CLC INDUSTRIES LIMITED

(Formerly known as Spentex Industries Limited)

CLC™

Date:21st December, 2024

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

Dear Sir/ Madam,

<u>Subject: Results of the Postal Ballot.</u>

In continuation to our letter dated November 18, 2024, titled 'Notice of Postal Ballot' please find enclosed;

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Report of Scrutinizer dated December 20, 2024.

3. Minutes of proceedings of the Postal Ballot.

The resolutions as set out in the postal ballot notice have been duly passed by the shareholders through remote e-voting process.

The voting results along with the scrutinizer's report will also be made available on the Company's website at https://www.clcindia.com/postal-ballot.php.

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=88252aa0b4b6d502defe99165
51a8cc0ba4ba866951d5f34d5a429f15c
195ea2, postalCode=431001,
st=Maharashtra,
serialNumber=31a74fa71a2eb092486a
dbc8980137bafe05bb840a48a0f1f1008
636f80d1142, cn=KOYAL GEHANI
Date: 2024.12.21 14:27:33 +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

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Voting results	
Record date	15-11-2024
Total number of shareholders on record date	35931
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	**8**
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Material related party transactions with Manjeet Global Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270763	27.4571	14269913	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270763	27.4571	14269913	850	99.9940	0.0060
Total		51974809	14270763	27.4571	14269913	850	99.9940	0.0060
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Home Validate

Resolution (2)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Material related party transactions with Satyam Spinners Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Total		51974809	14270668	27.4569	14269818	850	99.9940	0.0060
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Home Validate

Resolution (3)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Material related party transactions with DEEGEE COTSYN Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Total		51974809	14270668	27.4569	14269818	850	99.9940	0.0060
							Whether resolution is Pass or Not.	Yes
							Disclosure of notes on resolution	Add Notes

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Home Validate

Resolution (4)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Material related party transactions with Manjeet Fibers Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Total		51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Home Validate

Resolution (5)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Material related party transactions with Sukhmani Cotton Industries, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Total		51974809	14270668	27.4569	14269818	850	99.9940	0.0060
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Home Validate

Resolution (6)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Material related party transactions with DV Export, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Total		51974809	14270668	27.4569	14269818	850	99.9940	0.0060
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (7)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				Material related party transactions with Man Cott Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Total		51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (8)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Material related party transactions with Keshav Ginning and Pressing Factory, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51974809	14270668	27.4569	14269818	850	99.9940	0.0060
Total		51974809	14270668	27.4569	14269818	850	99.9940	0.0060
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

AJIT KUMAR & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
CLC Industries Limited
CIN- L74899DL1991PLC138153
A-60, Okhla INDL Area Phase II, New Delhi, 110020.

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting of Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Ajit Kumar, Proprietor of Ajit Kumar & Associates, Practising Company Secretaries, had been appointed as a Scrutinizer of CLC Industries Limited ("The Company") pursuant to Section 108 and Section 110 of the Companies Act. 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of Scrutinizing the e-voting in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot through electronic means carried out as per the provision of Companies Act, 2013 read with General Circulars issued by Ministry of Corporate Affairs (MCA) from time to time.

I, hereby submit my report as under: -

1. The Management of the Company is responsible to ensure compliance with the requirements the Companies Act, 2013 and rules relating to postal ballot process on the resolutions contained in the Notice dated 12th November, 2024.

2. My responsibility as Scrutinizer for the postal ballot process is limited to make Scrutinizer's report of the votes cast "**in favour**" or "**Against**" on the resolutions as stated in the said notice, bases on the reports generated from the e-voting system provided by National Securities Depository Limited (herein referred to as "**NSDL**"), the agency engaged by the Company to provide e-voting facilities for the Voting through electronic means.

3. The e-voting period remained open from **Thursday, 21st November, 2024 at 9:00 AM (IST) to Friday, 20th December, 2024 at 5:00 PM (IST).**

4. The shareholders holding shares/ beneficial holders as on the "**Cutoff date**" i.e. 15th November, 2024 were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated 12th November, 2024 of the Company.

Ajit Kumar & Associates
C P No. 1900
New Delhi
Company Secretaries

AJIT KUMAR & ASSOCIATES
COMPANY SECRETARIES

5. The votes were unblocked on 20th December, 2024 after 5:00 PM by me in presence of two witnesses namely Mr Avinash Tiwari and Mr. Anmol Ahuja. who are not in the employment of the Company and have signed herein below:

Avinash

Mr Avinash Tiwari
Address: 4/80, Janpath, Delhi-110001

Mr. Anmol Ahuja
Address:C-54, Krishna Nagar, Delhi-110051

6. The details containing, inter-alia, list of equity shareholders, who voted "in favour" and "Against", were downloaded from the e-voting website of NSDL.

7. The Company was under CIRP till 12th May, 2023, Hon'ble NCLT has passed the order approving the Resolution plan, as per the Approved Resolution Plan provides for reduction of existing paid-up capital of the Corporate Debtor by way of: -
   - cancellation of entire 100% shares of the erstwhile promoters / promoter group shareholders and 99% shares of the public shareholders as well as issue of equity shares to the Resolution Applicants.

   - In terms of the Approved Resolution Plan, the Company has issued and allotted 98,74,932 equity shares of Rs. 10/- each i.e. 95% of the total shareholding to Manjeet Cotton Private Limited and its nominees presenting the Resolution Applicants and as against the existing paid-up capital held by the public shareholders, the Company has issued and allotted 5,19,748 equity shares of Rs. 10/- each i.e. 5% of the total shareholding to the public shareholders.

   - The Company had given the effect of aforesaid capital reduction in the Audited Financial Statements for the year 2023-24 and has duly filed the requisite forms with Registrar of Companies (ROC); also duly approved by the ROC, Delhi.

Based on above, the Company has filed applications regarding:
- further waiver of SOP fines;
- Name change request;
- Capital reduction application along with listing approval.

However, the said applications are pending with the both exchanges i.e. BSE & NSE for their approval.

In view of the above, the Depositories (NSDL & CDSL) are not able to give the effect of the said capital reduction.

As a consequence of above, the NSDL and RTA had considered the Benpos data with old shareholding for the sending the Notice of Postal ballot. The public shareholders have voted as per old shareholding prior to capital reduction.

Therefore, I have considered the e-voting done by the public shareholders for reckoning the votes in favour or against the proposed resolutions.

Ajit Kumar & Associates Company Secretaries CP No. 16991 New Delhi

Resolution 1: Ordinary Resolution

Material related party transactions with Manjeet Global Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:-

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
105	14270763	85	14269913	99.99	20	850	0.005

Resolution 2: Ordinary Resolution

Material related party transactions with Satyam Spinners Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
103	14270668	85	14269818	99.99	20	850	0.005

Resolution 3: Ordinary Resolution

Material related party transactions with DEEGEE COTSYN Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
103	14270668	85	14269818	99.99	20	850	0.005

Resolution 4: Ordinary Resolution

Material related party transactions with Manjeet Fibers Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
103	14270668	85	14269818	99.99	20	850	0.005

Ajit Kumar & Associates Company Secretaries C P No. 1099

Ajit Kumar

Resolution 5: Ordinary Resolution

Material related party transactions with Sukhmani Cotton Industries, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
103	14270668	85	14269818	99.99	20	850	0.005

Resolution 6: Ordinary Resolution

Material related party transactions with DV Export, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
103	14270668	85	14269818	99.99	20	850	0.005

Resolution 7: Ordinary Resolution

Material related party transactions with Man Cott Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
103	14270668	85	14269818	99.99	20	850	0.005

Resolution 8: Ordinary Resolution

Material related party transactions with Keshav Ginning and Pressing Factory, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26:

Total Valid Votes		Votes in favour			Votes Against		
Number of members voted	No. of Votes	Number of members voted	No. of Votes	Voting (%)	Number of members voted	No. of Votes	Voting (%)
103	14270668	85	14269818	99.99	20	850	0.005

Ajit Kumar & Associates C P No. 1990 New Delhi Company Secretaries

The electronic records relating to electronic voting shall be handed over to the Company Secretary for safe keeping after consideration and approval of Postal Ballot Minutes by the Chairman.

Thanking you.

Yours Sincerely,
For Ajit Kumar & Associates
Company Secretaries
ICSI Firm Unique Code: S2009DE109500
Peer Review Certificate: 5077/2023

Ajit Kumar
Practicing Company Secretary
C.P. No: 10990
FCS: 9320
Date: 20th December, 2024
Place: New Delhi
UDIN: F009320F003449451

MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON DECEMBER 20, 2024

The Board of Directors vide their resolution dated November 12, 2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

S.No.	Ordinary Resolutions
1	Material related party transactions with Manjeet Global Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.
2	Material related party transactions with Satyam Spinners Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.
3	Material related party transactions with DEEGEE COTSYN Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.
4	Material related party transactions with Manjeet Fibers Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.
5	Material related party transactions with Sukhmani Cotton Industries, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.
6	Material related party transactions with DV Export, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.
7	Material related party transactions with Man Cott Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.
8	Material related party transactions with Keshav Ginning and Pressing Factory, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26.

a) The Company had engaged the services of NSDL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.

b) The Board had appointed M/s. Ajit Kumar and Associates., Practicing Company Secretaries, (FCS 9320) (CP 10990) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date November 15, 2024, seeking approval as set out in the postal ballot notice.

d) The total number of shareholders as on the cut-off date was 35931.

e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on November 18, 2024.

f) A Public advertisement was published on November 19, 2024, in Morning standard in English and Danik Savera in Hindi.

g) The e-voting commenced on November 21, 2024 (9.00 AM IST) and closed on December 20, 2024 (5.00 PM IST).

h) The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at 5.28 PM IST on December 20, 2024, from NSDL portal in the presence of two witnesses.

i) The Scrutinizer then rendered his report to the Chairman.

j) The Scrutinizer's report was circulated to the Board. The Board noted that the resolutions set out in the postal ballot notice dated December 21, 2024 have been duly passed with requisite majority.

Resolution No.	Total shares as on the cut-off date	No. of votes polled	No. of Votes – in favor	% of Votes in favor	No. of Votes – against	% of Votes against
1	51974809	14270763	14269913	99.9940	850	0.0060
2	51974809	14270668	14269818	99.9940	850	0.0060
3	51974809	14270668	14269818	99.9940	850	0.0060
4	51974809	14270668	14269818	99.9940	850	0.0060
5	51974809	14270668	14269818	99.9940	850	0.0060
6	51974809	14270668	14269818	99.9940	850	0.0060
7	51974809	14270668	14269818	99.9940	850	0.0060
8	51974809	14270668	14269818	99.9940	850	0.0060

Note –
1. None of the promoter / promoter group members has voted in the e-voting.
2. In terms of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), have not voted to approve the above-mentioned resolutions.

k) The text of resolutions as set out in the postal ballot notice dated November 12, 2024, that were passed by the shareholders were as follows:

<u>**Resolution No- 1**</u> **Material related party transactions with Manjeet Global Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -**

To consider, and if thought fit, to pass the following Resolution 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 Global Private Limited('MGPL') and 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 Global Private Limited, for an aggregate value up to ₹40,00,00,000/- (Rupees Forty 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, 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 during the financial year 2024-25 & 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 MGPL."

"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 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."

<u>Resolution No- 2</u> Material related party transactions with Satyam Spinners Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -

To consider, and if thought fit, to pass the following Resolution 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 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 Satyam Spinners Private Limited ('SSPL') and 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 Satyam Spinners Private Limited, for an aggregate value up to ₹200,00,00,000/- (Rupees Two Hundred Crores only) for sale 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, appointment of agent for sale of goods, materials, services, selling or otherwise disposing of, or buying, leasing of property, plant and Equipment or availing or rendering any kind of services or any other business transaction to be entered during the financial year 2024-25 & 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 SSPL."

"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 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."

<u>Resolution No- 3</u> Material related party transactions with DEEGEE COTSYN Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -

To consider, and if thought fit, to pass the following Resolution 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 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 DEEGEE COTSYN Private Limited ('DEEGEE') and 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 DEEGEE COTSYN Private Limited, for an aggregate value up to ₹60,00,00,000/- (Rupees Sixty 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, 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 during the financial year 2024-25 & 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 DEEGEE."

"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 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."

<u>Resolution No- 4</u> Material related party transactions with Manjeet Fibers Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -

To consider, and if thought fit, to pass the following Resolution 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 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 Fibers Private Limited ('MFPL') and 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 Fibers Private Limited, for an aggregate value up to ₹50,00,00,000/- (Rupees Fifty Crores only) for purchase of any goods or materials or appointment of agent for purchase of goods, materials or any other business transaction to be entered during the financial year 2024-25 & 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 MFPL."

"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 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."

<u>Resolution No- 5</u> Material related party transactions with Sukhmani Cotton Industries, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -

To consider, and if thought fit, to pass the following Resolution 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 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 Sukhmani Cotton Industries ('Sukhmani') and 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 Sukhmani Cotton Industries, for an aggregate value up to ₹60,00,00,000/- (Rupees Sixty Crores only) for purchase of any goods or materials, selling or otherwise disposing of, or buying, leasing of property, plant and Equipment or appointment of agent for purchase of goods, materials, services or selling or otherwise disposing of, or buying, leasing of property, plant and Equipment and any other business transaction to be entered during the financial year 2024-25 & 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 Sukhmani."

"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 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.”

Resolution No- 6 Material related party transactions with DV Export, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -

To consider, and if thought fit, to pass the following Resolution 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 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 DV Export and 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 DV Export, for an aggregate value up to ₹40,00,00,000/- (Rupees Forty Crores only) for sale, purchase or supply of any goods or materials, appointment of agent for purchase or sale of goods, materials, or any other business transaction to be entered during the financial year 2024-25 & 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 DV Export.”

“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 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."

<u>Resolution No- 7</u> **Material related party transactions with Man Cott Private Limited, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -**

To consider, and if thought fit, to pass the following Resolution 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 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 Man Cott Private Limited ('Man Cott') and 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 Man Cott Private Limited., for an aggregate value up to ₹60,00,00,000/- (Rupees Sixty Crores only) for sale, purchase or supply of any goods or materials, appointment of agent for purchase or sale of goods, materials or any other business transaction to be entered during the financial year 2024-25 & 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 Man Cott."

"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 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."

<u>Resolution No- 8</u> **Material related party transactions with Keshav Ginning and Pressing Factory, a related party of CLC Industries Limited for the Financial year 2024-25 and 2025-26: -**

To consider, and if thought fit, to pass the following Resolution 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 continue with the existing contract(s)/arrangement(s)/transaction(s) and/or 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 Keshav Ginning and Pressing Factory ('Keshav Ginning') and 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 Keshav Ginning and Pressing Factory, for an aggregate value up to ₹40,00,00,000/- (Rupees Forty Crores only) for purchase of any goods or materials, appointment of agent for purchase of goods, materials, services or any other business transaction to be entered during the financial year 2024-25 & 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 Keshav Ginning and Pressing Factory."

"**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 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."

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.