



# CLIO INFOTECH LIMITED

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31<sup>ST</sup> Annual REPORT  
**2022 - 2023**

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## CONTENTS

<b>SR. NO.</b>	<b>PARTICULARS</b>	<b>PAGE NO.</b>
1.	Corporate Information	01
2.	Notice	02
3.	Board's Report	19
4.	Annexure I to Boards Report : Corporate Governance Report	27
5.	Annexure II to Boards Report : Management Discussion & Analysis Report	39
6.	Annexure III to Boards Report : Ratio of Remuneration to Directors	42
7.	Annexure IV to Boards Report : Secretarial Audit Report	43
8.	Certification by Managing Director/Chief Financial officer	47
9.	Independent Auditor's Report	48
10.	Balance Sheet as on 31.03.2023	58
11.	Profit & Loss for the FY 2022-23	59
12.	Cash Flow Statement for the FY 2022-23	60
13.	Statement of Changes in Equity	61
14.	Notes to Accounts	62

## **CORPORATE INFORMATION**

<b><u>ISIN</u></b>	<b><u>CIN</u></b>	<b><u>SCRIP CODE</u></b>
INE011B01017	L65990MH1992PLC067450	530839

### **BOARD OF DIRECTORS**

Mr. Suresh Bafna	: Executive Chairperson, Managing Director(Resigned w.e.f. 16.06.2023)
Mr. Devendra Sanghvi	: Non-Executive Independent Director(Resigned w.e.f. 06.07.2023)
Mrs. Sejal Jain	: Non-Executive Independent Director (Resigned w.e.f. 10.08.2023)
Ms. Kinjal Ashok Ghone	: Chief Financial Officer (Resigned w.e.f. 27.07.2023)
Mr. Vatsal Nilesh Shah	: Company Secretary & Compliance Officer(Resigned w.e.f. 20.10.2022)
Mr. Hasmukh Kantilal Sharma	: Executive Director (Appointed w.e.f. 17.01.2023)
Mrs. Alka Rajendra Mehta	: Non-Executive Non Independent Director (Appointed w.e.f. 17.01.2023) & Chairman (Appointed w.e.f. 02.09.2023)
Ms. Priyanka Sodagar	: Non-Executive Non Independent Director (Appointed w.e.f. 06.02.2023)
Mrs. Dhara Jagdishbhai Patel	: Company Secretary & Compliance Officer(Appointed w.e.f. 25.04.2023 & Resigned w.e.f. 23.05.2023)
Mr. Naman Bhanubhai Shah	: Non-Executive Independent Director(Appointed w.e.f. 15.06.2023)
Mr. Apurva Dilipbhai Shah	: Non-Executive Independent Director(Appointed w.e.f. 15.06.2023)
Mr. Uday Chandrakant Shah	: Chief Financial Officer (Appointed w.e.f. 27.07.2023)
Mr. Nirav Rohitkumar Shah	: Non-Executive Independent Director (Appointed w.e.f. 10.08.2023) Managing Director (Redesignated w.e.f. 02.09.2023)

### **REGISTERED OFFICE**

Office No. 901/902, 9th Floor, Atlanta Centre, Opp. Udyog Bhavan,  
Sonawala Road, Goregaon (East), Mumbai: 400063.

Email: clio\_infotech@yahoo.com Mob. No.:- +91 6353 840557

<b><u>SECRETARIAL AUDITOR</u></b>	<b><u>STATUTORY AUDITORS</u></b>	<b><u>INTERNAL AUDITORS</u></b>
<b><u>VKM &amp; ASSOCIATES</u></b>	<b><u>PAREKH SHAH &amp; LODHA.</u></b>	<b><u>M/s. Dhruvaprakash &amp; Co</u></b>
116, Trinity Bldg, 1 <sup>st</sup> Floor, 227, Dr. C H Street, Behind Parsi Dairy, Marine Lines (E), Mumbai - 400002.	BKC Centre, 31-E, Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai 400053	B-408, Naman Midtown, Senapati Bapat Marg, Elphinstone Road (West) Mumbai - 400013.
Tel: 022 22077267	Tel No.- +91 22 4962 1281 - 90	Tel: 022-2438 2100
Email: vkmassociates@yahoo.com	Email: pslca@bkcadvisors.in	Email: cadpshetty@gmail.com

### **REGISTRAR & TRANSFER AGENT**

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

A/505 Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri (East), Mumbai - 400072

Tel: 022-49721245, 022-28511022 Email: admin@skylinerta.com

### **BANKERS**

HDFC Bank Limited

## NOTICE

NOTICE is hereby given that the Thirty First (31<sup>st</sup>) Annual General Meeting of the members of the Company will be held on Saturday, 30<sup>th</sup> September, 2023 at 05:00 pm through Video Conferencing (VC) or Other Audio Visual Mean (OAVM) for transacting the following business:

### ORDINARY BUSINESS:

1. **To consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March, 2023 and the Balance Sheet as at that date together with the Auditor's Report & Board's Report thereon.**
2. **To appoint a director in place of Mr. Hasmukh Sharma (DIN: 09815101) who retires by rotation and being eligible, offers himself for re-appointment.**
3. **To approve, confirm the appointment of Statutory Auditors 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 Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 together with the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Manoj Acharya & Associates, Chartered Accountants, (FRN: 114984W) be and are hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy caused due to the resignation of M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai (FRN: 107487W) to hold office for a first term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting to be held in the year 2028 at such remuneration as may be mutually decided by the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS:

4. **Appointment of Statutory Auditor to fill casual vacancy**

**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 Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on September 02, 2023, M/s. Manoj Acharya & Associates, Chartered Accountants (FRN: 114984W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai (FRN: 107487W).

**RESOLVED FURTHER THAT** M/s. Manoj Acharya & Associates, Chartered Accountants (FRN: 114984W), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

**RESOLVED FURTHER THAT** any of the Director of the company be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions."

**5. Reclassification of status from promoters to public Shareholders**

**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 Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactments(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, approval of the members be and is hereby accorded for reclassification of status of Mr. Suresh Babulal Bafna, Mrs. Manju Suresh Bafna Mr. Ashok Daulatraj Bafna from Promoters to Public Shareholders as they are neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company and they have no responsibility or association with the Company and they have given their consent in writing for change of status.

**The status of the following Promoters seeking reclassification is as follows:**

Name of Promoter	No. of Equity shares held as on the July 26, 2023	Percentage of Shareholding/ Voting Rights as on July 26, 2023
Suresh Babulal Bafna	2,39,555	2.18
Manju Suresh Bafna	4,05,797	3.69
Ashok Daulatraj Bafna	1,17,254	1.06

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** any Director of the company be and are hereby severally authorized and directed to do all such acts, deeds and things and to submit and sign on behalf of the Company necessary forms, papers, documents, certificates, explanations etc. including filing of necessary forms and relevant information with the Ministry of Corporate Affairs/Registrar of Companies and intimation to other Statutory authorities and further to complete all the post issue formalities with respect to the said allotment for the effective implementation of the resolution.”

**6. Appointment of Mr. Nirav Rohitkumar Shah (DIN: 07246610) as Managing Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and provisions of the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Nirav Rohitkumar Shah (DIN: 07246610) as Managing Director on the Board of the Company with effect from 02<sup>nd</sup> September, 2023 and he shall be designated as a Managing Director and shall hold office for a period of 5 years from the date of his appointment till 01<sup>st</sup> September, 2028 on the terms and conditions contained in the Agreement executed by and between Mr. Nirav Rohitkumar Shah and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) can alter and vary terms and conditions of the said appointment, within the permissible statutory provisions, in such manner as may be agreed to between the Board and Mr. Shah.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies for and on behalf of the Company.”

**By Order of the Board  
For Clio Infotech Limited.**

**Alka Rajendra Mehta  
Chairman & Director  
DIN: 03306793**

**Date:** 06<sup>th</sup> September 2023  
**Place:** Mumbai

**NOTES: -**

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
2. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip are not annexed to this Notice.
3. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, through e-mail at [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com).
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has appointed Ms. Deepti Grover, Proprietor - M/s. Deepti & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process of e-voting.
5. Remote e-voting will commence at 09.00 a.m. on Tuesday, 26th September, 2023 and will end at 5.00 p.m. on Friday, 29th September, 2023, thereafter remote e-voting will be blocked by NSDL.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 23rd September, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
7. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
8. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2023, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their Email Address with the Companies Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Annual General Meeting. In case of any queries, shareholder may write to [admin@skylinerta.com](mailto:admin@skylinerta.com).
9. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Executive Vice President & Company Secretary at [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com) from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 09.00 a.m. on Tuesday, 26th September, 2023 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.  
  
Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
10. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed from Sunday, 24th day of September, 2023 to Saturday, 30th day of September, 2023 (both days inclusive).
11. In case of any queries regarding the Annual Report, members may write to [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com) to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to email to us at least 10 (Ten) days before the meeting to enable us to keep the information ready.

12. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
13. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Skyline Financial Services Private Limited.
15. Members are requested to keep ready a copy of their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
16. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier
17. The Notice of 31st Annual General Meeting and instructions for e-voting along with Assent / Dissent Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s).
18. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its Registrar & Share Transfer Agent for registration of email addresses in terms of the Circulars as issued by Ministry of Corporate Affairs. The process for registration of email addresses is as under:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting at the ensuing AGM. In case of any queries, shareholder may write to [admin@skylinerta.com](mailto:admin@skylinerta.com).
19. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.clioinfotech.in](http://www.clioinfotech.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
20. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
21. Pursuant to the provisions of Section 72 of the Act read with the Rules made there under, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.



22. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.
23. We request you to send an email on [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com) to ensure that the annual report and other documents reach you on your preferred e-mail.
24. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

**25. E-Voting process:**

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

The Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote eVoting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.clioinfotech.in](http://www.clioinfotech.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.clioinfotech.in](http://www.clioinfotech.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued from time to time.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday 26<sup>th</sup> September, 2023 at 09:00 A.M. and ends on Friday 29<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday 23<sup>rd</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday 23<sup>rd</sup> September, 2023.

**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 and joining virtual meeting 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>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App</li> </ol>

	<p>“NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<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 or joining virtual meeting &amp; voting during the meeting.</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
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

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

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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial

- password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
  6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.
  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 and join General Meeting on NSDL e-Voting system.**

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

### **General Guidelines for shareholders**

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).
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 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](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.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

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

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **clio\_infotech@yahoo.com** the same will be replied by the company suitably.



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

### ITEM NO 3: -

M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai (having FRN: 107487W), Statutory Auditors of the Company, had resigned from the position, with effect from closing hours of 11<sup>th</sup> August, 2023, on account of being pre-occupied in other assignments.

To fill up the casual vacancy arised due to resignation of M/s. Parekh Shah & Lodha, Chartered Accountants, the Board of Directors at their meeting held on 02<sup>nd</sup> September, 2023 on recommendation of Audit Committee had appointed M/s. Manoj Acharya & Associates, Chartered Accountants, Firm Registration No.: 114984W, as the Statutory Auditors of the Company along with the approval of shareholders in this AGM, to hold office for a first term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 36<sup>th</sup>Annual General Meeting to be held in the year 2028.

Therefore, pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 together with the Companies (Audit and Auditors) Rules, 2014 M/s. Manoj Acharya & Associates, Chartered Accountants, (FRN: 114984W), on recommendations of the Audit Committee and the Board of Directors of the Company, are proposed to be appointed as statutory auditors of the Company to hold office for a first term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 36<sup>th</sup>Annual General Meeting to be held in the year 2026.

#### Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

M/s. Manoj Acharya & Associates is a Chartered Accountants firm working for more than 28 years in the field of Company Audit, Goods & Service Tax (GST), Financial Arrangement and Bank Loan syndication, Start-up Companies, Company / LLP Incorporation, Co-operative Societies & Trust Audit & Tax Planning, Corporate Planning, legal Advice and Financial controls etc.

The registered office of the Firm is at 219, 2nd Floor, Ashirwad Market, Kalupur, Ahmedabad-380002.

Chartered accountant profession in India is governed by the Chartered Accountants Act,1949 (the 'Act') and as per the provisions of the Act, firms are subject to peer reviews which are conducted regularly by Institute of Chartered Accountants of India (ICAI). The Firm has a valid Peer Review certificate.

M/s. Manoj Acharya & Associates, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and are eligible to be appointed as Statutory Auditors.

The Board recommends the Ordinary Resolution as set out at item no. 3 of the Notice for approval of the shareholder.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### ITEM NO 4: -

M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai (having FRN: 107487W) have tendered their resignation as Statutory Auditors w.e.f. August 11, 2023 on account of being pre-occupied in other assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended the appointment of M/s. Manoj Acharya & Associates Chartered Accountants (FRN: 114984W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Parekh Shah & Lodha. Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. Manoj Acharya & Associates Chartered Accountants (FRN: 114984W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the members.

#### ITEM NO 5: -

Mr. Suresh Babulal Bafna, Mrs. Manju Suresh Bafna and Mr. Ashok Bafna are presently the Promoters of the Company. They intimated vide their letter dated July 26, 2023 to exclude their association with the Company as promoters and requested to exclude their name from the category of Promoters.

#### **Request for Reclassification:**

Vide Request Letter, Mr. Suresh Babulal Bafna, Mrs. Manju Suresh Bafna and Mr. Ashok Bafna, has informed that they are neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company individually and they have no other responsibility or association with the Company.

Further, Mr. Suresh Babulal Bafna, Mrs. Manju Suresh Bafna and Mr. Ashok Bafna has confirmed that it along with the persons related to it:

- i. does not, together, hold more than 10% (ten percent) of the total voting rights in the company;
- ii. does not exercise control over the affairs of the company, directly or indirectly;
- iii. does not have any special rights with respect to the company through formal or informal arrangements including through any shareholders agreements;
- iv. are not represented on the board of directors of the company (including through nominee director);
- v. is not acting as a key managerial person in the company;
- vi. is not 'willful defaulters' as per the RESERVE BANK OF INDIA Guidelines; and
- vii. is not fugitive economic offenders.

Further, the promoters seeking reclassification has confirmed that subsequent to its reclassification, it shall continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations

As per provisions of regulation 31A (3)(a)(iii) of SEBI(LODR) Regulations 2015 shareholders' approval is required for shifting the status from promoters' group to public category

#### **Board's Consideration & Recommendation:**

At their meeting held on August 10, 2023, the Board of Directors of the Company analysed the Request Letter vis-à-vis the requirement under Regulation 31A of the Listing Regulations and approved the proposal.

With respect to the pre-requisite in relation to the company, Board noted that as at the date of the approval:

- a. The company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b. The trading of the equity shares of the company have not been suspended by the stock exchanges where equity shares of the company are listed;
- c. The company does not have any outstanding dues to the SEBI or the Depositories.

Considering the above, Board recommended reclassification of the promoters to public category and proposed Item No. 4 of the Notice for the approval of members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the members.

**ITEM NO 6: -**

The Board of Directors of Company in the meeting held on 02<sup>nd</sup> September, 2023 on the recommendation of Nomination and Remuneration Committee, accorded their consent for the appointment of Nirav Rohitkumar Shah as Managing Director.

Nirav Rohitkumar Shah, aged 44 Years, has earned his Graduation (B.Com). He possesses vast knowledge and rich experience of more than 15 years' in the healthcare Industry and Worked as Consultant Physician at Kiran Multispecialty Hospital.

He is also appointed as Director in the one other Company such as Sofcom Systems Limited.

The terms & conditions of his appointment are as follows: -

- a) Remuneration: Nil.
- b) Period of Appointment: 02<sup>nd</sup> September, 2023 to 01<sup>st</sup> September, 2028.
- c) The appointment may be terminated by either party by giving one months' notice in writing on such termination or as may be mutually agreed between the parties.
- d) He shall perform such duties as shall from time to time be entrusted upon her by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Regulations with the Stock Exchange.

As per provisions of Sections 196 & 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment and remuneration payable to Mr. Nirav Rohitkumar Shah as Managing Director needs to be approved by the shareholders of the Company in general meeting. Details as per Regulation 36(3) of SEBI(LODR) Regulations, 2015 is annexed herewith as Annexure-A.

Except, Mr. Nirav Rohitkumar Shah, none of the Directors and Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

The Board recommends the Special Resolution as set out at item no. 6 of the Notice for your approval.

**By Order of the Board  
For Clio Infotech Limited**

**Alka Rajendra Mehta  
Chairman & Director  
DIN: 03306793**

Date: 06<sup>th</sup> September, 2023  
Place: Mumbai

**Annexure A**

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015, Companies Act 2013 and Secretarial Standard at ensuing Annual General Meeting are as follows:

Name of the Director	Mr. Nirav Rohitkumar Shah
DIN	07246610
DOB/ Age	20/10/1978
Nationality	Indian
Qualifications	Mr. Nirav Rohitkumar Shah is a MD in diabetologist
Date of First Appointment on the Board	10/08/2023
Experience/Expertise	He has an experience of more than 15 years' in the healthcare Industry and Worked as Consultant Physician at Kiran Multispecialty Hospital.
Terms and Condition of appointment/ re-appointment	As per letter of appointment
Remuneration last drawn	NIL
Remuneration Proposed to be paid	NIL
Shareholding in the Company (Equity shares of Rs. 10/- each)	NIL
Relationship, if any, between director's inter se	Not applicable
Directorship of other Companies as at 31/03/2023.	NIL
No. of Board Meetings attended during the year	NIL

By Order of the Board  
For Clío Infotech Limited

Alka Rajendra Mehta  
Chairman & Director  
DIN: 03306793

Date: 06<sup>th</sup> September, 2023  
Place: Mumbai

## BOARD'S REPORT

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2023**

Dear Shareholders,

Your Directors have great pleasure in presenting the 31<sup>st</sup> Board's Report together with the Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and Profit & Loss Account for the year ended on that date.

### **FINANCIAL STATEMENTS & RESULTS:**

#### **Financial Results**

The Company's performance during the year ended 31<sup>st</sup> March, 2023 as compared to the previous financial year, is summarized below:

Particular	(Rs. In Lacs except EPS)	
	For the financial year ended 31 <sup>st</sup> March, 2023	For the financial year ended 31 <sup>st</sup> March, 2022
Revenue from operation	1.84	-
Other income	24.73	9.59
Total Income	26.57	9.59
Less: Expenses	56.71	64.56
Profit/ (Loss) before tax	(30.14)	(54.97)
Less: Provision for tax/Deferred Tax	-	-
Income Tax & Tax of years w/off	-	-
Profit / (Loss) after Tax	(30.14)	(54.97)
Other comprehensive (loss)/income for the year	0.01	0.05
Total comprehensive income for the year	(30.13)	(54.92)
No. of Equity Shares	11010950	11010950
EPS	(0.27)	(0.50)

#### **FINANCIAL PERFORMANCE:**

The total income of the Company for the year under review stood at 26.57 Lakhs (previous year Rs. 9.59 Lakhs) increase by 177.059%. During the year the Company had a net loss of Rs.30.14 Lakhs (previous year net loss of Rs.54.97 Lakhs).

#### **IMPACT OF CORONA VIRUS ON GOING CONCERN**

In view of the outbreak of the pandemic, the Company undertook timely and essential measures to ensure the safety and well-being of all its employees at the Registered office. The Company observed all the government advisories and guidelines thoroughly and in good faith.

#### **SHARE CAPITAL:**

There was no change in Share Capital of the Company during the Financial Year 2022-23 and Company Share Capital as on 31.03.2023 stood at Rs. 110,109,500/-.

#### **DIVIDEND:**

In view of losses incurred, your Directors do not recommend dividend for the year under review.

#### **TRANSFER TO RESERVES:**

During the year under review, the company has not transferred any amount to the reserves.

#### **PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

### **EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return as on March 31, 2023 in form MGT-9 is available on the website of the Company viz. [www.clioinfotech.in](http://www.clioinfotech.in).

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As on 31st March 2023, the Board comprised of 02 Executive Director – Mr. Suresh Bafna and Mr. Hasmukh Kantilal Sharma, 02 Non Executive Independent Directors named as Mr. Devendra Sanghvi and Mrs. Sejal Jain, and 02 Non Executive Non Independent Directors named as Mrs. Alka Rajendra Mehta and Ms. Priyanka Sodagar based on the confirmations/disclosures received from the Directors under Section 149(7) of the Companies Act 2013 and Regulation 16(1)(b) and 25 of SEBI (LODR) Regulations, 2015 and on evaluation of the relationships disclosed, the following Non-Executive Directors are considered as Independent Directors:

- a. Mr. Devendra Sanghvi
- b. Mrs. Sejal Jain

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Hasmukh Kantilal Sharma (DIN: 09815101), Director of the Company, liable to retire by rotation, will be retiring at the ensuing Annual General Meeting. He is eligible for re-appointment at the ensuing Annual General Meeting and has offered himself for re-appointment.

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are given in the Notice convening 31<sup>st</sup> Annual General Meeting.

**The Company has formulated code of conduct on appointment of directors and senior management. This code of conduct can be accessed on the website of the Company at the link-**

<https://clioinfotech.in/wp-content/uploads/2022/03/Code-of-Conduct-for-Director-and-Senior-Management.pdf>

### **CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**The following changes occurred in the Company during the financial year and thereafter as on date of AGM:**

- 1) Mr. Hasmukh Kantilal Sharma was appointed as Executive Director of the Company w.e.f. 17.01.2023 and Mr. Suresh Bafna resigned as Managing Director w.e.f. 16.06.2023
- 2) Mr. Vatsal Nilesh Shah resigned as Company Secretary and Compliance Officer of the Company w.e.f. 20.10.2022. Further Mrs. Dhara Jagdishbhai Patel was appointed as Company Secretary & Compliance Officer 25.04.2023 & she resigned w.e.f. 23.05.2023.
- 3) Mrs. Alka Rajendra Mehta and Ms. Priyanka Sodagar was appointed as Non-Executive Non Independent Director w.e.f. 17.01.2023 and 06.02.2023 and Mrs. Alka Rajendra Mehta was also appointed as Chairman of the Company w.e.f. 02.09.2023
- 4) Mr. Naman Bhanubhai Shah, Mr. Apurva Dilipbhai Shah were appointed as Independent Director w.e.f. 15.06.2023, Mr. Nirav Rohitkumar Shah was appointed as Independent Director w.e.f. 10.08.2023, he is re-designated as Managing Director w.e.f. 02<sup>nd</sup> September, 2023. Mr. Devendra Sanghvi resigned as Independent Director w.e.f. 06.07.2023 and Mrs. Sejal Jain resigned as Independent Director w.e.f. 10.08.2023
- 5) Mr. Uday Chandrakant Shah was appointed as Chief Financial Officer w.e.f. 27.07.2023 and Ms. Kinjal Ashok Ghone resigned as Chief Financial Officer w.e.f. 27.07.2023

### **MEETINGS OF THE BOARD:**

During the year under review, the Board of Directors has held Eight (8) Board meetings. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

### **ANNUAL PERFORMANCE EVALUATION BY THE BOARD:**

SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as

- i. Board dynamics and relationships
- ii. Information flows
- iii. Decision-making
- iv. Relationship with stakeholders
- v. Company performance and strategy
- vi. Tracking Board and committee's effectiveness
- vii. Peer evaluation

Pursuant to the provisions of the Companies Act, 2013 a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board works with the nomination and remuneration committee to lay down the evaluation criteria.

The Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company. The Board has devised questionnaire to evaluate the performances of each of executive, non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Ability to contribute to and monitor our corporate governance practices

### **DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under Section 134(3)(c) of the Companies Act, 2013 and according to the information and explanations received by the Board, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **COMMITTEES OF THE BOARD:**

There are currently three Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance and forms part of this Annual Report.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has adopted a Vigil mechanism/Whistle blower Policy to deal with instance of fraud and mismanagement, if any. The Company had established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct and Ethics. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil Mechanism Policy is explained in the report of Corporate Governance and also posted on the website of the Company at: <https://clioinfotech.in/wp-content/uploads/2022/03/WHISTLE-BLOWER-POLICY.pdf> We affirm that during the financial year 2022-2023, no employee or director was denied access to the Audit Committee.

### **REMUNERATION POLICY:**

Pursuant to provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a Policy on criteria for appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The salient features of the Remuneration Policy are stated in the Report on Corporate Governance which forms part of this Annual Report and also hosted on the website of the Company:

<https://clioinfotech.in/wp-content/uploads/2022/03/Code-of-Conduct-for-Director-and-Senior-Management.pdf>

### **RELATED PARTY TRANSACTION:**

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, entered during the year by your Company as per Section 188 of the Companies Act, 2013 which require approval of the member. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act, 2013 in FormAOC-2 is not applicable to the Company. Further disclosure of transactions with related parties is set out as part of the financial statements.

The Policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the website of the Company at the link

<https://clioinfotech.in/wp-content/uploads/2022/03/related-party-transaction-policy.pdf>

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The details of loans, guarantee or investment under Section 186 of the Companies Act, 2013 forms part of Notes to the Financial Statements provided in this Annual Report.

### **RISKS AND AREAS OF CONCERN:**

The Company has laid down a well-defined Risk Management Policy to identify the risk, analyze and to undertake risk mitigation actions. The Board of Directors regularly undertakes the detailed exercise for identification and steps to control them through a well-defined procedure.



## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

### **INTERNAL FINANCIAL CONTROL:**

The Board has adopted policies and procedures for efficient conduct of business. The Audit Committee evaluates the efficacy and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

Your Company's approach on Corporate Governance has been detailed out in the Corporate Governance Report. Your Company has deployed the principles enunciated therein to ensure adequacy of Internal Financial Controls with reference to the financial statements. Your Board has also reviewed the internal processes, systems and the internal financial controls and the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls.

With a view to ensure and review the effectiveness and implementation of the systems and operations, the Audit Committee regularly reviews them. The Internal Auditors and Statutory Auditors regularly attend Audit Committee meetings and convey their views on the adequacy of internal control systems as well as financial disclosures. The Audit Committee is briefed about the corrective actions taken by the management on the audit observations. The Audit scope is regularly reviewed by the Audit Committee for enhancement/ modification of scope and coverage of specific areas.

### **STOCK EXCHANGE:**

The Equity Shares of the Company are listed at BSE Limited. The Company has paid the Annual listing fees for the year 2023-2024 to the said Stock Exchange.

### **CORPORATE GOVERNANCE:**

Corporate Governance is about maximizing shareholders value legally, ethically and sustainability. At Clio Infotech Limited, the goal of Corporate Governance is to ensure fairness for every stakeholder. We believe Corporate Governance is critical to enhance and retain investor trust. Our Board exercises its judiciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions. As per regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by your Company, together with a certificate on compliance with corporate governance norms under the Listing Regulations and forms part of this Annual Report as **Annexure-I**.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the Company's operations forms part of this Annual Report as **Annexure -II**.

### **PARTICULARS OF REMUNERATION:**

Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of the ratio of remuneration of each Director to the median employee's remuneration are appended to this report as **Annexure -III**.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **STATUTORY AUDITORS:**

At the 29th Annual General Meeting of the Company held on 30th September, 2021, M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai having (FRN: 107487W), were appointed as Statutory Auditors of the Company to hold office upto the conclusion of 34th Annual General Meeting of the Company to be held in the year 2026.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice.

The Auditor's Report for the year ended 31st March, 2023 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with Financial Statements in this Annual Report.

Further, the Statutory Auditors of the Company M/s. Parekh Shah & Lodha, Chartered Accountants, have resigned w.e.f. 11/08/2023. To fill the casual Vacancy caused by the resignation of the Statutory Auditors the Board on recommendation of the Audit Committee appointed M/s. Manoj Acharya & Associates, Chartered Accountants, which is subject to approval of the Members and they shall be appointed for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting of the Company till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028

A resolution proposing appointment of M/s. Manoj Acharya & Associates, Chartered Accountants, as Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 forms part of the Notice.

The Audit for the F.Y. 2022-23 has being conducted by M/s. Parekh Shah & Lodha, Chartered Accountants having (FRN: 107487W).

#### **INTERNAL AUDITOR:**

The Company has appointed M/s. Dhruvaprakash & Co, Chartered Accountants (FRN.:117674W) as its Internal Auditor. The Internal Auditor has given his reports on quarterly basis to the Audit Committee.

M/s. Dhruvaprakash & Co, Chartered Accountants (FRN.:117674W) resigned as Internal Auditor w.e.f. 10<sup>th</sup> August, 2023 and the company further appointed M/s. Bhaveshkumar and Company, Chartered Accountant (FRN: 135873W) for conducting Internal Audit for FY 2023-24 w.e.f. 10<sup>th</sup> August, 2023.

Based on the report of internal audit, management undertakes corrective action in the respective areas and strengthens the levels of Internal Financial and other operational controls.

#### **SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed M/s. VKM & Associates, Practicing Company Secretaries, (COP No. 4279) to conduct Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2023 is enclosed as **Annexure- IV** to this Report. Necessary explanations to each of the observations made in the Secretarial Audit Report are as given below:

#### **SECRETARIAL AUDITOR'S REMARKS:**

*During the period under review, it is observed that the company is non-compliant with the Regulation 17(1) pertaining to the Composition of the Board including failure to appoint Woman Director and for which BSE imposed fine Rs.436600 and the same was paid by the Company.*

#### **Management Comment:**

With respect to the Remark(s)/Observations or disclaimer made by the Secretarial Auditors in their Report, we hereby state that the company was in the process of complying with the requirements of Regulation 17(1) i.e. the Company since several months was in search of two suitable candidates for the position of Non-Executive Independent Directors which the Company then appointed Mr. Naman Bhanubhai Shah (DIN: 02037734) and Mr. Apurva Dilipbhai Shah (DIN: 07076724) as an Additional Non-Executive Independent Directors of the Company w.e.f. 15th June, 2023

M/s. VKM & Associates, Practicing Company Secretaries, (COP No. 4279) resigned as Secretarial Auditor w.e.f. 10<sup>th</sup> August, 2023 and the company further appointed M/s. Deepti & Associates, Practicing Company Secretaries (FRN: S2016DE438900) for conducting Secretarial Audit and issuing certificate u/r 24A for FY 2023-24.

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Associate or Joint Venture Company.

**INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

The following is reported pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a)	Number of complaints filed during the financial year	:	NIL
b)	Number of complaints disposed off during the financial year	:	NIL
c)	Number of cases pending as on end of the financial year	:	NIL

The policy can be accessed on the website of the Company at the link - <https://www.clioinfotech.in/Final/SEXUAL%20HARRASMENT%20POLICY.pdf>

**CORPORATE SOCIAL RESPONSIBILITY**

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the Company. Therefore, the Company has not developed and implemented any Corporate Social Responsibility initiatives.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Pursuant to Section 134(3)(m) of the Companies act, 2013 read with Rule 8 of the Companies (accounts) rules, 2014, details regarding the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo for the year under review are as follows:

**A. CONSERVATION OF ENERGY:**

- a. Steps taken or impact on conservation of energy - The Operations of the Company do not consume energy intensively. However, the Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy- Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment -NIL

**TECHNOLOGY ABSORPTION:**

- a. The efforts made towards technology absorption - The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution-Not Applicable
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N/A
- d. The expenditure incurred on Research and Development - Not Applicable

**THE PARTICULARS OF FOREIGN EXCHANGE AND OUTGO FOR THE YEAR UNDER REVIEW ARE AS FOLLOWS:**

<b>Particulars</b>	<b>Year ended 31<sup>st</sup> March, 2023</b>	<b>Year ended 31<sup>st</sup> March, 2022</b>
Foreign exchange earning	Nil	Nil
Foreign exchange Outgo	Nil	Nil

**ACKNOWLEDGEMENT:**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board also places on record its appreciation for the continued cooperation and support received by your Company during the year from investors, bankers, financial institutions, customers, business partners, all regulatory and government authorities and other stakeholders.

**By Order of the Board  
For Clio Infotech Limited**

**Alka Rajendra Mehta**  
**Chairman & Director**  
**DIN: 03306793**  
Date: 06<sup>th</sup> September, 2023  
Place: Mumbai

## ANNEXURE-I CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

Clio Infotech Limited is committed to good Corporate Governance in order to enhance stakeholders' value. Your company believes that Corporate Governance is not an end in itself but a catalyst in the process towards maximization of stakeholder value. Your company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and equity in all spheres of its operations and in all its dealings with its stakeholders. It is your company's belief that good ethics make good business sense and our business practices are in keeping with the spirit of maintaining the highest level of ethical standards.

The Securities and Exchange Board of India (SEBI) has introduced SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) to bring in additional Corporate Governance norms for listed entities. These norms provide for stricter disclosure and protection of investor rights. The amended norms are aligned with the provisions of the Companies Act, 2013 and are aimed to encourage companies to adapt best practices on Corporate Governance. Our Corporate Governance frame work has helped us be aligned with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). We believe that an active, well informed and independent Board is necessary to ensure the highest standard of Corporate Governance. The Board of Directors of your company is at the core of our Corporate Governance practices. The Board thus oversees your company's management functions and protects the long term interest of our stakeholders.

In so far as compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) is concerned, your company has complied in all material respects with the requirements of Corporate Governance specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

### 2. BOARD OF DIRECTORS

The Board of Directors of the Company consists of directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company.

- i. The Board of Directors of the Company has combination of Executive and Non-Executive Independent Directors & Non-Executive Non-Independent Directors . As on 31<sup>st</sup>March, 2023, 02 Executive Director - Mr. Suresh Bafna and Mr. Hasmukh Kantilal Sharma, 02 Non Executive Independent Directors named as Mr. Devendra Sanghvi and Mrs. Sejal Jain, and 02 Non Executive Non Independent Directors named as Mrs. Alka Rajendra Mehta and Ms. Priyanka Sodagar. Moreover, the Chairman of the Board is Executive Director.
- ii. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.
- iii. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which they are a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors. None of the Directors are related to each other.
- iv. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- vi. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2023 are given herein below. Other directorships do not include directorships of foreign companies and companies under Section 8 of the Act. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.

- vi. During the financial year 2022-23, 8 (Eight) meetings of Board of Directors were held on viz 17<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 06<sup>th</sup> September 2022, 20<sup>th</sup> October, 2022, 14<sup>th</sup> November 2022, 17<sup>th</sup> January, 2023, 06<sup>th</sup> February 2023 and 09<sup>th</sup> February 2023. The necessary quorum was present for all the meetings. The gap between any two meetings never exceeded 120 days (except during relaxation granted by ministry of Corporate Affairs and Securities and Exchange Board of India).
- vii. The details of composition of the Board of Directors, their attendance at each Board meeting held during the financial year 2022-23 and at the last Annual General Meeting, their directorships in other companies and positions in various Committees are as follows:

Name	Category	No. of Board Meetings Held	No. of Board Meetings Attended	Whether attended last AGM	As on 31 <sup>st</sup> March, 2023 (Excluding position in the Company)		
					No. of Directorships	Committee	
						Chairman Ship(s)	Member Ship(s)
Mr. Suresh Bafna	C/P /ED	8	8	Yes	3	0	1
Mr. Devendra Sanghvi	I/NED	8	8	Yes	1	2	2
Ms. Sejal Jain	I/NED	8	8	Yes	0	0	2
Mr. Hasmukh Sharma *	ED	8	2	NA	0	0	0
Mrs. Alka Rajendra Mehta*	NI/NED	8	2	NA	0	0	0
Ms. Priyanka Sodagar@	NI/NED	8	1	NA	0	0	0

**NOTE:**

\* Mr. Hasmukh Sharma appointed as Additional Executive Director and Mrs. Alka Rajendra Mehta appointed as Additional Non-Executive Director Non Independent Director w.e.f. 17.01.2023 and also as Chairman w.e.f. 02.09.2023.

@ Ms. Priyanka Sodagar as Additional Non-Executive Director Non Independent Director w.e.f. 06.02.2023.

**Details of Directorship in listed entity(s)**

Name of the Director	Directorship in the listed Entities	Category of Directorship
Mr. Suresh Bafna	Nil	Nil
Mr. Devendra Sanghvi	Looks Health Services Limited	Non-Executive - Independent Director
Ms. Sejal Jain	Looks Health Services Limited	Non-Executive - Independent Director
Mr. Hasmukh Sharma	Nil	Nil
Mrs. Alka Rajendra Mehta	Sofcom Systems Ltd	Non-Executive - Independent Director
Ms. Priyanka Sodagar	Unistar Multimedia Limited	Non-Executive - Independent Director

**Notes:**

- C - Chairman, P - Promoter, I - Independent Director, NI - Non-Independent Director, MD- Managing Director, WED- Whole Time Director, NED - Non Executive Director, ED - Executive Director.
- Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.
- The directorship held by directors as mentioned above do not include Directorship in foreign companies and companies registered under Section 8 of the Companies Act, 2013.

- i. The Compliance Officer in consultation with Chairman of the Company and Managing Director/ Executive Director, drafts the Agenda for each Board meeting along with explanatory notes and distributes these in advance to the Directors. The Company has well defined process for placing vital and sufficient information before the Board. Any matter requiring discussion or decision or approval of the Board or Committee, is communicated to the Compliance Officer well in advance so that the same could be included in the Agenda for the respective meetings.
- ii. During the year, a separate meeting of the Independent Directors of the Company was held on 09<sup>th</sup> February 2023 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole and the quality, quantity and timeliness of flow of information between the Company management and the Board. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
- iii. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.
- iv. The Company undertakes necessary induction programme for new Directors and ongoing training for existing Directors. The new directors are briefed about the Company processes and to familiarize them with the business activities of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- e build an understanding of the Company processes and
- e fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of familiarization programme of the Independent Directors are available on the Company's website at [www.clioinfotech.in](http://www.clioinfotech.in)

#### Key Board qualifications, expertise and attributes

The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensure that the Company's Board is in compliance with the highest standards of corporate governance.

The list of core skills/expertise/competencies identified by the Board in the context of the business of the Company and which are available with the Board are as under:

Name	Finance	Legal/ Corporate law	Corporate Governance	General management	Leadership	Administrative	Business Development
Mr. Suresh Bafna	√	√	√	√	√	√	√
Mr. Devendra Sanghvi	√	√	√	√	√	√	√
Ms. Sejal Jain	-	-	√	√	√	√	√
Mr. Hasmukh Sharma *	-	√	√	√	√	√	√
Mrs. Alka Rajendra Mehta*	√	-	√	-	√	-	√
Ms. Priyanka Sodagar@	-	√	√	√	√	√	√

\*Mr. Hasmukh Sharma appointed as Additional Executive Director and Mrs. Alka Rajendra Mehta appointed as Additional Non-Executive Director Non Independent Director w.e.f. 17.01.2023 and also as Chairman w.e.f. 02.09.2023.

@Ms. Priyanka Sodagar as Additional Non-Executive Director Non Independent Director w.e.f. 06.02.2023

- v. During the year 2022-23, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- vi. Details of equity shares of the Company held by the Directors as on March 31, 2023 are given below:

Sr. No.	Name of the Directors	No. of Shares
1.	Mr. Suresh Bafna	239555
2.	Mr. Hasmukh Sharma	10000

### 3. COMMITTEES OF THE BOARD

The Board of Directors of the Company has constituted the following Committees:

- (i) Audit Committee
- (ii) Stakeholders' Relationship Committee
- (iii) Nomination and Remuneration Committee

#### AUDIT COMMITTEE

- a) The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.
- b) The purpose of the Audit Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and other associated matters.

#### c) Terms of reference

- 1. Overseeing the Company's financial reporting process and the disclosure financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
- 4. Appointment, removal and terms of remuneration of internal auditor.
- 5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
  - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Section 134(5) of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to the financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
- e<sup>3</sup> Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- e<sup>3</sup> Monitoring the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and there port submitted by the monitoring agency monitoring the utilization of proceed so far public or rights issue, and making appropriate Recommendations to the Board to take up steps in this matter;
- e<sup>3</sup> Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- e<sup>3</sup> Reviewing the adequacy of internal audit function, if any, including the structure of the Internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit
- e<sup>3</sup> Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
- e<sup>3</sup> Discussing with internal auditors on any significant findings and follow up thereon.
- e<sup>3</sup> Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting them after to the board.
- e<sup>3</sup> Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- e<sup>3</sup> To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.



- c) To review the functioning of the 'whistle blower' mechanism, when the same is adopted by our Company and is existing.
- c) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- c) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
- c) The Audit Committee shall mandatorily review the following information:
  - i. Management discussion and analysis of financial information and results of operations;
  - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
  - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - iv. Internal audit reports relating to internal control weaknesses; and
  - v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
- c) Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per Regulation 18 of SEBI Listing Regulations.
- d) The quorum of the Committee is two independent members present or one third of the total members of the Committee, whichever is higher. As on 31<sup>st</sup> March, 2023; the Audit Committee consists of 2 (Two) Non-Executive/ Independent Directors and 1 (One) Executive Director.
- e) During the financial year 2022-2023, the members of Audit Committee met 5 (Six) times on 17th May 2022, 10th August 2022, 06th September 2022, 14th November 2022, 09th February 2023. The Composition and attendance of the members of the Audit Committee during the financial year 2022-23 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. Devendra Sanghvi	Chairman	5	5
Mr. Suresh Bafna	Member	5	5
Ms. Sejal Jain	Member	5	5

- a) The audit committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.
- b) The previous Annual General Meeting ("AGM") of the Company was held on September 30, 2022 and was attended by all the members of the committee including Mr. Devendra Sanghvi, Chairman of the Audit Committee.

#### **NOMINATION & REMUNERATION COMMITTEE:**

- a) The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.
- b) Terms of reference
 

The broad terms of reference of the nomination and remuneration committee are as under:

  - c) Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
  - c) Recommend to the Board the appointment or reappointment of directors.
  - c) Devise a policy on Board diversity.
  - c) Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
  - c) Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally, the Committee may also oversee the performance review process of

the KMP and executive team of the Company.

- e) Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
  - e) On annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
  - e) Oversee familiarization programmes for directors.
  - e) Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
  - e) Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.
- c) During the financial year 2022-23, the members of Nomination and Remuneration Committee met 2 (two) times on 17<sup>th</sup> January, 2023 and 06<sup>th</sup> February, 2023.
- d) The composition and attendance of the members of the Nomination and Remuneration Committee during the financial year 2022-23 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. Devendra Sanghvi	Chairman	2	2
Mr. Suresh Bafna	Member	2	2
Ms. Sejal Jain*	Member	2	2

Details of remuneration/sitting fees paid to the Directors: NIL

#### **STAKEHOLDER RELATIONSHIP (INVESTOR GRIEVANCE) COMMITTEE:**

- a) The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and the provisions of Section 178 of the Companies Act, 2013.
- b) Terms of Reference
- e) Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
  - e) Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
  - e) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares;
  - e) Issue of duplicate / split / consolidated share certificates;
  - e) Allotment and listing of shares;
  - e) Review of cases for refusal of transfer / transmission of shares and debentures;
  - e) Reference to statutory and regulatory authorities regarding investor grievances;
  - e) Ensure proper and timely attendance and redressal of investor queries and grievances.
  - e) To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.
- c) During the financial year 2022-23, the members of Stakeholders' Relationship Committee met 1 (one) time on 17<sup>th</sup> January, 2023.
- d) The Composition and attendance of the members of the Stakeholders' Relationship Committee during the financial year 2022-23 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. Devendra Sanghvi	Chairman	1	1
Mr. Suresh Bafna	Member	1	1
Ms. Sejal Jain	Member	1	1

e) **Name, Designation and address of Compliance Officer**

Mrs. Alka Rajendra Mehta  
Chairman & Director  
Clio Infotech Limited  
901-902, Atlanta Centre, Sonawala Lane, Opp. Udyog Bhavan, Goregaon (E), Mumbai- 400063.  
Mob. No.: +91 6353 840557  
Email: clio\_infotech@yahoo.com  
Website: [www.clioinfotech.in](http://www.clioinfotech.in)

f) **Status of complaints received, resolved and pending as on 31<sup>st</sup> March,2023:**

Number of Shareholders' Complaints received during the year	NIL
Number of Shareholders' Complaints resolved during the year	NIL
Number of Shareholders' Complaints Pending at the end of the year	NIL

**4. GENERAL BODY MEETINGS**

**A. ANNUAL GENERAL MEETINGS:**

Details of date, time and location of the last three Annual General Meetings (AGMs) are given below:

Financial Year	AGM	Date of AGM	Time	Venue
2021-22	30 <sup>th</sup>	30 <sup>th</sup> Sept, 2022	10:30 A.M.	901,902, 9 <sup>th</sup> Floor, Atlanta Centre, Sonawala Road, Opp. Udyog Bhavan, Goregaon East,Mumbai-400063.
2020-21	29 <sup>th</sup>	30 <sup>th</sup> Sept, 2021	10.00 A. M	901,902, 9 <sup>th</sup> Floor, Atlanta Centre, Sonawala Road, Opp. Udyog Bhavan, Goregaon East,Mumbai-400063.
2019-20	28 <sup>th</sup>	30 <sup>th</sup> Sept, 2020	11.00 A.M.	901,902, 9 <sup>th</sup> Floor, Atlanta Centre, Sonawala Road, Opp. Udyog Bhavan, Goregaon East,Mumbai-400063.

Details of Special Resolution passed in the last three Annual General Meetings:

Date of AGM	Purpose of Resolution
30 <sup>th</sup> September, 2022	Nil
30 <sup>th</sup> September, 2021	Nil
30 <sup>th</sup> September, 2020	Re-appointment of Mr. Suresh Bafna, as Managing Director of the Company.

During the year under review, no resolution was passed by means of Postal Ballot. Further no special resolution is proposed to be passed through postal ballot as on the date of this report.

**5. DISCLOSURES:**

*Related Party Transaction:* The Company has entered into material significant transactions with its related parties. The details of transactions with the Company and related parties are given for information under notes to Accounts.

*Statutory Compliance, Penalties and Strictures:* The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

*Whistle Blower Policy:* The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company has any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

*Reconciliation of Share Capital Audit:* Inline with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

## **6. MEANS OF COMMUNICATION**

All material information about the company is promptly submitted to the Bombay Stock Exchange Ltd. where the Company's shares are listed. Quarterly and Annual Financial Results will be sent to the exchange for the information of the shareholders. The financial results will also be displayed on the Company's website [www.clioinfotech.in](http://www.clioinfotech.in) and on the official website of Bombay Stock Exchange Ltd. ([www.bseindia.com](http://www.bseindia.com)).

The Management Discussion and Analysis (MD&A) forms part of Annual Report.

## **7. GENERAL SHAREHOLDER INFORMATION**

### **31<sup>st</sup> Annual General Meeting:**

Date, Time & Venue	Saturday, 30 <sup>th</sup> day of September 2023 at 05:00 pm through Video Conferencing (VC) or Other Audio Visual Mean (OAVM)
Financial Year	2022-2023
Stock Exchange	BSE Limited
Stock Code Symbol	530839

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking appointment/ re-appointment at the forthcoming AGM are given herein and in the Annexure A to the Notice of the AGM to be held on Saturday, 30<sup>th</sup> day of September 2023

### **Financial Calendar:**

Financial Year	:	1st April to 31 <sup>st</sup> March
AGM in	:	September

### **Provisional Calendar for the Financial Year - 2023-2024**

Subject Matter	Tentative Dates of the Board Meeting
First Quarter Results	On 10 <sup>th</sup> August, 2023.(Actual)
Second Quarter Results	By 14 <sup>th</sup> November, 2023.
Third Quarter Results	By 14 <sup>th</sup> February, 2023.
Fourth Quarter/ Yearly Results	By 30 <sup>th</sup> May, 2024.(Audited Results)

### **Date of Book Closure / Record Date:**

From Saturday, 23<sup>rd</sup> day of September, 2023 to Saturday, 30<sup>th</sup> day of September 2023. (both days inclusive).

### **Listing on Stock Exchange:**

The Equity Shares of the Company are listed on the BSE Limited. Listing Fees as applicable have been paid.

### **Stock Code & ISIN:**

Stock Code: 530839, Demat ISIN Number in NSDL & CDSL: INE011B01017

**Corporate Identity Number (CIN) of the Company:** L65990MH1992PLC067450

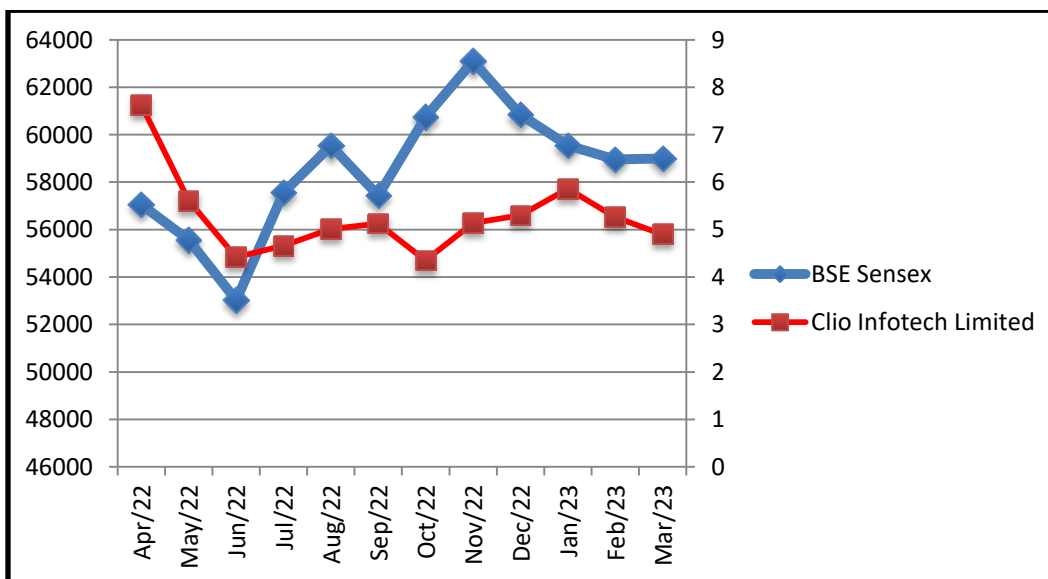
**8. MARKET PRICE DATA:**

The details are as follows:

Month	Price on BSE(INR.)*		BSE Sensex(Points)*	
	High	Low	High	Low
April 2022	8.65	6.19	60845.1	56009.07
May 2022	8.50	5.51	57184.21	52632.48
June 2022	5.84	4.01	56432.65	50921.22
July 2022	5.10	4.00	57619.27	52094.25
August 2022	7.02	4.43	60411.2	57367.47
September 2022	5.55	4.66	60676.12	56147.23
October 2022	5.54	4.31	60786.7	56683.4
November 2022	5.14	3.71	63303.01	60425.47
December 2022	5.50	4.28	63583.07	59754.1
January 2023	8.57	5.45	61343.96	58699.2
February 2023	6.15	4.73	61682.25	58795.97
March 2023	5.75	4.76	60498.48	57084.91

\*Source: [www.bseindia.com](http://www.bseindia.com)

**9. PERFORMANCE OF COMPANY SHARE PRICE WITH BSE SENSEX:**



\*Source: [www.bseindia.com](http://www.bseindia.com)

**10. REGISTRAR & TRANSFER AGENT:**

Skyline Financial Services Private Limited  
A/505 Dattani Plaza,  
A K Road, Safeed Pool,  
Andheri (East), Mumbai - 400072  
Tel: 022-49721245,022-28511022  
Email:admin@skylinerta.com

**11. SHARE TRANSFER SYSTEM:**

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

All requests for dematerialization of shares processed and the confirmation are given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

**12. CATEGORIES OF EQUITY SHAREHOLDING AS ON 31.03.2023:**

Categories	No of Shareholders	No. of Shares	% of shareholding
<b>Promoters (A)</b>	<b>3</b>	<b>762606</b>	<b>6.93</b>
<b>Public Shareholding (Institutions)</b>			
Financial Institutions/Banks	1	800	0.01
<b>Public Shareholding (Non-Institutions)</b>			
Firms	7	218395	1.98
Non- Resident Indians	24	61591	0.56
Bodies Corporate	68	1694550	15.39
HUF	95	236488	2.15
Trusts	1	100	0.00
Indian Public	10740	8034247	72.97
Clearing Members/House	1	2173	0.02
<b>Public Shareholding (Non-Institutions) (B)</b>	<b>10937</b>	<b>10248344</b>	<b>93.07</b>
<b>Total (A+B)</b>	<b>10940</b>	<b>11010950</b>	<b>100.00</b>

**13. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2023:**

Shareholding (Range)	No. of members	%	No. of shares	%
Up To 500	8586	78.48	1575645.00	14.31
501 To 1000	1216	11.12	1054949.00	9.58
1001 To 2000	545	4.98	867535.00	7.88
2001 To 3000	220	2.01	574572.00	5.22
3001 To 4000	82	0.75	295213.00	2.68
4001 To 5000	89	0.81	422084.00	3.83
5001 To 10000	105	0.96	788253.00	7.16
10000 and Above	97	0.89	5432699.00	49.34
<b>Total</b>	<b>10940</b>	<b>100.00</b>	<b>11010950.00</b>	<b>100.00</b>

#### 14. Dematerialization of Equity Shares and Liquidity

As on 31<sup>st</sup> March, 2023, 90.09% of the equity shares of the Company are held in dematerialized form with NSDL and CDSL. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE011B01017.

#### 15. Outstanding ADR/ GDR/ Warrants/ Convertible Instruments and their impact on Equity:

Your Company has not issued any ADRs/GDRs/Warrants or any Convertible Instruments.

#### 16. Address for Investor Correspondence

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, and please write to:

Mrs. Alka Rajendra Mehta  
Chairman & Director  
Clio Infotech Limited  
901-902, Atlanta Centre, Sonawala Lane, Opp. Udyog Bhavan, Goregaon (E), Mumbai- 400063.  
Mob. No.: +91 6353 840557  
Email: [clio\\_infotech@yahoo.com](mailto:clio_infotech@yahoo.com)  
Website: [www.clioinfotech.com](http://www.clioinfotech.com)

#### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I, Alka Rajendra Mehta, Director of the Company, declare that the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct during the year ended 31<sup>st</sup> March, 2023.

**By Order of the Board  
For Clio Infotech Limited**

**Alka Rajendra Mehta  
Chairman & Director  
DIN: 03306793**

Place: Mumbai  
Date: 06<sup>th</sup> September 2023

**CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

**To,  
THE MEMBERS OF  
CLIO INFOTECH LIMITED**

We have examined the compliance of conditions of Corporate Governance by Clio Infotech Limited, for the year ended on 31st March 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates  
Practising Company Secretaries**

**Vijay Kumar Mishra  
Partner  
FCS No. 5023  
C P No.: 4279  
UDIN: F005023E000416841**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2023**



## ANNEXURE-II

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2023. Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

#### **1. Industry Overview:**

The world Economy continues to face challenged on the road to sustained recovery due to the vast and seemingly everlasting impact of COVID 19 pandemic. Advanced Economies that seemed towards the fag-end of the year and this uncertainty is clouding the prospectus for global growth during the year 2023. The Growth momentum was impacted as the protracted debt crisis in the euro area and the fiscal fragilities dampened and consumer confidence.

The economic crisis and its ramifications have accelerated the shift of economic power from the developed to the emerging nations and exposed a fragile world with limited capacity to respond to systematic risks. The Consequences has been volatile and low growth which is likely to stay for some time to come.

#### **2. Opportunities and Threats**

The company is mainly exposed to market risk, interest risk, credit risk. However, prudent business and risk management practices followed by the company over the years helps it to manage normal industry risk factors which includes economic/business cycle, fluctuations in the stock prices in the market besides the interest rate volatility. The COVID-19 pandemic could be one of the most serious challenges faced by the Company in nearly a century and posed a major threat to the business of the Company. However, the company hopes to improve its performance on the strength of its long experience and its strong emphasis on the fundamentals.

#### **3. Segment wise performance**

Due to heavy competition and margin pressure, presently most of the revenues are generated from Company's traditional other business activities. Company believes in stretching itself and put stress on cost cutting strive to survive in this world of stiff competition.

#### **4. Future Outlook:**

With improving business prospects at both local and global level, Prospects for Indian Industries looks bright. But banking sector globally is under pressure though with government's effective regulatory measures taking control of the situation things may improve for the best.

#### **5. Risks & Concern**

Risks are events, situations or circumstances which may lead to negative consequences on a Company's business. Risk management is a structured approach to manage uncertainty. It involves identifying potential risks, assessing their potential impact, taking timely action to minimize potential impact and continuous monitoring of identified risks. Your Company has a robust risk management process to identify and assess business risks and opportunities. Your Company's risk management plan describes the potential risk, contains an analysis of the impact of risks and includes risk strategies to help the business reduce the consequences. The risk management plan of your Company is regularly reviewed to ensure that it accurately reflects the current potential risks to its business.

The COVID-19 outbreak was declared a global pandemic by the World Health Organization in the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis and has disrupted every business in every industry and no company is an exception. The Indian Government has taken a series of measures to contain the outbreak, which included imposing multiple 'lock-downs' across the country, from March 22, 2020 and has implemented strict guidelines on undertaking necessary precautionary measures for social distancing, limited manpower, staggered working, work from home, regular screening and sanitization, preventive healthcare, health checkups and necessary guidance and advisory for providing a safe working environment to all.

Since the situation is exceptional, it may not be possible to estimate the future impact on its operations with certainty.

**6. Internal Control Systems:**

Your Company has adequate internal control procedures to commensurate with the nature and size of its business. Procedures ensure efficient and costeffective use of company's resources. Company has developed proper procedures to safeguard company's valuable assets against losses, to ensure timely and accurate preparation of accounts and compliance's of various rules and regulations.

**7. Financial Performance:**Share Capital:

The Paid up Share Capital of the Company as on 31<sup>st</sup> March, 2023 stands at Rs.110,109,500/-divided into 11010950 equity shares of Rs. 10/- each fully paid up.

Reserves and Surplus:

The Reserves and Surplus is Rs. -60.20 Lakhs as on the end of the Current year.

Total Income:

During the year under consideration, total income is Rs. 26.57 Lakhs.

**8. Employee Relations:**

Company had smooth relations with its employees during the year under review

**9. Material Development in Human Resource**

The Company continues to have excellent employee relations. Your Directors acknowledge and thank the employees for their continuous support. The Company has strong commitments to follow the best of the HR practices and believes in up-lifting the overall competence of its employees through regular training, workshops and seminars.

**10. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof:**

Particulars	FY 2023	FY 2022	Reason
Debtors Turnover	N.A	N.A	As Company doesn't have any O/s Trade Receivable as on 31/03/2023 and 31/03/2022.
Inventory Turnover	0.50 times	0.00 times	Inventory Turnover Increased to 0.50 Times as company made Sale of Rs. 1.84 Lakhs during FY 2022-23 as Compared to NIL sales during FY 2021-22.
Interest Coverage Ratio	0.36 times	(0.90) times	Interest Expenses Reduced From 50.23 Lakhs in FY 2021-22 to Rs. 46.91 Lakhs in FY 2022-23 and EBIT Increase From Rs. -4.74 Lakhs in FY 2021-22 to Rs. 16.77 Lakhs in FY 2022-23 result in Increase in Interest Coverage Ratio from -0.09 time to 0.36 times.
Current Ratio	26.24 times	3.84 times	Current Ratio increase from 3.84 time to 26.24 time due to better realization of other current asset and decrease borrowing during FY 2022-23
Debt Equity Ratio	0.53 times	0.71 times	Debit Equity ratio decrease from 0.71 time to 0.53 time as Total borrowing of the Company reduced From Rs. 762.52 Lakhs to Rs. 549.61 Lakhs during FY 2022-23.
Operating Profit Margin (%)	-1640.15%	N.A.	The Operating Profit Ratio is Negative in FY 2022-23 due to Loss of Rs. 30.14 Lakhs during the Year.
Net Profit Margin (%)	(113.42%)	(573.22%)	Net Profit Margin Ratio reduced From 573.22% in FY 2021-22 to 113.42 % in FY 2022-23 as Net Loss decrease from 54.97 Lakhs in FY 2021-22 to 30.14 Lakhs in FY 2022-23 and Increase in Sale from NIL FY 2021-22 to Rs. 1.84 Lakhs in FY 2022-23.

11. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

Particular	FY 2022-23	FY 2021-22
Return on Net Worth as compared to the immediately previous financial year	(2.81) %	-5.13%

Company has incurred losses during the year and RONW is negative, however there is no Major Change in RONW as compared to previous year.

**By Order of the Board  
For Clio Infotech Limited**

**Alka Rajendra Mehta  
Chairman & Director  
DIN: 03306793**

Place: Mumbai  
Date: 06<sup>th</sup> September 2023

**ANNEXURE III**

**DETAILS OF THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S  
REMUNERATION**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year: -

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Ratio of remuneration to the median remuneration of the employees</b>
1	Suresh Bafna	N.A.
2	Devendra Sanghvi	N.A.
4	Sejal Jain	N.A.

- ii) The percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year

<b>Sr. no.</b>	<b>Name of the Directors, KMP</b>	<b>% Increase over last F.Y.</b>
1	Suresh Bafna	N.A.
2	Devendra Sanghvi	N.A.
3	Sejal Jain	N.A.
4	Vatsal Shah	N.A.
(iii)	The percentage increase in the median remuneration of employees in the financial year	NIL
(iv)	The number of permanent employees on the payroll of the Company	1
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration	The average increase in the remuneration of other employees is 0%
(vi)	The key parameters for any variable component of remuneration availed by the directors	NA

We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

**For Clio Infotech Limited**

**Alka Rajendra Mehta**  
**Chairman & Director**  
**DIN: 03306793**

Date: 06<sup>th</sup> September 2023

**ANNEXURE - IV**  
**FORM MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**TO,**  
**THE MEMBERS,**  
**CLIO INFOTECH LIMITED**  
**OFFICE NO.901/902, 9<sup>TH</sup>FLOOR, ATLANTA CENTRE,**  
**OPP.UDYOG BHAVAN, SONAWALA ROAD,**  
**GOREGAON (EAST), MUMBAI- 400063.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “CLIO INFOTECH LIMITED”(hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (SEBI Act);
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 -**Not applicable as the Company has not issued any shares during the year under review;**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities which were listed during the year under review;**
  - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;**
6. Other Laws applicable to the Company;
  - i. The Factories Act, 1948
  - ii. The Payment of Wages Act, 1936.
  - iii. The Minimum Wages Act, 1948.
  - iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952.
  - v. The Payment of Gratuity Act, 1972.
  - vi. The Bombay Shops and Establishments Act, 1948.
  - vii. The Maharashtra Labour Welfare Fund Act, 1953.
  - viii. The Environment (Protection) Act, 1986.
  - ix. The Public Liability Insurance Act, 1991.
  - x. The Maharashtra Pollution and Control Board Circulars and its Standing Orders.

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that: -

- The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review following change took place in the composition of the Board of Directors of the Company:

**During the period under review, it is observed that the company is non-compliant with the Regulation 17(1) pertaining to the Composition of the Board including failure to appoint Woman Director and for which BSE imposed fine Rs.436600 and the same was paid by the Company.**

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings and Committee Meetings were taken unanimously and are captured and recorded as part of the minutes of the meetings.

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with the Annexure which forms an integral part of this report.

**For VKM & Associates  
Company Secretaries**

**Vijay Kumar Mishra  
Partner  
FCS No.: 5023  
C P No.: 4279  
UDIN : F005023E000416830  
Place : Mumbai  
Date : 30.05.2023**

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

"ANNEXURE A"

TO,  
THE MEMBERS,  
CLIO INFOTECH LIMITED  
OFFICE NO.901/902, 9TH FLOOR, ATLANTA CENTRE,  
OPP.UDYOG BHAVAN, SONAWALA ROAD,  
GOREGAON (EAST), MUMBAI-400063

Our report of even date is to be read along with this letter:

Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of event setc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates**  
**Company Secretaries**

**Vijay Kumar Mishra**  
**Partner**  
**FCS No.: 5023**  
**C P No.: 4279**  
**For VKM & Associates**  
**Company Secretaries**

**UDIN: F005023E000416830**  
**Place: Mumbai**  
**Date: 30.05.2023**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Clio Infotech Limited having CIN L65990MH1992PLC067450 and having registered office at Office No.901/902, 9th Floor, Atlanta Centre, Opp. Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400063. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company	Remarks
1.	Sureshkumar Babulal Bafna	05155318	01-11-1993	-
2.	*Devendra Bhogilal Sanghvi	02251590	01-09-2018	-
3.	Alka Rajendra Mehta	09092276	09-03-2021	-
4.	*Sejal Hitesh Jain	09815101	17-01-2023	IICA: Independent Director do not hold a valid registration with data bank on March 31, 2023.
5.	Hasmukh Kantilal Sharma	03306793	17-01-2023	-
6.	Priyanka Kishorkumar Sodagar	09614744	06-02-2023	-

*\*As per the Companies (Appointment and Qualification of Directors) fifth Amendment Rules, 2019, Every Independent director whose name is Included in the databank shall pass an online proficiency self assessment test conducted by the Indian Institute of Corporate affairs (IICA) within a period of two year from the date of inclusion of his name in the databank. It was observed that except Mr. Devendra Bhogilal Sanghvi, none of the Independent Directors have given the said online proficiency self-assessment test.*

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

*Disclaimer: We have not been made available with details or clarification or non-Applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.*

**For Richi Prerak & Associates**  
**Practising Company Secretary**

**Prerak Thakkar**  
**Partner**  
FCS No.: 12128 | C.P.: 18616  
PRN: 1760/2022  
FRN: P2018GJ071000  
UDIN: F012128E000227805

**Date: 29/04/2023**  
**Place: Ahmedabad**



CERTIFICATION BY MD/CFO

ISSUED IN ACCORDANCE WITH THE REGULATION 17(8) OF SEBI LISTING REGULATION

To,  
The Board of Directors  
Clio Infotech Limited.

Dear Sir (s),

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief;
  - 1. These statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading.
  - 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
  - 1. Significant changes in internal control over financial reporting during the year.
  - 2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3. Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Yours Sincerely,**

**MR. SURESHBAFNA**  
**MANAGING DIRECTOR**  
**DIN:01569163**

**MS. KINJALGHONE**  
**CHIEF FINANCIAL OFFICER**

Place: Mumbai  
Date: **30.05.2023**

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**CLIO INFOTECH LTD.**

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying financial statements of **Clio Infotech Ltd.** ("the Company"), which comprise the balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive income, statement of cash flows, and the Statement of Changes in Equity for the year then ended for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Profit / Loss and cash flows for the year ended on that date.

#### Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters below to be key audit matters to be communicated in our report:

#### Key audit matters Expected credit loss allowances

Recognition and measurement of impairment of financial assets involve significant management judgement. With the applicability of Ind AS 109, credit loss assessment is now based on expected credit loss (ECL) model. The Company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors. The most significant areas are loan staging criteria, calculation of probability of default / loss and consideration of probability weighted scenarios and forward looking macroeconomic factors. There is a large increase in the data inputs required by the ECL model. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. In some cases, data is unavailable and reasonable alternatives have been applied to allow calculations to be performed. *As per management opinion, there is no expected credit loss in several financial assets including the trade receivables and other financial assets of the Company and all are on fair value, based on the assessment and judgement made by*

#### How the matter was addressed in our Audit

In view of the significance of the matter we applied the following audit procedures, on test check basis, in this area, among others to obtain reasonable audit assurance:

- We evaluated management's process and tested key controls around the determination of extent of requirement of expected credit loss allowances, including recovery process & controls implemented in the company for trade receivables and other financial assets. It was explained to us by the management that the control exists relating to the recovery of receivables, including those aging for large periods and in the opinion of the board there is no requirement making expected credit loss allowance.
- We have also reviewed the management response and representation on recovery process initiated for sample receivables, and based on the same we have place reliance on these key controls for the purposes of our audit.

*the board of the company.*

### **Revenue Recognition**

Only Income earned by the company is Interest Income. Same is recognized on timely basis & only upon there is no uncertainty as to its measurability or collectability.

We have verified the process to identify the impact of the new revenue accounting standard. After reviewing the same we inform that there is no material impact of new revenue accounting standard and the Company can continue with its existing accounting practice.

Performed confirmation procedures & obtained the same.

### **Appropriateness of Current and Non-Current Classification**

For the purpose of current & non-current classification the Company has considered its normal operating cycle as 12 Months and the same is based on services provided, acquisition of assets or inventory, their realization in cash and cash equivalents. The classification is either done on basis of documentary evidence and if not then on the basis of managements best estimate of period in which asset would be realized or liability would be settled

### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's responsibility for the financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. The Company does not have any pending litigations which would impact its financial position.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - c. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise
  - d.
    - (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - (iii) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - e. No dividend has been declared or paid during the year by the Company.
  - f. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **PAREKH SHAH & LODHA**  
Chartered Accountants  
Firm Registration No.: 107487W

**Ravindra Chaturvedi**  
(Partner)  
M. No.: 048350  
UDIN: 23048350BGWTGE5558

Place: Mumbai  
Date: 30<sup>th</sup> May 2023

## ANNEXURE A TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors Report of even date]

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

(i) In respect of its Property, Plant and Equipment and Intangibles Assets:

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any Property, Plant and Equipment and Intangibles Assets during the year. Accordingly, the requirement to report on clause 3(i)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any Property, Plant and Equipment during the year. Accordingly, the requirement to report on clause 3(i)(b) of the Order is not applicable to the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any Property, Plant and Equipment (including Right of use assets) or Intangibles Assets during the year. Accordingly, the requirement to report on clause 3(i)(a) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) In respect of its inventories

Inventory represents securities (in Demat/physical form) held as stock-in-trade. As explained to us, inventories have been verified and reconciled during the year by the management at reasonable intervals. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. As represented by the company, no discrepancies were noticed on verification of inventories by the management as compared to book records.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits at any point of time of the year. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) In respect of investments made in, any guarantee or security provided or any loans or advances in the nature of loans granted, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The company has granted loans to the parties during the year, details of the loan is stated in sub-clause (a) below.

(a) During the year the Company has provided loans to other entities, as follows:

(Amount in Rs. in lakhs)

Loan Provided	Subsidiary, JV & Associate	Others
A. Aggregate amount granted/ provided during the year	-	139.63
B. Balance outstanding as at balance sheet date in respect of above cases	-	250.45

During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to any other entity. Accordingly, the requirement to report on these is not applicable to the Company.

- (b) During the year, the terms and conditions of the grant of all loans to the parties are not prejudicial to the Company's interest.

During the year the Company has not made investments, provided guarantees, given security and granted advances in the nature of loans and guarantees to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on these is not applicable to the Company.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, though the repayment of principal and payment of interest has not been stipulated, the repayments or receipts have been regular, as and when demanded by the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no loans or advances in the nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has granted loans or advances in the nature of loans repayable on demand to parties. Of these following are the details of the aggregate amount of loans granted to promoters or related parties as defined in clause (76) of Section 2 of the Companies Act, 2013:

(Amount in Rs. in lakhs)

Loans	All Parties	Related Parties
Aggregate amount of loans repayable on demand	250.45	0.00
Percentage of loans to the total loans	100.00%	0.00%

- (iv) According to the information and explanations given to us and based on our examination of the records of the Company, in respect of loans, investments, guarantees and security given/ made by the company, during the year, the company has complied with the provisions of section 185 & 186 of the Companies Act, 2013.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts, covered under the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. Further no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal on the company. Hence, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the company.
- (vii) In respect of Statutory Dues:

- (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues have been subsumed into Goods and Services Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were outstanding as on the last day of the financial year, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues relating to Sales Tax, Value Added Tax, Service Tax, Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise or Cess or other statutory dues, which have not been deposited on account of any dispute.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared as a willful defaulter by any bank or financial institution or government or any government authority during the year.
- (c) According to the information and explanations given to us and on the basis of our overall examination of the financial statements of the Company, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes during the year by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures during the year. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the company.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments). Hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report
- (c) We have taken into consideration the whistle-blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) The Company is not a nidhi Company. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.



- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) According to the information and explanations given to us, the Company is not engaged in any non-banking financing activities as per the prescribed criteria and the existing registration under Section 45-1A of the Reserve Bank of India Act 1934 is in the process of cancellation.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The company has incurred cash losses during the current financial year for Rs. 30.14 lakhs (Rs.54.97 lakhs in the immediately preceding financial year).
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, the requirement to report on clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the company.

For **PAREKH SHAH & LODHA**  
Chartered Accountants  
Firm Registration No.: 107487W

**Ravindra Chaturvedi**  
(Partner)  
M. No.: 048350  
UDIN: 23048350BGWTGE5558

Place: Mumbai  
Date : 30<sup>th</sup> May 2023

## ANNEXURE B TO AUDITORS' REPORT

[Referred to in Clause (f) in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors Report of even date]

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **CLIO INFOTECH LTD.** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the

risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in general, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were found operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company. However, the same needs to be further improved and formally documented in view of the size of the company and nature of its business, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PAREKH SHAH & LODHA**  
Chartered Accountants  
Firm Registration No.: 107487W

**Ravindra Chaturvedi**  
(Partner)  
M. No.: 048350  
UDIN: 23048350BGWTGE5558

Place: Mumbai  
Date : 30<sup>th</sup> May 2023

**CLIO INFOTECH LTD.**  
**BALANCE SHEET**  
**AS AT 31ST March, 2023**  
*(Currency: Indian Rupees in Lakhs)*

Particulars	Notes	Year Ended on Mar 31,2023	Year Ended on Mar 31,2022
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property Plant and Equipment	2	-	-
Intangible Assets	3	-	-
<b>Financial assets</b>			
- Investments	4	0.18	0.17
- Loans	5	250.00	254.09
Other Non-Current Assets	6	1,288.00	1,555.23
Deferred tax assets (Net)	7	2.16	2.16
Other Non-Current Tax Assets (Net)	8	17.89	16.79
<b>Total Non Current Assets</b>		<b>1,558.23</b>	<b>1,828.43</b>
<b>Current assets</b>			
Inventories	9	4.79	2.55
<b>Financial assets</b>			
- Cash and cash equivalents	10	25.26	2.38
- Loans and advances	11	0.45	0.40
Other Current Asset	12	2.58	0.96
<b>Total Current Assets</b>		<b>33.08</b>	<b>6.30</b>
<b>Total Assets</b>		<b>1,591.30</b>	<b>1,834.73</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	13	1,101.10	1,101.10
Other equity	14	(60.66)	(30.53)
<b>Total Equity</b>		<b>1,040.43</b>	<b>1,070.56</b>
<b>Non-current liabilities</b>			
Financial liabilities			
- Borrowings	15	549.61	762.52
<b>Total Non Current Liabilities</b>		<b>549.61</b>	<b>762.52</b>
<b>Current liabilities</b>			
Financial liabilities			
- Borrowings		-	-
Provisions	16	0.41	0.41
Other current liabilities	17	0.85	1.23
<b>Total Current Liabilities</b>		<b>1.26</b>	<b>1.64</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,591.30</b>	<b>1,834.73</b>

Significant Accounting Policies

1

See accompanying notes to the financial statements 2- 70

As per our Report of even date

**For and on behalf of the Board**  
**Clio Infotech Limited**

**For Parekh Shah & Lodha**

Chartered Accountants  
(Firm Reg. No. 107487W)

**Suresh Bafna**  
(Managing Director)  
DIN : 01569163

**Devendra Sanghvi**  
(Director)  
DIN : 02251950

**Ravindra Chaturvedi**

(Partner)  
M.No. 048350  
UDIN: 23048350BGWTGE5558  
Place : Mumbai  
Date : 30/05/2023

**Kinjal Ghone**  
(C.F.O.)

Place : Mumbai  
Date : 30/05/2023

**CLIO INFOTECH LTD.**  
**STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED 31ST MARCH-2023**

(Currency: Indian Rupees in Lakhs)

Particulars	Notes	Year Ended on Mar 31,2023	Year Ended on Mar 31,2022
<b>INCOME</b>			
Revenue From Operations	18	1.84	-
Other Income	19	24.73	9.59
<b>Total Income</b>		<b>26.57</b>	<b>9.59</b>
<b>EXPENSES</b>			
Changes in inventories	20	(2.23)	(0.69)
Employee benefit expense	21	5.53	8.79
Finance Cost	22	46.91	50.23
Other Expenses	23	6.50	6.23
<b>Total Expenses</b>		<b>56.71</b>	<b>64.56</b>
<b>PROFIT BEFORE EXTRAORDINARY ITEMS &amp; TAX</b>		<b>(30.14)</b>	<b>(54.97)</b>
Less: Prior Period Expenses		-	-
<b>Profit Before Tax</b>		<b>(30.14)</b>	<b>(54.97)</b>
<b>Tax Expenses</b>			
Current Tax		-	-
Deferred tax		-	-
Prior year tax adjustments (net)		-	-
<b>Total Tax Expenses</b>		<b>-</b>	<b>-</b>
<b>Profit for the Year (After Tax)</b>		<b>(30.14)</b>	<b>(54.97)</b>
<b>Other Comprehensive Income</b>			
A(i) Items that will not be reclassified to profit or loss			
Equity Instruments through Other Comprehensive Income	24	0.01	0.05
(ii) Income tax related to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax related to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the year</b>		<b>(30.13)</b>	<b>(54.92)</b>
Earnings Per equity share of face value of Rs 10 each			
Basic (in Rs)	48	-0.27	-0.50
Diluted (in Rs)	48	-0.27	-0.50

Significant Accounting Policies

1

See accompanying Notes to the Financial Statements

2- 70

As per our Report of even date

For and on behalf of the Board  
Clio Infotech Limited

For Parekh Shah & Lodha

Chartered Accountants  
(Firm Reg. No. 107487W)

Suresh Bafna  
(Managing Director)  
DIN : 01569163

Devendra Sanghvi  
(Director)  
DIN : 02251950

Ravindra Chaturvedi

(Partner)

M.No. 048350

UDIN: 23048350BGWTE5558

Place : Mumbai

Date : 30/05/2023

Kinjal Ghone  
(C.F.O.)

Place : Mumbai

Date : 30/05/2023

**CLIO INFOTECH LIMITED**  
**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 31 MARCH 2023**  
*(Currency: Indian Rupees in Lakhs)*

Particulars		Current Year 2022-23	Previous Year 2021-22
<b>Cash flow from/(used in) operating activities</b>			
Profit before tax		(30.14)	(54.97)
<b>Adjustment for:</b>			
Interest expense		46.91	50.23
Interest Income		(24.59)	(9.59)
<b>Operating profit before working capital changes</b>		(7.82)	(14.33)
<b>Movement in working capital:</b>			
(Increase)/decrease in inventories		(2.23)	(0.69)
(Increase)/decrease in loans		(0.05)	1.50
(Increase)/decrease in other Current Assets		(1.62)	0.11
Increase/(decrease) in other current liability		(0.38)	0.06
Increase/(decrease) in provision		-	(0.35)
<b>Cash generated/(used) in operations</b>		(12.10)	(13.69)
Income taxes paid		(1.10)	(1.08)
<b>Net Cash flow from operating activities</b>	<b>(A)</b>	<b>(13.20)</b>	<b>(14.77)</b>
<b>Cash flow from/(used) investing activities</b>			
(Increase)/decrease in other financial Assets		4.09	(183.61)
(Increase)/decrease in Trade Advances		267.23	210.60
Interest Income		24.59	9.59
<b>Cash generated/(used) in investing activities</b>	<b>(B)</b>	<b>295.91</b>	<b>36.57</b>
<b>Cash flow from/(used in) financing activities</b>			
Proceed /(repayment) of borrowings (net)		(212.91)	8.74
Interest paid		(46.91)	(50.23)
<b>Cash generated/(used) in financing activities</b>	<b>(C)</b>	<b>(259.82)</b>	<b>(41.49)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(A+B+C)</b>	<b>22.88</b>	<b>(19.68)</b>
Cash and cash equivalent at beginning of year		2.38	22.07
Unrealised exchange difference		-	-
Total Cash and cash equivalent at beginning of year		<b>2.38</b>	<b>22.07</b>
Cash and cash equivalent at end of year		25.26	2.38
Unrealised exchange difference at year end		-	-
Total Cash and cash equivalent at end of year		25.26	2.38
<b>Net increase/(decrease) as disclosed above</b>		<b>22.88</b>	<b>(19.69)</b>

Note- Cash Flow Statement has been prepared under the indirect method as set out in IND AS 7 - "Cash Flow Statements" prescribed under the Companies Act (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013

As per our report of even date attached.

**For and on behalf of the Board**  
**Clio Infotech Limited**  
**For Parekh Shah & Lodha**  
Chartered Accountants  
(Firm Reg. No. 107487W)

**Suresh Bafna**  
(Managing Director)  
DIN : 01569163

**Devendra Sanghvi**  
(Director)  
DIN : 02251950

**Ravindra Chaturvedi**  
(Partner)  
M.No. 048350  
UDIN: 23048350BGWTGE5558  
Place : Mumbai  
Date : 30/05/2023

**Kinjal Ghone**  
(C.F.O)  
Place : Mumbai  
Date : 30/05/2023

**CLIO INFOTECH LTD.**  
**Statement of Changes in Equity**  
*(Currency: Indian Rupees in Lakhs)*

(a) Equity share capital	As at 31 March 2023		As at 31 March 2022	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	11,010,950	1,101.10	11,010,950	1,101.10
Balance				
Changes in Equity Share Capital due to prior period errors	-	-	-	-
<b>Restated balance at the beginning of the current reporting period</b>	11,010,950	1,101.10	11,010,950	1,101.10
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	11,010,950	1,101.10	11,010,950	1,101.10

(b) Other equity	Reserves & Surplus				Other comprehensive income	Total
	Securities Premium	Special Reserve	General Reserve	Retained Earnings	Fair valuation of investments in equity	
<b>Balance at 1 April 2021</b>	100.00	13.39	116.72	(205.20)	(0.52)	24.39
Profit for the year	-	-	-	(54.97)	-	(54.97)
Other comprehensive income for the year	-	-	-	-	0.05	0.05
<b>Total comprehensive income for the year</b>	-	-	-	(54.97)	0.05	(54.92)
<b>Balance at 31 March 2022</b>	100.00	13.39	116.72	(260.18)	(0.47)	(30.53)
Profit for the year	-	-	-	(30.14)	-	(30.14)
Other comprehensive income for the year	-	-	-	-	0.01	0.01
<b>Total comprehensive income for the year</b>	-	-	-	(30.14)	0.01	(30.13)
<b>Balance at 31 March 2023</b>	100.00	13.39	116.72	(290.31)	(0.46)	(60.66)

As per our report of even date attached.

For and on behalf of the Board  
Clio Infotech Limited

**For Parekh Shah & Lodha**  
Chartered Accountants  
(Firm Reg. No. 107487W)

**Suresh Bafna**  
(Managing Director)  
DIN : 01569163

**Devendra Bhogilal Sanghvi**  
(Director)  
DIN : 02251950

**Ravindra Chaturvedi**  
(Partner)  
M.No. 048350  
UDIN: 23048350BGWTGE5558  
Place : Mumbai  
Date : 30/05/2023

**Kinjal Ghone**  
(C.F.O)

Place : Mumbai  
Date : 30/05/2023

## **Note 1: Significant accounting policies**

### **1 Basis of preparation of financial statements**

The financial statements are prepared in accordance with Ind AS notified under section 133 of the Companies Act 2013, read with relevant rules issued thereunder.

#### **Basis of measurement**

The financial statements have been prepared on the historical cost basis except for the following -

- Certain financial assets and liabilities (Shares, Derivative instruments etc) that are measured at fair value
- Share based payments

### **2 Functional and presentation currency**

Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

### **3 Use of estimates**

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognised in the financial statements are:

- Valuation of financial instruments
- Valuation of derivative financial instruments
- Useful life of property, plant and equipment
- Useful life of investment property
- Provisions
- Recoverability of trade receivables

#### **Summary of significant accounting policies -**

### **4 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
  - Held primarily for the purpose of trading
  - Expected to be realised within twelve months after the reporting period, or
  - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.



#### **4.01 Fair value measurement**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for specific or identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions.

Financial instruments (including those carried at amortised cost).

#### **4.02 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

##### **Interest and dividend income -**

The interest and dividends are recognised only when no uncertainty as to measurability or collectability exists. Interest on fixed deposits is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

#### **4.03 Inventories**

- i) Inventory comprise of Shares and Cost of shares includes cost of purchase & other direct broker costs incurred in purchasing Shares. Inventories (being financial asset viz. Shares) are valued at its fair market value.

#### **4.04 Foreign currency transactions and translation**

- i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated in functional currency at closing rates of exchange at the reporting date.
- ii) Exchange differences arising on settlement or translation of monetary items recognised in statement of profit and loss.

#### 4.05 Taxes

##### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### 4.06 Deferred tax

Deferred tax is provided in full using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### 4.07 a) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

### **Subsequent Cost**

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognised and charged to the statement of Profit and Loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in the Statement of Profit and Loss.

### **b) Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and impairment loss. The system software which is expected to provide future enduring benefits is capitalised. The capitalised cost includes license fees and cost of implementation/system integration.

### **Depreciation and amortisation**

The depreciation on tangible assets is provided at the rates and in manner prescribed under Part C of Schedule II to the Companies Act 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment of the Company follow WDV Method for Depreciation.

Computer software is amortised over a period of 5 years.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **Derecognition of assets**

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

## **4.08 Investment property**

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment properties measured initially at cost including related transitions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintainance costs are expensed when incurred. When part of an investment property is replaced the carrying amount of replaced part is derecognised.

Investment properties other than land are depreciated using SLM method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 i.e. 60 years for office premises. Investment properties include:

(i) Office premises.

## **4.09 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **4.10 Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The contingent liability is not recognised in books of account but its existence is disclosed in financial statements.

#### **4.11 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Company has written off Fixed Assets during the year as according to management all this assets are not in existence & written off long back in its books and presently standing at zero value.

#### **4.12 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### **4.13 Financial instruments**

##### **Initial recognition**

The company recognise the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

##### *Subsequent measurement*

##### **(A) Non derivative financial instruments**

##### **(i) Financial Assets at amortised cost**

A financial assets is measured at the amortised cost if both the following conditions are met :

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

##### **(ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income**

Instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

##### **(iii) Financial liabilities**

The measurement of financial liabilities depends on their classification, as described below:

**(a) Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. However, the Company has borrowings at floating rates. Considering the impact of restatement of Effective interest rate, transaction cost is being amortised over the tenure of loan and borrowing.

**(b) Trade & other payables**

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

***Derecognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**4.14 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

**4.15 Earnings per share**

Basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year, adjusted for bonus element in equity shares issued during the year.

Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year after giving effect to all dilutive potential equity shares.

**5 Leases (Ind AS 116) -**

Ind AS 116 is applicable for financial reporting periods beginning on or after 1 April 2019 and replaces existing lease accounting guidance, namely Ind AS 17. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to those leases will change as Ind AS 116 replaces the operating lease expense (i.e., rent) with depreciation charge for ROU assets and interest expense on lease liabilities. There are recognition exemptions for short-term leases and leases of low-value items.

Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. IND-ASN116 is presently not applicable to the Company as Company does not have any Lease assets under its use.

**Notes to Financial Statements**  
(Currency: Indian Rupees in Lakhs)

**Note 2: Property, Plant and Equipment (PPE)**

Particulars	Tangible Assets						
	Office Premises	Air Conditioners	Computer	Furniture & Fixtures	Vehicles	Office Equipment	Total
<b>Gross Block (At cost)</b>							
<b>As at 31 March 2021</b>	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-
<b>As at 31 March 2022</b>	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-
<b>As at 31 March 2023</b>	-	-	-	-	-	-	-
<b>Depreciation/amortisation</b>							
<b>As at 31 March 2021</b>	-	-	-	-	-	-	-
For the year	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-
<b>As at 31 March 2022</b>	-	-	-	-	-	-	-
For the year	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-
<b>As at 31 March 2023</b>	-	-	-	-	-	-	-
<b>Net Block</b>							
<b>At 31 March 2022</b>	-	-	-	-	-	-	-
<b>At 31 March 2023</b>	-	-	-	-	-	-	-

**Note: 3 Intangible assets**

Description	Computer Software
<b>Cost as at 31 March 2021</b>	-
Additions	-
Deletions	-
<b>Cost as at 31 March 2022</b>	-
Additions	-
Deletions	-
<b>Cost as at 31 March 2023</b>	-
<b>Accumulated amortisation as at 31 March 2021</b>	-
Amortisation for the period	-
Deletions	-
<b>Accumulated amortisation as at 31 March 2022</b>	-
Amortisation for the period	-
Deletions	-
<b>Accumulated amortisation as at 31 March 2023</b>	-
<b>Net carrying amount as at 31 March 2022</b>	-
<b>Net carrying amount as at 31 March 2023</b>	-

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 4</b>		
<b>Non-current Investments</b>		
<b>Investment in equity - quoted (at FVOCI)</b>		
-1500 Peninsula Land Limited [Mar.31'2022 1500 Shares] equity shares of Rs. 2 each, fully paid up)	0.18	0.17
	<b>0.18</b>	<b>0.17</b>
Aggregate amount of quoted investments and market value thereof	0.18	0.17
	<b>0.18</b>	<b>0.17</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 5</b>		
<b>Loans</b>		
<b>Unsecured considered good unless stated otherwise :</b>		
<b>a. Loans and Advances</b>		
Inter Corporate Deposits / Other Loans	250.00	254.09
	<b>250.00</b>	<b>254.09</b>
<b>Subnote:</b>		
- The status of balance and transaction confirmations of Loans are disclosed in Note 45		

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 6</b> <b>Other Non-Financial Assets</b>		
<b>a. Trade Advance</b>		
Trade Advances for Supply of Goods/ Assets	1,288.00	1,555.23
<b>Total</b>	<b>1,288.00</b>	<b>1,555.23</b>
<b>Subnote:</b> - The status of balance and transaction confirmations of Trade Advance are disclosed in Note 45		

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 7</b> <b>DEFERRED TAX ASSETS (NET)</b>		
The movement on the deferred tax account is as follows:		
At the start of the year	-	-
Charge/(credit) to P&L on A/c. of Depreciation/Amortisation	-	-
<b>At the end of the year</b>	<b>-</b>	<b>-</b>
MAT Entitlement	2.16	2.16
<b>Total</b>	<b>2.16</b>	<b>2.16</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 8</b> <b>Other Non-Current Tax Assets (Net)</b>		
Income Tax Refund (net of provisions)	17.89	16.79
<b>Total</b>	<b>17.89</b>	<b>16.79</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 9</b> <b>Inventories</b>		
Stock in Trade*	4.79	2.55
<b>Total</b>	<b>4.79</b>	<b>2.55</b>

\* Stock in trade represents shares held as on balance sheet date valued at fair market value



Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 10</b>		
<b>Cash and cash equivalents</b>		
Cash on Hand	2.00	1.99
Balance with Banks (In Current A/c.)	23.27	0.39
<b>Total</b>	<b>25.26</b>	<b>2.38</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 11</b>		
<b>Loans and Advances</b>		
Advances to Staff (Unsecured but considered good)	0.45	0.40
<b>Total</b>	<b>0.45</b>	<b>0.40</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 12</b>		
<b>Other Current Asset</b>		
Prepaid Expenses	0.12	0.01
Balance With Revenue Authorities	2.46	0.96
<b>Total</b>	<b>2.58</b>	<b>0.96</b>

Particulars	As at 31-03-2023	As at 31-03-2022
<b>Note: 13</b>		
<b>Share Capital</b>		
<b>a Authorised :</b>		
Equity Shares of Re. 10/- each		
120,00,000 (March 31,2022 120,00,000) Equity Shares of Rs.10/- each	1,200.00	12,000.00
<b>TOTAL</b>	<b>1,200.00</b>	<b>12,000.00</b>
<b>b Issued and Subscribed and Paid up:</b>		
110,10,950 (March 31,2022 110,10,950) Equity shares of Rs.10/- each	1,101.10	1,101.10
<b>TOTAL</b>	<b>1,101.10</b>	<b>1,101.10</b>
<b>c Reconciliation of number of shares outstanding at the beginning and end of the year :</b>		
<b>Equity share :</b>		
Outstanding at the beginning of the year	11,010,950	11,010,950
Add/(Less) : Adjustments during the year	-	-
Equity shares allotted as fully paid bonus shares by capitalisation of reserves	-	-
Equity Shares bought back during the year	-	-
Outstanding at the end of the year	<b>11,010,950</b>	<b>11,010,950</b>

**d Terms / Rights attached to each classes of shares**

**Terms / Rights attached to Equity shares**

The Company has only one class of equity shares with voting rights having a par value of Re 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

During the year ended 31 March 2023, the amount of dividend per equity share recognised as distributions to equity shareholders is NIL (previous year NIL).

In the event of liquidation of the Company, the shareholders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**e Shareholders holding more than 5% shares in the company is set out below:**

Equity share	As at		As at	
	31ST MARCH 2023		31ST MARCH 2022	
	No. of Shares	%	No. of Shares	%
Majestic Holding & Fininvest Pvt. Ltd	1,548,607	14.06%	1,548,607	14.06%

**f Details of Shares held by Promoters/ Promoter group at the end of the year**

Equity share	As at 31-03-2023		
	No. of Shares	%	% Change during the year
MANJU SURESH BAFNA	405,797	3.69%	0.00%
SURESH BABULAL BAFNA	239,555	2.18%	0.00%
ASHOK BAFNA	117,254	1.06%	0.00%

Equity share	As at 31-03-2022		
	No. of Shares	%	% Change during the year
MANJU SURESH BAFNA	405,797	3.69%	0.00%
SURESH BABULAL BAFNA	239,555	2.18%	0.00%
ASHOK BAFNA	117,254	1.06%	0.00%

g The company had not issued any bonus share for consideration other than cash and no share had bought back during the period of five years immediately preceding the reporting date.

h During the year no share was reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

Particulars	As at 31-03-2023	As at 31-03-2022
<b>Note: 14</b>		
<b>Other Equity</b>		
<b>Reserves &amp; Surplus</b>		
<b>Securities premium reserve - at the beginning of the year</b>	100.00	100.00
Add: Addition during the year	-	-
At the end of the year	<b>100.00</b>	<b>100.00</b>
<b>General Reserve Fund - at the beginning of the year</b>	116.72	116.72
Add: Addition during the year	-	-
At the end of the year	<b>116.72</b>	<b>116.72</b>
<b>Special Reserve Fund - at the beginning of the year</b>	13.39	13.39
Add: Addition during the year	-	-
At the end of the year	<b>13.39</b>	<b>13.39</b>
<b>Retained earnings - at the beginning of the year</b>	(260.18)	(205.20)
Add: Addition during the year	(30.14)	(54.97)
Add: Prior Period Adjustments	-	-
At the end of the year	<b>(290.31)</b>	<b>(260.18)</b>
<b>Total Reserves &amp; Surplus</b>	<b>(60.20)</b>	<b>(30.06)</b>
<b>Other comprehensive income</b>		
<b>Fair valuation of investments in equity shares</b>	(0.47)	(0.52)
Add: Addition during the year	0.01	0.05
At the end of the year	<b>(0.46)</b>	<b>(0.47)</b>
<b>Total Other comprehensive income</b>	<b>(0.46)</b>	<b>(0.47)</b>
<b>Total Other Equity</b>	<b>(60.66)</b>	<b>(30.53)</b>

**Securities Premium Account** - Securities premium is used to record the premium on issue of shares. This reserve will be utilized in accordance with the provisions of the Companies Act.

**Special Reserve Fund** - Special reserve fund was created when company was into NBFC Business and same can be used in accordance with provisions of Companies Act.

**General Reserve Fund** - General Reserve is a free reserve and is available for distribution as dividend, issue of bonus shares, buyback of the company's securities. It was created by transfer of amounts out of distributable profits, from time to time.

**Other Comprehensive Income** - The Company has opted to recognize changes in the fair value of certain investments in equity instruments through other comprehensive income, under an irrevocable option. These changes are accumulated within the FVOCI equity investments reserve within equity. The amount under this reserve will be transferred to retained earnings when such instruments are disposed off.

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 15</b> <b>Non Current Borrowing</b> <b>Unsecured -</b> Inter Corporate Deposits (ICD's)	549.61	762.52
<b>Total</b>	<b>549.61</b>	<b>762.52</b>
<b>Subnote:</b> <i>- The status of balance and transaction confirmations of Inter Corporate Deposits are disclosed in Note 45</i>		

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 16</b> <b>Current Provisions</b> Provision for Expenses	0.41	0.41
<b>Total</b>	<b>0.41</b>	<b>0.41</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Note: 17</b> <b>Other Current Liabilities</b> Statutory Remittances	0.85	1.23
<b>Total</b>	<b>0.85</b>	<b>1.23</b>

Particulars	Year Ended on 31 March 2023	Year Ended on 31 March 2022
<b>Note: 18</b>		
<b>Income From Operation</b>		
Sales Income	1.84	-
<b>Total</b>	<b>1.84</b>	<b>-</b>

Particulars	Year Ended on 31 March 2023	Year Ended on 31 March 2022
<b>Note: 19</b>		
<b>Other Income</b>		
Interest Income	24.59	9.59
Interest on Income Tax Refund	0.15	-
Dividend Income	0.00	0.00
<b>Total</b>	<b>24.73</b>	<b>9.59</b>

Particulars	Year Ended on 31 March 2023	Year Ended on 31 March 2022
<b>Note: 20</b>		
<b>Changes in inventories</b>		
<b>Stock-in-Trade</b>		
Opening Stock	2.55	1.87
Closing Stock	4.79	2.55
<b>Total</b>	<b>(2.23)</b>	<b>(0.69)</b>

Particulars	Year Ended on 31 March 2023	Year Ended on 31 March 2022
<b>Note: 21</b>		
<b>Employee Benefit Expenses</b>		
Salary Expenses	5.48	8.79
Staff Welfare Expenses	0.04	
<b>Total</b>	<b>5.53</b>	<b>8.79</b>

Particulars	Year Ended on 31 March 2023	Year Ended on 31 March 2022
<b>Note: 22</b>		
<b>Finance Cost</b>		
Bank Charges	0.00	0.00
Interest on ICD's	46.91	50.23
<b>Total</b>	<b>46.91</b>	<b>50.23</b>

Particulars	Year Ended on 31 March 2023	Year Ended on 31 March 2022
<b>Note: 23</b>		
<b>Other Expenses</b>		
Advertisement Expenses	0.30	0.25
AGM Expenses	0.03	0.02
Auditors' Remuneration - Internal Audit	0.12	0.12
Auditors' Remuneration - Statutory Audit	0.41	0.48
Conveyance Expenses	0.07	-
Digital Database Software Expenses	0.07	-
DP & STT Charges	0.05	-
DSC Expenses	-	-
Website Charges	0.04	0.08
Interest & Late Fees on TDS	0.00	0.05
Interest & Late Fees on Profession Tax	-	0.00
Listing Fee	3.54	3.54
Office Expenses	0.03	-
Postage, Printing and Stationery Exp.	0.01	0.02
Professional Fees	0.12	-
ROC Expenses	0.04	0.08
Share connectivity Expenses	1.38	1.30
Balance W/off	(0.00)	(0.00)
Software Maintenance Charges	0.28	0.28
<b>Total of Other Exp.</b>	<b>6.50</b>	<b>6.23</b>

Particulars	Year Ended on 31 March 2023	Year Ended on 31 March 2022
<b>Note: 24</b>		
<b>Statement of other comprehensive income</b>		
(i) Items that will not be reclassified to profit or loss		
Equity Instruments through Other Comprehensive Income	0.01	0.05
(ii) Income tax related to items that will not be reclassified to profit or loss	-	-
B (i) Items that will be reclassified to profit or loss	-	-
(ii) Income tax related to items that will be reclassified to profit or loss	-	-
<b>Total</b>	<b>0.01</b>	<b>0.05</b>

## 25 Contingent liability

- a) As per the opinion of the board, there are no contingent liabilities as at the balance sheet date.
- b) The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Board does not expect the outcome of these proceedings to have a materially adverse effect on its financial
- c) Capital commitment for value of contracts yet to be executed Rs. Nil (P.Y. Nil)

## 26 Employee benefit obligations

Since Company does not have minimum no. of employees required to mandatorily attract Employee Benefit regulations, Company has not provided for the same.

## 27 Segmental Information

In accordance with IND AS 108 "Operating segment" - The Company used to present the segment information identified on the basis of internal report used by the Company to allocate resources to the segment and assess their performance. The Board of Directors of the Company is collectively the Chief Operating Decision Maker (CODM) of the Company.

The chief operating decision maker monitors the operating results of its segment separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated on the basis on profit and loss.

### Summary of the segment Information as follows:

(Currency: Indian Rupees)

<u>Particulars</u>	<u>As at</u>	<u>As at</u>
	<u>31-Mar-23</u>	<u>31-Mar-22</u>
Segment revenue		
Sales Income	1.84	-
Interest Income	24.73	9.59
	<hr/>	<hr/>
Within India	26.57	9.59
Outside India	-	-
<b>Total</b>	<b>26.57</b>	<b>9.59</b>
	<hr/> <hr/>	<hr/> <hr/>
<b><u>Carrying amount of assets by geographical location of assets</u></b>		
Segment assets		
Within India	1,591.30	1,834.73
Outside India	-	-
<b>Total</b>	<b>1,591.30</b>	<b>1,834.73</b>
	<hr/> <hr/>	<hr/> <hr/>
<b>Additions to fixed assets (including intangible assets and capital work in progress) -</b>		
Within India	-	-
Outside India	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
	<hr/> <hr/>	<hr/> <hr/>

## 28 CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review limits as specified under Section 135 of the Companies Act, 2013, has not exceeded and hence CSR is not applicable to the Company .

## 29 Financial Instruments

### Financial instrument by category

The carrying value and fair value of financial instrument by categories as of 31 March 2023 were as follows -

<u>Particulars</u>	<u>At amortised cost</u>	<u>At fair value through profit and loss</u>	<u>At fair value through OCI</u>	<u>Total Carrying value</u>	<u>Total fair value</u>
<b>Assets:</b>					
Cash and cash equivalents	25.26	-	-	25.26	25.26
Non Current Loans	250.00	-	-	250.00	250.00
Current Loans	0.45	-	-	0.45	0.45
Investments	-	-	0.18	0.18	0.18
	<b>275.71</b>	<b>-</b>	<b>0.18</b>	<b>275.89</b>	<b>275.89</b>
<b>Liabilities:</b>					
Trade and other payables	-	-	-	-	-
Borrowings	549.61	-	-	549.61	549.61
	<b>549.61</b>	<b>-</b>	<b>-</b>	<b>549.61</b>	<b>549.61</b>

The carrying value and fair value of financial instrument by categories as of March 31, 2022 were as follows

<u>Particulars</u>	<u>At amortised cost</u>	<u>At fair value through profit and loss</u>	<u>At fair value through OCI</u>	<u>Total Carrying value</u>	<u>Total fair value</u>
<b>Assets:</b>					
Cash and cash equivalents	2.38	-	-	2.38	2.38
Non Current Loans	254.09	-	-	254.09	254.09
Current Loans	0.40	-	-	0.40	0.40
Investments	-	-	0.17	0.17	0.17
	<b>256.87</b>	<b>-</b>	<b>0.17</b>	<b>257.04</b>	<b>257.04</b>
<b>Liabilities:</b>					
Trade and other payables	-	-	-	-	-
Borrowings	762.52	-	-	762.52	762.52
	<b>762.52</b>	<b>-</b>	<b>-</b>	<b>762.52</b>	<b>762.52</b>

(1) Assets that are not financial assets, in the opinion of the management are not included.

(2) Other liabilities that are not financial liabilities, in the opinion of the management are not included.

(3) In the opinion of the management, based on the details available with the company, all the financial assets and liabilities are tested for valuation, to identify their fair value, as prescribed in Indian Accounting Standards, and are measured at fair value, to the extent possible. The assets/ liabilities, which are not possible to be measured at fair value, in the opinion of the management, are presented in the financial statements at their book value, without any adjustment towards fair valuation.

## 30 Fair value hierarchy

**Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities

**Level 2** – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2023:

Particulars	As at 31 March 2023 (Rs.)	Fair value measurement at end of the reporting		
		Level I (Rs.)	Level 2 (Rs.)	Level 3 (Rs.)
<b>Assets /Liabilities measured at fair value</b>				
<b>Financial Assets:</b>				
Non current investments	0.18	0.18	-	-
Forward contract receivable	-	-	-	-
<b>Financial Liabilities:</b>				
Forward contract payable	-	-	-	-
Borrowings	549.61	-	-	549.61

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2022:

Particulars	As at 31 March 2022 (Rs.)	Fair value measurement at end of the reporting		
		Level I (Rs.)	Level 2 (Rs.)	Level 3 (Rs.)
<b>Assets /Liabilities measured at fair value</b>				
<b>Financial Assets:</b>				
Non current investments	0.17	0.17	-	-
Forward contract receivable	-	-	-	-
<b>Financial Liabilities:</b>				
Forward contract payable	-	-	-	-
Borrowings	762.52	-	-	762.52

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

The management assessed that cash and cash equivalents, Trade receivable and other financial asset, trade payables and other financial liabilities approximate their carrying amount largely due to short term maturity of these instruments.

### 31 Financial risk management objectives and policies

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.



### 32 Carrying amount of financial assets and liabilities:

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

<u>Particulars</u>	<u>As at</u> <u>31 March 23</u>	<u>As at</u> <u>31 March 22</u>
<b>Financial assets</b>		
Non current investment	0.18	0.17
Cash and cash equivalent	25.26	2.38
Current Loans	0.45	0.40
Non Current Loans	250.00	254.09
<b>At end of the year</b>	<b>275.89</b>	<b>257.04</b>
<b>Financial liabilities</b>		
Borrowings	549.61	762.52
<b>At end of the year</b>	<b>549.61</b>	<b>762.52</b>

### 33 Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents and receivables, and other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial instruments and the full amount of any loan payable commitment at the end of the reporting year. Credit risk on cash balances with banks is limited because the counterparties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings.

Cash and cash equivalents balances generally represent short term deposits with a less than 180-day maturity.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade receivable customers is about 90-360 days. But some customers take a longer period to settle the amounts.

### 34 Exposure to credit risk

Financial asset for which loss allowance is measured using expected credit loss model

<u>Particulars</u>	<u>As at</u> <u>31 March 23</u>	<u>As at</u> <u>31 March 22</u>
<b>Financial assets</b>		
Non current investment	0.18	0.17
Cash and cash equivalent	25.26	2.38
Current Loans	0.45	0.40
Non Current Loans	250.00	254.09
<b>At end of the year</b>	<b>275.89</b>	<b>257.04</b>

**Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired:**

<u>Particulars</u>	<u>As at</u> <u>31 March 23</u>	<u>As at</u> <u>31 March 22</u>
<b>Trade receivables:</b>		
Less than 90 days	-	-
90 to 180 days	-	-
Over 180 days	-	-

With the applicability of Ind AS 109, the recognition and measurement of impairment of financial assets is based on credit loss assessment by expected credit loss (ECL) model. The ECL assessment involve significant management judgement. The Company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors, like staging criteria, calculation of probability of default / loss and consideration of probability weighted scenarios and forward looking macroeconomic factors.

The board acknowledges and understands that these factors, since there is a large increase in the data inputs required by the ECL model, which increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. Based on the internal management analysis, as per Board Opinion, there is no requirement of provision for expected credit loss in several financial assets including the trade receivables and other receivables of the Company and all are on fair value, based on the assessment and judgement made by the board of the company.

In the opinion of management, trade receivable, Financial assets, Cash and cash equivalent, Balance with Bank, Loans and other financial assets have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the balance sheet.

### **35 Market risk -**

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

### **36 Foreign currency risk**

The Company is not exposed to any currency risk on account of its borrowings, other payables and receivables in foreign currency. All dealings are done in domestic markets by the company. The functional currency of the Company is Indian Rupee.

### **37 Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial instruments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing financial instruments will fluctuate because of fluctuations in the interest rates.

Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposit with bank. The interest rate are disclosed in the respective notes to the financial statements of the Company.

The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

<b>Particulars</b>		<b>As at 31 March 23</b>	<b>As at 31 March 22</b>
<b>Financial assets</b>			
<b>Interest bearing - Fixed interest rate</b>			
- Loans & Advances		250.00	254.09
<b>Interest bearing - Floating interest rate</b>		-	-
<b>Financial Liabilities</b>			
<b>Interest bearing - Fixed interest rate</b>			
- Inter Corporate Deposits (ICD's)		549.61	762.52
<b>Interest bearing - Floating interest rate</b>		-	-

### **38 Fair value sensitivity analysis for fixed-rate instruments**

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

### 39 Cash flow sensitivity analysis for variable-rate instruments -

The company does not have any financial assets or financial liabilities bearing floating interest rates. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

### 40 Liquidity risk -

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company maximum exposure to credit risk for the components of the balance sheet at 31 March 2023 and 31 March 2022 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value. The following table analysis financial liabilities by remaining contractual maturities:

<b>Particulars</b>	<b>On demand</b>	<b>12 months or less</b>	<b>1 to 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
<b>Year ended 31 March 2023</b>					
Borrowings	-	-	-	-	-
Other financial liabilities	-	-	549.61	-	549.61
	-	-	<b>549.61</b>	-	<b>549.61</b>
<b>Year ended 31 March 2022</b>					
Borrowings	-	-	-	-	-
Other financial liabilities	-	-	762.52	-	762.52
	-	-	<b>762.52</b>	-	<b>762.52</b>

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

### 41 Capital management -

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a debt equity ratio, which is net debt divided by total equity. The Company's policy is to keep minimum Debt Equity ratio. The Company includes within net debt, interest bearing loans and borrowings, ICD's trade and other payables, less cash and cash equivalents, excluding discontinued operations.

<b>Particulars</b>		<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Borrowings		549.61	762.52
Less: cash and cash equivalents		(25.26)	(2.38)
<b>Total Net debt</b>	<b>(a)</b>	<b>524.35</b>	<b>760.14</b>

<b>Total equity</b>			
Total member's capital (Total Equity)	<b>(b)</b>	1,040.43	1,070.56
<b>Net debt equity ratio</b>	<b>(a/b)</b>	<b>0.50</b>	<b>0.71</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

## 42 Income tax

The major components of income tax expense for the years are:

<u>Particulars</u>	<u>As at</u> <u>31 March 2023</u>	<u>As at</u> <u>31 March 2022</u>
<b>Current income tax:</b>		
Current income tax charge	-	-
Adjustments in respect of previous year	-	-
MAT credit entitlement	-	-
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	-	-
<b>Income tax expense reported in the statement of profit or loss</b>	-	-

A Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before Income taxes is summarized as follow:

<u>Particulars</u>	<u>As at 31 March</u> <u>2023</u>	<u>As at 31 March</u> <u>2022</u>
Profit before income tax	(30.14)	(54.97)
Rate of Income tax (In %)	26.00%	26.00%
Computed expected tax expenses	-	-
Tax Effect of -		
Changes in tax estimates of prior years	-	-
Deferred Tax Adjustments	-	-
<b>Income tax expense reported in the statement of profit or loss</b>	-	-

Applicable statutory tax rate for financial year 2022-23 is 26.00% (PY 2021-22 was 26%)

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

- 43** The company was earlier registered with Reserve Bank of India as "Non Banking Financing Company" (Non Deposit taking Non-Systemically Important) under Section 45-IA of the Reserve Bank of India Act 1934. The company has discontinued the non-banking financing activities and has also applied to RBI for the cancellation of registration as NBFC long back. However the approval of RBI for cancellation of NBFC registration is yet to be obtained by the company.

## 44 Estimates

The estimates at 31 March 2023 and at 31 March 2022 are consistent with those made for the same dates in accordance with Ind AS (after adjustments to reflect any differences in accounting policies).

45 Balance of Receivables and Payables, including loans , deposits & trade advances given, Inter Corporate Deposits taken, payable to vendors, etc, are subject to confirmation and consequent reconciliation and adjustments, if any. Further the impairment provision for loans and trade advances given are subject to documentation of the informal updation in terms of advances. Hence, the effect thereof, on Profit/ Loss, Assets and Liabilities, if any, is not ascertainable, which may be considerable. As per the opinion of the Board, there will be no substantial impact on their reconciliation with their balance confirmations as on the reporting date.

46 There has been no impairment of the fixed assets on the basis of review carried out by the management in accordance with Indian Accounting Standard (Ind AS)-36 "Impairment of Assets" during the year and its effect via income tax adjustment is duly recorded in Tax statement.

**47 Lease disclosure**

The company has not entered into any agreement for obtaining any premises on rent (which is in nature of operating leases). However if entered amount paid/payable in respect of such leases will be charged to profit and loss on accrual basis over the peirod of lease.

**48 Earnings per share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

<u>Particulars</u>	<u>As at</u>	<u>As at</u>
	<u>31 March 23</u>	<u>31 March 22</u>
Profit attributable to equity holders of the parent for basic earnings (Rs.	(30.14)	(54.97)
Weighted average number of equity shares for basic and diluted earnings	11,010,950	11,010,950
Face value per share	10.00	10.00
Basic earning per share	-0.27	-0.50
Diluted earning per share	-0.27	-0.50

49 The Company has not entered into any transactions which are termed "Specified Domestic Transaction" as per Section 92BA of the Income Tax-Act, 1961. Accordingly, it is not required to comply with certain transfer pricing regulations under Section 92 to Section 92F of the Act. "

50 The Company has an informal process of obtaining confirmations from the vendors to record whether they are covered under Micro, Small and Medium Enterprise Development Act 2006 as well as they have filed required memorandum with prescribed authority. Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

<b>Dues to micro, small and medium enterprises</b>	<b>Rs in Lacs</b>	
	<b>31-Mar-23</b>	<b>31-Mar-22</b>
The amounts remaining unpaid to micro and small suppliers as at the end of the year		
Principal	0.38	0.38
Interest	Nil	Nil
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

- 51** During the previous year, the company has carried out the enhanced physical verification of item wise fixed assets of the company across its offices located at several locations. Based on such verification, various items of fixed assets appearing in the fixed assets register of the company, which were not found physically available, were eliminated from the register. Since these items of assets were fully depreciated and not having any scrap value, the management has estimated no impact of such deletion on the financial position and going concern position of the company.
- 52 Revaluation/ Fair valuation of PPE / Intangible assets/ Investment property**  
 Since there is no Property, Plant and Equipment (including Right-of-Use Assets) and intangible assets held by the company during the year, the requirement of reporting regarding any revaluation of the same is not applicable to the company. The company also does not have any Investment property during the current year as well as previous year.
- 53 Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder**  
 The Company do not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- 54 Wilful Defaulter**  
 The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- 55 Misutilisation of Bank Borrowing**  
 The company has not taken any borrowings from banks and financial institutions during the current year as well as previous year.
- 56 Disclosure of transactions with struck off companies**  
 The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- 57 Compliance with approved Scheme(s) of Arrangements**  
 No Scheme of Arrangements has been approved by/ pending with the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year as well as previous year
- 58 Undisclosed Income**  
 The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 59 Compliance with number of layers of companies**  
 The compliance of number of layers of companies, prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, are not applicable to the company
- 60 Details of Crypto Currency or Virtual Currency**  
 The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year and any of the previous financial years.
- 61 Security of current assets against borrowings**  
 The Company has no borrowings from banks or financial institutions on the basis of security of current assets.
- 62 Utilisation of Borrowed funds and share premium:**  
 (A) During the year, the company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:  
 (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)  
 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries  
 (B) During the year, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:  
 (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(Ultimate Beneficiaries)  
 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- 63 Registration of charges or satisfaction of charges with Registrar of Companies (ROC)**  
 The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**64 Related party relationships, transactions and balances**

<b>A</b>	<p><b>Nature of relationship</b></p> <p><b>I Holding Company - NA</b></p> <p><b>II Subsidiary Company - NA</b></p> <p><b>III Enterprises over which Directors and their relatives exercise significant influence</b></p> <p>a Looks Health Services Limited</p> <p>b Unistar Multimedia Limited (Suresh Bafna Resigned as Director on 06/12/2022)</p> <p>c Simandhar Securities Private Limited</p> <p>d Sur-Man Investment Limited</p> <p><b>IV Key Management Personnel and their relatives</b></p> <p>a Sureshkumar Babulal Bafna (Managing Director)</p> <p>b Devendra Bhogilal Sanghvi (Director)</p> <p>c Kinjal Ashok Ghone (Chief Financial Officer)</p> <p>d Sejal Hitesh Jain (Additional Director)</p> <p>e Renuka Marwah (Director - Till 09<sup>th</sup> March, 2021)</p> <p>f Alka Rajendra Mehta (Director - Appointed on 17/01/2023)</p> <p>g Has Mukh Kantilal Sharma (Director - Appointed on 17/01/2023)</p> <p>h Vatsal Nilesh Shah (Company Secretary)(Resigned on 20/10/2022)</p> <p>i Manju Bafna (Relative of Key Management Personnel)</p> <p>j Bafna Babulal &amp; Sons (Associate of Key Management Personnel)</p> <p>k Priyanka Kishorkumar Sodagar (Director- Appointed on 06.02.2023)</p> <p><b>V Fellow Associates - NA</b></p>
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**Notes :**

- The related party relationship have been determined on the basis of the requirement of the Indian Accounting Standard (Ind AS) - 24 'Related Party Disclosures' and the same have been relied upon by the auditors.
- The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year/previous year, except where control exists, in which case the relationships have been mentioned irrespective of transactions with the related party.

**CLIO INFOTECH LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023**

(Currency: Indian Rupees in Lakhs)

Related Party Disclosures: (Continued)

**B. Transaction with related parties for the Half year ended -**

Nature of transactions	Enterprises on which key management personnel (KMP's) have significant influence		KMP & their Relatives	
	Year Ended 31st March 2023	Year Ended 31st March 2022	Year Ended 31st March 2023	Year Ended 31st March 2022
<b>Interest Paid</b>				
Unistar Multimedia Limited	46.11	11.44	-	-
<b>Remuneration Paid</b>				
Kinjal Ashok Ghone	-	-	0.40	1.20
Vatsal Nilesh Shah	-	-	3.50	6.00
<b>Deposit Loans and Advance Received / Taken</b>				
Sureshkumar Babulal Bafna	-	-	-	20.04
Kinjal Ashok Ghone	-	-	0.40	1.20
Unistar Multimedia Limited	72.75	581.50	-	-
Simandhar Securities Pvt. Ltd.	-	7.00	-	-
Looks Health Services Limited	-	10.00	-	-
Manju Bafna	-	-	-	-
Suresh Bafna HUF	-	-	4.63	-
Bafna Babulal & Sons	-	-	-	-
<b>Deposit Loans and Advance Given / Repaid back</b>				
Sureshkumar Babulal Bafna	-	-	-	20.04
Kinjal Ashok Ghone	-	-	-	-
Unistar Multimedia Limited	314.60	14.90	-	-
Sur-Man Investment Limited	-	-	-	-
Looks Health Services Limited	-	10.00	-	-
Manju Bafna	-	-	-	-
Suresh Bafna HUF	-	-	4.63	-
Bafna Babulal & Sons	-	-	-	-



**Related Party Disclosures: (Continued)**

**C. Balances Outstanding at the year end with the Related Parties:**

Nature of transactions	Enterprises on which key management personnel (KMP's) have significant influence		KMP & their Relatives	
	Year Ended 31st March 2023	Year Ended 31st March 2022	Year Ended 31st March 2023	Year Ended 31st March 2022
<b>Unsecured Loan Taken/ Business Advance Payable</b>				
Unistar Multimedia Limited	549.61	749.96	-	-
Skyplex Studio Private Limited	-	12.56	-	-
	<b>549.61</b>	<b>762.52</b>	-	-
<b>Unsecured Loan Given/ Business Advance Receivable</b>				
Kinjal Ashok Ghone	-	-	-	0.40
	-	-	-	<b>0.40</b>

**Terms and conditions of transactions with related parties**

- All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis.
- Outstanding balances at the year-end are unsecured and settlement occurs in cash.
- There have been no guarantees provided or received for any related party receivables or payables.
- For the current year, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (Previous Year: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**65 Title deeds of Immovable Properties not held in name of the Company**

The Company do not have any immovable properties where title deeds are not held in the name of the company.

**66 Loans and Advances to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013)**

The company has granted following loans or advances in the nature of loans which are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are (a) repayable on demand; or (b) without specifying any terms or period of repayment.

Type of Borrower, that are (a) repayable on demand; or (b) without specifying any terms or period of repayment.	Amount of loan or advance in the nature of loan outstanding		Percentage to the total Loans and Advances in the nature of loans	
	As on		As on	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
<b>Promoters/ Directors/ KMPs:</b>	-	-	0.00%	0.00%
Kinjal Ghone	-	0.40	0.00%	0.16%
<b>Related Parties:</b>	-	-	0.00%	0.00%
<b>Total to promoters, directors, KMPs and the related parties</b>	-	<b>0.40</b>	<b>0.00%</b>	<b>0.16%</b>
<b>Total to Other Loans given by the Company</b>	<b>250.45</b>	<b>254.09</b>	<b>100.00%</b>	<b>99.84%</b>
<b>Grand Total</b>	<b>250.45</b>	<b>254.49</b>	<b>100.00%</b>	<b>100.00%</b>

67 The details of loan granted by the company during the Financial Year 2022-23 are as follows:

Loan Provided	Sub./ JV/ Associate	Others
A. Aggregate amount granted/ provided during the year	-	139.63
B. Balance outstanding as at balance sheet date in respect of above cases	-	250.45

## 68 Analytical Ratios

(Currency: Indian Rupees in lakhs)

Sr. No.	Ratio Analysis	Numerator	Denominator	31.03.2023	31.03.2022	% Variance	Reason for variance (above 25%)
1	Current Ratio	Current Assets	Current Liabilities	26.24	3.84	584.25%	Due to increase in Cash and Cash Equivalents as on 31.03.2023
2	Debt Equity Ratio	Total Debts	Total Shareholders Equity	0.53	0.71	-25.83%	Total Debt of Company reduced to Rs. 549.61 Lakhs in FY 2022-23 as compared to Rs. 762.52 Lakhs in FY 2021-22
3	Debt Service Coverage Ratio	Earning for Debt Service	Debt Service	N.A.	N.A.	N.A.	--
4	Return on Equity Ratio	Net Profit for the period	Average Shareholders Equity	-2.86%	-4.94%	-42.18%	The Company Net Loss Decrease from 54.97 Lakhs in FY 2021-22 to Rs. 30.14 Lakhs in FY 2022-23.
5	Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	0.50	N.A.	N.A.	--
6	Trade Receivables Turnover Ratio	Revenue from operations	Average Trade Receivables	N.A.	N.A.	N.A.	--
7	Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	N.A.	N.A.	N.A.	--
8	Net Capital Turnover Ratio	Revenue from operations	Average Working Capital	0.10	-	N.A.	Due to lower Sales in 2022-23
9	Net Profit Ratio	Net Profit After Tax	Revenue from operations	-1640.15%	N.A.	N.A.	Due to lower profits in 2022-23
10	Return on Capital employed	EBIT	Capital Employed	1.06%	-0.26%	-508.91%	Due to lower EBIT in 2022-23
11	Return on Investment	Net Profit After Tax	Average Total Assets	-1.76%	-2.96%	-40.55%	Due to lower profits in 2022-23

Note:

- Total Debt = Long term Borrowings (including current maturities of Long term Borrowings), lease liabilities (current and non-current), short term borrowings and Interest accrued on Debts
- Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.
- Debt service = Interest & Lease Payments + Principal Repayments
- Avg. Shareholder's Equity = Average of Opening Total Equity and Closing Total Equity excluding revaluation reserve
- Average Inventory = Average of Opening Inventory and Closing Inventory
- Average Trade Receivable = Average of Opening Trade Receivables and Closing Trade Receivables
- Average Trade Payables = Average of Opening Trade Payables and Closing Trade Payables
- Working capital shall be calculated as current assets minus current liabilities
- EBIT = Earning before interest and taxes
- Capital Employed = Tangible Net Worth (excluding revaluation reserve) + Total Debt + Deferred Tax Liability
- Average Total Assets = Average of Opening Total Assets and Closing Total Assets excluding revaluation impact

**69** These financial statements are presented in Indian Rupees (INR), which is also its functional currency and all values are rounded to the nearest Lakhs, except when otherwise indicated. The amounts which are less than Rs. 0.01 Lakhs are shown as Rs 0.00 Lakhs.

**70** Previous year's figures have been regrouped or reclassified wherever necessary.

**For Parekh Shah & Lodha**

Chartered Accountants  
( Firm Reg. No. 107487W)

**Ravindra Chaturvedi**

(Partner)  
M.No. : 048350  
UDIN: 23048350BGWTGE5558  
Place : Mumbai  
Date : 30/05/2023

**For and on behalf of the Board**

**Suresh Bafna**  
(Managing Director)  
DIN : 01569163

**Devendra Sanghvi**  
(Director)  
DIN : 02251950

**Kinjal Ghone**  
(C.F.O)

Place : Mumbai  
Date : 30/05/2023