

NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of Clara Industries Limited will be held on Thursday 28th September, 2023 at 3:00 P.M. at 127/1 Gram Simbhalka Junardar Paragna, Teshil and District Saharanpur (UP) 247001 IN, to transact the following businesses: -

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

SPECIAL BUSINESS

2. APPOINTMENT OF MR. AVDHESH KUMAR KAMBOJ (DIN: 09526364) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification (s) or re-enactment thereof from time to time, read with Article of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, and applicable regulations thereof, Mr. Avdhesh Kumar Kamboj (DIN: 09526364) who was appointed as an Independent Director of the Company pursuant to recommendation by the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for appointment of Mr. Avdhesh Kumar Kamboj (DIN: 09526364) as an Independent Director of the Company, who meets all the criteria for independence as provided under Section 149(6) of the Act and has submitted a declaration that he meets the criteria for independence, not liable to retire by rotation, to hold for a term upto 5 consecutive years commencing from September 28th, 2023.

RESOLVED FURTHER THAT any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

Registered Office:

127/1, Gram Simbhalka, Junardar
Paragna, Tehsil and District Saharanpur
Uttar Pradesh-247001

By Order of the Board of Directors
For Clara Industries Limited

Place: Saharanpur
Date September 06, 2023

Sd/-
Parry Kukreja
Managing Director
DIN: 06649401

NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. The Instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy, on behalf of not more than fifty members, holding in aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. Members holding more than ten percent of the total share capital of the Company, carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for any other Member. Attendance Slip, Proxy Form and the Route Map along with a prominent landmark of the venue of the Meeting are annexed with this Annual Report.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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
4. Members/Proxies attending the Meeting must carry with them, duly signed and stamped Attendance Slip and deposit it at the entrance of the venue of the Meeting. Members are also requested to carry their copy of the Annual Report of the Company, to the Meeting.
5. The Register of Member and Transfer Books will remain closed from Wednesday, the 20th day of September, 2023 to Thursday, the 28th day of September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. The notice is being sent all members, whose names appear on the Register of Members/List of beneficial owners.
8. 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.
9. 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 11.00 A.M to 2.00 P.M upto the date of declaration of the results.

10. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
11. Members are requested to intimate change in their address immediately to M/s. Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office at Club House Road, Opp. Vasant Oasis, Makwada Road, Marol, Anheri, Mumbai-400059, Maharashtra.
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 holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Big share Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
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 2nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 2nd Annual General Meeting and Annual report for 2022-23 will be available on company's website: <http://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.
17. M/s. Verma Ashish & Co. (Proprietor Mr. Ashish Verma) Practicing Company Secretary, (C.P No. 22530) has been appointed as the Scrutinizer to scrutinize voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. Since Ballot form is provided to the members pursuant to the provisions of section 108 of the companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

20. 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. The Bombay Stock Exchange.
21. For any assistance or information about shares etc. Members may contact the company.
22. An Explanatory Statement under Section 102 of the Companies Act, 2013 ("Act") relating to item no. 2 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Registered Office:

127/1, Gram Simbhalka, Junardar
Paragna, Tehsil and District Saharanpur
Uttar Pradesh-247001

Place: Saharanpur
Date September 06, 2023

By Order of the
For Clara Industries Limited

Sd/-
Parry Kukreja
Managing Director
DIN: 06649401

CLARA INDUSTRIES LIMITED



ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"):

ITEM NO: 2

APPOINTMENT OF MR. AVDHESH KUMAR KAMBOJ (DIN: 09526364) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company had appointed Mr. Avdhesh Kumar Kamboj (DIN: 09526364) as Independent Director of the Company. In accordance with the provisions of Companies Act, 2013, Mr. Avdhesh Kumar Kamboj (DIN: 09526364) appoint as in independent director in Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. A brief profile of Mr. Avdhesh Kumar Kamboj (DIN: 09526364), including nature of her expertise, is annexed to this Notice. The Company has received a declaration of independence from Mr. Avdhesh Kumar Kamboj (DIN: 09526364). In the opinion of the Board, Mr. Avdhesh Kumar Kamboj (DIN: 09526364) fulfils the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item No. 2 for approval of the Members.

Registered Office:

127/1, Gram Simbhalka, Junardar
Paragna, Tehsil and District Saharanpur
Uttar Pradesh-247001

Place: Saharanpur
Date September 06, 2023

By Order of the
For Clara Industries Limited

Sd/-
Parry Kukreja
Managing Director
DIN: 06649401

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

Name of the Director	Mr. Avdhesh Kumar Kamboj
Designation	Independent Director
DIN	09526364
Nationality	Indian
Date of Birth	January 02, 1987
Date of Appointment	September 28th, 2023 (Approval of shareholders)
Qualification	Master in Defence Studies
Experience in special functional area	Mr. Avdhesh Kumar Kamboj is a highly qualified professional & he has specialization in business & financial analysis.
Seeking Appointment / re-appointment	Appointment
No. of shares held in the Company	NA
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Mr. Avdhesh Kumar Kamboj is not related to any existing directors of the Company.
Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board	NA
Name of listed entities from which the person has resigned in the past three years	NA
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Avdhesh Kumar Kamboj and concluded that Mr. Avdhesh Kumar Kamboj possess the relevant skill and capabilities to discharge the role of Independent Directors.

MEETING

ATTENDANCE SLIP

(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 2nd Annual General Meeting of the Company being held on Thursday, 28th September, 2023 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

Form No. MGT-11

PROXY FORM

[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 2nd Annual General Meeting of the Company, to be held on Thursday, 28th September, 2023 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.	Adoption of the Audited Balance Sheet of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Board of Directors and Auditors thereon
Special Business:	
2.	Appointment of MR. AVDHESH KUMAR KAMBOJ (DIN: 09526364) as an Independent Director of the Company.

Signed this day of 2023

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.

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]

Sr. No.	Particulars	Details
1	Name and Registered Address of the Sole / First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number / DP ID No.* *(Applicable to Investors holding shares in dematerialized Form)	
4	Number of Share(s) held	

I / We hereby exercise my / our votes in respect of the Resolutions set out in the Notice dated September 06, 2023 as set out below to be passed by the means of Ballot by giving my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below (tick in the bot boxes will render the ballot invalid).

Sr. No.	Description	Type of Resolution	No. of Shares	(FOR) I / We assent to the Resolution	(AGAINST) I / We dissent to the Resolution
1.	Adoption of Annual Audited Standalone & Consolidated Financial Statements and Reports Thereon.	Ordinary			
2.	Appointment of Mr. Avdhesh Kumar Kamboj (DIN: 09526364) as an Independent Director of the Company.	Special			

Place:

Date:

(Signature of Shareholder)

ROUTE MAP OF THE VENUE OF AGM

