

**The Secretary,
Listing Department,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai — 400001**

July 3, 2025

Scrip Code: 544347

Sub: Outcome of the meeting of held on July 03, 2025

Dear Sir/Madam,

In continuation of our letter dated June 30, 2025, pursuant Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), we wish to inform you that a meeting of Board of Directors of the Company was held today i.e. Thursday the July 03, 2025, at the registered office of the company, inter alia, has considered and approved the following matters:

1. Based on the recommendation of the Audit Committee, the Appointment of the M/s. DGMS & Co. (Firm No. 0112187W) as Statutory Auditor of the Company for first term of Five years starting from the conclusion of 6th Annual General Meeting till the conclusion of 11th Annual General Meeting of the company to be held in calendar year 2030 subject to the approval of members at the ensuing Annual General Meeting.
2. Based on the recommendation of the Audit Committee, Appointment of the M/s SAH & Co. (firm No.103920) as Cost Auditor of the Company for FY 2025-26. -
3. The draft Board Report along with annexures for the F.Y. 2024 - 25 thereto pursuant to Section 134 of the Companies Act, 2013
4. The Management Discussion and Analysis Report along with its annexures for the F.Y. 2024 - 25, prepared in accordance with the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. CLN Energy Limited Employee Stock Option Scheme- 2025 (“Scheme”)- Annexure A.
6. Increase the Authorised Share Capital of the Company from existing Authorised Share Capital of Rs. 11,00,00,000/- (Rupees Eleven Crores) consisting of 1,10,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,00,00,000 (Rupee Twelve Crore) consisting of 1,20,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each and consequent alteration of Capital clause V of Memorandum of Association of the Company relating to share capital of the Company, subject to approval of shareholders at ensuing Annual General meeting.
7. The draft notice of 6th Annual General Meeting and fixed the date, time and place for meeting.

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

8. Authorize the Compliance Officer of the Company to issue notice for the 6th Annual General Meeting of the Company through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at the Registered Office of the Company at Plot No 18, Sector 140, phase 2, Nepz Office, Gautam Buddha Nagar, Dadra, Uttar Pradesh, 201305.

The details with respect to the **Employee Stock Option Scheme- 2025 (“Scheme”)**, **Appointment of Statutory Auditor** and **Cost Auditor** as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended, annexed herewith as Annexure A, B & C.

The Board Meeting commenced at 04:00 PM and concluded at 04:30 PM

Kindly acknowledge the receipt of the same and oblige.

Sincerely,

FOR CLN ENERGY LIMITED

RAHUL JETHWA
COMPANY SECRETARY AND COMPLIANCE OFFICER

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Annexure A

The details with respect to the **Employee Stock Option Scheme- 2025 ("Scheme")** as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended

Sr. No.	Particulars	Disclosures
1	Name of the Scheme	CLN Energy Limited Employee Stock Option Scheme- 2025 ("Scheme")
2	Brief details of options granted	The Company may earmark up to 20% of its paid-up capital to meet its obligations to issue shares under the ESOP from time to time. The Scheme shall be implemented through direct route for extending the benefits to the Eligible Employees by the way of fresh allotment from the Company.
3	Whether the Scheme is in terms of SEBI (SBEB & SE) Regulations, 2021 (if applicable)	Yes
4	Total number of shares covered by these options	The Company may earmark up to 20% of its paid-up capital.
5	Pricing Formula	Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme. The Committee has the power to provide a suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the face value of the Share of the Company
6	Options Vested as on date	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
7	Time within which option may be exercised	Minimum period of one year and a maximum period of five years from the date of grant.
8	Options exercised	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
9	Money realized by exercise of Options	
10	The total number of Shares arising as a result of exercise of Option	
11	Options lapsed	
12	Variation in terms of Options	Committee may make modifications, changes, variations, alterations or revisions in the Plan as it may deem fit, from time to time in its sole and absolute discretion, not unfavourable or prejudicial to the allottees under the Plan except due to change in laws/regulations, and in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SBEB Regulations and any other

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		applicable laws subject to prior approval of shareholders via special resolution.
13	Brief details of significant terms	All the options granted on any date shall not vest earlier than minimum period of 1 (One) year and not later than a maximum period of 5 (five) years from the date of grant of respective options.
14	Subsequent changes or cancellation or exercise of such Options	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
15	Diluted earnings per share pursuant to the issue of equity shares on exercise of Options.	

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The details with respect to the appointment of Statutory Auditor required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended

ANNEXURE B

Sr. No.	Particulars	Disclosures
1.	Reason for change viz appointment, re-appointment, resignation, removal, death or otherwise;	Re-appointment of the Statutory Auditor to comply with the provisions of the Section 139 of Companies Act, 2013.
2.	Date of appointment/ re-appointment /cessation (as applicable)	July 03, 2025
3.	Brief profile	M/s. DGMS & Co. is a Chartered Accountant Firm (Firm No. 0112187W) based out of Mumbai.
4.	Term of Appointment	For term of 5 years.
5.	Disclosure of relationships between Directors (in case of appointment of directors)	Not Applicable

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ANNEXURE C

Sr. No.	Particulars	Disclosures
1.	Reason for change viz appointment, re-appointment, resignation, removal, death or otherwise;	Appointment of Cost Auditor
2.	Date of appointment/ re-appointment / cessation (as applicable)	July 03, 2025.
3.	Brief profile	M/s SAH & Co. is a Cost Auditor (firm No.103920) based out of Uttar Pradesh.
4.	Term of Appointment	For FY. 2025-2026.
5.	Disclosure of relationships between Directors (in case of appointment of directors)	Not Applicable

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