENCE OF MEMBERS AT THE EGM VENUE AND CONCLUDED AT 3:44 P.M. (IST), THE DEEMED VENUE WAS THE REGISTERED OFFICE OF THE COMPANY AT A-60, OKHLA INDL AREA PHASE II, NEW DELHI, INDIA, 110020.

Present through Video conferencing/Other Audio Visual Means:

1. 32 Members were present through VC/ OAVM

2. The following Directors, KMP's, and Auditor were also present in the meeting through video conferencing (VC) from their respective locations:

a) **Mr. Bhupendra Singh Rajpal (DIN-00311202)**, Chairman
b) **Mr. Sanchit Singh Rajpal (DIN-00031190)**, Managing Director and member of Stakeholder Relationship Committee of the Company.
c) **Mr. Gautam Nandawat (DIN-02601413)**, Independent Director, Chairman of Audit Committee, member of Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company.
d) **Mrs. Satinder Kaaur (DIN-10283851)**, Independent Director, Chairman of Nomination and Remuneration Committee and member of Audit Committee of the Company.
e) **Mr. Amit Bhandari (DIN-10666532)**, Independent Director and member of Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company
f) **Mr. Shrutisheel Jhanwar (DIN-03582803)**, Whole Time Director & Chief Financial Officer, Member of Audit Committee and Stakeholder Relationship Committee of the Company.
g) **Mrs. Koyal Gehani**- Company Secretary & Compliance Officer.
h) **Mr. Ajit Kumar**, a Practicing Company Secretary (FCS-9320) (C.P. No. 10990) appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at Extra Ordinary General Meeting in a fair and transparent manner.
i) **Mrs. Sonal Gupta**, representing M/s. Ajit Kumar & Associates, Secretarial Auditors of the Company and

The Company Secretary informed that in compliance of Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended),Secretarial Standard-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Remote e-voting facility was provided to the Members to cast their votes electronically on all the resolutions set out in the Notice commenced at 9.00 A.M. (IST) on Saturday, 25th January, 2025 and ended at 5:00 P.M. (IST) on Monday, 27th January, 2025. The Company had also provided e-voting facility during the EGM to enable Members to cast their vote who have not done through remote e-voting.

The Company Secretary introduced the Chairman of the meeting Mr. Bhupendra Singh Rajpal, Chairman, who has Chaired the meeting. Thereafter, the Company Secretary requested the Chairman to take charge of the proceedings of the meeting.

After confirmation of the quorum, the Chairman commenced the proceedings of the meeting

The Chairman informed that all the Directors of the Company were present in the meeting.

The requisite quorum being present, the Chairman called the meeting to order. The quorum was present throughout the meeting.

Thereafter, the Chairman has addressed to Shareholders of the Company.

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CHAIRMAN'S INITIALS

HELD AT Deemed Venue - Registered Office ON 28/02/2025 TIME 3:20PM

The Company Secretary informed the members that the Notice dated 6th January, 2025 of EGM were taken as read as the same had already been circulated to the Members.

The Company Secretary with the permission of Chairman briefed the Shareholders about each item set out in the Notice calling the Extra Ordinary General Meeting.

The items transacted and voted by members were as under:

S.No.	Details of Resolutions	Resolution Type
	SPECIAL BUSINESS	
1	To approve shifting of registered office of the Company from the State of National Capital Territory of New Delhi to the State of Maharashtra at Chhatrapati Sambhajinagar (Aurangabad) and consequent alteration to the Memorandum of Association of the Company.	Special
2	To approve material related party transactions with Manjeet Cotton Private Limited, a related party of CLC Industries Limited for the Financial year 2025-26.	Ordinary

Thereafter, Company Secretary requested the Chairman to conclude the meeting and proposed a vote of thanks to the Chairman, Directors and Members.

The Chairman informed the shareholders who have not casted their vote on the items set out in the notice of the EGM was requested to exercise their vote through the e-voting facility available on the NSDL platform which was available for the next 15 minutes.

The Chairman authorized Company Secretary of the Company to announce the combined results of e-voting and voting at the EGM through the website of the Company (www.clcindia.com) and the website of NSDL (www.evoting.nsdl.com) within 48 hours from the conclusion of meeting and the voting results shall also be intimated to BSE and NSE.

The Chairman also thanked all the Directors, Members and others for participating in the EGM and authorised the Company Secretary to conduct the voting procedure and conclude the meeting and further informed that the E-voting facility would remain open for an additional 15 minutes.

At the end of 15 minutes, the meeting was declared as concluded by the Company Secretary at 03:44 P.M.

Date of Entry:

Bhupendra Singh Rajpal
CHAIRMAN

Date of Signing:
Place- Chh. Sambhajinagar

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HELD AT Deemed Venue - Registered Office ON 28/01/2025 TIME 3:20PM

Combined Results of the remote e-voting and voting at the venue on the Special Businesses at the Extra Ordinary General Meeting of the Company:

The Scrutinizer, Mr. Ajit Kumar, submitted his Report dated 29th January, 2025, containing the combined results of remote e-voting started 9.00 a.m. (IST) on Saturday, 25th January, 2025 and ended at 5:00 p.m. (IST) on Monday, 27th January, 2025 and voting at the Extra Ordinary General Meeting held on 28th January, 2025, on all the Resolutions as summarized below:

SPECIAL BUSINESS

Resolution 1: Special Resolution

To approve shifting of registered office of the Company from the State of National Capital Territory of New Delhi to the State of Maharashtra at Chhatrapati Sambhajinagar (Aurangabad) and consequent alteration to the Memorandum of Association of the Company.:

No. of Votes polled	No. of Votes in favour	No. of Votes in against	Invalid Votes	% of Votes in favour on votes polled*	% of Votes in favour on votes polled*
14228732	14228690	42	0	99.99	0.01

Resolution 2: Ordinary Resolution

To approve material related party transactions with Manjeet Cotton Private Limited, a related party of CLC Industries Limited for the Financial year 2025-26.:

No. of Votes polled	No. of Votes in favour	No. of Votes in against	Invalid Votes	% of Votes in favour on votes polled*	% of Votes in favour on votes polled*
14228732	14228690	42	0	99.99	0.01

DECLARATION OF VOTING RESULTS

On the basis of the above Scrutiniser's Report dated 29th January, 2025, Company Secretary of the Company announced the results of EGM on 29th January, 2025 through the website of the Company, National Securities Depository Limited (NSDL), BSE and NSE, that all the resolutions for the Special Businesses as set out at item nos. 1 to 2 of the Notice of the Extra Ordinary General Meeting of the Company, had been duly passed by a requisite majority:

ORDINARY BUSINESS:

1. **Approval of shifting of registered office of the Company from the State of National Capital Territory of New Delhi to the State of Maharashtra at Chhatrapati Sambhajinagar (Aurangabad) and consequent alteration to the Memorandum of Association of the Company:**

The following resolution was passed as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with the rules framed thereunder ("Rules), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of National Capital Territory of New Delhi to the State of Maharashtra."

CHAIRMAN'S INITIALS

"RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

"II. The Registered Office of the Company will be situated in the State of Maharashtra."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize the address of Registered Office of the Company in the State of Maharashtra at Chhatrapati Sambhajinagar (Aurangabad), as they may consider appropriate."

"RESOLVED FURTHER THAT the Chairman or Managing Director and/or any one of the Executive Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary /incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies."

2. **Approval of material related party transactions with Manjeet Cotton Private Limited, a related party of CLC Industries Limited for the Financial year 2025-26:**

The following resolution was passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of CLC Industries Limited ('Company'), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company ('Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Manjeet Cotton Private Limited('MCPL') accordingly related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Manjeet Cotton Private Limited, for an aggregate value up to ₹1,75,00,00,000/- (Rupees One Hundred Seventy Five Crores only) for sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property, plant and Equipment, availing or rendering any kind of services, availing unsecured loan, interest payment, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property, plant and Equipment or availing or rendering any kind of services or any other business transaction to be entered for the financial year 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and MCPL."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make

BSNDM

CHAIRMAN'S INITIALS

representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Bhupendra Singh Rajpal
CHAIRMAN

HELD AT ______ ON ______ TIME ______

CHAIRMAN'S INITIALS

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