

VIJAY KUMAR MISHRA

B. Com. (Hons.), A.C.A., F.C.S.

PARESH D PANDYA

B. Com. A.C.S.

## VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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Behind Parsi Dairy, Marine Lines (E), Mumbai - 2.

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### FORM NO. : MGT-13

### COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL) FOR CLIO INFOTECH LIMITED

To,  
The Chairman,  
Clio Infotech Limited  
901/902, 9th Floor, Atlanta Centre,  
Opp. Udyog Bhavan, Sonawala Road,  
Goregaon (East), Mumbai-400063

Dear Sir,

Sub: Passing of resolution through electronic and poll conducted at the 24<sup>th</sup> Annual General Meeting of Clio Infotech Limited held on 30<sup>th</sup> September, 2016.

### SCRUTINIZER'S REPORT

Name of the Company	Clio Infotech Limited
Meeting	Annual General Meeting (AGM)
Date & Time	Friday, 30th September, 2016 at 10.00 a.m.
Venue	901-902, Atlanta Center, Opp. Udyog Bhavan, onawala Lane, Goregaon (E), Mumbai- 400063



Report of Scrutinizer on remote e-voting & voting by member of M/s. Clio Infotech Limited at 24th AGM



### **1. Appointment of Scrutinizer**

I was appointed as the Scrutinizer for the remote e-voting as well as the ballot Voting conducted at the 24th Annual General Meeting (AGM) of Clio Infotech Limited (hereinafter referred to as the "Company") held on Friday, 30th September, 2016 at 10.00 a.m. at 901/902, 9th Floor, Atlanta Centre, Opp. Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400063.

### **2. Cut-off date**

The Voting right were reckoned as on Friday, 23<sup>rd</sup> day of September, 2016 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and at the meeting.

### **3. Remote E-Voting**

#### **i. Agency:**

The Company had appointed National Securities Depository Limited, (NSDL) as the agency for providing the remote e-voting platform.

#### **ii. Remote E-voting:**

Remote e-voting platform was open from 27th September 2016 and ends on 29th September, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions, on the e-voting platform provided by NSDL.

### **4. Voting at the AGM:**

- i.** As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rule, 2015, for the purpose of ensuring that member who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of the period of remote e-voting and before the start of general meeting, to only such details relating to

*Report of Scrutinizer on remote e-voting & voting by member of M/s. Clio Infotech Limited at 24th AGM*





members who have cast their votes through remote e-voting, such as their names, DP id/ client id, folio, number of shares held but not the manner in which they have voted.

- ii. According, CSDL, the remote e-voting agency provided us with the name DP Id/ Client Id, folio and shareholding of the members who had cast their votes through remote e-voting.
- iii. Considering the aforesaid, the company issued ballot paper to the member who attended the meeting.

#### **5. Counting Process:**

- i. On completion of voting at the meeting, Skyline Financial Services Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of member who had cast their votes, their holding details and details of votes cast on each of the resolutions.
- ii. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the Company.
- iii. I unblocked the remote e-voting results on the NSDL e-voting platform in the presence of Ms. Priyanka Bang and Mr. Vikash Jain and downloaded the e-voting results.

#### **6. Results:**

- i. I observed that
  - a. 17 (Seventeen) Members were presented at the meeting, and all of them has voted in a poll and 1 (One) of person voting were considered as invalid.
  - b. 43 (Forty-Three) Members had casted their votes through remote e-voting.





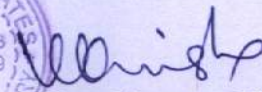
- ii. The consolidated Results with respect to each item on the agenda as set out in Notice of the 24thAGM dated 01<sup>st</sup> October, 2016 are enclosed.
- iii. Based on the aforesaid results, I report that 4 (Four) Ordinary Resolutions as contained in Item No.1 and 4 and 1(One) Special Resolution as contained in item No. 5 of the Notice dated 03<sup>rd</sup> September, 2016, have been passed with required majority.

**Thanking you**

**Date: 01.10.2016**  
**Place: Mumbai**

**For VKM & ASSOCIATES**  
**Practicing Company Secretaries**



  
**(Vijay Kumar Mishra)**  
**Partner**



## Consolidated Results

1. Adoption of the Audited Financial Statement of the company for the financial year ended 31st March, 2016, together with the Directors' Report and Auditors' Report thereon.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	43	19,33,161	16	1,99,950	59	21,33,111	94.249%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	1,30,151	1	1,30,151	5.751%
Total	43	19,33,161	17	3,30,101	60	22,63,262	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated 03th September, 2016 has been passed with requisite majority.



**Vijay Kumar Mishra**  
C. P. No. 4279



**Date: 01/10/2016**  
**Place: Mumbai**

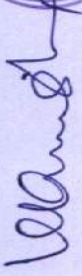


## Consolidated Results

2. To Ratify appointment of M/s. Kriplani Milani & Co, Chartered Accountants (Firm's Registration No. 130461W) as a Statutory Auditor of the company.

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Numbers	Votes	Numbers	Votes	Numbers	Votes	
Assent	43	19,33,161	16	1,99,950	59	21,33,111	94.249%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	1,30,151	1	1,30,151	5.751%
Total	43	19,33,161	17	3,30,101	60	22,63,262	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated 03<sup>rd</sup> September, 2016 has been passed with requisite majority.

  
**Vijay Kumar Mishra**  
C. P. No. 4279



**Date: 01/10/2016**  
**Place: Mumbai**



## Consolidated Results

3. To reappoint a Director in place of Mr. Suresh Bafna (DIN: 01569163) Managing Director, who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	43	19,33,161	16	1,99,950	59	21,33,111	94.249%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	1,30,151	1	1,30,151	5.751%
Total	43	19,33,161	17	3,30,101	60	22,63,262	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 3 of the Notice dated 03<sup>rd</sup> September, 2016 has been passed with requisite majority.



*Vijay Kumar Mishra*  
**Vijay Kumar Mishra**  
**C. P. No. 4279**

**Date: 01/10/2016**  
**Place: Mumbai**



## Consolidated Results

4. To consider and determine the fee payable by members for delivery of documents through a particular mode of delivery to a member as per Section 20 of the Companies Act, 2013.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	43	19,33,161	16	1,99,950	59	21,33,111	94.249%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	1,30,151	1	1,30,151	5.751%
Total	43	19,33,161	17	3,30,101	60	22,63,262	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 4 of the Notice dated 03<sup>rd</sup> September, 2016 has been passed with requisite majority.



**Vijay Kumar Mishra**  
C. P. No. 4279

**Date: 01/10/2016**  
**Place: Mumbai**

*Report of Scrutinizer on remote e-voting & voting by member of M/s. Clio Infotech Limited at 24<sup>th</sup> AGM.*



## Consolidated Resultss

5. To consider and approve Register of member and index of member and copies of Annual Return together with the copies of certificates and documents required to be annexed thereto be kept at the office of the Registrar and Share Transfer Agent of the Company viz. M/s. Skyline Financial Services Private Limited.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	43	19,33,161	16	1,99,950	59	21,33,111	94.249%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	1,30,151	1	1,30,151	5.751%
Total	43	19,33,161	17	3,30,101	60	22,63,262	100.00%

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 5 of the Notice dated 03<sup>rd</sup> September, 2016 has been passed with Three-Fourth majority.



**Vijay Kumar Mishra**  
C. P. No. 4279

**Date: 01/10/2016**  
**Place: Mumbai**