

CLC INDUSTRIES LIMITED

(Formerly known as Spentex Industries Limited)



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 21 st November 2024, at 9:00 a.m. (IST)	Friday, 20 th December, 2024, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing ordinary Resolutions by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, CLC Industries Limited ('Company/CLC') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company www.clcindia.com.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later

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than 5:00 p.m. (IST) on Friday, 20th December, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:

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: -

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).”

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“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.”

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: -

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).”

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“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.”

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: -

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.”

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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: -

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.”

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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: -

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.”

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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.”

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: -

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

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“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.”

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: -

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

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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

By Order of the Board of Directors of CLC Industries Limited

Sd/-

Koyal Gehani

Company Secretary and Compliance Officer

Chh. Sambhajinagar,

November 12, 2024

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

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 6608663/2473363 | **Fax:** +91-240 2473563 |

Email Id: companysecretary@clcindustries.com

Website: www.clcindia.com | **CIN:** L74899DL1991PLC138153

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2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, 15th November, 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.

5. The remote e-voting shall commence on Thursday, 21st November, 2024 at 9:00 a.m. (IST) and shall end on Friday, 20th December, 2024, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.

6. The Board of Directors has appointed Mr. Ajit Kumar (Membership No. FCS 9320, CP No. 10990) proprietor of M/s. Ajit Kumar & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.

7. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.

8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.clcindia.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

9. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Friday, 20th December, 2024, at 5:00 p.m. (IST).

10. Members may download the Notice from the website of the Company at www.clcindia.com or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com

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11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to companysecretary@clcindustries.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period 21st November, 2024 to 20th December, 2024.
13. **Process to cast votes through remote e-voting:**

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 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.	<ol style="list-style-type: none">1. 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.2. 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.jsp3. 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

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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system

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	will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Narendra Dev at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@clcindustries.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@clcindustries.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors of the CLC Industries Limited

Sd/-

Koyal Gehani

Company Secretary &

Compliance Officer

Membership No. ACS: 45277

Date: 12th November, 2024

Place: Chh. Sambhajinagar

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1 to 8

The Company is engaged in manufacturing of various type of cotton yarn, which are carried out either directly or through its holding. The turnover of the Company as on March 31, 2024 is zero as there was no operation during the immediately preceding financial year. The company has recently started its business operations, to make the business more convenient, company proposes to enter into a business transaction with Related party.

In furtherance of its business activities, the Company have to enter into/will enter into transactions/contract(s)/agreement(s)/arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

All related party transactions of the Company are at arm’s length and in the ordinary course of business.

The Company have a well-defined governance process for the related party transactions undertaken by them. These transactions will be review by the Internal Auditor for arm’s length consideration and compared with the benchmarks available for similar type of transactions and this analysis is presented to the Audit Committee.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. All related party transactions as set out in this Postal Ballot Notice have been approved by the Audit Committee after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The related party transactions between the Company and their related parties as set out in this Postal Ballot Notice are also approved by the audit committee (consisting of majority of independent directors) / board of directors, as the case may be.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower of (i) ` 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

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The material related party transactions for which the approval of the members is sought are as follows:

The values of related party transactions specified in the Tables below exclude duties and taxes. The approval of the members pursuant to Resolution Nos. 1 to 8 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table no. A1 to A8.

In addition to the transactions set out in the Tables below, approval of the members is also sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out in each of the Tables below.

The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2024 to March 31, 2026.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

A1. Transactions with Manjeet Global Private Limited

S.No.	Particulars	Details															
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties -Manjeet Global Private Limited (MGPL) Relationship: Mr. Karan Singh Rajpal, Director of MGPL, is the Son of Mr. Bhupendra Singh Rajpal and Brother of the Mr. Sanchit Singh Rajpal.															
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal and Mr. Sanchit Singh Rajpal is related to the director of Manjeet Global Private Limited.															
3	Type, tenure, material terms and particulars	CLC is engaged in the business of manufacturing of various Type of cotton yarn. Manjeet Global is in the business of Cotton Bales and yarn manufacturing. CLC may sale, purchase cotton bales, sale or purchase machineries, render or may avail any kind of services and entered any type of business transaction. <table border="1"><thead><tr><th>S.No.</th><th>Nature of Transactions</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>1</td><td>Sale of goods</td><td>10.00</td></tr><tr><td>2</td><td>Purchase of goods</td><td>20.00</td></tr><tr><td>3</td><td>Job work if/any kind of services</td><td>5.00</td></tr><tr><td>4</td><td>Sale /Purchase of machinery</td><td>5.00</td></tr></tbody></table>	S.No.	Nature of Transactions	Amount in Crores	1	Sale of goods	10.00	2	Purchase of goods	20.00	3	Job work if/any kind of services	5.00	4	Sale /Purchase of machinery	5.00
S.No.	Nature of Transactions	Amount in Crores															
1	Sale of goods	10.00															
2	Purchase of goods	20.00															
3	Job work if/any kind of services	5.00															
4	Sale /Purchase of machinery	5.00															

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CLC INDUSTRIES LIMITED



(Formerly known as Spentex Industries Limited)

		<p>The above transactions will be at arm length basis and are continuing business transactions.</p> <p>Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.</p>
4	Value of the transaction	₹40,00,00,000/- (Rupees Forty Crores only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable.</p> <p>Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.</p>
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	<p>MGPL has Cotton ginning facility for last several years, they manufacture quality cotton lint which is the raw material for the making cotton yarn.</p> <p>MGPL also has state art of technology to produce different type of yarn and as well as further process the yarn as per requirement of end customer.</p>
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	As and when the transaction happened, it will review by the Internal Auditor.
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A2. Transactions with Satyam Spinners Private Limited

S.No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the Related Parties-Satyam Spinners Private Limited (SSPL)</p> <p>Relationship: Mr. Bhupendra Singh Rajpal is also the Director of SSPL, Common Directors and Common control.</p>

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2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal.									
3	Type, tenure, material terms and particulars	<p>CLC is engaged in the business of manufacturing of various type of cotton yarn.</p> <p>Satyam Spinner is in the business of cotton ginning, spinning, weaving etc.</p> <p>CLC will send yarn for further processing so that we can get better realisation of our product and avail/render any kind of services and any type of business transaction.</p> <table border="1"><thead><tr><th>S.No</th><th>Nature of Transactions</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>1</td><td>Sale of goods</td><td>50.00</td></tr><tr><td>2</td><td>Job work if/any kind of services</td><td>150.00</td></tr></tbody></table> <p>The above transactions will be at arm length basis and are continuing business transactions.</p> <p>Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.</p>	S.No	Nature of Transactions	Amount in Crores	1	Sale of goods	50.00	2	Job work if/any kind of services	150.00
S.No	Nature of Transactions	Amount in Crores									
1	Sale of goods	50.00									
2	Job work if/any kind of services	150.00									
4	Value of the transaction	₹200,00,00,000/- (Rupees Two Hundred Crores only)									
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable.</p> <p>Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.</p>									
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable									
7	Justification as to why the RPT is in the interest of the listed entity	Satyam Spinner has state art of technology to produce different type of yarn and as well as further process the yarn as per requirement of end customer. It will be benefitting the company business for better realisation of product.									
8	Any valuation or other external party report relied	As and when the transaction happened, it will review by the Internal Auditor.									

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	upon by the listed entity in relation to the transactions	
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A3. Transactions with DEEGEE COTSYN Private Limited:

S.No.	Particulars	Details															
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties- DEEGEE COTSYN Private Limited (Deegee) Relationship: Mr. Karan Singh Rajpal, Director of Deegee, is the Son of Mr. Bhupendra Singh Rajpal and Brother of the Sanchit Singh Rajpal.															
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal and Mr. Sanchit Singh Rajpal is related to Director of Deegee.															
3	Type, tenure, material terms and particulars	<p>CLC is engaged in the business of manufacturing of various type of cotton yarn.</p> <p>DEEGEE COTSYN is in the business of Cotton Ginning, knitting yarn, woollen yarn & silk yarn.</p> <p>CLC may sale, purchase cotton bales, sale or purchase machineries, render or may avail any kind of services and entered any type of business transaction.</p> <table border="1"><thead><tr><th>S.No</th><th>Nature of Transactions</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>1</td><td>Sale of goods</td><td>10.00</td></tr><tr><td>2</td><td>Purchase of goods</td><td>20.00</td></tr><tr><td>3</td><td>Job work if/any kind of services</td><td>20.00</td></tr><tr><td>4</td><td>Sale /Purchase of machinery</td><td>10.00</td></tr></tbody></table> <p>The above transactions will be at arm length basis and are continuing business transactions.</p> <p>Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.</p>	S.No	Nature of Transactions	Amount in Crores	1	Sale of goods	10.00	2	Purchase of goods	20.00	3	Job work if/any kind of services	20.00	4	Sale /Purchase of machinery	10.00
S.No	Nature of Transactions	Amount in Crores															
1	Sale of goods	10.00															
2	Purchase of goods	20.00															
3	Job work if/any kind of services	20.00															
4	Sale /Purchase of machinery	10.00															
4	Value of the transaction	₹60,00,00,000/- (Rupees Sixty Crores only)															
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of	CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable. Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.															

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	the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	DEEGEE has Cotton ginning facility for last several years, they manufacture quality cotton lint which is the raw material for the making cotton yarn. DEEGEE also has state art of technology to produce different type of yarn and as well as further process the yarn as per requirement of end customer..
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	As and when the transaction happened, it will review by the Internal Auditor.
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A4. Transactions with Manjeet Fibers Private Limited:

S.N.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties- Manjeet Fibers Private Limited (MFPL) Relationship: Mr. Rajendra Singh Rajpal, Director of MFPL, is the brother of Mr. Bhupendra Singh Rajpal
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal is related to the Director of MFPL.
3	Type, tenure, material terms and particulars	CLC is engaged in the business of manufacturing of various type of cotton yarn. Manjeet Fibre is in the business of Cotton Ginning. CLC will purchase the special cotton/organic cotton and NOP cotton-Pima cotton for the manufacturing of cotton yarn.

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		S.No. Nature of Transactions		Amount in Crores
		1	Purchase of goods	50.00
		The above transactions will be at arm length basis and are continuing business transactions.		
		Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.		
4	Value of the transaction	₹50,00,00,000/- (Rupees Fifty Crores only)		
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable. Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.		
6	Details of the transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable		
7	Justification as to why the RPT is in the interest of the listed entity	Manjeet Fibre Private Limited is in the business of Cotton Ginning (special cotton/organic cotton and NOP cotton-Pima cotton). The Company can get good quality of raw material for producing the good quality of yarn.		
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	As and when the transaction happened, it will review by the Internal Auditor.		
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.		

A5. Transactions with Sukhmani Cotton Industries:

S.N.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties- Sukhmani Cotton Industries. Relationship: Mr. Rajendra Singh Rajpal, Partner of Sukhmani, is the brother of Mr. Bhupendra Singh Rajpal

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2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal is related to the Partner of Sukhmani												
3	Type, tenure, material terms and particulars	<p>CLC is engaged in the business of manufacturing of various type of cotton yarn.</p> <p>Sukhmani Cotton Industries is in the business of Cotton ginning and trading of the pima cotton.</p> <p>CLC will purchase the Premia cotton for the manufacturing of cotton yarn and may render any kind of services and any type of business transaction.</p> <table border="1"><thead><tr><th>S.No</th><th>Nature of Transactions</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>1</td><td>Sale of goods</td><td>10.00</td></tr><tr><td>2</td><td>Purchase of goods</td><td>48.00</td></tr><tr><td>3</td><td>Sale /Purchase of machinery</td><td>2.00</td></tr></tbody></table> <p>The above transactions will be at arm length basis and are continuing business transactions.</p> <p>Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.</p>	S.No	Nature of Transactions	Amount in Crores	1	Sale of goods	10.00	2	Purchase of goods	48.00	3	Sale /Purchase of machinery	2.00
S.No	Nature of Transactions	Amount in Crores												
1	Sale of goods	10.00												
2	Purchase of goods	48.00												
3	Sale /Purchase of machinery	2.00												
4	Value of the transaction	₹60,00,00,000/- (Rupees Sixty Crores only)												
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable.</p> <p>Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.</p>												
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable												
7	Justification as to why the RPT is in the interest of the listed entity	The Company can get good quality of raw material for producing the good quality of yarn and process the yarn as per the requirement of end customer.												
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	As and when the transaction happened, it will review by the Internal Auditor.												

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9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
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A6. Transactions with DV Export:

S.N.	Particulars	Details									
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties- DV Export Relationship: Mr. Sanchit Singh Rajpal is the proprietor of this firm.									
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal and Mr. Sanchit Singh Rajpal									
3	Type, tenure, material terms and particulars	<p>CLC is engaged in the business of manufacturing of various type of cotton yarn.</p> <p>DV Export is in the business of trading import and export of cotton Bales and Yarn.</p> <p>CLC will purchase imported/ domestic cotton and sell yarn for export.</p> <table border="1"><thead><tr><th>S.No</th><th>Nature of Transactions</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>1</td><td>Sale of goods</td><td>20.00</td></tr><tr><td>2</td><td>Purchase of goods</td><td>20.00</td></tr></tbody></table> <p>The above transactions will be at arm length basis and are continuing business transactions.</p> <p>Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.</p>	S.No	Nature of Transactions	Amount in Crores	1	Sale of goods	20.00	2	Purchase of goods	20.00
S.No	Nature of Transactions	Amount in Crores									
1	Sale of goods	20.00									
2	Purchase of goods	20.00									
4	Value of the transaction	₹40,00,00,000/- (Rupees Forty Crores only)									
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable.</p> <p>Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.</p>									
6	Details of the transaction relating to any loans, inter-corporate deposits, advances	Not Applicable									

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	or investments made or given by the listed entity or its subsidiary	
7	Justification as to why the RPT is in the interest of the listed entity	DV EXPORT will help the Company to import the cotton lint for producing the yarn and export the yarn as well.
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	As and when the transaction happened, it will review by the Internal Auditor.
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A7. Transactions with Man Cott Private Limited:

S.N.	Particulars	Details									
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties- Man Cott Private Limited Relationship: Mr. Bhupendra Singh Rajpal is the Director of Man Cott, Common Directors and Common control.									
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal									
3	Type, tenure, material terms and particulars	<p>CLC is engaged in the business of manufacturing of various type of cotton yarn.</p> <p>Man Cott Private Limited is in the business of cotton ginning.</p> <p>CLC will purchase cotton bales as raw material for producing yarn and may sale the yarn also.</p> <table border="1"><thead><tr><th>S.No</th><th>Nature of Transactions</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>1</td><td>Sale of goods</td><td>10.00</td></tr><tr><td>2</td><td>Purchase of goods</td><td>50.00</td></tr></tbody></table> <p>The above transactions will be at arm length basis and are continuing business transactions.</p> <p>Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.</p>	S.No	Nature of Transactions	Amount in Crores	1	Sale of goods	10.00	2	Purchase of goods	50.00
S.No	Nature of Transactions	Amount in Crores									
1	Sale of goods	10.00									
2	Purchase of goods	50.00									
4	Value of the transaction	₹60,00,00,000/- (Rupees Sixty Crores only)									
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of	CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable.									

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	the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.
6	Details of the transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	The company get the good quality of cotton lint as the raw material for producing the quality yarn.
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	As and when the transaction happened, it will review by the Internal Auditor.
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A8. Transactions with Keshav Ginning and Pressing Factory:

S.N.	Particulars	Details						
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties- Keshav Ginning and Pressing Factory (Keshav ginning) Relationship: Mr. Karan Singh Rajpal, Partner of Keshav Ginning, is the Son of Mr. Bhupendra Singh Rajpal and Brother of the Sanchit Singh Rajpal.						
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhupendra Singh Rajpal and Mr. Sanchit Singh Rajpal						
3	Type, tenure, material terms and particulars	<p>CLC is engaged in the business of manufacturing of various type of cotton yarn. Keshav Ginning and Pressing Factory is in the business of cotton ginning. CLC will purchase cotton bales as raw material.</p> <table border="1"> <thead> <tr> <th>S.No</th> <th>Nature of Transactions</th> <th>Amount in Crores</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of goods</td> <td>40.00</td> </tr> </tbody> </table> <p>The above transactions will be at arm length basis and are continuing business transactions. Approval of the members is being sought for the aforesaid and allied transactions for 2 financial years i.e., FY 2024-25 and FY 2025-26.</p>	S.No	Nature of Transactions	Amount in Crores	1	Purchase of goods	40.00
S.No	Nature of Transactions	Amount in Crores						
1	Purchase of goods	40.00						

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4	Value of the transaction	₹40,00,00,000/- (Rupees Forty Crores only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	CLC Industries Limited has no subsidiary, therefore, no consolidated turnover is applicable. Further, there was no operating income/ turnover for immediately preceding financial year. As a result, the % of materiality cannot be ascertained.
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	The company get the good quality of cotton lint as the raw material for producing the yarn.
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	As and when the transaction happened, it will review by the Internal Auditor.
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Mr. Bhupendra Singh Rajpal and Mr. Sanchit Singh Rajpal, Directors of the Company, who are interested to the extent of their or their relative's directorship on the board and/or to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the above said transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 1 to 8 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Ordinary Resolutions set out at Item Nos. 1 to 8 of this Postal Ballot Notice for approval by the members.

By Order of the Board of Directors of CLC Industries Limited.

Sd/-

Koyal Gehani

Company Secretary & Compliance Officer

Chh. Sambhajinagar,

12th November, 2024

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