CLENON
ENTERPRISES LTD

To,
The Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Maharashtra State, India

**Date: 08.09.2026**

**Scrip Code: 517564**

**Sub: Submission of Notice convening 35th Annual General Meeting of the Company**
**Ref: Reg. 30 of SEBI (LODR) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Notice convening 35th Annual General Meeting of the Company scheduled to be held on Wednesday, 30th September, 2026 at 10:00 A.M.(IST) at Navodaya Colony Welfare Association, Navodaya Colony, Gudimalkapur, Mehdipatnam, Hyderabad, Telangana – 500028.

You are requested to kindly take the same on your records.

**Thanking You,**
**Yours Truly,**
**For Clenon Enterprises Limited**

NITIN KUMAR
Digitally signed by NITIN KUMAR
Date: 2026.09.08 11:23:24 +05'30'

**Nitin Kumar Mathur**
**Whole-time director**
**DIN: 06451862**

*Enclosure: AGM Notice*

# Notice

**NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING ("AGM") OF CLENON ENTERPRISES LIMITED (FORMERLY KNOWN AS "G.R. CABLES LIMITED") WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER 2026, AT 10:00 A.M. (IST) AT NAVODAYA COLONY WELFARE ASSOCIATION, NAVODAYA COLONY, GUDIMALKAPUR, MEHDIPATNAM, HYDERABAD, TELANGANA – 500028 TO TRANSACT THE FOLLOWING BUSINESSES-**

## ORDINARY BUSINESS:

### 1. ADOPTION OF STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

*To consider and, if thought fit, to pass with or without modification following resolution as an ORDINARY RESOLUTION*:

**"RESOLVED THAT** the audited standalone financial statements including the Balance Sheet of the Company as at March 31, 2026, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on 31st March, 2026 together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted.**"**

### 2. ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the audited Consolidated financial statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

*To consider and, if thought fit, to pass with or without modification following resolution as an ORDINARY RESOLUTION*:

**"RESOLVED THAT** the audited Consolidated financial statements including the Balance Sheet of the Company as at March 31, 2026, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on 31st March, 2026 together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted.**"**

### 3. RE- APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

To consider and, if thought fit, to pass with or without modification following resolution as an *ORDINARY RESOLUTION*:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act,2013, and other applicable provisions of the Companies Act,2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including statutory modification(s) and re-enactment thereof), if any, Mr. Nitin Kumar Mathur (DIN: 06451862) who retires by rotation at this Annual General Meeting and being eligible for re-appointment has given his consent to be reappointed, be and is hereby re-appointed as an Executive Non-Independent Whole-time Director of the Company.

**RESOLVED FURTHER THAT** any Director and / or the Company Secretary of the company be and are hereby severally authorized to take steps, as may be required for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things, as may be necessary to give effect to this resolution."

## SPECIAL BUSINESS:

### 4. TO SELL PROPERTY/UNDERTAKING UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, the following resolution as a *SPECIAL RESOLUTION:*

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee duly constituted by the Board or any person(s) authorized by the Board) to sell, transfer, convey, assign, lease, surrender, relinquish, mortgage, charge, dispose of or otherwise deal with, in whole or in part, any of the immovable properties, assets, land, buildings and/or rights and interests therein, presently owned or to be acquired by the Company, whether situated in India or otherwise, notwithstanding that the aggregate value of the undertaking(s) or property(ies) proposed to be transferred, disposed of or otherwise dealt with, together with the undertaking(s) or property(ies), if any, already transferred, disposed of or otherwise dealt with by the Company, may exceed the limits prescribed under Section 180(1)(a) of the Act, on such terms and conditions, for such consideration and to such person(s), including any body corporate, entity, institution or other person, as the Board may deem fit and appropriate in the best interests of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalise and execute all the documents, deeds, agreement, writings including survey of the land, negotiation with parties, Government of India etc., as may be necessary to be executed in respect of transfer of abovementioned undertaking/property with effect from such date and in such manner as may be decided by the Board and to make applications to the regulatory authorities or other persons for the purpose of obtaining all approvals and sanctions as required to be obtained by the Company in this regard and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this resolution including without limitation and to settle any questions, difficulties or doubts that may arise in this regard.**"**

### 5. APPROVAL OF BORROWING LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee duly constituted by the Board or any person(s) authorized by the Board), to borrow from time to time, any sum or sums of money, in such manner and on such terms and conditions as the Board may deem fit, whether by way of loans, advances, credit facilities, debentures, bonds or other securities or otherwise, from banks, financial institutions, companies, bodies corporate, funds or other persons, whether in India or abroad, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** the total amount so borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, shall not exceed ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) at any point of time, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to arrange, finalise and settle the terms and conditions of all such borrowings, including the terms relating to interest, repayment, security, tenure and other matters, and to execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution, and to delegate all or any of the powers conferred upon it by this resolution to any Committee of the Board, Director(s), Chief Financial Officer, Company Secretary or such other officer(s) of the Company as it may deem fit."

### 6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

To consider and, if thought fit, to pass, the following resolution as an *ORDINARY RESOLUTION:*

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table below commencing from the conclusion of Annual General Meeting to be held for Financial Year 2025-26 till the conclusion of next Annual General Meeting to be held for Financial Year 2026-27 with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the ordinary course of business and on arm's length basis, within the aggregate limits and during the financial year 2026-27:

**INR in Cr.**

| S.N. | Name of the related party | Relation | Nature of Transaction | Tenure | Maximum Value |
|---|---|---|---|---|---|
| 1. | Mr. Srinivas Pagadala | Director and Promoter of the Company | Sell of Investment in subsidiary to the related party at fair valuation. | 1 Year | Upto 3.00 |
| 2. | Clenon Properties Private Limited | Wholly Owned Subsidiary | Transfer of Land admeasuring Acre 09.36 guntas in Sy Nos.60/1, 60/A/2/2,60/AA/1/2,63/AA,66/A at Rangareddyguda ( V), Rajapur (M), Mahaboobnagar Dist to Clenon Properies Ltd, at a valuation as may be arrived by any approved valuer, by way of issue of shares by Clenon Properties Private Limited, towards discharge of liability. | 1 Year | Upto 3.00 |

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise, negotiate, modify and settle the terms and conditions of the aforesaid transaction(s), including the consideration, tenure, payment terms and other commercial terms, within the limits approved by the Members, and to execute and deliver all agreements, contracts, deeds, documents and writings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution, including delegation of all or any of the powers conferred upon it by this Resolution to any Director, Key Managerial Personnel, officer or authorised representative of the Company, as it may deem appropriate."

## 7. APPROVAL FOR LOANS, GUARANTEES, SECURITIES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED**, that pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, subject to all such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make loan(s) in one or more tranches and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate up to a limit of Rs. upto 200,00,00,000/- (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** the consent of the members, be and is hereby accorded to the Board, including any Committee thereof, to give any loan to, or give any guarantee or provide any security in connection with any loan to, or acquire securities of, the wholly-owned subsidiaries of the Company and/or such subsidiary companies or other entities as may be identified by the Board for the purposes of acquisition, investment, merger, amalgamation, restructuring or other strategic transactions, for such amounts and on such terms and conditions as may be determined by the Board/Committee thereof, subject to the limits and conditions prescribed under the Act and the rules made thereunder.

**RESOLVED FURTHER THAT**, that for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits up to which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

## 8. ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, subject to all such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), for the alterations in the existing Object Clause of the Memorandum of Association ("the MOA") of the company in the following manner:

Clause III(A)(2) of the MOA be and is hereby substituted in totality with the following new sub-clause:

***Clause III (A) (2):*** *"To carry on the business of generation, production, development, transmission, distribution, supply, sale, purchase, trading and storage of renewable, conventional and non-conventional energy, including solar and wind power; and to manufacture, assemble, develop, buy, sell, import, export, supply, install, operate and maintain solar power systems, wind energy equipment, including Battery Energy Storage System, smart meters, electric vehicle charging stations, charging infrastructure, energy management systems and all kinds of electrical, electronic and allied equipment and components, and to undertake engineering, procurement, construction, operation and maintenance activities and other allied, incidental or ancillary activities in connection therewith."*

**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary be and are hereby authorised, severally, to do all such acts, deeds, matters and things, and to execute, sign and submit all such applications, forms, declarations, documents, papers and writings as may be necessary, proper, expedient or desirable for giving effect to this resolution, including filing of Form MGT-14 and other requisite e-forms, returns and documents with the ROC/MCA, making necessary filings and intimations with SEBI and the Stock Exchanges, and to make such alterations, modifications, corrections or amendments thereto as may be required by the ROC/MCA, SEBI, Stock Exchanges or any other competent authority."

**By order of the Board of Directors**
**Clenon Enterprises Limited**

Date:07.09.2026
Sd/-
Place: Hyderabad

**Nitin Kumar Mathur**
**Whole-time Director**
**DIN: 06451862**

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.

5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.

9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting.

10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to Share Transfer Agents of the Company for their doing the needful.

11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

14. Electronic copy of the Annual Report for 2023-24 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

15. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2025-26 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id.

16. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from cut-off date being 05.12.2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

**Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Bigshare Services Private Limited.

**1. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

i) The voting period begins on 27$^{th}$ September, 2026 at 09:00 A.M. and ends on 29$^{th}$ September, 2026 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv) <u>In terms of **SEBI circular** </u>**no. SEBI/HO/CFD/CMD/CIR/P/2020/242** <u>**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.</u>

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
| --- | --- |
| **Individual Shareholders holding securities in** | 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 URL for users to login to Easi/Easiest is |

| | |
|---|---|
| **Demat mode with CDSL** | https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br><br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.<br><br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br><br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. |
| **Individual Shareholders holding securities in demat mode with NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period.<br><br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period.<br><br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be |

| | |
|---|---|
| | redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| **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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| **Individual Shareholders holding securities in Demat mode with CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33. |
| **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- 48867000. |

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.

  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note***
*If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE**: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?

- Enter “**User ID”** and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

**NOTE**: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password**?
- Enter “**User ID”** and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**.

  *(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

  **Note**: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

### Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|---|---|
| **Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.** | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338 |

The voting period begins on 27th September, 2026 at 09:00 A.M. and ends on 29th September, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

M/s. Pawan Jain & Associates, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and the same shall be communicated to the BSE Limited.

The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

## Item No. 4

***TO SELL PROPERTY/UNDERTAKING UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013***

The Company, in the ordinary course of its business and in order to optimise its resources, meet its business requirements and/or unlock value from its assets, may consider selling, transferring, leasing or otherwise disposing of certain immovable properties, assets, land, buildings and/or rights and interests therein owned by the Company, as and when considered appropriate by the Board of Directors.

Accordingly, approval of the Members is sought pursuant to Section 180(1)(a) and other applicable provisions of the Act, to authorise the Board of Directors of the Company ("Board") to sell, transfer, convey, assign, lease, surrender, relinquish, mortgage, charge, dispose of or otherwise deal with, in whole or in part, any of the immovable properties, assets, land, buildings and/or rights and interests therein, presently owned or to be acquired by the Company, on such terms and conditions, for such consideration and to such person(s) as may be determined by the Board, in the best interests of the Company.

The Board believes that the proposed authorisation will provide the Company with the necessary flexibility to take timely commercial decisions in respect of its immovable properties and assets, depending upon the prevailing business, financial and market conditions.

The Board of Directors of the Company accordingly recommends the resolution at Item No.04 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

## Item No. 5

***APPROVAL OF BORROWING LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013***

The Company is required to have adequate financial resources to meet its working capital requirements, capital expenditure, business expansion plans, refinancing requirements and other general corporate purposes.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot borrow monies, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, unless the Members approve the same by way of a Special Resolution.

Accordingly, it is proposed to obtain the approval of the Members by way of a Special Resolution authorising the Board of Directors to borrow monies, notwithstanding that the aggregate of the monies already borrowed and the monies proposed to be borrowed may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowings shall not exceed ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) at any point of time, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The Board believes that the proposed authorisation under Section 180(1)(c) of the Companies Act, 2013 will enable the Company to meet its funding requirements in a timely and efficient manner and provide the necessary flexibility to avail various financing options for its working capital requirements, capital expenditure, business expansion, refinancing of existing borrowings and other general corporate purposes, as may be considered appropriate in view of the prevailing business, financial and market conditions.

The Board of Directors of the Company accordingly recommends the resolution at Item No.05 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

## Item No. 6

### *APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS*

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules. Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the Related Party Transactions in one or more tranches.

Minimum Information to be provided to the shareholders for approval of Material RPTs: In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

**1. DISCLOSURE OF TRANSACTION WITH MR. SRINIVAS PAGADALA DIRECTOR OF THE COMPANY**

**A1. Basic details of the related party**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Name of the related party | Mr. Srinivas Pagadala |
| 2. | Country of incorporation of the related party | N.A. |
| 3. | Nature of business of the related party | N.A. |

**A2. Relationship and ownership of the related party**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 4. | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party | Director and promoter of the company |
| 5. | Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related Party | N.A. |
| 6. | Shareholding of related party, whether direct or indirect, in the listed / subsidiary (in case of transaction involving the subsidiary) | 68.74% |

**A3. Financial performance of the related party:** Not Applicable, as Mr. Srinivas Pagadala, an individual Director and Promoter of the Company, is the related party in the proposed transaction. Accordingly, financial performance data of the related party is not applicable.

**A4. Details of previous transactions with the related party.**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|

| | | |
|---|---|---|
| 7. | Total amount of the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. | <table><tr><th>F.Y.</th><th>Particulars</th><th>Amount (in INR)</th></tr><tr><td>2025-26</td><td>Unsecured Loan provided to company (as on 31st March, 2026)</td><td>6,78,29000</td></tr><tr><td>2024-25</td><td>Unsecured Loan provided to company (as on 31st March, 2025)</td><td>7,78,69000</td></tr><tr><td>2023-24</td><td>Unsecured Loan provided to company (as on 31st March, 2024)</td><td>7,44,17000</td></tr></table> |
| 8. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders). | Nil, other than the outstanding loan given by the related party outstanding as on date. |
| 9. | Whether prior approval of Audit Committee has been taken for the above mentioned transactions | yes |
| 10. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year | No |

**A5. Amount of the proposed transaction.**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 11. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders | Upto Rs. 3 Crores based upon the fair value of the investment |
| 12. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards | Yes. The proposed transaction, together with the transactions already undertaken with the Related Party during the current financial year, exceeds the applicable materiality threshold under Regulation 23 of the SEBI LODR Regulations and, accordingly, constitutes a **Material Related Party Transaction**. |
| 13. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 84.82% |
| 14. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction) | Not Applicable, as there is no revenue generated by Subsidiary company |

**B. Details for specific transactions**

**B(1). Basic details of proposed transactions to be approved.**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Sale/transfer of equity shares of Clenon Enterprises Limited to Mr. Srinivas Pagadala, Director and Promoter of the Company, at fair value as may be determined by the registered valuer |

| | | |
|---|---|---|
| 2. | Details of the proposed transaction | Sale/transfer of equity shares of Clenon Enterprises Limited to Mr. Srinivas Pagadala, Director and Promoter of the Company, at fair value as may be determined by the registered valuer and discharge the payment consideration by utilisation of the unsecured loan provided by Mr. Srinivas Pagdala. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 12 months |
| 4. | Indicative date / timeline for undertaking the transaction | 1 Year |
| 5. | Whether omnibus approval is being sought? | No |
| 6. | Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. | NA |
| 7. | Whether the RPTs proposed to be entered into are:<br>(i) not prejudicial to the interest of public shareholders, and<br>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party | Yes, the RPTs proposed to be entered into are not prejudicial to the interest of public shareholders and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party |
| 8. | Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders. | The proposed transaction is intended to facilitate the discharge of the Company's outstanding unsecured loan liability to Mr. Srinivas Pagadala, Director and Promoter of the company by way of Sale/transfer of equity shares to Srinivas Pagadala & Associates. The transaction will enable the Company to reduce its financial liabilities, strengthen its capital structure and settle the outstanding liability without any immediate cash outflow. |
| 9. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | Except Mr. Srinivas Pagadala, no other promoter(s), director(s) or key managerial personnel of the listed entity have any direct or indirect interest in the transaction. |
| 10. | Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. | Nil |
| 11. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | The valuation report, if applicable, shall be placed before the Audit Committee |
| 12. | Other information relevant for decision making. | All relevant information and material facts relating to the proposed RPT, including the nature of the transaction, consideration, rationale, valuation and financial implications, form part of the statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013. |

**B(2). <u>Additional details</u> for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 13. | Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids. | NA |
| 14. | Best bid / quotation received | Not Applicable. |

| | | |
|---|---|---|
| | If comparable bids are available, disclose the price and terms offered. | |
| 15. | Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received. | Nil |
| 16. | Where bids were not invited, the fact shall be disclosed along with the justification for the same. | NA |
| 17. | Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders. | The proposed transaction will facilitate the discharge of company's liability without any immediate cash outflow. |
| 18. | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate. | The proposed transaction will facilitate the discharge of company's liability without any immediate cash outflow. |
| 19. | Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: | Not applicable |
| 20. | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking | Not applicable |
| | a. Expected impact on turnover | N.A. |
| | b. Expected impact on net worth | N.A. |
| | c. Expected impact on net profits | N.A. |
| 21. | Detail so earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months. | Nil |
| 22. | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details. | NO |
| 23. | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary? | No |
| 24. | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary? | Yes the transaction involves sell of investment in Clenon Properties Private limited to the Related party |
| 25. | Are there any other major non-financial reasons for going ahead with the proposed transaction? | It will reduce financial obligations, strengthen the capital structure |

**2. DISCLOSURE OF RELATED PARTY TRANSACTION WITH CLENON PROPERTIES PRIVATE LIMITED (WOS)**

**A1. Basic details of the related party**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 15. | Name of the related party | Clenon Properties Private Limited |
| 16. | Country of incorporation of the related party | India |
| 17. | Nature of business of the related party | To acquire, develop, own, operate, lease, sell, and manage real estate, warehousing, logistics, industrial and commercial infrastructure, and provide end-to-end logistics, supply chain, transportation, storage, and technology-enabled solutions. |

**A2. Relationship and ownership of the related party**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 18. | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party | Wholly Owned Subsidiary |
| 19. | Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related Party | Clenon Enterprises Limited holds 99% of paid-up capital of Clenon Properties Private Limited. Direct wholly owned subsidiary of the Company |
| 20. | Shareholding of related party, whether direct or indirect, in the listed / subsidiary (in case of transaction involving the subsidiary) | Nil |

**A3. Financial performance of the related party**

| S.N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 21. | Standalone turnover of the related party for each of the last three financial years: | |
| | *FY 2025-26* | Nil |
| | *FY 2024-25* | N.A. |
| | *FY 2023-24* | N.A. |
| 22. | Standalone net worth of the related party for each of the last three financial years: | |
| | *FY 2025-26* | Rs. 1,00,000 |
| | *FY 2024-25* | N.A. |
| | *FY 2023-24* | N.A. |
| 23. | Standalone net profits of the related party for each of the last three financial years: | |
| | *FY 2025-26* | Nil |
| | *FY 2024-25* | N.A. |
| | *FY 2023-24* | N.A. |

**A4. Details of previous transactions with the related party.**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 24. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last three financial year | During the F.Y. 2025-26, Clenon Properties Private Limited has taken loan of Rs. 4,95,000 from Clenon Enterprises Limited. |
| 25. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders). | Nil |
| 26. | Whether prior approval of Audit Committee has been taken for the above mentioned transactions | Yes |
| 27. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year | No |

**A5. Amount of the proposed transaction.**

| S. N. | Particulars of The information | Information provided by the management |
|---|---|---|
| 28. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders | Upto Rs 3 Crore |
| 29. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards | Yes. The proposed transaction, together with the transactions already undertaken with the Related Party during the current financial year, exceeds the applicable materiality threshold under Regulation 23 of the SEBI LODR Regulations and, accordingly, constitutes a **Material Related Party Transaction**. |
| 30. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 84.82% |
| 31. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction) | Not Applicable |

**B. Details for specific transactions**

**B(1). Basic details of proposed transactions to be approved.**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 26. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Sale/transfer of approximately 09 acres and 36 Guntas of land situated at Survey Nos. 60/1, 60/A/2/2, 60/AA/1/2 63/A, 63/AA, 66/A, Rangareddyguda Village, Rajapur Mandal, Mahabubnagar District – 509301, Telangana, India, by Clenon Enterprises Limited (CEL) to Clenon Properties Private Limited (WOS), against consideration other than cash, discharging the liability (payment of consideration) by way of issue/allotment of equity shares of Clenon Properties Private Limited to Clenon Enterprises Limited equivalent to fair value of the land to be derived by way of valuation report. |
| 27. | Details of the proposed transaction | The company proposed to Sale/transfer the land as mentioned above, to Clenon Properties Private Limited, a wholly owned subsidiary. As consideration for such sale/transfer, Clenon Properties Private Limited shall issue and allot equity shares to Clenon Enterprises Limited. (The consideration shall be the fair value of the land) |
| 28. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 12 months |
| 29. | Indicative date / timeline for undertaking the transaction | 1 year |
| 30. | Whether omnibus approval is being sought? | No |
| 31. | Whether the RPTs proposed to be entered into are:<br>(i) not prejudicial to the interest of public shareholders, and<br>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party | Yes, the RPTs proposed to be entered into are not prejudicial to the interest of public shareholders and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party |
| 32. | Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the | The proposed transaction involves transfer of the unutilised land of the Company to Clenon Properties Private Limited, a wholly owned subsidiary, against consideration by way of issue/allotment of equity shares. The transaction |

| | | |
|---|---|---|
| | listed entity and its public shareholders. | will enable the Company to reduce its financial liabilities, strengthen its capital structure and optimize its assets in a more beneficial manner |
| 33. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | Except, Mr. Srinivas Pagadala, Related Party, being a director and promoter of the Company, No promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction, whether directly or indirectly. |
| 34. | Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. | Mr. Srinivas Pagadala, Director of Clenon Properties Private Limited, hold 68.74% of paidup capital in the listed entity. |
| 35. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Yes, the valuation report, shall be placed before the Audit Committee for the proposed transaction. |
| 36. | Other information relevant for decision making. | All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013. |

**B(2). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary**

| S. N. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Source of funds in connection with the proposed transaction along with details of process followed to obtain bids. | Since the consideration for the proposed sell/transfer of the land is in the form of equity shares to be issued and allotted by Clenon Properties Private Limited, a wholly owned subsidiary of the Company, no monetary consideration is involved in the proposed transaction. Accordingly, no funds are proposed to be raised or deployed by the Company, and therefore, there is no source of funds applicable to the proposed Related Party Transaction.<br>The detailed process followed to obtain bids does not applicable to this transaction. |
| 2. | Purpose for which funds shall be utilized by the investee company. | NA |
| 3. | Where any financial indebtedness is incurred to make investment, specify the following: | No |
| 4. | Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)) | Not applicable |
| 5. | Expected annualised returns | Not Applicable. |
| 6. | Returns on past investments in the related party over the last three financial years | N.A. |
| 7. | Details of asset-liability mismatch position, if any, post investment | N.A. |
| 8. | Whether any regulatory approval is required. If yes, whether the same has been obtained. | No |

The Board of Directors of the Company accordingly recommends the resolution at Item No.06 for approval of the members as an Ordinary Resolution.

None of the Related Parties shall vote in the resolution. Except Mr. Srinivas Pagadala, Director and his respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

## Item No. 7

***APPROVAL FOR LOANS, GUARANTEES, SECURITIES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013***

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act"), a company is permitted to, directly or indirectly, give loans, provide guarantees or securities in connection with loans availed by any other body corporate and acquire securities of any other body corporate, subject to the limits prescribed thereunder. Any loan, investment, guarantee or security exceeding the limits specified under Section 186 of the Act requires prior approval of the shareholders by way of a Special Resolution.

Accordingly, in order to provide greater financial flexibility and enable the Company to support its future expansion plans, acquisitions and other business requirements, including by way of loans, investments and/or provision of guarantees or securities for loans availed by bodies corporate, the Board of Directors, based on the recommendation of the Audit Committee, has considered it appropriate to seek the approval of the Members under Section 186 of the Act.

The Board is of the opinion that the proposed authority is in the interest of the Company and will provide the necessary flexibility to the Company to undertake investments and extend financial assistance, including to its Wholly Owned Subsidiaries and other bodies corporate, whenever considered necessary and commercially expedient.

The Board of Directors of the Company accordingly recommends the resolution at Item No.07 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

## Item No. 8

***ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY***

The Company is presently engaged, inter alia, in activities relating dealing in energy including Crude oil & petroleum products, Bio-fuels, Green Energy, Alternative Energy, petrochemical products, Water Treatment Management Technology and Engineering Products. With the objective of expanding and diversifying its business activities and to enable the Company to undertake opportunities in the renewable energy and allied sectors, the Board of Directors of the Company ("Board"), at its meeting held on 7th September, 2026, has considered and approved the proposal for alteration of the existing Object Clause of the Memorandum of Association of the Company ("MOA"), subject to the approval of the Members of the Company and such other approvals, consents, sanctions and permissions as may be required.

The proposed alteration is intended to broaden and suitably align the main objects of the Company with its proposed business activities in the renewable energy and allied sectors. The proposed object clause will enable the Company to undertake, among other activities, generation, production, development, transmission, distribution, supply, sale, purchase, trading and storage of renewable and non-conventional energy, including solar and wind power, as well as activities relating to solar power systems, wind energy equipment, smart meters, electric vehicle charging stations, charging infrastructure, energy management systems and allied electrical and electronic equipment and components.

Accordingly, it is proposed to substitute the existing **Clause III(A)(2)** of the MOA with the new sub-clause as set out in the resolution forming part of this Notice.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of the Object Clause of the MOA requires the approval of the Members by way of a **Special Resolution**.

A copy of the existing MOA and the draft of the altered MOA incorporating the proposed amendment will be available for inspection by the members during business hours up to the date of the ensuing Annual General Meeting and will also be made available at the Annual General Meeting.

The Board of Directors is of the view that the proposed alteration of the Object Clause is in the best interests of the Company and its Members and accordingly recommends the resolution set out at **Item No. 8** of this Notice for approval of the Members by way of a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

**By order of the Board of Directors**
**Clenon Enterprises Limited**

Date:07.09.2026
Place: Hyderabad

sd/-
**Nitin Kumar Mathur**
**Whole-time Director**
**DIN: 06451862**