

16<sup>th</sup> April, 2024

To,

BSE Limited Phiroze JeeJeebhoy Towers, Dalal Street,Fort, Mumbai – 400 001 Scrip Code: 543318 National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Trading Symbol: CLEAN

## Subject: Corporate Governance Report under Regulation 27(2)

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Science

Dear Sir/Madam,

In compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, please find enclosed the Corporate Governance Report for the quarter ended 31<sup>st</sup>March, 2024.

This is for your information and records.

Yours faithfully,

## For Clean Science and Technology Limited

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Mahesh Kulkarni **Company Secretary** 



General information about company								
Scrip code	543318							
NSE Symbol	CLEAN							
MSEI Symbol	NOTLISTED							
ISIN	INE227W01023							
Name of the entity	CLEAN SCIENCE AND TECHNOLOGY							
Date of start of financial year	01-04-2023							
Date of end of financial year	31-03-2024							
Reporting Quarter	Yearly							
Date of Report	31-03-2024							
Risk management committee	Applicable							
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities							

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												Annexure I													
	Annexure I to be submitted by listed entity on quarterly basis																								
	I. Composition of Board of Directors																								
		Disclosure of n	intes on compositi	ion of board of directors explanato	Add Notes																				
				ted entity has a Regular Chairperso																					
			Whether	Chairperson is related to MD or CE	No No				Disqualification of I	Directors under section 164 of the	Companies Act, 2013														
This     Sr (Mr / Name of the Director PAN DIN Category 1 of directors Category 2 of d     Mag					Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)		entities including this listed entity [with reference to proviso to	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
Add	Delete																								
1 Mr	Pradeep Ramwilas Rathi	AARPR3934M	00010577	Non-Executive - Non Independent Director	Chairperson		20-05-1953	No				Active	NA		15-12-2006										
1 100	Probect Ramwing Ratin	A4AFR3334M	00018577	independent birector	charperson		100031000	110				- Com	100		15-11-1000				4	2	4	1			
2 Mr	Ashok Ramnarayan Boob	AAUPB0820F	00410740	Executive Director	Not Applicable	MD	02-03-1952	No				Active	NA		07-11-2003	28-07-2022			1	0	0	0			
3 Mr	Siddhartha Ashok Sikchi	AYAPS2422E	02351154	Executive Director	Not Applicable		06-11-1981	No				Active	NA		15-12-2006	01-04-2021			1		1				
4 Mr	Krishnakumar Ramnarayan Boob	AAUPB0819L	00410672	Executive Director Non-Executive - Non	Not Applicable		31-05-1955	No				Active	NA		07-11-2003	01-04-2021			1	0	0	0			
5 Mr	Sanjay Kothari	AADPK2102L	00258316	Independent Director	Not Applicable		04-11-1963	No				Active	NA		20-12-2009				3	1	5	2			
				Non-Executive - Independent																					
6 Mr	Ganapati Dadasaheb Yadav	AAAPY1188M	02235661	Director	Not Applicable		14-09-1952	No				Active	NA		15-12-2006	06-02-2021		37.26	4	4	3	0			
7 Mr	Keval Navinchandra Doshi	AAAPD6503B	03635213	Non-Executive - Independent Director	Not Applicable		23-03-1972	No				Active	NA		06-02-2021	06-02-2021		27.26	2	2	2	2			
	Neter restriction of DOSHI		03033213	Non-Executive - Independent			13-03-1371	110				PLUTE			00.01.1011	03/02/2021		37.20	2	2	2	2			
8 Ms	Madhu Dubhashi	ABMPD2659P	00036846	Director	Not Applicable	1	06-02-1951	No				Active	NA		20-02-2021	20-02-2021		37.12	4	4	5	2			
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			For this quarter kindly note the following 1. Date of Appointment and Date of Cea 2. Date of Appointment can be any day of	ation (if applicable) must be mendato opto September 30, 2022.				
			3. Date of Cessation must be for the curr	ent quarter only, i.e. July 1,2022 to Se	ptember 30,2022			
Note	: Please enter DIN. After ente	ring DIN, Name of Committee memb	ers and Category 1 of Directors shall be prefilled a	tomatically				
Auc	lit Committee Details							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	03635213	Keval Navinchandra Doshi	Non-Executive - Independent Director	Chairperson	20-03-2021			
	03635213 00036846	Keval Navinchandra Doshi Madhu Dubhashi		Chairperson Member	20-03-2021 20-03-2021			
2			Non-Executive - Independent Director					
2	00036846	Madhu Dubhashi	Non-Executive - Independent Director Non-Executive - Independent Director	Member	20-03-2021			
2	00036846 02235661	Madhu Dubhashi Ganapati Dadasaheb Yadav	Non-Executive - Independent Director Non-Executive - Independent Director	Member Member	20-03-2021 20-03-2021			
2	00036846 02235661	Madhu Dubhashi Ganapati Dadasaheb Yadav	Non-Executive - Independent Director Non-Executive - Independent Director	Member Member	20-03-2021 20-03-2021			

#### Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Whether the Nomination and remuneration committee has a Regular Chairperson Yes										
ir	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks			
	02235661	Ganapati Dadasaheb Yadav	Non-Executive - Independent Director	Chairperson	20-03-2021					
	03635213	Keval Navinchandra Doshi	Non-Executive - Independent Director	Member	20-03-2021					
	00018577	Pradeep Ramwilas Rathi	Non-Executive - Non Independent Director	Member	20-03-2021					

#### Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

			Whether the Stakeholders Relation	ship Committee has a Regular Chairperson	Yes		
5r	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
	00036846	Madhu Dubhashi	Non-Executive - Independent Director	Chairperson	20-03-2021		
	02351154	Siddhartha Ashok Sikchi	Executive Director	Member	20-03-2021		
8	00258316	Sanjay Kothari	Non-Executive - Non Independent Director	Member	20-03-2021		
10							

			Yes				
r	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
	00018577	Pradeep Ramwilas Rathi	Non-Executive - Non Independent Director	Chairperson	20-03-2021		
	00410740	Ashok Ramnarayan Boob	Executive Director	Member	20-03-2021		
	03635213	Keval Navinchandra Doshi	Non-Executive - Independent Director	Member	20-03-2021		
	00258316	Sanjay Kothari	Non-Executive - Non Independent Director	Member	20-03-2021		
10							

	Please entry DN, Ahar entering DN, Hame of Committee members and Category 1 of Directors shall be perfilted automatically oracte Social Responsibility Committee												
	Jorace social responsionity committee												
Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes													
5r DIN Number Name of Committee members			Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks						
	02235661	Ganapati Dadasaheb Yadav	Non-Executive - Independent Director	Chairperson	20-03-2021								
	00410740	Ashok Ramnarayan Boob	Executive Director	Member	20-03-2021								
	00410672	Krishnakumar Ramnarayan Boob	Executive Director	Member	20-03-2021								
0													

Oth	er Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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	Annexure 1													
III.	III. Meeting of Board of Directors													
	Disclosure of notes on meeting of board of directors explanatory Add Notes													
Sr	SrDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)Maximum gap between any two consecutive (in number of days)Notes for not providing DateWhether requirement of Quorum met (Yes/No)Total Number of Directors as on date of the meetingNumber of Directors present* (All directors including Independent Director)No. of Independent Directors attending the meeting*													
	Add Delete													
1	02-11-2023			Yes	8	7	2							
2	03-02-2024	92		Yes	8	8	3							
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					Anr	nexure 1										
		IV. Meeting of Committees														
				Disclosure	of committees explanatory	Add Note	es									
Sr	SrDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)Maximum gap between any two consecutive (in number of days)Name of other committee providing dateWhether requirement of Quorum met (Yes/No)Total Number of Directors in the Committee as on date of the meetingNumber of Directors Present (All Directors including Independent Director)No. of Independent Directors attending the meeting*No. of members attending the meeting															
	Add Delete			· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·								
1	Audit Committee	02-11-2023				Yes	4	. 3	3 2	20						
2	Audit Committee	03-02-2024	92			Yes	4		4 <u>?</u>	, 0						
		03-02-2024	<u> </u>			Yes	4	4	4 J	0						
	Nomination and remuneration committee	02-11-2023	<u> </u>		/′	Yes	3	,2	21	0						

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there		
has been cyber security incidents or breaches or loss of data or documents	No	
during the quarter		
Other details of cyber security incidence or breaches or loss of data event	Add Notes	
Number of cyber security incidence or breaches or loss of data event		
occurred during the quarter		
Sr. Date of the event	Brief details of the event	



	Annexure 1				
V	V. Related Party Transactions				
Sr	Subject	Compliance status	If status is "No" details of non-compliance may be		
Sr	Subject	(Yes/No/NA)	given here.		
1	Whether prior approval of audit committee obtained	Yes			
2	Whether shareholder approval obtained for material RPT	NA			
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes			

Disclosure of notes on related party transactions Add Notes Disclosure of notes of material transaction with related party Add Notes

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# **Disclosure of notes of Material Transaction with Replated Party**

The Company invested Rs. 60,00,00,908 (Rupees Sixty Crores Nine Hundread and Eight Only) in November 2023 in Clean Fino-Chem Limited, Wholly Owned Subsidiary in the form of Equity Shares through Rights Issue.

	Annexure 1				
VI. Affirmations					
Sr	Subject	Compliance status (Yes/No)			
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes			
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes			
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes			
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes			
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes			
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes			
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes			
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes			
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes			

	Annexure 1		
Sr	Subject	Compliance status	
1	Name of signatory	Mahesh Arvind Kulkarni	
2	Designation	Company Secretary and Compliance Officer	

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	Annexure II to be submitted by listed entity at	the end of	the financial year (for the whole of fi	nancial year)
	I. Disclosure on	website in ter	ms of Listing Regulations	
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://cleanscience.co.in/about-us/
2	Terms and conditions of appointment of independent directors	Yes		https://cleanscience.co.in/companypolicies-terms-and- conditions-for-appointment-of-independent-directors/
3	Composition of various committees of board of directors	Yes		https://cleanscience.co.in/investors/compliance/corpor ate-governance/board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes		https://cleanscience.co.in/wp- content/uploads/2023/02/Code-of-Conduct-for-Board- of-Directors-and-SMPs.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://cleanscience.co.in/wp- content/uploads/2023/02/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://cleanscience.co.in/wp- content/uploads/2023/04/Nomination-and- Remuneration-Policy.pdf
7	Policy on dealing with related party transactions	Yes		https://cleanscience.co.in/wp- content/uploads/2023/02/Policy-on-Related-Party- Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://cleanscience.co.in/wp- content/uploads/2023/02/Policy-on-Material- Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://cleanscience.co.in/investors/compliance/corpor ate-governance/familiarisation-program/
10	Email address for grievance redressal and other relevant details	Yes		https://cleanscience.co.in/investors/investor-contact/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://cleanscience.co.in/investors/investor-contact/
12	Financial results	Yes		https://cleanscience.co.in/investors/investors-kit/
13	Shareholding pattern	Yes		https://cleanscience.co.in/investors/compliance/shareh olding-patterns/
14	Details of agreements entered into with the media companies and/or their associates	NA		
	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://cleanscience.co.in/investors/compliance/others /
	Audio or video recordings and transcripts of post earnings/quarterly calls New name and the old name of the listed entity	Yes NA		https://cleanscience.co.in/investors-kit/
17	Advertisements as per regulation 47 (1)	Yes		https://cleanscience.co.in/investors/compliance/corpor ate-announcement/newspaper-and-media- publications/
18	Credit rating or revision in credit rating obtained	Yes		https://cleanscience.co.in/investors/credit-ratings/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://cleanscience.co.in/investors/annual-report/
20	Secretarial Compliance Report	Yes		https://cleanscience.co.in/wp- content/uploads/2023/06/Annual-Secretarial- Compliance-Report-FY-23.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes		https://cleanscience.co.in/wp- content/uploads/2023/08/Policy-for-Determination-of- Materiality_updated-on-03.08.2023.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://cleanscience.co.in/wp- content/uploads/2023/02/Intimation-under-Regulation- 305-of-SEBI-LODR.pdf
23	Disclosures under regulation 30(8)	Yes		https://cleanscience.co.in/investors/compliance/others
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://cleanscience.co.in/wp- content/uploads/2023/02/Dividend-Distribution- Policy.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://cleanscience.co.in/investors/compliance/corpor ate-governance/annual-returns/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.cleanscience.co.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.cleanscience.co.in
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

	Annexure II			
	II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided			Add Notes

	Additional Half ye	early Disclosure	
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /s	ecurities etc.refer note below	The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the lis	sted entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name ca	lled) provided by the listed entity directly or indirectl	y, in connection with any loan(s) or any other form of	debt availed By
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them Directors (including relatives) or any other entity			
controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or in	ndirectly, in connection with any loan(s) or any other	-	
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity			
controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmat		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort lette			Add Notes
connection with any loan(s) (or other form of debt) given of	lirectly or indirectly by the listed entity to		Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details			
Name of signatory	Mahesh Arvind Kulkarni		
Designation of person	Company Secretary and Compliance Officer		
Place	Pune		
Date	16-04-2024		

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