

NOTICE

CLEAN SCIENCE AND TECHNOLOGY LIMITED

Registered Office: Office No. 503, Pentagon Tower P-4, Magarpatta City, Hadapsar, Pune 411 013 Maharashtra, India.

Corporate Identification Number: L24114PN2003PLC018532

Tel:- +91 020 41264761 | **Fax:** +91 20 26898894

Website: www.cleanscience.co.in | **E-mail:** compliance@cleanscience.co.in

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting ("AGM") of the Members of Clean Science and Technology Limited (the "Company") will be held on Thursday, 10th August, 2023 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Auditors thereon.
2. To confirm payment of interim dividend of ₹ 2/- (200%) per equity share and to declare final dividend of ₹ 3/- (300%) per Equity Share of ₹ 1/- each fully paid up for the Financial Year ended 31st March, 2023.
3. To appoint a director in place of Mr. Krishnakumar R. Boob (DIN: 00410672), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution:**

Ratification of remuneration to Cost Auditors for FY 2023-24.

RESOLVED THAT pursuant to Section 148 and other applicable provisions, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the recommendation of the Audit Committee, the remuneration payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune, (Firm Registration No. 000030)

appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records of the Company for the Financial Year ending 31st March, 2024 amounting to ₹ 3,15,000/- (Rupees Three Lakhs Fifteen Thousand only) plus applicable taxes and reimbursement of out of pocket expenses as may be incurred by them during the course of Audit is hereby ratified.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to the resolution in this regard.

5. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

Modification in Clean Science and Technology Limited – Employee Stock Option Scheme 2021.

RESOLVED THAT in partial modification of earlier special resolution passed by the members of Company dated 27th March, 2021 and 17th March, 2022 modifying and ratifying Clean Science and Technology Limited Employee Stock Option Scheme, 2021 (CSTL ESOS 2021), and pursuant to Section 62(1) (b) of the Companies Act, 2013, ("Act"), the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act and in accordance with the Articles of Association of the Company and SEBI (Share Based Employee Benefits and Sweat Equity Regulations, 2021), ("SEBI SBEB and Sweat Equity Regulations 2021"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") (as amended) and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions, approvals, modifications, as may be necessary and agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee(s) thereof, including the Nomination and Remuneration Committee), consent of the Members of the Company

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be and is hereby accorded to amend CSTL ESOS 2021 as follows–

- 1) Increase the aggregate number of Employee Stock Options ("Options") as originally reserved thereunder from 1,00,000 (One Lakh) Options to 3,50,000 (Three Lakh Fifty Thousand) Options with an addition of 2,50,000 (Two Lakhs Fifty Thousand) options for grant to Eligible Employees under CSTL ESOS 2021;
- 2) Grant of Options to the Eligible Employees of Subsidiary Company(ies) of the Company under CSTL ESOS 2021;
- 3) Such other modifications, more specifically detailed in the Explanatory Statement to this Notice be deemed to be incorporated herein;

RESOLVED FURTHER THAT the amendments to CSTL ESOS 2021 is not prejudicial to the interest of the Options grantee.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorising or directing to appoint Merchant Bankers, Solicitors, Registrars, and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration for modification of CSTL ESOS 2021 and also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions in connection with and to settle all such questions, difficulties or doubts whatsoever which may arise and to do all such acts, deeds, matters and things as may be incidental or ancillary in this regard.

6. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**:

Grant of Employee Stock Options to the Eligible Employees of Subsidiary Company(ies) of the Company under 'Clean Science and Technology Limited Employee Stock Option Scheme 2021'

RESOLVED THAT subject to the approval of proposed amendments in Clean Science and Technology Limited Employee Stock Option Scheme, 2021 (CSTL ESOS 2021) placed at item no.5 above of the Notice of 20th AGM and pursuant to the provisions of Section

62(1)(b) of the Companies Act, 2013, ("Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act and in accordance with the Articles of Association of the Company and SEBI (Share Based Employee Benefits and Sweat Equity Regulations, 2021), ("SEBI SBEB and Sweat Equity Regulations 2021") SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI Listing Regulations, 2015") and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee(s) thereof, including the Nomination and Remuneration Committee), consent of the members' of the Company be and is hereby accorded authorising the Board of Directors of the Company to create, offer and grant from time to time, in one or more tranches, such number of employee stock options not exceeding 3,50,000 (Three Lakhs Fifty Thousand) Employee Stock Options, to the Eligible Employees of the Subsidiary Company(ies) as defined under CSTL ESOS 2021 exercisable into not more than 3,50,000 (Three Lakhs Fifty Thousand) equity shares of face value of Re. 1/- (Rupee One) each fully paid-up, on such terms and in such manner as the Board may decide from time to time in accordance with the provisions of the applicable laws and the provisions of CSTL ESOS 2021.

RESOLVED FURTHER THAT, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution.

By Order of the Board
For **Clean Science and Technology Limited**

Mahesh Arvind Kulkarni

Company secretary

Membership No ACS-19364

Date: 18th May, 2023

Place: Pune

Registered Office:

Office No. 503, Pentagon Tower P-4,
Magarpatta City, Hadapsar, Pune 411 013 Maharashtra,
India.

Tel:- +91 020 41264761

E-mail: compliance@cleanscience.co.in

Website: www.cleanscience.co.in

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the business under Item Nos. 4, 5 and 6 of the Notice and details of the Director seeking Re-appointment at the Annual General Meeting ("AGM") is annexed and forms an integral part of the Notice.

2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 21/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 respectively ("MCA Circulars") and applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) upto 30th September, 2023.

In compliance with provisions of the Act, SEBI Listing Regulations, 2015 and MCA circulars, the 20th AGM of the Company is being held through VC/OVAM on Thursday, 10th August 2023 at 3.00 p.m. (IST)

3. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), read with clarification/guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed to be the venue of the AGM.

4. In terms of the MCA and SEBI Circulars, as the AGM is to be conducted through VC/OAVM, and since physical attendance of Members is dispensed with, there is no requirement of appointment of proxies. Therefore, the facility for appointment of Proxy by the Members is not available for this AGM and hence Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Members attending through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. 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.

6. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) attending the meeting through VC/OAVM are required to send a scanned

copy (PDF/ JPG Format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutiniser by email through its registered email address to jayavantbhave@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letters etc. by clicking "Upload Board Resolution / Authority Letter" displayed under e-voting" tab in their login.

7. Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder, M/s BSR & Co. LLP, Chartered Accountants (Firm Registration. No.: 101248W/W-100022) were appointed as Statutory Auditors of the Company for a period of 5 (five) years i.e. from the conclusion of 16th AGM till the conclusion of 21st AGM to be held in year 2024. As per the Notification issued by MCA on 7th May, 2018 amending Section 139 of the Act and Rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the members at every AGM has been done away with, hence the Company is not proposing an agenda item for ratification of appointment of Statutory Auditors at this AGM.

8. The details of the Director seeking appointment / re-appointment as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto. The Board of Directors recommend the appointment/re-appointment as proposed.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 4th August, 2023 to Thursday, 10th August, 2023 (both days inclusive) for the purpose of AGM and determining the eligibility of members entitled for payment of final dividend, if declared.

10. The final dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on Friday, 25th August, 2023.

11. In order to enable the Company to directly credit the dividend amount in the bank accounts Members holding shares in demat account are requested to update their Bank Account details with their respective Depository Participants.

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ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

12. In accordance with, the General Circular No. 20/2020, 02/2021 and 10/2022 dated 5th May, 2020, 13th January, 2021 and 28th December, 2022 respectively issued by MCA and Circular No. SEBI /HO /CFD / CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI, the Financial Statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), including the Notice of AGM are being sent only in electronic mode to Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ("RTA") or Depository Participant(s) ("DP").

The Company will not be dispatching physical copies of such statements and Notice of AGM to any Members.

13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs. Registration of Email-id will enable them to receive all communications from the Company in electronic mode.
14. In line with the MCA Circular, a copy of the Notice of this AGM along with Annual Report for the Financial Year 2022-23, is available on the website of the Company at www.cleanscience.co.in and on the website of Stock Exchanges i.e. BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com

PROCEDURE FOR SPEAKER REGISTRATION, SUBMISSION OF QUESTIONS / QUERIES:

15. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are requested to express their views/send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number, along with their queries/views/questions at compliance@cleanscience.co.in
16. **Members holding shares as on the cut-off date i.e. Thursday, 3rd August, 2023, and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to compliance@cleanscience.co.in during, Friday, 4th August, 2023 from 9.00 am**

to Monday, 7th August, 2023 upto 5.00 pm. Those members who have registered themselves as speaker will only be allowed to speak/express their views/ask questions during the AGM.

17. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
18. Pursuant to Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, and in compliance with Regulation 44 of the SEBI Listing Regulations, 2015, as amended, and the Circulars issued by the MCA, the Company is pleased to provide voting by electronic means ("remote e-voting") to the Members, to enable them to cast their votes electronically in respect of the business to be transacted at the AGM. For this the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL. The e-voting Event Number (EVEN) for this purpose is '124162'.
19. The voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the members on **Thursday, 3rd August, 2023 (on close of business hours) ("Cut-off date")**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.
20. The details of the process and manner for remote e-voting are explained herein below:

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

21. Member will be provided with a facility to attend AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in the Notice for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name.

You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.





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22. Members are encouraged to join the Meeting through Laptops for better experience.
23. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
24. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, Chairman/Chairperson of the Committees of the Board of Directors, as applicable, etc. who are allowed to attend the AGM without the said restriction.
25. **Members who need assistance before or during the AGM with use of technology, can send a request at evoting@nsdl.co.in or use Toll free no.: 022-4886 7000/022-2499 7000 or contact Ms.Pallavi Mhatre, Senior Manager Manager, NSDL at the designated email ID: evoting@nsdl.co.in.**
26. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
27. The details of the process and manner for remote e-voting are explained herein below:

Step 1 – Access to NSDL e-voting System:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IdeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 4886 7000 and 022 – 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

28. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on www.evoting.nsd.com to reset the password.
29. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 022-4886 7000/022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL, at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back),

PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@cleanscience.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@cleanscience.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Thursday, 3rd August 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsd.com or call on toll free no. **022-4886 7000/022-2499 7000** In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 3rd August 2023, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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30. REMOTE- E-VOTING

- a. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, 3rd August 2023 and who continue to hold the shares as on the date of AGM will be entitled to vote at the AGM.
- b. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence on Saturday, 5th August, 2023, at 9.00 a.m. (IST) and will end on Wednesday, 9th August, 2023, at 5.00 p.m. (IST)**
- c. The remote e-voting module shall be disabled for voting thereafter.
- d. In addition, the e-voting window shall be activated upon instruction of the Chairman of the meeting during the AGM.
- e. The e-voting during the AGM is integrated with the VC/OAVM platform and therefore no separate login is required.
- f. Members attending the AGM who have not cast their vote by remote e-voting and are otherwise not barred from doing so shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Once the vote on a resolution is cast by the Members, the member shall not be allowed to change it subsequently.

31. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

32. DETAILS OF SCRUTINISER

- a. M/s. Jayavant Bhawe, Practicing Company Secretary, Pune, (ICSI Membership No FCS-4266, CP-3068) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the AGM will make a consolidated Scrutinisers Report and submit the same not later than 48 hours from the conclusion of the AGM to the Chairman of the Company or persons authorised by him who shall countersign the same and declare the results of voting forthwith.
- c. The Results declared along with a Scrutinizer's Report shall be hosted on the Company's website at <https://www.cleanscience.co.in> and on the website of NSDL at www.nsdl.co.in immediately after the result is declared by the Chairman or a person authorised by him. The results shall be simultaneously communicated to the Stock Exchanges viz. BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.

33. OTHER INSTRUCTIONS

- (a) Members desirous of getting any information about the accounts of the Company are requested to address their queries to the Company Secretary of the Company at compliance@cleanscience.co.in Such requests should be received at least seven days before the date of the AGM, so that the information required can be readily made available at the AGM to the best extent possible.
- (b) During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, CSTL ESOP Scheme 2021 and other relevant documents referred to in this Notice of AGM and Explanatory Statement and the Certificate from the Secretarial Auditors of the Company certifying that ESOP Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB and Sweat Equity Regulations, 2021") shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting>.

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nsdl.com and on the website of the Company, www.cleanscience.co.in.

34. DIVIDEND

- a. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Thursday, 3rd August, 2023 i.e. the Cut-off Date** will be paid the Final Dividend on Friday, 25th August, 2023 for the financial year ended 31st March, 2023, as recommended by the Board, if approved at the AGM.
- b. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its R&T Agent cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants well before the cut-off date.

35. TDS ON DIVIDEND

Pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of the shareholders with effect from 1st April, 2020 and therefore the Company shall be required to deduct Tax at Source (TDS) at the time of making the payment of final dividend at prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2021 and amendments thereof. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 as mentioned in below paras.

For Resident Shareholders: - Tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during 2023-24 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

- a) **For Resident Individual:** No TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received by them during 2023-24 does not exceed ₹ 5,000.

Separately, in cases where the shareholder provides Form 15G (applicable to all individuals) / Form 15H (applicable to an Individual above the age of 60 years), no TDS shall be deducted provided that the eligibility conditions are being met.

Form 15G / Form 15H can be uploaded at below link (i.e. Link Intime India Private Limited):<https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

TDS will not be deducted, if the shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the PAN along with documentary evidence in relation to the same.

Needless to mention, PAN will be mandatorily required. If your PAN details are available in your demat account for shares held in demat form or with the Registrar and Transfer Agent ("RTA") for shares held in physical form, then there is no need to send PAN details again to the Company. If PAN is not available or invalid, TDS would be deducted at the rate of 20% as per Section 206AA of the Income Tax Act.

- b) **For Resident Non-individual:** No tax shall be deducted on dividend payable to the following resident non-individual where they provide relevant details and documents: -
 - i. **Insurance companies:** A declaration that it has full beneficial interest in the shares along with self-attested copy of PAN and Registration Certificate with Insurance Regulatory Development Authority (IRDA) and PAN card.
 - ii. **Mutual Funds:** A declaration that it is a mutual fund governed by the provisions of Section 10(23D) of the Income Tax Act, 1961 and is covered under Section 196 of the Income Tax Act, 1961 along with self-attested copy of PAN and valid SEBI Registration Certificate.
 - iii. **Alternative Investment Fund (AIF) established in India:** A declaration that its dividend income is exempt under Section 10(23FBA) of the Income Tax Act, 1961 and it has been granted a certificate of registration as Category I or Category II AIF under the SEBI Regulations, along with self-attested copy of PAN and valid SEBI Registration Certificate.
 - iv. **National Pension Scheme:** A declaration that they are governed by the provisions of Section 10(44) of the Income Tax Act, 1961 along with self-attested copy of registration documents and PAN.

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v. Corporation established by or under a Central Act:

A declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt on the income and accordingly, covered under Section 196 of the Income Tax Act, 1961 along with self-attested copy of PAN and valid SEBI Registration Certificate.

vi. Recognised Provident Fund/Approved Gratuity/Superannuation Fund:

Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes

vii. Other shareholders - Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.

viii. In case of other resident shareholder having Order under section 197 of the Income Tax Act, 1961, TDS will be deducted at the rate mentioned in the Order; provided the Shareholder submits copy of the Order obtained from the income-tax authorities.

c) For Non-resident Shareholders: - Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be @ 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them.

Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) under Section 196D of the Income Tax Act.

However, as per Section 90 of the Income Tax Act, 1961 a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose, i.e. to avail the tax treaty benefits, the Non-Resident Shareholder (including FII and FPI) will have to provide the following:

- Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) issued by the tax authorities of the country of which the

shareholder is resident, evidencing and certifying shareholder's tax residency status during the financial year 2023–2024.

- Self-declaration in Form 10F duly filled and signed.
- SEBI registration certificate in case of Foreign Institutional Investors and Foreign Portfolio Investors.
- Self-declaration in the prescribed format certifying that :
 - (a) The shareholder is eligible to claim the beneficial Tax Treaty rate for the purposes of tax withholding on dividend declared by the Company;
 - (b) The transaction / arrangement / investments from which the dividend is derived by the shareholder is not arranged in a manner which results in obtaining a tax benefit, whether directly or indirectly, as one of its principal purposes. The tax benefit, if any, derived from such transaction / arrangement / investments would be in accordance with the object and purpose of the provisions of the relevant Tax Treaty ('the Principle Purpose Test', if applicable to the respective Tax Treaty);
 - (c) No Permanent Establishment / fixed base in India during the 2023-24 in accordance with the applicable tax treaty;
 - (d) The shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by a Non-Resident Shareholder.

In case of Non-resident shareholder having Order under Section 197 of the Income Tax Act, 1961 TDS will be deducted at the rate mentioned in the Order; provided the shareholder submits copy of the order obtained from the income-tax authorities

Where any entity is entitled for exemption from TDS, TDS will not be deducted provided such shareholder/entity provides valid self-attested documentary

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evidence (e.g. relevant copy of registration, notification, order, etc. issued by the Indian tax authorities).

For All shareholders

As per the provisions of section 206AB of the Income Tax Act, 1961 tax would be required to be deducted at twice the applicable rate in respect of any sum or amount or income paid or payable or credited to a 'specified person'.

Further, the Act defined 'specified person' to mean:

- A person who has not filed return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted and the time for filing tax return under section 139(1) of the Income Tax Act has expired; and
- aggregate of tax deducted at source and tax collected at source in his / her case is ₹ 50,000 or more in the said previous year.

However, the aforementioned withholding at higher rate shall not apply to a Non-Resident who does not have a Permanent Establishment / fixed base in India. Accordingly, a Non-Resident should submit a No Permanent Establishment declaration (as referred above).

Notes:

- (i) All the above referred tax rates will be enhanced by surcharge and cess, as applicable.
- (ii) For all self-attested documents, shareholders must mention on the document "certified true copy of the original". For all documents being uploaded by the shareholder, the shareholder undertakes to send the original document(s) on request by the Company/RTA.
- (iii) In case tax dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, the concerned Shareholder may still have the option of claiming refund at the time of filing the income tax return (provided a valid PAN is registered with your RTA or DP). No claim shall lie against the Company for such taxes deducted.
- (iv) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and

also, provide the Company with all information / documents and co-operation in any proceedings.

- (v) Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.
- (vi) Documents furnished by the shareholders [such as Form 15G / 15H, TRC, Form 10F, Self-Attested Declaration etc.] shall be subject to review and examination by the Company before granting any beneficial rate or Nil Rate. The Company reserves the right to reject documents in case of any discrepancies or the documents are found to be incomplete. Decision of the Company with respect to the validity of any document will be final.
- (vii) In case of any discrepancy in documents submitted by the shareholder, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.
- (viii) The Company will withhold taxes as per the stipulated tax laws prevalent at the time of deduction of taxes i.e. as on aforesaid cut-off Date.
- (ix) A declaration must be filed with the Company where the whole or any part of the dividend income is assessable, under the provisions of the Act, in the hands of a person other than the shareholder in accordance with Rule 37BA(2) of the Income-tax Rules, 1962. The declaration must consist of Name, address, PAN of the person to whom credit is to be given and payment or credit in relation to which credit has to be given and reasons for giving credit to such person.

The requisite form for claiming tax exemption can be downloaded from Registrar's website **under General Tab**. The URL for the same is: <https://web.linkintime.co.in/client-downloads.html>

To enable the Company to determine the appropriate TDS / withholding tax rate applicable, you should upload necessary documents at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 3rd August, 2023.

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No communication on tax determination / deduction shall be considered post 3rd August, 2023.

On clicking the above link, the user will be prompted to select/share the following information to register their request: -

1. Select the company (Dropdown)
2. Folio No./DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment - 1 (PAN)
7. Document attachment - 2 (Forms)
8. Document attachment - 3 (Any other supporting document)

In case of joint shareholders, the shareholder named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

36. In terms of SEBI Circular dated 8th April, 2022 read with SEBI Circular dated 30th May, 2022 the Standard Operating Procedures for dispute resolutions under the Stock Exchange arbitration mechanism for dispute between the Company and/or Share Transfer Agents and its Shareholders/Investors has been hosted on the Company website at www.cleanscience.co.in
37. **Nomination:** SEBI, vide circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated 23rd July, 2021 read with SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/42 dated 27th March, 2023 had mandated providing choice of nomination details, i.e., either furnishing of nomination or declaration for

opting out of nomination for all existing eligible trading and demat account holders latest by 30th September, 2023 failing which the trading accounts shall be frozen for trading and demat account shall be frozen for debits. Shareholders are hereby suggested to contact their stock brokers/Depository Participant for updating such nomination details

38. Shareholders are requested to update their KYC details including PAN, bank account details, nomination, contact details and are suggested to contact their stock brokers/Depository Participant for updating the same.
39. Members are requested to note that dividend if not encashed for a consecutive 7 (Seven) years from the date of transfer to unpaid dividend account of the Company, amount of such dividend and its corresponding shares are liable to be transferred to IEPF.

By Order of the Board
For **Clean Science and Technology Limited**

Mahesh Arvind Kulkarni
Company Secretary

Membership No ACS-19364
Date: 18th May, 2023
Place: Pune

Registered Office:

Office No. 503, Pentagon Tower P-4,
Magarpatta City, Hadapsar, Pune 411 013 Maharashtra,
India.

Tel:- +91 020 41264761

E-mail: compliance@cleanscience.co.in

Website: www.cleanscience.co.in

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to get audit of its cost records for specified products audited by a Cost Accountant.

Accordingly, the Board of Directors at their meeting held on 18th May, 2023 upon the recommendation of the Audit Committee, appointed M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (Firm Registration No.: 000030) as Cost Auditors of the Company for conducting audit of the cost records for the Financial Year 2023-24, at a remuneration of ₹ 3,15,000/- (Rupees Three Lakhs Fifteen Thousand Only) plus applicable taxes thereon and reimbursement of out of pocket expenses as may be incurred by them during the course of audit.

In compliance with section 148, Members are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the Members of the Company is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2023-2024.

The Board recommends the resolution set out at Item No. 4 of the notice, for the approval of members of the Company. None of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5 and 6

Clean Science and Technology Limited values its employee the most and believes that employees play major role in growth. Company considers its employees as one of the important stakeholders.

To reward the employees for their performance and to motivate them to contribute to the growth and profitability, the Company had implemented the Clean Science and Technology Limited Employee Stock Option Scheme 2021 (CSTL ESOS 2021). CSTL ESOS 2021 was initially approved by the shareholders in their general meeting held on 27th March, 2021 before Initial Public Offer. Post Initial Public Offer, shareholders ratified the CSTL ESOS 2021 along with

certain modifications in the scheme pursuant to SEBI SBEB and Sweat Equity Regulations, 2021 by postal ballot on 17th March, 2022.

As on 31st March, 2023, out of the total limit of 1,00,000 options 89,731 (89.73%) options had been granted to the eligible employees.

CSTL ESOS 2021 has helped the Company in retaining the talent, key employees of the Company at various levels and to compensate the employees for their effective contribution in growth of the Company. As of now, CSTL ESOS 2021 is limited to the employees of the Company.

Considering the benefits of the Employee Stock Option Schemes and to attract the new and retain the talent in the Company on the recommendation of the Nomination and Remuneration Committee, Board of Directors in their meeting held on 18th May, 2023 recommended to the Members to amend CSTL ESOS 2021 as follows –

- 1) Increase the aggregate number of Employee Stock Options ("Options") as originally approved from 1,00,000 (One Lakh) Options to 3,50,000 (Three Lakhs Fifty Thousand) Options with an addition of 2,50,000 (Two Lakhs Fifty Thousand) options for grant to Eligible Employees under CSTL ESOS 2021 ;
- 2) Grant of Options to the Eligible Employees of Subsidiary Company(ies) of the Company under CSTL ESOS 2021;
- 3) Such other modifications, more specifically detailed herein below-

The proposed increase of additional 2,50,000 Options constitutes 0.2353% of the paid-up share capital of the Company as on 31st March, 2023.

The proposed modification in the scheme is not prejudicial to the interest of the employees. In terms of Regulation 7 of SEBI (Share Based Employee Benefits and Sweat Equity Regulations), 2021 (SEBI SBEB and Sweat Equity Regulations, 2021) the Company can vary the terms of the CSTL ESOS 2021 with the approval of shareholders.

The beneficiaries of the proposed amendments are all existing options grantees and such other Eligible Employees/option grantees to whom options may be granted in the future.

Accordingly, following amendments/modifications to the existing CSTL ESOS 2021 has been proposed for shareholders' approval:

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Particulars	Old Clause	Amended Clause	Remarks
1. Name, Objective and Term of the Scheme	1.2 The objective of the CSTL ESOS 2021 is to reward the employees of the Clean Science and Technology Limited (formerly known as 'Clean Science and Technology Private Limited') ("the Company") for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organisation.	1.2 The objective of the CSTL ESOS 2021 is to reward the employees of the Clean Science and Technology Limited ("the Company") and/or its Subsidiary Companies for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to attract and retain talent in the organisation	Included Subsidiary Companies which would enable the Company to grant options to eligible employees of the Subsidiary Companies to attract new talent in the organisation.
	1.3 The CSTL ESOS 2021 is established with effect from 27th March, 2021, on which the shareholders have approved the CSTL ESOS 2021 by way of a special resolution and shall continue to be in force until (i) its termination by the Board or Nomination and Remuneration Committee as per provisions of Applicable Laws, or (ii) the date on which all of the Options available for issuance under the CSTL ESOS 2021 have been issued and exercised, whichever is earlier.	1.3 The CSTL ESOS 2021 is established with effect from 27th March, 2021, on which the shareholders have approved the CSTL ESOS 2021 by way of a special resolution. The CSTL ESOS 2021 was further amended to bring it in line with the SEBI SBEB and Sweat Equity Regulations 2021 and ratified by shareholders by way of Postal Ballot vide special resolution dated 17th March, 2022 as it was formulated prior to the Initial Public Offer (IPO). It shall continue to be in force until (i) its termination by the Board or Nomination and Remuneration Committee as per provisions of Applicable Laws, or (ii) the date on which all of the Options available for issuance under the CSTL ESOS 2021 have been issued and exercised, whichever is earlier.	Statement regarding amendment in the scheme to bring it line with SEBI SBEB and Sweat Equity Regulations, 2021 and ratification of scheme by shareholders by way of postal ballot dated 17th May, 2022 has been added.
2.1 Definitions	2.1. v "Company Policies/Terms of Employment" means the Company's policies for employees and the terms of employment as stated in the Employment Letter or any other policy documents issued by the Company from time to time.	2.1. v "Company Policies/Terms of Employment" means the Company's policies for employees and the terms of employment as stated in the Employment Letter or any other policy documents issued by the Company/ Subsidiary(ies) from time to time.	Clause 2.1 v defining "Company Policies/ Terms of Employment" amended to include the word Subsidiary(ies)

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Particulars	Old Clause	Amended Clause	Remarks
	<p>2.1 ix</p> <p>"Eligible Employee" means (i) a permanent employee of the Company working in India or outside India; or (ii) a Director of the Company, whether whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excludes-</p> <p>a. An employee, who is a Promoter or belongs to the Promoter Group;</p> <p>b. A Director, who either by himself or through his relatives (as defined in the Companies Act, 2013) or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;</p> <p>c. An Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	<p>2.1 ix</p> <p>"Eligible Employee" means (i) a permanent employee of the Company working in India or outside India; or (ii) a Director of the Company, whether whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, or (iii) a permanent employee of Subsidiary Company working in India or outside India but excludes-</p> <p>a. An employee, who is a Promoter or belongs to the Promoter Group;</p> <p>b. A Director, who either by himself or through his relatives (as defined in the Companies Act, 2013) or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;</p> <p>c. An Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	<p>Clause 2.1 ix defining "Eligible Employee" amended to include the permanent employees of Subsidiary Companies.</p>
	<p>2.1 xxi</p> <p>"Misconduct" means disregard of the Company's bye-laws, rules, regulations and the Company Policies/ Terms of Employment and includes mismanagement of position by action or inaction, alleged wrong doing, misfeasance, or violation of any rule, regulation or law which was expected to be abided by the Eligible Employee or a breach of confidentiality conditions under Clause 23 of the CSTL ESOS 2021.</p>	<p>2.1 xxi</p> <p>"Misconduct" means disregard of the Company's / Subsidiary Company's bye-laws, rules, regulations and the Company Policies/ Terms of Employment and includes mismanagement of position by action or inaction, alleged wrong doing, misfeasance or violation of any rule, regulation or law which was expected to be abided by the Eligible Employee or a breach of confidentiality conditions under Clause 23 of the CSTL ESOS 2021.</p>	<p>Clause 2.1 xxi defining "Misconduct" amended to include the word Subsidiary Company</p>
	<p>2.1 xxviii</p> <p>"Retirement" means retirement as per the Company Policies and Terms of Employment.</p>	<p>2.1 xxviii</p> <p>"Retirement" means retirement as per the Company/Subsidiary Company Policies and Terms of Employment.</p>	<p>Clause 2.1 xxviii defining "Retirement" amended to include the word Subsidiary</p>
	---	<p>2.1 xxiii (Newly Added)</p> <p>Subsidiary Company means any present or future Subsidiary Company(ies) of the Company as defined under Section 2(87) of the Companies Act, 2013</p>	<p>Clause 2.1 xxiii has been newly added to define "Subsidiary Company."</p>

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Particulars	Old Clause	Amended Clause	Remarks
Remaining definition clauses in Sub-clause 2.1 renumbered as xxxiv to xxxviii pursuant to insertion of new clause 2.1 xxiii Definition of Subsidiary Company.			
3. Authority and Ceiling	<p>3.1</p> <p>The shareholders by way of special resolution dated 27th March, 2021 have authorised the Nomination and Remuneration Committee to grant Options not exceeding 100,000 (One Lakh) to the Eligible Employees under the CSTL ESOS 2021, in one or more tranches, exercisable into not more than 100,000 (One Lakh) Shares of face value of Re. 1 (Rupee One) each fully paid-up, with each such Option conferring a right upon the Eligible Employee to apply for one Share of the Company, in accordance with the terms and conditions as may be decided under the CSTL ESOS 2021.</p>	<p>3.1</p> <p>The shareholders by way of special resolution dated 10th August, 2023 have authorised the Nomination and Remuneration Committee to grant Options not exceeding 3,50,000 (Three Lakhs Fifty Thousand) to the Eligible Employees under the CSTL ESOS 2021, in one or more tranches, exercisable into not more than 3,50,000 (Three Lakhs Fifty Thousand) Shares of face value of Re. 1 (Rupee One) each fully paid-up, with each such Option conferring a right upon the Eligible Employee to apply for one Share of the Company, in accordance with the terms and conditions as may be decided under the CSTL ESOS 2021.</p>	<p>Clause 3.1 containing ceiling on number of options to be granted under CSTL ESOS 2021 amended to increase the maximum number of options that can be granted under CSTL ESOS 2021 from 100,000 to 350,000 options.</p>
5. Eligibility and Applicability	<p>5.</p> <p>Only Eligible Employees of the Company are eligible for being granted Options under CSTL ESOS 2021. The specific Eligible Employees to whom the options would be granted and their eligibility criteria would be determined by the Nomination and Remuneration Committee.</p>	<p>5.</p> <p>Only Eligible Employees of the Company / Subsidiary Company(ies) are eligible for being granted Options under CSTL ESOS 2021. The specific Eligible Employees to whom the options would be granted and their eligibility criteria would be determined by the Nomination and Remuneration Committee</p>	<p>Clause 5 amended to include the word Subsidiary Company(ies).</p>
6. Vesting Schedule and Conditions	<p>6.2</p> <p>Vesting of Options would be subject to continued employment with the Company and thus the Options would Vest essentially on passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance criteria and Vesting schedule subject to satisfaction of which the Options would vest.</p>	<p>6.2</p> <p>Vesting of Options would be subject to continued employment with the Company/ Subsidiary Company and thus the Options would Vest essentially on passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance criteria and Vesting schedule subject to satisfaction of which the Options would vest.</p>	<p>Clause 6.2 amended to include the word Subsidiary company.</p>
	<p>6.3</p> <p>As a prerequisite for a valid Vesting, an Option Grantee is required to be in employment or service of the Company on the date of Vesting and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting.</p>	<p>6.3</p> <p>As a prerequisite for a valid Vesting, an Option Grantee is required to be in employment or service of the Company/ Subsidiary Company(ies) on the date of Vesting and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting.</p>	<p>Clause 6.3 amended to include the word Subsidiary Company(ies)</p>

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Particulars	Old Clause	Amended Clause	Remarks
7. Exercise	<p>7.2 (b) Exercise Period</p> <p>Separation due to Resignation or Termination other than due to Misconduct</p> <p>Vested Options –</p> <p>All the Vested Options as on the date of submission of resignation shall be exercisable by the Option Grantee on or before his last working day with the Company</p>	<p>7.2 (b) Exercise Period</p> <p>Separation due to Resignation or Termination other than due to Misconduct</p> <p>Vested Options –</p> <p>All the Vested Options as on the date of submission of resignation shall be exercisable by the Option Grantee on or before his last working day with the Company / Subsidiary Company(ies)</p>	<p>Clause 7.2 (b) dealing with Exercise Period in case Separation from employment amended to include the word Subsidiary Company (ies)</p>
		<p>7.6 Newly Added</p> <p>In the event of transfer of an Option Grantee from the Company to the Subsidiary Company or vice versa, the Unvested Options as on the date of transfer, will continue to vest as per the original vesting schedule and capable of being exercised by the Option Grantee subject to compliance with the Applicable Laws.</p>	<p>Clause 7.6 newly added so that eligible employee are transferred from Holding to Subsidiary Company or vice versa unvested options will continue to vest as per original vesting schedule</p>
		<p>7.7 Newly Added</p> <p>In the event that an employee who has been granted benefits under the CSTL ESOS 2021 is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company prior to vesting or exercise, the treatment of options in such case shall be specified in such scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.</p>	<p>Clause 7.7 newly added which will apply in case of amalgamation, merger or demerger.</p>
12. Taxation	<p>12.2</p> <p>The Company shall have the right to deduct from the Option Grantee's salary, any of the Option Grantee's tax obligations arising in connection with the Options upon the Exercise thereof. In case of non-continuance of employment, the outstanding amount of the tax shall be recovered fully on or before full and final settlement.</p>	<p>12.2</p> <p>The Company/Subsidiary Company shall have the right to deduct from the Option Grantee's salary, any of the Option Grantee's tax obligations arising in connection with the Options upon the Exercise thereof. In case of non-continuance of employment, the outstanding amount of the tax shall be recovered fully on or before full and final settlement.</p>	<p>Clauses 12.2 amended to include the word Subsidiary Company</p>
	<p>12.3</p> <p>The Company shall have no obligation to deliver Shares until the Company's tax deduction obligations, if any, have been satisfied by the Option Grantee/ Nominee of the Grantee.</p>	<p>12.3</p> <p>The Company shall have no obligation to deliver Shares until the Company's/ Subsidiary Company tax deduction obligations, if any, have been satisfied by the Option Grantee/ Nominee of the Grantee.</p>	<p>Clause 12.3 amended to include the word Subsidiary Company</p>

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Particulars	Old Clause	Amended Clause	Remarks
	12.4 Any other Income Tax Laws and Rules in force will be applicable to the Company and employee.	12.4 Any other Income Tax Laws and Rules in force will be applicable to the Company/ Subsidiary Company and employee.	Clause 12.4 amended to include the word Subsidiary Company.
14. Miscellaneous	14.4 The rights granted to an Option Grantee upon the grant of Options shall not accord the Option Grantee any rights or additional rights to compensation or damages in consequence of the loss or termination of his office or employment with the Company for any reason whatsoever (whether or not such termination is ultimately held to be wrongful or unfair).	14.4 The rights granted to an Option Grantee upon the grant of Options shall not accord the Option Grantee any rights or additional rights to compensation or damages in consequence of the loss or termination of his office or employment with the Company / Subsidiary Company(ies) for any reason whatsoever (whether or not such termination is ultimately held to be wrongful or unfair).	Clause 12.4 amended to include the word Subsidiary Company(ies).
17. Governing Laws	17.2 In case any Options are granted to any employee being resident outside India belonging to the Company, working outside India, the provisions of the Foreign Exchange Management Act, 1999 and rules or regulations made thereunder as amended and enacted from time to time shall be applicable and the Company shall comply with such requirements as prescribed from time to time in connection with Grant, Vest and Exercise of Options thereof.	17.2 In case any Options are granted to any employee being resident outside India belonging to the Company / Subsidiary Company(ies), working outside India, the provisions of the Foreign Exchange Management Act, 1999 and rules or regulations made thereunder as amended and enacted from time to time shall be applicable and the Company shall comply with such requirements as prescribed from time to time in connection with Grant, Vest and Exercise of Options thereof.	Clause 17.2 dealing with Foreign Exchange Laws amended to include the word Subsidiary Company(ies).

THE MAIN FEATURES OF CSTL ESOS 2021 PURSUANT TO SEBI SBEB AND SWEAT EQUITY REGULATIONS, 2021 AND THE COMPANIES ACT, 2013 ARE AS UNDER: -

1. Brief description of the scheme –

The CSTL ESOS 2021 has been formulated and implemented by the Nomination and Remuneration Committee primarily with a view to reward the employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this scheme to attract and retain talent. The Company views ESOPs as an instrument that would enable the employees to share the value they create for the Company and align individual objectives of employees with the objectives of the Company in coming years. The CSTL ESOS 2021 contemplates grant of options to the Eligible Employees, as may be determined in due compliance of SEBI SBEB and

Sweat Equity Regulations 2021 and provisions of the CSTL ESOS 2021. After vesting of options, the Eligible Employees earn a right (but not an obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall administer CSTL ESOS 2021. All questions of interpretation of the CSTL ESOS 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in CSTL ESOS 2021.

2. Total number of options to be offered and granted –

The total number of Options that may be granted under CSTL ESOS 2021 to the eligible employees of the Company / Subsidiary Company(ies) shall not exceed 3,50,000 (Three Lakhs Fifty Thousand) options

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convertible into 3,50,000 (Three Lakhs Fifty Thousand) Equity Shares of ₹ 1 (Rupees One) each fully paid-up equity share capital of the Company.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees/ Director(s), whether whole time or otherwise, would be available for being re-granted at a future date. The Committee is authorised to re-grant such lapsed / cancelled options as per the CSTL ESOS 2021.

Further, the SEBI SBEB and Sweat Equity Regulations, 2021 require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under CSTL ESOS 2021 remain the same after any such corporate action.

3. Identification of classes of employees entitled to participate in CSTL ESOS 2021 and be beneficiaries in the scheme

The following categories of employees are entitled to participate in CSTL ESOS 2021:

- i. Employees who are in the permanent employment of the Company working in India or outside India;
- ii. Director(s), of the Company including non-executive director who are not a promoter or member of the Promoter Group.
- iii. Employees who are in the permanent employment of Subsidiary Company(ies), working in India or outside India;

The following persons are not eligible to participate in CSTL ESOS 2021:

- a. An employee, who is a Promoter or belongs to the Promoter Group;
- b. A Director, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;

- c. An Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Requirement of vesting and period of vesting:

Options granted under this Scheme would vest after 1 (one) year but not later than 4 (four) years from the date of Grant of such Options. Vesting of Options would be subject to continued employment with the Company / Subsidiary Company (ies) and thus Option would vest essentially on passage of time. In addition to this the Committee may also specify certain performance criteria and Vesting Schedule subject to satisfaction of which Options would vest.

As a prerequisite for a valid vesting, an Option Grantee is required to be in employment or service of the Company / Subsidiary Company (ies) on the date of Vesting and must neither be serving his notice for termination of employment/ service nor be subject to any disciplinary proceedings pending against him on such date of Vesting. The specific vesting schedule and conditions subject to which Vesting would take place would be outlined in the Grant Letter given to Option Grantee at the time of Grant of Options.

5. Maximum Period within which options shall be vested:

Options granted on any date would vest not later than 4 (Four) years from the date of grant of options as may be determined by the Committee.

6. Exercise Price or Pricing Formulas:

The exercise price per option shall be at the price determined by the Committee which in no case be less than face value of the equity shares.

7. Exercise Period/Offer Period and process of exercise/ acceptance of offer:

- (a) While in Employment: The Exercise Period shall be 5 (five) years from the date of Vesting of Options or such other shorter period as may be prescribed by the Committee from time to time and set out in the Grant Letter.

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- (b) In case of separation from employment: Options can be exercised as per provisions mentioned in CSTL ESOS 2021 as outlined below: -

S. No.	Separations	Vested Options	Unvested Options
1	Resignation or termination other than due to Misconduct	All the Vested Options as on the date of submission of resignation shall be exercisable by the Option Grantee on or before his/her last working day with the Company / Subsidiary Company (ies).	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination due to Misconduct	All Vested Options which were not Exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Retirement	All Vested Options can be exercised by the Option Grantee immediately after, but in no event later than six months from the date of such retirement.	All Unvested Options as on the date of retirement shall vest on accelerated basis immediately on the date of retirement (subject to minimum Vesting Period of 1 year from the date of Grant) and may be exercised by the Option Grantee immediately, but in no event later than six months from the date of such retirement.
4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.	All the Unvested Options as on the date of death shall be deemed to have been Vested and may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.
5	Permanent Incapacity	All Vested Options may be exercised by the Option Grantee or Option Grantee's nominee, immediately after, but in no event later than 12 months from the date of such incapacity.	All the Unvested Options as on the date of such Permanent Incapacity shall be deemed to have been Vested and can be exercised by the Option Grantee or Option Grantee's nominee immediately after, but in no event later than 12 months from the date of such incapacity
6	Abandonment*/leaving without any notice	All Vested Options as on the date of such termination shall stand cancelled.	All the Unvested Options as on the date of such termination shall stand cancelled.
7	Other reasons apart from those mentioned above	The Nomination and Remuneration Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

*The Nomination and Remuneration Committee at its sole discretion shall decide the date of lapse of Options and such decision shall be final and binding on all concerned.

The Options shall be exercised when an Eligible Employee makes an application in writing and pays the Exercise Price to the Company for the shares of the Company against Options vested in him. Options not exercised within the Exercise Period shall lapse and the Eligible Employee shall have no right over the lapsed or cancelled Options.

8. The Appraisal process for determining the eligibility of employees under CSTL ESOS 2021:

The appraisal process for determining the eligibility of the employee will be based on criteria such as the grade

of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or by any such criteria that may be determined by the Committee.

9. Maximum number of options to be offered and issued per employee and in aggregate, if any:

The maximum number of options that may be granted to any Eligible Employee of the Company / Subsidiary Company (ies) under the CSTL ESOS 2021 and in aggregate shall not exceed 15,000 (Fifteen Thousand) which are convertible into 15,000 (Fifteen Thousand) shares.

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If the number of Options that may be offered to any specific Eligible Employee shall exceed 0.01412% or more of the issued share capital (excluding warrants & convertible securities) of the Company at the time of grant of Options, then the Company shall take prior approval from shareholders of the Company.

10. Maximum quantum of benefits to be provided per employee under the CSTL ESOS 2021:

The maximum quantum of benefits underlying the options issued to an Eligible Employee shall depend upon the market price of the shares as on the date of sale of shares arising out of exercise of options.

11. Whether the CSTL ESOS 2021 scheme is to be implemented and administered directly by the Company or through a trust:

The CSTL ESOS 2021 shall be implemented and administered directly by the Company without forming or involving any trust.

12. Whether the CSTL ESOS 2021 Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme involves issue of new shares against exercise of options. There is no involvement of trust and therefore, there will not be any secondary acquisition.

13. The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc:

The CSTL ESOS 2021 is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, provision of any loan to a Trust under the Scheme does not arise.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the scheme(s):

The CSTL ESOS 2021 is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, the scheme does not envisage any secondary acquisition.

15. Statement to the effect that Company shall conform to the accounting policies specified in the Regulation 15:

The Company shall follow the Ind AS or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

16. The method which the Company shall use to value its options:

The Company shall adopt 'fair value method' for valuation of options as prescribed under Ind AS or under any relevant accounting standard notified by appropriate authorities from time to time. Hence the following statement mentioned in point no. 17 will not be applicable.

17. Statement with regard to disclosure in director's report:

"In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report."

18. Period of lock-in:

No period of lock-in is applicable to the shares issued under CSTL ESOS 2021.

19. Terms and conditions for buyback, if any, of specified securities covered under SEBI SBEB and Sweat Equity Regulations, 2021:

The Committee to determine the procedure for buy-back of specified securities issued under these regulations, if to be undertaken at any time by the Company and the applicable terms and conditions, including permissible sources of financing for buy-back; any minimum financial thresholds to be maintained by the Company as per its last financial statements; and limits upon quantum of specified securities that the Company may buy-back in a financial year.

As the CSTL ESOS 2021 provides issue of equity shares to be offered to Eligible Employee, the consent of the Members is sought pursuant to Section 62 (1) (b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of SEBI SBEB and Sweat Equity Regulations 2021.

Your Directors recommend passing of the Special Resolution as specified in Item No.5 and 6 of the AGM Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent Options granted to them under the Scheme.

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ANNEXURE TO THE NOTICE

Details of Director seeking Re-appointment at the 20th Annual General Meeting -

Particulars	Details
Name	Mr. Krishnakumar Boob
DIN	00410672
Date of Birth and Age	31st May, 1955, Age-68 years
Nationality	Indian
Date of First appointment on the Board	7th November, 2003
Shareholding (including Joint Holding) in the Company	1,64,24,512 Equity Shares
Board meetings attended during financial year 2022-23	4 (Four)
Brief Profile, qualification, Nature of expertise in specific functional Areas and Experience	Mr. Krishnakumar Boob is one of the Promoter and Director since incorporation of the Company from 2003. He holds a bachelor's degree in pharmacy from the University of Bombay, India and has more than 25 years of rich experience in chemical industry. He has previously worked as Director at Mangalam Drugs and Organics Limited. He is engaged in day to day operational activities having expertise in project procurement, general management and administration, regulatory approvals, compliances, identifying, reviewing and monitoring CSR projects.
Terms and conditions of Re-appointment	He was appointed as Whole Time Director of the Company, for a term of five years with effect from 1st April, 2021 subject to retirement by rotation by the shareholders at its meeting held on 27th March, 2021. There is no change in the terms and conditions of his appointment.
Last Drawn remuneration (including sitting fees and commission)	₹ 56.17 million including 4% performance bonus on net profit before tax to be paid collectively with other Whole Time Directors in proportion to the remuneration drawn by them.
Remuneration proposed to be paid	₹ 19.84 million plus 4% performance bonus on net profits before tax to be paid collectively with other Whole Time Directors in proportion to the remuneration drawn by them.
Relationship with other Directors and Key Managerial Personnel	Brother of Mr. Ashok Boob, Promoter and Managing Director.
Directorship in Other Companies	1. Clean Fino-Chem Limited 2. Clean Organics Private Limited 3. Clean Aromatics private Limited 4. Shri Saptashringi Warehousing Private Limited 5. Clean Science Private Limited 6. CSTPL Foundation
Chairman/Member in the Committees	He is a member of Corporate Social Responsibility Committee and Finance Committee of the Company.
Listed Entities from which he has resigned in the past three years	Not Applicable

By order of Board of Director
For **Clean Science and Technology Limited**

Mahesh Arvind Kulkarni
Company Secretary

Membership No ACS-19364
Date: 18th May 2023
Place: Pune

Registered Office address:
Office No. 503, Pentagon Tower P-4,
Magarpatta City, Hadapsar,
Pune, Maharashtra, 411013.