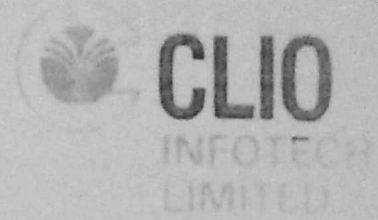


Registered Office:
Office No.901/902, 9th Floor, Atlanta Center,
Opp. Udhog Bhavan, Sonawala Road,
Goregaon (East), Mumbai- 400 063.
Tel: +91-22-4321 1800
Email: clio_infotech.com
CIN: L65990MH1992PLC067450



30th September, 2017

To,
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

Ref: Scrip Code: 530839

Sub.: Compliance as per Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

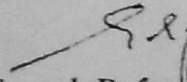
Please find attached the voting result of the 25th Annual General Meeting of the Company, Clio Infotech Limited, held on Friday, 29th September, 2017.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours Truly,

For Clio Infotech Limited


Suresh Bafna
Director
Din: 01569163



FORM NO. : MGT-13

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

To,
The Chairman,
Annual General Meeting of
Clio Infotech Limited
Office No. 901/902, 9th Floor,
Atlanta Centre, Opp. Udyog
Bhavan, Sonawala Road,
Goregaon (East), Mumbai-400063

Subject: Scrutinizer's Report - Combined Report on E-Voting and Poll process
Ref: M/s. Clio Infotech Limited (CIN: L65990MH1992PLC067450)

Annual General Meeting held on 29/09/2017 at 10:00 AM (the AGM)

Dear Sir,

We were appointed as scrutinizer vide Board Resolution dated 04/09/2017 to act as such for e-voting and poll in the 25th Annual General Meeting in respect of the resolution proposed to be passed therein and to report result thereon.

Pursuant to board resolution of our appointment of scrutinizer and in compliance of the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) and any other applicable sections of the Act read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), we have completed scrutiny of the e-voting and poll process of the 25th Annual General Meeting. At the request



of the management, we hereby submit my combined report on e-voting and poll as under:

1. The Company had completed the dispatch of notice to its members, through registered/ speed post and Courier, whose e-mail ID was not registered with the Company or its Registrar and Transfer Agent (RTA) & who has requested for physical copy of Annual Report and sent an email copy of notice of meeting through Skyline Financial Services Pvt. Ltd (RTA) along with the details of login ID and password to its members whose email ID was registered with the Company or its RTA/ Depository.
2. The shareholders of the Company were given the option to vote on resolution either in the Annual General Meeting through physical ballot forms or by e-voting. Copy of ballot forms was arranged at the venue of the general meeting for members. Shareholders who had opted for e-voting facility cast their votes on the designated website www.evoting.nsd.com of NSDL and were not allowed voting in the physical ballot.
3. All votes cast electronically through NSDL portal from Tuesday, 26/09/2017 at 10:00 AM (IST) up to Thursday, 28/09/2017 at 05:00 PM (IST), the last date and time fixed by the Company, for the casting of votes were considered for my scrutiny.
4. At the Annual General Meeting, the ballot box was kept for polling which was initially shown to members and sealed in my presence.
5. The locked ballot box was subsequently opened in presence of two independent persons, who are not employees of the Company, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar & Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
6. NSDL has provided me access to the records in pursuance of rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2015 so as to ensure the members



who have availed the facility of e-voting have not again voted in the Annual General Meeting.

7. Total of 34 members was personally present at AGM in which 12 members cast their votes under poll conducted in the general meeting and in addition to that, 17 members cast their vote through remote e-voting.
8. A summary of the votes cast Electronically as well as under Poll in the AGM are as follows;

Item no. 1: Approval of financial account of company;

To receive, consider, approve and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon;

| Sr. No. | Particulars of e-voting and poll process | Electronic | Poll | Total |
|---------|---|------------|----------|-----------|
| a | Total number of form received/ members voted | 17 | 12 | 29 |
| b | Less: Invalid number of forms received/ members voted | 0 | 0 | 0 |
| c | Net valid number of form received/ Members voted | 17 | 12 | 29 |
| d | Total number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| e | Less: Number of invalid votes cast | 0 | 0 | 0 |
| f | Net valid number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| g | Total number of votes with assent for resolution | 14,86,670 | 1,59,095 | 16,45,765 |
| h | Total number of votes with dissent for resolution | 0 | 0 | 0 |
| i | % of votes cast in favour of the resolution | 100% | 100% | 100% |
| j | % of votes cast against the resolution | 0.00% | 0.00% | 0.00% |



Item no. 2 Ratification of appointment of Statutory Auditor of the Company;

To ratify the appoint of M/s. Kriplani Milani & Co., Chartered Accountants, Mumbai as a statutory auditor of the company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company;

| Sr. No. | Particulars of e-voting and poll process | Electronic | Poll | Total |
|---------|---|------------|----------|-----------|
| a | Total number of form received/ members voted | 17 | 12 | 29 |
| b | Less: Invalid number of forms received/ members voted | 0 | 0 | 0 |
| c | Net valid number of form received/ Members voted | 17 | 12 | 29 |
| d | Total number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| e | Less: Number of invalid votes cast | 0 | 0 | 0 |
| f | Net valid number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| g | Total number of votes with assent for resolution | 14,86,670 | 1,59,095 | 16,45,765 |
| h | Total number of votes with dissent for resolution | 0 | 0 | 0 |
| i | % of votes cast in favour of the resolution | 100% | 100% | 100% |
| j | % of votes cast against the resolution | 0.00% | 0.00% | 0.00% |

Item no. 3 Appointment of Director retires by rotation;

To appoint Director in place of Mr Suresh Bafna (Din: 01569163) Managing Director, who retires by rotation and been eligible, offers himself for re-appointment;

| Sr. No. | Particulars of e-voting and poll process | Electronic | Poll | Total |
|---------|---|------------|------|-------|
| a | Total number of form received/ members voted | 17 | 12 | 29 |
| b | Less: Invalid number of forms received/ members voted | 0 | 0 | 0 |



| | | | | |
|---|--|-----------|----------|-----------|
| c | Net valid number of form received/ Members voted | 17 | 12 | 29 |
| d | Total number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| e | Less: Number of invalid votes cast | 0 | 0 | 0 |
| f | Net valid number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| g | Total number of votes with assent for resolution | 14,86,570 | 1,59,095 | 16,45,665 |
| h | Total number of votes with dissent for resolution | 100 | 0 | 100 |
| i | % of votes cast in favour of the resolution | 99.993% | 100% | 99.993% |
| j | % of votes cast against the resolution | 0.007% | 0.00% | 0.007% |

Item No.4: Adoption of New Set of Article of Association as Per Companies Act, 2013:

To adopt new set of Article of Association of the company as per Companies Act, 2013;

| Sr. No. | Particulars of e-voting and poll process | Electronic | Poll | Total |
|---------|--|------------|----------|-----------|
| a | Total number of form received/ members voted | 17 | 12 | 29 |
| b | Less: Invalid number of forms received/ members voted | 0 | 0 | 0 |
| c | Net valid number of form received/ Members voted | 17 | 12 | 29 |
| d | Total number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| e | Less: Number of invalid votes cast | 0 | 0 | 0 |
| f | Net valid number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| g | Total number of votes with assent for resolution | 14,86,670 | 1,59,095 | 16,45,765 |
| h | Total number of votes with dissent for resolution | 0 | 0 | 0 |
| i | % of votes cast in favour of the resolution | 100% | 100% | 100% |
| j | % of votes cast against the resolution | 0.00% | 0.00% | 0.00% |



Item No. 5: Alteration in Liability Clause in Memorandum of Association of the Company:


To alter liability clause in Memorandum of Association of the Company as per Companies Act, 2013;

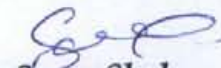
| Sr. No. | Particulars of e-voting and poll process | Electronic | Poll | Total |
|---------|---|------------|----------|-----------|
| a | Total number of form received/ members voted | 17 | 12 | 29 |
| b | Less: Invalid number of forms received/ members voted | 0 | 0 | 0 |
| c | Net valid number of form received/ Members voted | 17 | 12 | 29 |
| d | Total number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| e | Less: Number of invalid votes cast | 0 | 0 | 0 |
| f | Net valid number of votes cast | 14,86,670 | 1,59,095 | 16,45,765 |
| g | Total number of votes with assent for resolution | 14,86,570 | 1,59,095 | 16,45,665 |
| h | Total number of votes with dissent for resolution | 100 | 0 | 100 |
| i | % of votes cast in favour of the resolution | 99.993% | 100% | 99.993% |
| j | % of votes cast against the resolution | 0.007% | 0.00% | 0.007% |

9. I am pleased to inform you that the Ordinary Resolution in Item No. 1 to Item No. 3 and Special Resolution in Item No. 4 to Item No. 5 of the notice dated 30/08/2017 have been duly passed with requisite majority and special majority.
10. Accordingly, you may take on record the result of the remote e-voting and poll process in the AGM as described above and declare the results.



11. I have issued separate reports of e-voting and poll conducted at the AGM of even date.
12. I have kept the register of assent or dissent in the electronic mode as well as a physical mode for recording votes under remote e-voting and poll process in the AGM. The same shall be handed over to Mr Suresh Bafna, Managing Director for the purpose of safekeeping in compliance with the provisions of the Companies Act, 2013 and rules made thereunder.


Vikash Jain
In presence


Sagar Shah
In presence

Thanking you

Date: 30/09/2017
Place: Mumbai

For VKM & ASSOCIATES
Practising Company Secretaries



(Vijay Kumar Mishra)
Partner

E-VOTING SUMMARY

ELECTRONIC VOTING FROM TUESDAY, 26/09/2017 {10:00 AM IST} TO THURSDAY, 28/09/2017 (05:00 PM IST)

| EVEN | ISIN | ISIN NAME | START DATE | END DATE | RESULT DATE |
|---------------|------------------|----------------------|---------------------|---------------------|-------------|
| 170904 069 | INE903D 01011 | CLIO INFOTECH LTD | 26/09/2017 10:00 | 28/09/2017 17:00 | 30/09/2017 |

| Resolution No. 1 | Option Name | Option ID | Voters Count | Vote Count |
|---|---------------------------------|-----------|--------------|------------|
| 1. Approval of financial account of company | I/ We assent to the resolution | 1 | 17 | 14,86,670 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

| Resolution No. 2 | Option Name | Option ID | Voters Count | Vote Count |
|--|---------------------------------|-----------|--------------|------------|
| 2. Ratification of appointment of Statutory Auditor of the Company | I/ We assent to the resolution | 1 | 17 | 14,86,670 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

| Resolution No. 3 | Option Name | Option ID | Voters Count | Vote Count |
|---|---------------------------------|-----------|--------------|------------|
| 3. Appointment of Mr. Suresh Bafna, director liable to retire by rotation | I/ We assent to the resolution | 1 | 16 | 14,86,570 |
| | I/ We dissent to the resolution | 2 | 1 | 100 |

| Resolution No. 4 | Option Name | Option ID | Voters Count | Vote Count |
|---|---------------------------------|-----------|--------------|------------|
| 4. Adoption of New set of Articles of Association | I/ We assent to the resolution | 1 | 17 | 14,86,670 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

| Resolution No. 5 | Option Name | Option ID | Voters Count | Vote Count |
|-------------------------------------|---------------------------------|-----------|--------------|------------|
| 5. Alteration in Liability Articles | I/ We assent to the resolution | 1 | 16 | 14,86,570 |
| | I/ We dissent to the resolution | 2 | 1 | 100 |



SUMMARY OF POLL

REF: ANNUAL GENERAL MEETING HELD ON 29/09/2017

| Resolution No. 1 | Option Name | Option ID | Voters Count | Vote Count |
|---|---------------------------------|-----------|--------------|------------|
| 1. Approval of financial account of company | I/ We assent to the resolution | 1 | 12 | 1,59,095 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

| Resolution No. 2 | Option Name | Option ID | Voters Count | Vote Count |
|--|---------------------------------|-----------|--------------|------------|
| 2. Ratification of appointment of Statutory Auditor of the Company | I/ We assent to the resolution | 1 | 12 | 1,59,095 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

| Resolution No. 3 | Option Name | Option ID | Voters Count | Vote Count |
|---|---------------------------------|-----------|--------------|------------|
| 3. Appointment of Mr. Suresh Bafna, director liable to retire by rotation | I/ We assent to the resolution | 1 | 12 | 1,59,095 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

| Resolution No. 4 | Option Name | Option ID | Voters Count | Vote Count |
|---|---------------------------------|-----------|--------------|------------|
| 4. Adoption of New set of Articles of Association | I/ We assent to the resolution | 1 | 12 | 1,59,095 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

| Resolution No. 5 | Option Name | Option ID | Voters Count | Vote Count |
|-------------------------------------|---------------------------------|-----------|--------------|------------|
| 5. Alteration in Liability Articles | I/ We assent to the resolution | 1 | 12 | 1,59,095 |
| | I/ We dissent to the resolution | 2 | 0 | 0 |

Thanking you

Date: 30/09/2017
Place: Mumbai

For VKM & ASSOCIATES
Practising Company Secretaries



(Signature)
(Vijay Kumar Mishra)
Partner