

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY CLARA INDUSTRIES LIMITED FOR THE FINANCIAL YEAR 2023-24 WILL BE HELD ON TUESDAY, FEBRUARY 06, 2024 AT 3:00 P.M. AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY AT 127/1 GRAM SIMBHALKA JUNARDAR PARAGNA, TESHIL AND DISTRICT SAHARANPUR-247001, UTTAR PRADESH, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

Special Businesses:

1. To Approve Alteration of Memorandum of Association of the Company.

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Rules made thereunder, as may be amended from time to time the consent of the Shareholders of the Company be and is hereby accorded to alter the object clause of the Memorandum of Association of Company as follows:

ADDITION IN CLAUSE III [a] 1. OF THE MEMORANDUM OF ASSOCIATION

Addition of new word ‘manufacturing of Paper and all type of food packaging products and manufacturing of Machines and assembling of machines parts’ to the Existing Clause III (a) 1. of the Memorandum of Association of the Company as follows:

To provide manufacturing of Paper and all type of food packaging products and manufacturing of Machines and assembling of machines parts, manufacturing of LDPE, HDPE, PP, BOPP, ADHESIVE TAPES and its related products & activities also to carry on the business of Manufacturers and traders of Plastic bags, Industrial packaging SELF ADHESIVE TAPES. PRINTING AND PLAIN MULTI-LAYERED FLEXIBLE PACKAGING. MANUFACTURER OF PP PLASTIC MATS, TWINE AND ROPES. To carry on business of importers, exporters, manufacturers, agents and representatives and dealers in all kinds of plastic raw materials and products. To carry on the business of Manufacturers, Fabricators, Processors, Stockiest, Importers, Exporters, Distributors, Molders, Agents, Contractors, Whole-sellers, Retailers, Dealers and Stores of Plastic, PVC, Synthetic raw materials and such other powder of all description and its products including Polystyrene, Nylon, Bakelite, Cellulose, Acetate High Impact Polystyrene, Polyvinyl Chloride Compound, Urea-formaldehyde, Urea, Carbon black Polypropylene Polystyrene, Acrylonitrile (SAN), Poly carbonate (PC) Polyethylene fabrics, Plasticizers, Polymers, resin and articles of all description for industrial, Commercial, Agricultural and domestic purposes of composition of synthetics, plastic P.V.C and

other such raw-materials and its products. To carry on business of plastic recycling and as dealers in plastic raw materials, resins, goods and articles connected with the plastic manufacturing industry.

2. TO APPROVE RELATED PARTY TRANSACTION WITH CLARA PACKING SOLUTIONS LIMITED HAVING COMMON DIRECTORS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with Clara Packing Solutions Limited having common directors and its subsidiary as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties. Related Party transaction with Clara Packing Solutions Limited of maximum amount per annum is upto Rs. 25,00,000,00 include all type of related parties.

RESOLVED FURTHER THAT consent of members of the Company approved all the transactions with Clara Packing Solutions Limited in Current year and preceding years of related party transactions.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

3. To approve Joint Venture Agreements for paper and paper packaging business enterprises:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT consent Members of the Company be and hereby accorded to enter into and execute with any party, person or relevant authority as may be required, all such, contracts, agreements and Joint Venture for paper and paper packaging business enterprises, such Joint venture agreements as may be necessary or requisite for the purpose of carrying on the business operations of the Company efficiently.

RESOLVED FURTHER THAT Mr. Nikhil Kukreja, CFO of the Company, be and is hereby authorized to sign and execute with any party. Person or relevant authority as may be required, all such contacts/ agreements/ any other documents on behalf of the Company, in relation to the performance of the business of the Company as may be necessary or requisite on behalf of the Company, and any modifications agreed to therein and to do all such things as may be required in connection therewith and that such contracts and/or agreements shall binding on the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board of
Clara Industries Limited

Sd-

Parry Kukreja
Managing Director
DIN: 06649401

Place: Saharanpur
Date: January 15, 2024

NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 ("Act") relating to Item Nos. 1 to 2 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17 / 2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.clara.co.in . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com
5. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.

8. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on January 15, 2023.
9. Members may kindly take note for "Green Initiative in the Corporate Governance" in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address info@clara.co.in quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
10. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
11. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11.30 A.M to 2.00 P.M up to the date of declaration of the results of postal ballot.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer / transmission of name / transposition of name.
13. Members / Proxies are requested to bring their Attendance Slip for attending the meeting.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Extra Ordinary General Meeting will be available on Company's website www.clara.co.in for their download.
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.



CLARA INDUSTRIES LTD.

CIN:- L25209UP2021PLC151537

Regd. Office :- 127/1, Gram Simbhalka JunardarPargana, Tehsil and District Saharanpur.
Pincode :- 247001 Uttar Pradesh, India

Phone :- +91 8171884399, Email :- info@clara.co.in Website :- www.clara.co.in

17. For any assistance or information about shares etc. members may contact the Company.
18. Mr. Ashish Verma, Practicing Company Secretary, (COP No.: 22530) has been appointed as the Scrutinizer for conducting the Postal Ballot Process at the EGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company and shall make, within 2 working of the conclusion of EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. 20.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.clara.co.in The same will be communicated to the stock exchanges where the Company shares are listed viz. SME Platform of BSE Limited.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES 2013:

Item No. 1:

In order to take advantage of the growing opportunities in various fields of business, the Board of Directors of the Company has decided to alter Existing Clause III (a) 1. of the Memorandum of Association of the Company and is seeking approval of the members of the Company on Resolution at Item No. 1 of the Notice.

Accordingly, the Board of Directors proposed to alter Clause III (a) 1. of the Objects Clause of the Memorandum of Association of the Company as set out in the Resolution at Item No. 1.

The aforesaid insertion if approved by the Shareholders shall be registered by the Registrar of Companies; Kanpur at Maharashtra as per the provisions of the Companies Act, 2013, with such modifications as may be advised by them.

None of the directors or key managerial personnel or relatives thereof is in any way concerned or interested, financially or otherwise, in passing the above resolutions.

The above statement is to be considered and construed as disclosures as per the provisions of section 102 of the Companies Act, 2013.

Item No. 2:

Approval of Related Party Transaction with Company Clara Packing Solutions Limited having common directors:

The Board of Directors in their meeting held on January 15, 2024 accorded its approval for Clara Packing Solutions Limited having common directors and its subsidiary as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties. Related Party transaction with Clara Packing Solutions Limited of maximum amount per annum is upto Rs. 25,00,000,00 include all type of related parties.

The Company is of view that transaction with Clara Packing Solutions Limited will be appropriate for Company's Growth.

The following disclosure(s) for entering into contract arrangement with the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

i.	The name of the related party and nature of relationship	Clara Packing Solutions Limited having common Directors
ii.	The nature, duration of the contract and particulars of the contract or arrangement	sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties. Related Party transaction with Clara Packing Solutions Limited of maximum amount per annum is upto Rs. 25,00,000,00 include all type of related parties.
iii	the material terms of the contract or arrangement including the value, if any	As Above
Iv	Any advance paid or received for the contract or arrangement, if any;	Approx. Rs. 5.33 crore Related Party Transactions had been done with Clara Packing Solutions Limited From April 1, 2023 to December 31, 2023
V	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The pricing is commensurate with the market value of the all transactions.
Vi	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Nil



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Phone :- +91 8171884399, Email :- info@clara.co.in Website :- www.clara.co.in

For and on behalf of the Board of
Clara Industries Limited

Sd-

Parry Kukreja
Managing Director
DIN: 06649401

Place: Saharanpur
Date: January 15, 2024



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ATTANDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id * Client Id*
Regd. Folio No. No. of Shares

Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Tuesday, 06th February , 2024 at 3:00 P.M.. at the registered office of the Company at 127/1 Gram Simbhalka Junardar Paragna, Teshil and District Saharanpur UP 247001 IN.

Please (√) in the box

MEMBER

PROXY

Signature of Shareholder / Proxy



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Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L25209UP2021PLC151537

Name of the Company: CLARA INDUSTRIES LIMITED

Registered Office: 127/1 Gram Simbhalka Junardar Paragna, Teshil and District Saharanpur UP 247001 IN

Name of the member(s):

Registered address:

E-mail Id:

Folio No. / Client Id:

DP ID:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 06th February, 2024 at 3:00 P.M.. at the registered office of the Company at 127/1 Gram Simbhalka Junardar Paragna, Teshil and District Saharanpur UP 247001 IN., and at any adjournment thereof in respect of such resolutions as are indicated below:

Item

No. Description of Resolutions:

Ordinary Business:

1. To approve Joint Venture agreements for paper and paper packaging business enterprises

Special Business:

3 To Approve Alteration Memorandum of Association of the Company.

4 To approved Related Party Transaction with Clara Packing Solutions Limited having common Directors

Signed this day of 2024

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/ signatories.



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Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: CLARA INDUSTRIES LIMITED

Registered Office: 127/1 Gram Simbhalka Junardar Paragna, Teshil and District Saharanpur UP 247001 IN

CIN: L25209UP2021PLC151537

Polling Paper/Ballot Paper

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./*Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of Rs. 10/- each

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Approve Alteration Memorandum of Association of the Company.			
2.	To approved Related Party Transaction with Clara Packing Solutions Limited having common Directors			
3.	To approve Joint Venture agreements for paper and paper packaging business enterprises			

Place:

Date:

(Signature of the shareholder*)

(*as per Company records)

Route Map of the venue of EGM: - 127/1 Gram Simbhalka Junardar Paragna, Teshil and District Saharanpur UP 247001 IN

