

**Regd. / Corporate / Share Dept. Office:**

901/902 Atlanta Centre, Sonawala Road, Opp Udhyog Bhavan,  
Goregaon (E), Mumbai 400 063 Tel:91 22 4321 1800 Fax:91 22 4321 1875  
Email:clio\_infotech@yahoo.com Website :www.clioinfotech.in  
CIN No:L65990MH1992PLC067450



## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time)

**Dear Member(s),**

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Clio Infotech Limited (referred to as the "the Company") by means of Postal Ballot, only by way of remote e-voting process, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules"), and other applicable provisions of the Act and Rules, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June, 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable, laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time.

Section 110 of the Companies Act, 2013 read with the rules framed thereunder provide for passing of resolutions by Postal Ballot. In terms of said section and rules, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, get any resolution (other than ordinary business or businesses where any person has a right to be heard) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

The Company will send Postal Ballot Notice by e-mail to all its members who have registered their email addresses with the Company or depositories / depository participants or the Company's Registrar and Share Transfer Agent (RTA) - Skyline Financial Services Pvt. Ltd ("Skyline") and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars to transact the business mentioned in the notice below by the members of the Company through Postal Ballot by remote e-voting process only.

In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this

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Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

It is proposed to obtain the consent of the members by way of Postal Ballot for the matter as considered in the resolution appended below. The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

The Company has appointed Ms. Deepti Grover (FCS Membership No. 7654 and Certificate of Practice No. 17546), Proprietor, M/s. Deepti & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the meeting only through the electronic voting process, in a fair and transparent manner.

The Company has engaged the services of the NSDL for providing e-voting facility to the members. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting have been appended to this Postal Ballot Notice.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e., Friday, June 23, 2023. The e-voting commences on Saturday, July 01, 2023 at 9.00 am (IST) and ends on Sunday, July 30, 2023 at 5:00 pm (IST). The Ordinary Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Sunday, July 30, 2023.

The Scrutinizer will submit the report to the Chairman/Company Secretary of the Company, upon completion of scrutiny of the result of the postal ballot i.e. e-voting and the result will be announced on or before Tuesday, August 1, 2023. The result will be posted on the Company's website besides communicating the same to the BSE Limited (BSE).

Notice of the Postal Ballot is available on the website of the Company and also on the website of the Bombay Stock Exchange Limited.

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## **SPECIAL BUSINESS**

### **1. Appointment of Mr. Hasmukh Kantilal Sharma (DIN: 09815101) as a Director of the company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Mr. Hasmukh Kantilal Sharma (DIN: 09815101), who was appointed, as an Additional Director (Executive) of the Company with effect from January 17, 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company, be and are hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

### **2. Appointment of Mrs. Alka Rajendra Mehta (DIN: 03306793) as a Non-Executive Director of the company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Mrs. Alka Rajendra Mehta (DIN: 03306793), who was appointed, as an Additional Non-Executive Director of the Company with effect from January 17, 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director of the

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Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company, be and are hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**3. Appointment of Ms. Priyanka Sodagar (DIN: 09614744) as a Non-Executive (Professional) Director of the company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Ms. Priyanka Sodagar (DIN: 09614744), who was appointed, as an Additional Non-Executive Director (Professional) of the Company with effect from February 6, 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Professional) Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company, be and are hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**4. To Approve the appointment of Mr. Naman Bhanubhai Shah (DIN: 02037734) as a Non-Executive Independent Director of the company**

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

“**RESOLVED THAT** Mr. Naman Bhanubhai Shah (DIN: 02037734), who was appointed as Additional Non-Executive (Independent) Director of the Company by the Board of Directors w.e.f. June 15, 2023 and in

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respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Naman Bhanubhai Shah as a candidate for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 years;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Mr. Naman Bhanubhai Shah (DIN: 02037734) , that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from June 15, 2023 and who would not be liable to retire by rotation, be and is hereby approved.”

**5. To Approve the appointment of Mr. Apurva Dilipbhai Shah (DIN: 07076724) as a Non-Executive Independent Director of the company**

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

**“RESOLVED THAT** Mr. Apurva Dilipbhai Shah (DIN: 07076724), who was appointed as Additional Non-Executive (Independent) Director of the Company by the Board of Directors w.e.f. June 15, 2023 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Apurva Dilipbhai Shah as a candidate for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 years;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Mr. Apurva Dilipbhai Shah (DIN: 07076724) , that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term

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of five years commencing from June 15, 2023 and who would not be liable to retire by rotation, be and is hereby approved.”

By the Order of Board of Directors

**For Clio Infotech Limited**

**Sd/-**

**Hasmukh Kantilal Sharma**

**Director**

**DIN: 09815101**

**Date: June 30, 2023**

**Place: Mumbai**

**Registered Office:**

901 - 902, Atlanta Centre, Sonawala Lane,  
Opp Udyog Bhavan, Goregaon (East)  
Mumbai - 400063

**CIN:** L65990MH1992PLC067450

**Website:** [www.clioinfotech.in](http://www.clioinfotech.in)

**E-mail:** [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com)

**Tel. No.:** 022-43211855 / 43211800



## NOTES

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. Ms. Deepti Grover (FCS Membership No. 7654 and Certificate of Practice No. 17546), Proprietor, Deepti & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the meeting only through the electronic voting process, in a fair and transparent manner.
3. The Company has engaged the services of the National Securities Depository Limited (NSDL) for providing e-voting facility to the members. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting has been appended to this Postal Ballot Notice.
4. Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, June 23, 2023, the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories/Registrar and Share Transfer Agent (Skyline). The same may also be downloaded from the Company's website and from the website of the NSDL. As permitted vide the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, June 23, 2023. The e-voting commences on Saturday, July 01, 2023 at 9.00 am (IST) and ends on Sunday, July 30, 2023 at 5:00 pm (IST). You are requested to read carefully the instructions before exercising the vote and complete the e-voting on or before 5.00 p.m. (IST) on Sunday, July 30, 2023 e-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

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6. Members are requested to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("Skyline").
7. Those Members who have already registered their e-mail addresses are requested to keep their email addresses validated with their Depository Participants / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.
8. The Company will be publishing the notice of Postal ballot, an advertisement in English newspaper and Marathi newspaper, each circulating in the district, where the Registered Office of the Company is situated, and also on the Company's website and the same will be also be available in the websites of Stock Exchanges.
9. The documents referred to in explanatory statement will be made available for inspection at Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of this notice up to the last date of e-voting.
10. The documents referred to in explanatory statement will be made available for inspection at Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of this notice up to the last date of e-voting.
11. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
12. The Company is offering only remote e-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for e-voting. Members can use the facility and log in any number of times till they vote on the Resolution or till the end of the voting period, whichever is earlier.
13. **Voting through electronic means**

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post.



14. The instructions for remote e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL:</li> </ol>

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<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 hold 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.

4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. 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

	<p>page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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
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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
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*****

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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***
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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](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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CIN No:L65990MH1992PLC067450



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.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dgkassociates01@gmail.com](mailto:dgkassociates01@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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



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through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. 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.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto: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 [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com).
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 [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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 December 9, 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.

**General Instructions**

1. In compliance with the said MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
2. The Remote e-voting period commences on Saturday, July 01, 2023 at 9.00 am (IST) and ends on Sunday, July 30, 2023 at 5:00 pm (IST). During this period, the members of the Company,

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holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, June 23, 2023, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
4. The Scrutinizer will submit the report to the Chairman/Company Secretary of the Company, upon completion of scrutiny of the result of the postal ballot i.e. e-voting and the result will be announced on or before Monday, August 01, 2023. The result will be posted on the Company's website besides communicating the same to the BSE Limited (BSE).
5. To receive communication through electronic means, members are requested to kindly register/update their respective email address with their depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their respective e-mail address. Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs, need to provide their Email ID to [compliances@skylinerta.com](mailto:compliances@skylinerta.com) or [admin@skylinerta.com](mailto:admin@skylinerta.com).

By the Order of Board of Directors

**For Clio Infotech Limited**

**Sd/-**

**Hasmukh Kantilal Sharma**

**Director**

**DIN: 09815101**

**Registered Office:**

901 - 902, Atlanta Centre, Sonawala Lane,  
Opp Udyog Bhavan, Goregaon (East)  
Mumbai - 400063

**CIN:** L65990MH1992PLC067450

**Website:** [www.clioinfotech.in](http://www.clioinfotech.in)

**E-mail:** [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com)

**Tel. No.:** 022-43211855 / 43211800

**Date: June 30, 2023**

**Place: Mumbai**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

As recommended by the Nomination and Remuneration Committee, the Board of Directors has at its meeting held on January 17, 2023, appointed Mr. Hasmukh Kantilal Sharma as Additional Executive Director of the Company w.e.f. January 17, 2023, liable to retire by rotation, subject to the approval of the Members. Mr. Hasmukh Kantilal Sharma holds office up to the date of the ensuing General Meeting and is eligible to be appointed as a Director of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Hasmukh Kantilal Sharma has consented to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Further, Mr. Hasmukh Kantilal Sharma is not related to any other Director or Key Managerial Personnel of the Company. A brief profile of Mr. Hasmukh Kantilal Sharma, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure A to this Notice.

Except Mr. Hasmukh Kantilal Sharma, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding in the resolution set out at Item No. 1.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for your approval.

## **Item No. 2:**

As recommended by the Nomination and Remuneration Committee, the Board of Directors has at its meeting held on January 17, 2023, appointed Mrs. Alka Rajendra Mehta as Additional Non-Executive Director of the Company w.e.f. January 17, 2023, liable to retire by rotation, subject to the approval of the Members. Mrs. Alka Rajendra Mehta holds office upto the date of the ensuing General Meeting and is eligible to be appointed as a Non-Executive Director of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company. Mrs. Alka Rajendra Mehta has consented to act as Non-Executive Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Further, Mrs. Alka Rajendra Mehta is not related to any other Director or Key Managerial Personnel of the Company. A brief profile of Mrs. Alka Rajendra Mehta, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure B to this Notice.

Except Mrs. Alka Rajendra Mehta, being the appointee and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding in the resolution set out at Item No. 2.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for your approval.

## **Item No. 3:**

As recommended by the Nomination and Remuneration Committee, the Board of Directors has at its meeting held on February 6, 2023, appointed Ms. Priyanka Sodagar as Additional Non-Executive (Professional) Director of the Company w.e.f. February 6, 2023, liable to retire by rotation, subject to

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the approval of the Members. Ms. Priyanka Sodagar holds office upto the date of the ensuing General Meeting and is eligible to be appointed as a Non-Executive Director of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company. Ms. Priyanka Sodagar has consented to act as Non-Executive (Professional) Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Further, Ms. Priyanka Sodagar is not related to any other Director or Key Managerial Personnel of the Company. A brief profile of Ms. Priyanka Sodagar, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure C to this Notice.

Except Ms. Priyanka Sodagar, being the appointee and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding in the resolution set out at Item No. 3.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for your approval.

**Item No. 4:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Naman Bhanubhai Shah (DIN: 02037734) as an Additional Non-Executive Independent Director with effect from June 15, 2023.

Pursuant to Section 161(1) of the Act, Mr. Naman Bhanubhai Shah is eligible to be appointed as Independent Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Independent Director. The Company has received a declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.

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The Board feels that presence of Mr. Naman Bhanubhai Shah on the Board is desirable and would be beneficial to the company.

Further, Mr. Naman Bhanubhai Shah is not related to any other Director or Key Managerial Personnel of the Company. A brief profile of Mr. Naman Bhanubhai Shah, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure D to this Notice.

Except Mr. Naman Bhanubhai Shah, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding in the resolution set out at Item No. 4.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for your approval.

**Item No. 5:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Apurva Dilipbhai Shah (DIN: 07076724) as an Additional Non-Executive Independent Director with effect from June 15, 2023.

Pursuant to Section 161(1) of the Act, Mr. Apurva Dilipbhai Shah is eligible to be appointed as Independent Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Independent Director. The Company has received a declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. The Board feels that presence of Mr. Apurva Dilipbhai Shah on the Board is desirable and would be beneficial to the company.

Further, Mr. Apurva Dilipbhai Shah is not related to any other Director or Key Managerial Personnel of the Company. A brief profile of Mr. Apurva Dilipbhai Shah, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure E to this Notice.



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Except Mr. Apurva Dilipbhai Shah, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding in the resolution set out at Item No. 5.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for your approval.

By the Order of Board of Directors

**For Clio Infotech Limited**

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**E-mail:** [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com)

**Tel. No.:** 022-43211855 / 43211800

**Sd/-**

**Hasmukh Kantilal Sharma**

**Director**

**DIN: 09815101**

**Date: June 30, 2023**

**Place: Mumbai**

### Annexure A

#### Brief Profile of Mr. Hasmukh Kantilal Sharma seeking appointment through this Postal Ballot

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name	Mr. Hasmukh Kantilal Sharma
Director Identification Number (DIN)	09815101
Date of Birth	October 20, 1964
Date of first appointment on the Board	January 17, 2023
Educational Qualification	He has done Higher Secondary Education.
Experience (including expertise in specific functional areas) /Brief Resume	Mr. Hasmukh Kantilal Sharma is self-driven, motivated, and detail-oriented at managing all operations.
Disclosure of relationships between Directors inter-se	NIL
Membership of Committees of other Listed Companies	NIL
Listed entities from which resigned in the past three years	NIL
Shareholding of Director in the listed entity, including shareholding as a beneficial owner	NIL
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Number of Board Meetings attended during F.Y. 2022-23	Attended 3 out of 5 meetings
Directorships held in other Companies (including other Listed Entities)	NIL

### Annexure B

#### Brief Profile of Mrs. Alka Rajendra Mehta seeking appointment through this Postal Ballot

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name	Mrs. Alka Rajendra Mehta
Director Identification Number (DIN)	03306793
Date of Birth	February 9, 1965
Date of first appointment on the Board	January 17, 2023
Educational Qualification	She has done Higher Secondary Education.
Remuneration Last drawn	NIL
Experience (including expertise in specific functional areas) /Brief Resume	Mrs. Alka Rajendra Mehta is a newly inducted member on the Board. She is Competent problem-solver with proven capabilities of working in dynamic teams in a fast-paced environment.
Disclosure of relationships between Directors inter-se	NIL
Membership of Committees of other Listed Companies	NIL
Listed entities from which resigned in the past three years	NIL
Shareholding of Director in the listed entity, including shareholding as a beneficial owner	NIL
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Number of Board Meetings attended during F.Y. 2022-23	Attended 3 out of 5 meetings
Directorships held in other Companies (including other Listed Entities)	NIL

### Annexure C

#### Brief Profile of Ms. Priyanka Sodagar seeking appointment through this Postal Ballot

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name	Ms. Priyanka Sodagar
Director Identification Number (DIN)	09614744
Date of Birth	February 9, 1965
Date of first appointment on the Board	February 6, 2023
Educational Qualification	Ms. Priyanka Sodagar is a commerce graduate from New Delhi and a certified Interior Designer.
Remuneration Last Drawn	NIL
Experience (including expertise in specific functional areas) /Brief Resume	She is artistic and detail-oriented with good interpersonal skills in interior designing. In Addition, she has expertise in budgeting, time management along with regulatory compliance of industrial and commercial projects. Understanding the client's goal and requirements of the project she can develop various designs based on her research and designer skills.
Disclosure of relationships between Directors inter-se	NIL
Membership of Committees of other Listed Companies	1. Unistar Multimedia Limited Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Stakeholders Relationship Committee - Chairman
Listed entities from which resigned in the past three years	NIL
Shareholding of Director in the listed entity, including shareholding as a beneficial owner	NIL

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In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Number of Board Meetings attended during F.Y. 2022-23	Attended 2 out of 5 meetings
Directorships held in other Companies (including other Listed Entities)	1. Saral Vanijya Private Limited 2. Unistar Multimedia Limited

**Annexure D****Brief Profile of Mr. Naman Bhanubhai Shah seeking appointment through this Postal Ballot**

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name	Mr. Naman Bhanubhai Shah
Director Identification Number (DIN)	02037734
Date of Birth / Age	February 9, 1965
Date of first appointment on the Board	June 15, 2023
Educational Qualification	Mr. Naman Shah is a science graduate.
Remuneration last drawn	NIL
Experience (including expertise in specific functional areas) /Brief Resume	He has an experience of more than 20 years' experience in the field of Securities Market and allied activities.
Disclosure of relationships between Directors inter-se	None
Membership of Committees of other Listed Companies	NIL
Listed entities from which resigned in the past three years	NIL
Shareholding of Director in the listed entity, including shareholding as a beneficial owner	NIL

In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has an experience of more than 20 years' experience in the field of Securities Market and allied activities. He is also Self-driven, motivated, and detail-oriented at managing all operations. He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority or any such other authority in accordance with circular dated June 20, 2018 issued by Stock Exchanges.
Number of Board Meetings attended during F.Y. 2022-23	NIL
Directorships held in other Companies (including other Listed Entities)	1. Boston Leasing And Finance Limited 2. Creative Merchants Limited

#### Annexure E

#### **Brief Profile of Mr. Apurva Dilipbhai Shah seeking appointment through this Postal Ballot**

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name	Mr. Apurva Dilipbhai Shah
Director Identification Number (DIN)	07076724
Date of Birth / Age	November 9, 1973
Date of first appointment on the Board	June 15, 2023
Educational Qualification	Mr. Apurva Dilipbhai Shah had primary education.
Remuneration last drawn	NIL
Experience (including expertise in specific functional areas) /Brief Resume	Mr. Apurva Shah has an experience of more than 10 years' experience in the field of Capital Market and sub Stock Broker services.
Disclosure of relationships between Directors inter-se	None
Membership of Committees of other Listed Companies	NIL



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Listed entities from which resigned in the past three years	NIL
Shareholding of Director in the listed entity, including shareholding as a beneficial owner	NIL
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Apurva Shah has an experience of more than 10 years' experience in the field of Capital Market and sub Stock Broker services. He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority or any such other authority in accordance with circular dated June 20, 2018 issued by Stock Exchanges.
Number of Board Meetings attended during F.Y. 2022-23	NIL
Directorships held in other Companies (including other Listed Entities)	1. Pari Broking Private Limited