

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

English Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U33100UP2019PLC121869

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	CLN ENERGY LIMITED	CLN ENERGY LIMITED
Registered office address	PLOT-18, SECTOR-140, PHASE-2, Nepz Post Office, Dadri, Gautam Buddha Nagar, Uttar Pradesh, India, 201305	PLOT-18, SECTOR-140, PHASE-2, Nepz Post Office, Dadri, Gautam Buddha Nagar, Uttar Pradesh, India, 201305
Latitude details	28.338333	28.338333
Longitude details	77.607788	77.607788

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office_CLN.jpeg

(b) *Permanent Account Number (PAN) of the company

AA*****0H

(c) *e-mail ID of the company

*****nts@clnenergy.in

(d) *Telephone number with STD code

99*****44

(e) Website	www.clnenergy.in								
iv *Date of Incorporation (DD/MM/YYYY)	01/10/2019								
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company								
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares								
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company								
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No								
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input type="radio"/> Yes <input checked="" type="radio"/> No								
(b) Details of stock exchanges where shares are listed									
<table border="1"> <thead> <tr> <th>S. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code					
S. No.	Stock Exchange Name	Code							
viii Number of Registrar and Transfer Agent	1								
<table border="1"> <thead> <tr> <th>CIN of the Registrar and Transfer Agent</th> <th>Name of the Registrar and Transfer Agent</th> <th>Registered office address of the Registrar and Transfer Agents</th> <th>SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>U99999MH1994PTC076534</td> <td>BIGSHARE SERVICES PRIVATE LIMITED</td> <td>Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093</td> <td>INR000001385</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093	INR000001385
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent						
U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093	INR000001385						
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No								
(b) If yes, date of AGM (DD/MM/YYYY)	07/08/2025								
(c) Due date of AGM (DD/MM/YYYY)	30/09/2025								
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No								
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension									

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	27	Manufacture of electrical equipment	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1		202126784N	CLN Energy Pte Ltd	Holding	99.9

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	11000000.00	10553250.00	10553250.00	10553250.00
Total amount of equity shares (in rupees)	110000000.00	105532500.00	105532500.00	105532500.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	11000000	10553250	10553250	10553250
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	110000000.00	105532500.00	105532500	105532500

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital

Total amount of unclassified shares	0
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(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	6	3404994	3405000.00	34050000	34050000	
Increase during the year	6.00	7148244.00	7148250.00	71482500.00	71482500.00	0
i Public Issues	0	2892000	2892000.00	28920000	28920000	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	6	4256244	4256250.00	42562500	42562500	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	12.00	10553238.00	10553250.00	105532500.00	105532500.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify	0	0	0.00		0	
NA						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify	0	0	0.00	0	0	
NA						
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE0WDX01010

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

2191795814

ii * Net worth of the Company

944934103

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others Others	7661238	72.60	0	0.00
	Total	7661238.00	72.6	0.00	0

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	715812	6.78	0	0.00
	(ii) Non-resident Indian (NRI)	84600	0.80	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	200400	1.90	0	0.00
6	Foreign institutional investors	1330200	12.60	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	433800	4.11	0	0.00

10	Others				
	Clearing Members and	127200	1.21	0	0.00
	Total	2892012.00	27.4	0.00	0

Total number of shareholders (other than promoters)

862

Total number of shareholders (Promoters + Public/Other than promoters)

863.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	169
2	Individual - Male	409
3	Individual - Transgender	0
4	Other than individuals	285
	Total	863.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Astorne Capital VCC Arven, Beacon Stone Capital VCC - Beacon Stone I, Astorne Capital VCC - Alpha A2, Craft Emerging Market Fund PCC- Citadel Capital Fund, Craft	As Attached	01/01/2025	Singapore	1330200	12.6

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year

Promoters	7	1
Members (other than promoters)	0	862
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	2	1	2	3	0.00	0.00
i Non-Independent	2	1	2	1	0	0
ii Independent	0	0	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	2	1	2	3	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)

SUNIL GANDHI	08433754	Whole-time director	2	
BHAWNA HUNDLANI	10459772	Director	0	
MANISH SHAH	10343779	Whole-time director	2	
ASHISH KUMAR	BOHPK7918D	CFO	0	
RAHUL RASIKBHAI JETHWA	BSFPJ8476H	Company Secretary	0	08/09/2025
RAJIV SETH	02156211	Director	0	
RAKESH KAKKAR	05190517	Director	0	
SUNIL GANDHI	AIAPG6628G	CEO	2	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RAKESH KAKKAR	05190517	Director	19/06/2024	Appointment
SONAL JHANWAR	AFMPC1589B	Company Secretary	12/02/2025	Cessation
BHAWNA HUNDLANI	10459772	Director	19/06/2024	Appointment
SONAL JHANWAR	AFMPC1589B	Company Secretary	18/06/2024	Appointment
ASHISH KUMAR	BOHPK7918D	CFO	19/06/2024	Appointment
RAHUL RASIKBHAI JETHWA	BSFPJ8476H	Company Secretary	12/02/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

6

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance

			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	29/04/2024	7	7	100
Extra-Ordinary General Meeting	06/06/2024	7	7	100
Extra-Ordinary General Meeting	19/06/2024	7	7	100
Extra-Ordinary General Meeting	22/06/2024	7	7	100
Annual general Meeting	30/09/2024	7	7	100
Extra-Ordinary General Meeting	22/11/2024	7	7	100

B BOARD MEETINGS

*Number of meetings held

16

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2024	3	3	100
2	18/04/2024	3	3	100
3	03/06/2024	3	3	100
4	07/06/2024	3	3	100
5	18/06/2024	3	3	100
6	20/06/2024	5	5	100
7	24/06/2024	5	5	100
8	27/07/2024	5	5	100
9	02/09/2024	5	5	100
10	09/09/2024	5	5	100
11	21/11/2024	5	5	100
12	12/12/2024	5	5	100

13	22/01/2025	5	5	100
14	28/01/2025	5	5	100
15	12/02/2025	5	5	100
16	27/03/2025	5	5	100

C COMMITTEE MEETINGS

Number of meetings held

5

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/03/2025	3	3	100
2	Nomination and Remuneration Committee	18/06/2024	3	3	100
3	Nomination and Remuneration Committee	27/03/2025	3	3	100
4	Stakeholders Relationship Committee	27/03/2025	3	3	100
5	Corporate Social Responsibility Committee	27/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	07/08/2025 (Y/N/NA)
1	SUNIL GANDHI	15	15	100	3	3	100	Yes
2	BHAWNA HUNDLANI	15	15	100	2	2	100	Yes
3	MANISH SHAH	15	15	100	5	5	100	Yes

4	RAJIV SETH	10	10	100	4	4	100	Yes
5	RAKESH KAKKAR	10	10	100	1	1	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sunil Gandhi	Whole-time director	5400000	0	0	0	5400000.00
2	Manish Shah	Whole-time director	4950000	0	0	0	4950000.00
	Total		10350000.00	0.00	0.00	0.00	10350000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ashish Kumar	CFO	2900000	0	0	0	2900000.00
2	Rahul Rasikbhai Jethwa	CFO	72000	0	0	0	72000.00
3	Sonal Jhanwar	CFO	144000	0	0	0	144000.00
	Total		3116000.00	0.00	0.00	0.00	3116000.00

C *Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

863

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder (1).xlsm

(b) Optional Attachment(s), if any

Designated Person-SBO-Annual
Return Declaration.pdf
CLN-MGT-8.pdf
RTA Letter_CLN Energy
Limited.pdf
Clarification Letter and Foreign
Institutional Investors.pdf
UDIN.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of CLN ENERGY LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;

2 maintenance of registers/records & making entries therein within the time prescribed therefor;

3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;

4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5 closure of Register of Members / Security holders, as the case may be.

6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub -

sections (3), (4) and (5) thereof;

12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Sumit Khanna

Date (DD/MM/YYYY)

24/12/2025

Place

Mumbai

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

9*0*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

***(a) DIN/PAN/Membership number of Designated Person**

FZ *****

***(b) Name of the Designated Person**

BHAVIKA MUNDRA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 13 dated*

(DD/MM/YYYY) 24/04/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*4*3*5*

*To be digitally signed by

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow

Membership number

7*7*2

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0066410

eForm filing date (DD/MM/YYYY)

30/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of M/s. CLN ENERGY LIMITED a Company having CIN: U33100UP2019PLC121869 and Registered Office at Plot-18, Sector-140, Phase-2, Nepz Post Office, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201305 (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents and audited accounts approved by the Auditors and shareholders, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act,
 - a. During the year under review, the Company obtained the status of a listed company and is accordingly classified as a listed public company limited by shares.
 - b. During the year under review, the company has obtained the status of Public Limited Company w.e.f. June 18, 2024.
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
The Company has kept and maintained all registers as per the provisions of the Act and the Rules made there-under and all entries therein have been duly recorded as stated below:
 - I. Register of Application and allotment of shares
 - II. Register of Members
 - III. Register of Charges
 - IV. Register of Share certificates
 - V. Register of Directors, Managers and Secretary
 - VI. Register of Directors share holdings
 - VII. Register of Related Party Transactions
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 - a. Filing of forms and returns with the Registrar of Companies within the permissible time
 - b. Filing of Form CRA - 2 and CRA - 4 for appointment of Cost Auditor and filing of Cost Audit Report respectively with the Central Government;
 - c. The Company was not required to file any Form with Regional Director, Court, Tribunal, or any other Authority;
 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

The proper notice has been given and proceedings have been properly recorded in the minutes book/registers maintained for the purpose and the same have been signed.

5. **Closure of Register of Members / Security holders, as the case may be.**
The Company has complied with the provisions of Closure of Register of Members/ Security Holders
6. **advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;**
The Company has not advanced any loans to its directors and / or persons or firms or companies referred in section 185 of the Act and hence not comment is invited;
7. **Contracts/arrangements with related parties as are in compliance with the provision of section 188 of the Act;**
8. **Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference share or debenture/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificate in all instances;**
 - a. During the year under review, the Company has made fresh issue of 28,92,000 Equity Shares of ₹ 10 each aggregating to ₹ 7,230.00 lakh as approved in Extra-ordinary General Meeting of the Company dated June 22, 2024 and has been allotted on January 28, 2025.
 - b. During the year under review, the Company has issued 42,56,250 Bonus Equity Shares in the ratio of 125:100 out of free reserves and has been allotted on June 07, 2024.
9. **There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.**
10. **Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;**
Not declared any dividend during the year and hence the company was not required to deposit any amount as unpaid dividend in a separate Bank Account and further not that not required to transferred any amount to the Investor Education and Protection Fund as there are no amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued there on which have remained unclaimed or unpaid for a period of seven years in terms of provisions of section 205C of the Companies Act, 1956 (Corresponding Section 125 of the Companies Act, 2013 is not notified)
11. **signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;**
During the Financial Year, the Company has complied with the provisions of Section 134(1) of the Act for signing of audited financial statement for the period ending on 31st March, 2025.

The Company has also complied with the provisions of section 134(3), (4), (5) in respect to the contents & signing of the Director's Report for the financial year ended on 31st March, 2025.
12. **Constitution/ appointments/ Re-appointment/ Retirement/ Filling up casual vacancies/ Disclosers of Directors/ key managerial Personnel and the remuneration paid to them;**

During the year under review, Ms. Bhawna Hundlani (DIN: 10459772) and Mr. Rakesh Kakkar (DIN: 05190517) were appointed as Non-Executive Independent Directors effective June 19, 2024. Mr. Ashish Kumar was appointed as Chief Financial Officer effective June 19, 2024. Ms. Sonal Jhanwar served as Company Secretary & Compliance Officer until February 12, 2025, and Mr. Rahul Jethwa was appointed as Company Secretary & Compliance Officer effective February 12, 2025.

13. Appointment/ Re-appointment / Filling of casual vacancies of Auditors as per the provisions of section 139 of the Act;

During the year no Appointment/ Re-appointment / Filling of casual vacancies has been made.

14. Approval required to be taken from Central government, tribunal, Regional Directors, Registrar, Court of such other Authorities under the provision of the Act;

The Company was not required to obtain any approval from Central Government/Tribunal/Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

15. Acceptance/ Renewal/ Repayment of deposits;

The Company has not invited or accepted any deposits or unsecured loans failing within the purview of Sections 73, 74, 75 and 76 of the Act read with companies (Acceptance of Deposits) rules 2014.

16. borrowings from its directors, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;

The Company has created and modified charges during the period under review. There was no satisfaction of charge filed during the period under review.

17. Loans & Investments or guarantees given or providing of the securities to other body corporate or person(s) falling under the provision of Section 186 of the Act;

There were no loans and investments made or guarantees given or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Companies Act, 2013.

18. Alteration of the provision of Memorandum and/or Article of Association of the Company.

During the year under review the Company has altered the provision of Memorandum of Association.

For SARK & Associates LLP
Company Secretaries

Sumit Jitender
Khanna

Digitally signed by
Sumit Jitender Khanna
Date: 2025.12.24
12:15:07 +05'30'

CS Sumit Khanna
Membership No. 22135
CP No. 9304
UDIN: A022135G002721205

Date: 24th December, 2025

Place: Mumbai



Details of Designated Person

Pursuant to sub-rule 4 of Rule 9 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Company is required to designate a person who shall be responsible for furnishing and extending co-operation for providing, information to the Registrar of Companies or any such other Officer authorised by the Ministry of Corporate Affairs with respect to beneficial interest in shares of the Company ("Designated Person"). Further, pursuant to sub-rule 7 of Rule 9 of the said Rules, every company shall inform the details of the Designated Person in Annual return.

Accordingly, the company has designated, Bhavika Mundra, Company Secretary and Compliance Officer of the Company, as Designated Person under the said Rules.

Registered Office

CLN ENERGY LIMITED

(Formerly known as CLN Energy Pvt. Ltd. & JLNPhenix Energy Pvt. Ltd.)
Plot No 18, Sector -140, Phase -2, Nepz Post Office, Gautam Budh Nagar, Noida, Uttar Pradesh 201305.
CIN: U33100UP2019PLC121869

Tel No.:0120-6925500 | Email ID: info@clnenergy.in | Website: www.clnenergy.in

Date: 24.12.2025

To,
Registrar of Companies
2nd Floor, Kendriya Bhawan,
GPOA Building, Fazalganj,
Kanpur- 208012

Clarification Letter

Dear Sir/Ma'am,

We wish to submit the additional information/clarificatory notes with respect to Form No. MGT-7, as detailed below:

Part VI (B): Clarification on Breakup of total number of shareholders (Promoters + Other than promoters)

The gender wise break-up of the shareholders is not available with the Registrar and Share Transfer Agent, as it has not been registered with the concerned Depository/Depository Participant.

Accordingly, the consolidated number of shareholders – both individual and other than individual for which no information is available has been filled in the form under the category ‘Other than individuals’.

Part VI (C): Details of Foreign institutional investors' (FIIs) holding shares of the Company

The ‘Date of Incorporation’ and ‘Country of Incorporation’ are mandatory fields in the Form. However, the relevant data is currently inaccessible, as it has not been registered with the concerned Depository/Depository Participant and is therefore unavailable to the Registrar and Share Transfer Agent.

To ensure compliance with this section, the complete holding details has been entered in the Form as a single entry and comprehensive list of FIIs along with their respective shareholding is attached.

Request you to take the above submissions on record.

For CLN Energy Limited

 Digitally signed by
SUNIL GANDHI
Date: 2025.12.29
10:01:15 +05'30'

Sunil Gandhi
Whole-time Director
DIN: 08433754

Registered Office

CLN ENERGY LIMITED

(Formerly known as CLN Energy Pvt. Ltd. & JLNPhenix Energy Pvt. Ltd.)
Plot No 18, Sector -140, Phase -2, Nepz Post Office, Gautam Budh Nagar, Noida, Uttar Pradesh 201305.
CIN: U33100UP2019PLC121869

Tel No.:0120-6925500 | Email ID: info@clnenergy.in | Website: www.clnenergy.in

Filed VI (C) : Details of Foreign institutional investors' (FIIs) holding shares of the company

S.no	Name of Foreign Institutional Investors (FII)	Address	Date of Incorporation	Country of Incorporation	Number of Shares	Percentage of Shareholding
1.	Astorne Capital VCC Arven	19-96, The Central, 8 EU Tong Sen Street, Singapore, 59818	-	-	372600	3.53%
2.	Beacon Stone Capital VCC - Beacon Stone I	19-96, The Central, 8 EU Tong Sen Street, Singapore, 59818	-	-	270000	2.56%
3.	Astorne Capital VCC - Alpha A2	19-96, The Central, 8 EU Tong Sen Street, Singapore, 59818	-	-	136800	1.30%
4.	Craft Emerging Market Fund PCCCitadel Capital Fund	Orbis Financial Corporation Ltd, 4 A Ocus Technopolis, Gurgaon, 122002	-	-	150600	1.42%
5.	Craft Emerging Market Fund PCC- Elite Capital Fund	Orbis Financial Corporation Ltd, 4 A Ocus Technopolis, Gurgaon, 122002	-	-	400200	3.79%
Total						12.60%

Registered Office
CLN ENERGY LIMITED

(Formerly known as CLN Energy Pvt. Ltd. & JLNPhenix Energy Pvt. Ltd.)

Plot No 18, Sector -140, Phase -2, Nepz Post Office, Gautam Budh Nagar, Noida, Uttar Pradesh 201305.

CIN: U33100UP2019PLC121869

Tel No.:0120-6925500 | Email ID: info@clnenergy.in | Website: www.clnenergy.in



Note:

As the date of incorporation and Country of Incorporation for Foreign Portfolio Investors (FPIs) is currently unavailable, the same has been entered as 01.01.2025 and Country of Incorporation as Singapore for full filling mandatory requirement in e-Form MGT-7 and been kept blank in the aforesaid information. A confirmation regarding the same has been enclosed, as provided by the Share Transfer Agent of the Company. Accordingly, the date of incorporation and Country of Incorporation for these FPIs has been represented as blank (-) in the table above.

For CLN Energy Limited

SUNIL  Digitally signed
by SUNIL GANDHI
Date: 2025.12.29
09:58:58 +05'30'

Sunil Gandhi
Whole-time Director
DIN: 08433754

Registered Office

CLN ENERGY LIMITED

(Formerly known as CLN Energy Pvt. Ltd. & JLNPhenix Energy Pvt. Ltd.)
Plot No 18, Sector -140, Phase -2, Nepz Post Office, Gautam Budh Nagar, Noida, Uttar Pradesh 201305.
CIN: U33100UP2019PLC121869

Tel No.:0120-6925500 | Email ID: info@clnenergy.in | Website: www.clnenergy.in



Bigshare Services Pvt. Ltd.

Date: 24/12/2025

CLN ENERGY LIMITED
PLOT-18, SECTOR-140,
PHASE-2, NEPZ POST OFFICE
GAUTAM BUDDHA NAGAR
UTTAR PRADESH,
DADRI, 201305

Dear Sir,

Sub.: Confirmation regarding non availability of certain data required to file e Form MGT-7

With reference to the captioned subject, we hereby confirm that the following details required to file e-Form MGT-7 are not received from depositories. Hence unable to provide the same.

- 1 Gender wise classification of shareholders, and
- 2 Date of Incorporation of Foreign institutional Investors (FIIs)

This confirmation is issued based on your specific request and in based on the data available in our records.

Yours faithfully,
For Bigshare Services Pvt. Ltd.,

Vikas Singh
Authorised Signatory

CIN : U99999MH1994PTC076534

Regd. Office: Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East)
Mumbai - 400 093. Tel. : +9122 6263 8200 • Fax : +9122 6263 8299 • Email : info@bigshareonline.com • Website : www.bigshareonline.com