

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF CLN ENERGY LIMITED (FORMERLY KNOWN AS CLN ENERGY PRIVATE LIMITED AND FORMERLY KNOWN AS JLNPHENIX ENERGY PRIVATE LIMITED) HELD ON THURSDAY, JANUARY 16, 2025 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED PLOT-18, SECTOR-140, PHASE-2, NEPZ POST OFFICE, GAUTAM BUDDHA NAGAR, DADRI, 201305, UTTAR PRADESH, INDIA.

**APPROVAL OF RED HERRING PROSPECTUS**

**“RESOLVED THAT** pursuant to Sections 26, 32 and other relevant provisions of the Companies Act, 2013 and subject to the approval of the Stock Exchange, ROC, SEBI and other regulatory authorities, the Red Herring Prospectus for the initial public offer of upto 28,92,000 equity shares of ₹ 10 each (“equity shares”) of CLN Energy limited (“CLN” or the “company”) for cash at a price of ₹ [●] per share (the “issue price”), aggregating upto ₹ [●] lakhs (“the issue”), of which upto 1,56,000 equity shares of ₹ 10 each will be reserved for subscription by market maker to the issue (the “market maker reservation portion”) the issue less than the market maker reservation portion i.e. issue of upto 27,36,000 equity shares of ₹10 each is hereinafter referred to as the “Net Issue” submitted to this meeting, duly initialed by the Director for the purpose of identification be and is hereby approved.”

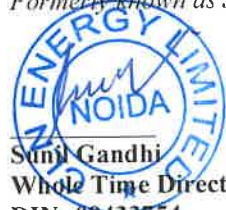
**“RESOLVED FURTHER THAT,** the Red Herring Prospectus be signed by all the directors or their authorized nominees or through his or her declaration before being delivered to the concern authority or stock exchange for registration and will published on various website including the company’s website i.e. [www.clnenergy.in](http://www.clnenergy.in)

**“RESOLVED FURTHER THAT** any Director, Chief Financial Officer and Company Secretary and Compliance officer be and are hereby authorised to make such alterations, modifications or changes as may be suggested by the Lead Manager, Stock Exchange, Registrar of Companies or any other Regulatory Authority while approving the Red Herring Prospectus.”

//Certified True Copy//

**For CLN Energy Limited**

*(Formerly known as CLN Energy Private Limited and  
Formerly known as Jlnphenix Energy Private Limited)*



Sunil Gandhi  
Whole Time Director and Chief Executive Officer  
DIN: 08433754

Date: January 16, 2025

Place: Noida, Uttar Pradesh

**Registered Office**

**CLN ENERGY LIMITED (Formerly CLN Energy Pvt. Ltd. & JLNPhenix Energy Pvt. Ltd.)**

PLOT-18, SECTOR-140, PHASE-2, Nepz Post Office, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201305

CIN: U33100UP2019PLC121869

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