

# CLIO INFOTECH LIMITED

CIN- L65990MH1992PLC067450

Regd. Off: ROOM NO3 & 5 SHETH LALJI DAYALJI BUILDING, DADI SHETH, AGIARY LANE,  
MALHARRAO WADI, KALBADEVI, MUMBAI, MAHARASHTRA, INDIA, 400002

Email: infotechclio@gmail.com

Phone: +91 76739 69519

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**Date: 27<sup>TH</sup> MAY, 2025**

To,  
The General Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai, Maharashtra– 400001

**Sub: Secretarial Compliance Report pursuant to Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for the Financial Year ended March 31, 2025.**

**SCRIPT CODE: 530839**

**COMPANY SYMBOL: CLIOINFO**

**Respected Sir/Madam,**

With reference to the captioned subject, we are enclosing herewith a copy of the Secretarial Compliance Report as per Regulation 24A(2) of the SEBI Listing Regulations, as amended from time to time, for the Financial Year ended March 31, 2025 duly signed and issued by CS Shubhangi Agarwal, Practicing Company Secretaries (COP No.: 23802, Membership No. A63219, Peer Review Certificate No.: 2728/2022), Ahmedabad, India.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

**CLIO INFOTECH LIMITED**

DEVGANIYA  
JEEGNESHKUMA  
R KALYANBHAI

Digitally signed by DEVGANIYA  
JEEGNESHKUMAR KALYANBHAI  
DN: cn=DEVGANIYA JEEGNESHKUMAR  
KALYANBHAI, c=IN, h=SURAT, st=GUJARAT,  
ou=Personal, o=INFOSIS,  
email=JIGNESHDEVGANIYA@GMAIL.COM,  
serialNumber=+235501193712266463463523072374  
877b46d3452baaf15b768c7385c4668c3  
Date: 2025.05.27 14:24:01 +05'30'

**JEEGNESHKUMAR KALYANBHAI DEVGANIYA  
COMPANY SECRETARY  
M. NO. A54003**



**SHUBHANGI AGARWAL**  
**PRACTISING COMPANY SECRETARY**

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF CLIO INFOTECH LIMITED FOR THE  
FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015**

To,  
The Members,  
CLIO INFOTECH LIMITED  
CIN: L65990MH1992PLC067450  
Room No 3 & 5 Sheth Lalji Dayalji Building,  
Dadi Sheth, Agiary Lane, Malharrao Wadi, Kalbadevi,  
Mumbai, Maharashtra, India, 400002.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by CLIO INFOTECH LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at ROOM NO 3 & 5 SHETH LALJI DAYALJI BUILDING, DADI SHETH, AGIARY LANE, MALHARRAO WADI, KALBADEVI, MUMBAI, MAHARASHTRA, INDIA, 400002 and address other than R/o where all or any books of account and papers are maintained is Office No.: A/414, The Capital, Science City Road, Ahmedabad, Gujarat-380060, India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder and also that 'the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have conducted the review in accordance with the Guidelines issued by the Institute of Company Secretaries of India ("ICSI"), for the purpose of providing Annual Secretarial Compliance Report (ASCR) of the listed entity as required under regulation 24A(2) of the LODR Regulations and circulars issued thereunder and my observations are given below.
2. For the purpose of this review/ certification, I **Shubhangi Agarwal, Practicing Company Secretary** have examined:
  - (a) All the documents and records made available to us and explanation provided by **Clio Infotech Limited** ("the listed entity"), its officers, agents and authorized representatives,
  - (b) The filings/submissions made by the listed entity to the Stock Exchanges,
  - (c) Website of the listed entity,
  - (d) Any other document/ filing, as considered relevant, which has been relied upon to make this certification for the year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the
    - a. provisions of:
      - i. The Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued there under; and





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- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the regulations, circulars, guidelines issued there under by the SEBI;
  - III. Depositories Act, 1996 ("Depositories Act"), regulations made thereunder, circulars, guidelines issued thereunder by SEBI.
- b. The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-
- I. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["LODR Regulations"];
    - **Under regulation 27(2) late filing of Corporate governance report for the quarter ended as on June 30, 2024;**
    - **Under regulation 31 late filing of Shareholding Pattern the quarter ended as on June 30, 2024;**
    - **Under regulation 6(1) Compliance Officer is not appointed within three months from the date of such vacancy;**
    - **Outcome of board meeting for financial result quarter and year ended as on March 31, 2024 filed after 30 minutes of the closure of board meeting;**
    - **pursuant to the Reg 23(9) of SEBI (LODR) Regulation, 2015 related party transaction uploaded on BSE half yearly and yearly ended as on March 31, 2024 are not filed same day of the result uploading by the Company;**
    - **XBRL of Annual Secretarial Compliance Report is late filed for the year ended as on March 31, 2024;**
    - **XBRL of Related Party Transaction not filed on same day of Financial Result file Quarter and Year ended as on March 31, 2024;**
    - **Few of the Documents/information was not timely dissemination under a separate section on the website;**
    - **Not filed XBRL regarding the appointment of CS and the Secretarial Auditor.**
  - II. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ["ICDR Regulations"]; **Not Applicable during the period under review.**
  - III. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ["Takeover Regulations"];
  - IV. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ["Buyback Regulations"]; **Not Applicable during the period under review.**
  - V. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SBEBS Regulations"]; **Not Applicable during the period under review.**
  - VI. Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 ["ILNCS Regulations"]; **Not Applicable during the period under review.**
  - VII. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ["PIT Regulations"];
  - VIII. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - IX. Other regulations as applicable and circulars/ guidelines issued thereunder;





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3. Based on the above examination, I hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr No	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Shareholding Pattern	Reg-31 of SEBI (LODR) Regulations, 2015	Filed after due date	BSE via notice dated 14.08.2024	Fine	Filed after due date for the quarter ended as on 30 <sup>th</sup> June, 2024	Rs. 4720/-	Fine is paid by the Company	Company Paid fine of Rs. 4720/- to BSE dated 30.08.2024	-
2	Corporate Governance Report	Reg-27(2) of SEBI (LODR) Regulations, 2015	Filed after due date	BSE via notice dated 21.08.2024	Fine	Filed after due date for the quarter ended as on 30 <sup>th</sup> June, 2024	Rs. 4720/-	Fine is paid by the Company	Company Paid fine of Rs. 4720/- to BSE dated 09.08.2024	-
3	Appointment of Compliance Officer	Reg-6(1) of SEBI (LODR) Regulations, 2015	Compliance Officer is not appointed within three months from the date of such vacancy	BSE via notice dated 21.08.2024	Fine	Company is not appoint Compliance Officer within three months from the date of such vacancy	Rs. 76700/-	Fine is paid by the Company	Company Paid fine of Rs. 76700/- to BSE dated 09.08.2024	-

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the	Observations made In the secretarial compliance	Compliance Requirement (Regulations/ circulars/	Details of violation / deviations and actions	Remedial actions, if any, taken by the	Comments of the PCS on the actions taken by the
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previous reports) (PCS)	report for the year ended 31 <sup>st</sup> March, 2024	guidelines including specific clause)	taken/ penalty imposed, if any, on the listed entity	listed entity	listed entity
N.A.					

- c) The listed entity has complied with the provisions of the SEBI Regulations except in respect of matters specified at Para 3(a) and 3(b) below. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	The Company has duly complied with the SS issued by ICSI.
2.	<b>Adoption and timely Updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI.</li></ul>	Yes Yes	The Company has updated all applicable policies under SEBI Regulations and the same are reviewed, updated and are in conformity with SEBI Regulations.
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The listed entity is maintaining a functional website.</li><li>Timely dissemination of the documents/ information under a separate section on the website.</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.</li></ul>	Yes Yes Yes	The Company maintained fully functional website and Documents/ information was not timely dissemination under a separate section on the website.
4.	<b>Disqualification of Director(s):</b> None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013.
5.	<b>Details related to subsidiaries of listed entities have been</b>		





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	<b>examined w.r.t.:</b> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA NA	The Company does not have any material subsidiary companies and also does not have other subsidiaries.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	The Company has complied with the SEBI Regulations for preserving and maintaining records and disposal of documents as per the Archival Policy.
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The Company has duly conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year.
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	NA NA	There is no any related party transaction during the period under review.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has duly complied with Regulation 3(5) & 3(6) of SEBI (Prohibition of Trading) Insider Regulations, 2015
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock	Yes	Stock exchange has issued notice for violation and details of the same are





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	Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the Last column.		shown in table above.
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliances observed for any SEBI regulation/ circular/guidance note etc. except as reported above.	NA	No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc during the review period.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019

Sr. No	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or	Yes	M/s S D Mehta & Co. resigned w.e.f 14.08.2024 and issued limited the review report for the quarter ended June 2024.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the	NA	The Company is not having any material subsidiary.





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<p>Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>		
<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	The listed entity has provided all the information which was required by the auditor.
<p>3. The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	Yes	The listed entity has obtained all the information.

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations read with SEBI circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities dated December 31, 2024, NOT APPLICABLE.





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**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

DATE : 27.05.2025  
PLACE : AHMEDABAD

**SHUBHANGI AGARWAL**  
**COMPANY SECRETARIES**



PROPRIETOR  
M. NO. A63219  
C.P. NO 23802

PEER REVIEW CERTIFICATE NO.: 2728/2022