



VERMA ASHISH & CO.

Practicing Company Secretaries

1/5142, Rampuri Colony, Khalasi Line, Saharanpur, Uttar Pradesh- 247001

csvermaashish@gmail.com, vermaashishco@gmail.com +91-9259052740, 9897062740

Trade Mark Attorney & Copy Right Consultant & GST Practitioner

SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Clara Industries Limited
CIN: L25209UP2021PLC151537
127/1 Gram Simbhalka Junardar
Paragna, Teshil and District Saharanpur
UP 247001 IN

Sub: Scrutinizer's Report on voting at Extra-Ordinary General Meeting of the Equity Shareholders of Clara Industries Limited held on Tuesday the 06th February, 2024, at 3.00 p.m. at the Registered office of the Company situated at 127/1 Gram Simbhalka Junardar Paragna, Teshil and District Saharanpur UP 247001 IN.

I, Ashish Verma, Practicing Company Secretary, has been appointed by the Board of Directors of M/s. Clara Industries Limited ("the Company") as Scrutinizer for the purpose of Scrutinizing poll process in a fair and transparent manner and ascertaining the requisite majority on physical presence out as per the provision of Companies Act, 2013 on below mentioned resolution(s) contained in the Notice of Extra-Ordinary General Meeting as per the provisions of Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21(2) of the Companies (Management and Administration) Rules, 2014.

A person whose name was recorded in the Register of the Members or in the Register of Beneficial Owners maintained by the Depositories as on the cutoff date i.e., January 15, 2024 was entitled to vote on the resolutions of the AGM Notice.





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IN THIS REGARD, I SUBMIT MY REPORT AS UNDER:

- The Company, being a SME Listed Company, was not required to provide e-voting facility to its members pursuant to Companies (Management and Administration) Rules, 2014 — which provides that the Companies covered under Chapter XB of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempt from e- voting provisions.
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of 1st EGM of 2023-24 on by email to all the Members, who had registered their email-ids with the RTA;
- The Chairman of Extra-Ordinary General Meeting allowed poll by polling paper for all those members who are present at the Annual General Meeting. The Chairman declared that a poll will be taken in respect of the Resolution contained in the notice convening Extra-Ordinary General Meeting and I was appointed as scrutinizer for the voting process.
- Total 14 members physically present in the Extra-Ordinary General Meeting of the Company.
- The physical presence of voting was received from 3:00 p.m. to 6:00 p.m. on February 06, 2024.
- After the time fixed for closing of poll by the chairman, the ballot box kept for polling were locked in my presence with due identification marked placed by me.
- The Locked Ballot Box were subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Paper were reconciled with the records maintained by the Company / Registrar / Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- There were no poll papers which were incomplete and/ or which were otherwise found defective.
- The result of the Poll is as under:





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(a) Resolution No.1: - Ordinary Resolution -

To approve Joint Venture agreements for paper and paper packaging business enterprises thereon;

(i) Votes in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
14	21,82,870	100%

(ii) Votes in against the Resolution

Number of members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid/ Rejected votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of Votes cast by them
NIL	NIL





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Accordingly, out of 21,82,870 votes cast, 21,82,870 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the total votes cast. Thus, the Ordinary Resolution as contained in Agenda No.1 is passed with requisite majority.

(b) Resolution No.2: - Special Resolution –

To Approve Alteration of Memorandum of Association of the Company

(i) Votes in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
14	21,82,870	100%

(ii) Votes in against the Resolution

Number of members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid/ Rejected votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of Votes cast by them
NIL	NIL





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Accordingly, out of 21,82,870 votes cast, 21,82,870 votes were cast ASSENTING to the Ordinary Resolution

Constituting 100.00% of the total votes cast; NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the total votes cast. Thus, the Ordinary Resolution as contained in Agenda No.2 is passed with requisite majority.

(c) Resolution No.3: - Special Resolution –

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

(i) Votes in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
14	21,82,870	100%

(ii) Votes in against the Resolution

Number of members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL





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(iii) Invalid/ Rejected votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of Votes cast by them
NIL	N IL

Accordingly, out of 21,82,870 votes cast, 21,82,870 votes were cast ASSENTING to the Ordinary Resolution

Constituting 100.00% of the total votes cast; NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the total votes cast. Thus, the Ordinary Resolution as contained in Agenda No.3 is passed with requisite majority.

For Verma Ashish & Co.
Practicing Company Secretary



C.P.No:22530

Membership No:59867

PRC:2331/2022

UDIN: A059867E003399280

Place: Saharanpur

Date: 08/02/2024