

CLIO INFOTECH LIMITED

CIN- L62091MH1992PLC067450

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

Date- 21.04.2026

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

SCRIPT CODE: 530839
COMPANY SYMBOL: CLIOINFO

Sub: Intimation of Extra ordinary General Meeting and Submission of Notice of Extra ordinary General Meeting (EGM)

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we send herewith the notice of the Extra Ordinary General Meeting of the company along with the e-voting instructions, instructions for members for e-VOTING on the day of the EGM and instructions for members for attending the EGM through VC/OAVM to be held on Thursday, 14th May 2026 at 12:00 P.M.

Notice is also available on the website of the Company at <https://clioinfotech.com/>.

Further as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to its members to cast their vote electronically for all resolutions set out in the notice of EGM. Additionally, the Company is providing the facility of voting through e-voting systems during the EGM ("e-voting").

The remote e-voting period for the EGM shall commence on Monday, May 11, 2026 at 9:00 a.m. and ends on Wednesday, May 13, 2026 at 5:00 p.m. (both days inclusive).

The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at EGM is Thursday, May 7, 2026. A person whose name is recorded in register of members or in the registrar of beneficial owners maintained by the Depositories as on cut-off date shall be entitled to avail the facility of remote e-voting or e-voting at the EGM.

You are requested to kindly take the same on your records.

Thanking You,
CLIO INFOTECH LIMITED

NIKITA TIWADI
MANAGING DIRECTOR
DIN: 10646772

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NOTICE is hereby given that the Extra-Ordinary General Meeting of the Shareholders of Clio Infotech Limited will be held on Thursday, 14th May, 2026 at 12:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following Special Businesses:

ITEM NO. 1

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS AND MATTERS RELATED THEREWITH:

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

“RESOLVED THAT in supersession of earlier resolution passed by the Company in the Annual General Meeting held on 28th September, 2024 pursuant to

(a) The provisions of Sections 23(1)(b), 42, 62(1)(c) and 179 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder, including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force);

(b) The applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the listing agreements entered into by the Company with the BSE Limited (“BSE”) (BSE referred to as the “Stock Exchanges”) on which the equity shares of the Company (“Equity Shares”) are listed.

(c) The enabling provisions of the memorandum of association and articles of association of the Company, as amended; and

(d) Any other rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India, and/or any other competent authority, in each case, to the extent applicable and including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions, notices and sanctions as may be necessary or required including approval of the shareholders of the Company, and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, and relying upon the undertakings received from the Proposed Allottees (*defined below*),

The consent and approval of the members of the Company (“Members”) be and is hereby given to create, issue, offer, and allot by way of a preferential allotment on a private placement basis, from time to time in one or more tranches of up to 6,52,50,000 (Six crore Fifty Two Lakhs Fifty Thousand only) warrants convertible into equity shares (“Warrants”), at a price of INR 10/- (Indian Rupees ten only) per warrant (“Warrants Issue Price”), for cash consideration aggregating up to INR 65,25,00,000 (Indian Rupees Sixty Five crore Twenty Five Lakhs only), convertible into, or exchangeable for up to 6,52,50,000 (Six crore Fifty Two Lakhs Fifty Thousand only) fully paid-up equity shares of the Company of face value of INR 10 (Indian Rupees Ten only) at a price of INR 10 (Indian Rupees ten only), in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months (“Warrant Allotment”), to the following persons (“Proposed Allottees”):

Sr No	Name of Allottees	Number of Warrant	Category	Total Consideration INR
1	Global Focus Fund	2,17,50,000	Non-Promoter	21,75,00,000
2	AIO Growth Capital Fund SPC	2,17,50,000	Non-Promoter	21,75,00,000
3	Wave Capital Limited	2,17,50,000	Non-Promoter	21,75,00,000

“RESOLVED FURTHER THAT the Warrants shall be issued and allotted in such form and manner and upon such terms and conditions as the Board of Directors may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations, and the Binding Expression of Interest executed by the Proposed Allottees and accepted by the Board (“EOI”), provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the ‘Relevant Date’ for the purpose of determining the floor price for the Preferential Allotment of the Warrants is April 8, 2026, being the date, which is 30 days prior to the date of the meeting of the members at which the special resolution for approval of this Preferential Allotment is proposed to be passed and accordingly, the floor price for the Preferential Allotment

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determined in accordance with Chapter V of SEBI ICDR Regulations is INR 10 (Indian Rupees ten only) as also set out in the detailed workings for determining the floor price by the independent registered valuer, namely **Mr. Abhishek Chhajed**, which is duly noted and taken on record.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the Warrants issued to the Proposed Allottees and resultant equity shares, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(a) The Warrants shall be allotted by the Company within a period of 15 (fifteen) days from the date of shareholder approval by special resolution, provided that where the allotment of the Warrants is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions as prescribed under Regulation 170 of the SEBI ICDR Regulations;

(b) The equity shares allotted upon exercise of the option to convert the Warrants shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

(c) The Warrants shall not have any rights (including right to receive dividends and voting rights) until such Warrants are converted into equity shares in the manner set out herein;

(d) The Proposed Allottees shall, subject to the provisions of SEBI ICDR Regulations and other applicable laws, be entitled to apply for, and be allotted 1 (one) fully paid-up equity share of the Company against each Warrant. The Proposed Allottees shall pay an amount equal to 25% of the consideration at the time of allotment of the Warrants. Upon exercise of the option to convert the Warrants into equity shares, an amount equivalent to 75% of the consideration shall be due and payable and the Warrants may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months. If the option to convert the Warrants into equity shares is not exercised within the period of 18 (eighteen) months from the date of allotment of the Warrants, then such Warrants shall lapse, and the amount paid to the Company shall be forfeited by the Company;

(e) The option to convert the Warrants into equity shares of the Company may be exercised by the Proposed Allottees at any time in one or more tranches prior to the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company (“Conversion Notice”) specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date. The Company shall, without any further approval from the members/shareholders, allot the corresponding equity shares in a dematerialised form within a period of 15 (fifteen) days from the date of receipt of the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the relevant Proposed Allottee to the designated bank account of the Company;

(f) The equity shares allotted upon exercise of the option to convert the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company listed on the Stock Exchanges bearing ISIN INE011B01017 in all aspects (including with respect to entitlement to dividend and voting powers other than any statutory lock-in under the SEBI ICDR Regulations) from the respective dates of allotment thereof, in accordance with the applicable law and shall be subject to the requirements of all applicable laws and the provisions of the memorandum of association and articles of association of the Company;

(g) The equity shares allotted upon exercise of the option to convert the Warrants shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals; and

(h) The consideration for Warrants shall be paid to the Company from the bank accounts of Proposed Allottees.

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the issue of the Warrants shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

“**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the name and address of the Proposed Allottees and issue a private placement offer cum application letter in Form No. PAS-4, to the Proposed Allottees, inviting them to subscribe to the Warrants in accordance with the provisions of the Act.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized, to determine, vary, modify, alter any of the terms of issue of the Warrants, including reduction of the size of the issue(s), as it may deem expedient, in its discretion, subject to the provisions of the Act and the SEBI ICDR Regulations; to effect any modifications, changes, variations, alterations,

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additions and/ or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; to enter into contracts, arrangements, agreements, documents (including to appoint agencies, intermediaries and advisors); to file necessary applications and forms with the appropriate authorities and represent the Company before any governmental or regulatory authorities in relation to the Preferential Allotment and any matters incidental thereto; to make applications to the stock exchanges for obtaining in-principle approvals, approvals for listing and trading of shares and settle all questions, difficulties or doubts that may arise in regard to the Preferential Allotment; to file requisite documents with the depositories; and/ or to resolve and settle any questions and difficulties that may arise in the Preferential Allotment; utilise the proceeds of the Preferential Allotment; open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment; to generally do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the purpose of complying with applicable law and giving effect to this resolution; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the forgoing; without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more directors/ company secretary/ any officer(s) of the Company to give effect to these resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2

THE ALTERATION IN THE OBJECTS OF PREFERENTIAL ISSUE OF WARRANTS (OFFER):

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 27 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder, Regulation 160 and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), Regulation 32 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and subject to such conditions and modifications as may be prescribed while granting such approvals, consent of the members of the Company be and is hereby accorded to alter/modify the objects of the preferential issue of warrants ("Offer"), as approved by the members of the Company vide resolution dated 12th September, 2025:

Addition of New Object(s):

In addition to the existing objects of the Offer, the Company proposes to add the following new object(s) for utilization of the proceeds. The existing objects shall continue to remain unchanged and in full force, and the proceeds shall be utilized for the existing as well as the newly added object(s):

"To invest in the subsidiary of the company:

The Company proposes to utilize a portion of the proceeds from the preferential issue of warrants to make investments in its subsidiary. Such investment may be in the form of equity, preference shares, loans, or any other permissible instruments, as may be deemed appropriate by the Board of Directors, in compliance with applicable laws and regulations.

The purpose of such investment is to support the business expansion, working capital requirements, capital expenditure, and/or strategic initiatives of the subsidiary, thereby strengthening the overall business operations and enhancing shareholder value at the consolidated level.

The Board believes that this proposed utilization of funds is in the best interest of the Company and its stakeholders."

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorized to take all such steps and actions and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution including filing of requisite forms, intimations to Stock Exchange, and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 3

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REGULARISATION OF ADDITIONAL DIRECTOR MR. ASHWINI KUMAR PAREEK (DIN- 11551819) AS AN NON EXECUTIVE DIRECTOR OF THE COMPANY.

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

Appointment of Mr. Ashwini Kumar Pareek (DIN-11551819) as a Non-Executive Non Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) Read with Regulation 17 of SEBI LODR, and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and in line with the Articles of Association of the Company, pursuant to the notice received under section 160 of the Act Mr. Ashwini Kumar Pareek (DIN-11551819), who was appointed as an Additional Non-executive Director of the Company with effect from February 24, 2026 and who holds office upto the date of this General Meeting, be and is hereby appointed as a Non-executive Non Independent Director of the Company, liable to retire by rotation, with effect from the original date of appointment i.e. February 24, 2026.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**ON AND BEHALF OF THE COMPANY
CLIO INFOTECH LIMITED**

**SD/-
MANAGING DIRECTOR
NIKITA TIWADI
DIN: 10646772**

DATE: 21/04/2026

PLACE: MUMBAI

NOTES:

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special businesses to be transacted at the EGM is annexed and forms part of this Notice.
2. In terms of the General Circulars No.14/2020 April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 8, 2021; 21/2021 dated December 14, 2021; 2/2022 dated May 5, 2022; 10/2022 dated December 28, 2022; 9/2023 dated September 25, 2023; 09/2024 dated September 19, 2024 and General Circular No.03/2025 dated September 22, 2025 respectively issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other applicable circulars issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter referred to as “SEBI Circulars”), Companies are permitted to conduct the Extra Ordinary General Meeting through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) without the physical presence of members. Hence, in accordance with the MCA Circulars and SEBI Circulars, provisions of the Companies Act, 2013 (“the Act”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), EGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue.

In accordance with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification/guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the

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proceedings of the EGM will be deemed to be conducted at the registered office of the Company which shall be deemed venue of the EGM.

3. Pursuant to the provisions of the Act, a member who is entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this Notice.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Board Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAV and participate thereat and cast their vote through e-voting.
5. The attendance of the members participating in the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The notice of EGM will be sent to those members whose name appears in the register of members received from depositories as on Friday, April 17, 2026.
7. The members can login and join the EGM thirty minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM. The facility for participation at the EGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee and Auditors can attend the EGM without restriction of first-come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this notice.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. 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 aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the EGM. 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 will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at infotechclio@gmail.com . The same will be replied by the Company suitably. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the Cut-off date i.e. Thursday, May 7, 2026.
12. Since EGM will be held through VC/OAVM facility, the route map is not annexed in this notice.
13. Members may note that the Notice of EGM will be available on the Company's website <https://clioinfotech.com/>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
14. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form.
15. Members holding shares in dematerialized form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power

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of attorney, bank details such as name of the Bank and Branch details, bank account number, MICR Code, IFSC Code, etc. to their Depository Participants.

16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent/Depository Participants. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the EGM and may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through email going forward.
17. The E-voting will remain open for the Members to exercise their voting from **Monday, May 11, 2026 at 9:00 a.m. and ends on Wednesday, May 13, 2026 at 5.00 p.m. (IST)** both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolutions is cast by the member, the member shall not be allowed to change it subsequently.
18. The Board of Directors has appointed **Ms Shubhangi Agarwal (Membership No. A63219 and COP No. C.P.NO. 23802)** Practicing Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.
19. The results of the meeting will be declared not later than 2 working days of the conclusion of remote e-voting i.e. on or before Saturday, May 16, 2026. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., <https://clioinfotech.com/> and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed i.e. BSE Limited.
20. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Thursday, May 14, 2026**.
21. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular 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 **Monday, 11th May, 2026 at 09:00 A.M.** and ends on **Wednesday, 13th May, 2026 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. **Thursday, 7th May, 2026**, 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 **Thursday, 7th May, 2026**.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on





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	<p>login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="726 1321 1157 1545" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.If the user is not registered for Easi/Easiest, option to register is available at CDSL website http://www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

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	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in http://www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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 mailto:evoting@nsdl.com or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at mailto:helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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/](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:

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- 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'?
 - 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'.
 - 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.com 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 AGM on NSDL e-Voting system.

How to cast your vote electronically and join AGM 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 who's 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 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to Agarwal_shubhangi18@yahoo.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User

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Details/Password?" or "Physical User Reset Password?" option available on 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 or call on: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre at evoting@nsdl.com.

17. 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 infotechclio@gmail.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 infotechclio@gmail.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.com 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 Shareholders for e-voting on the day of the EOGM are as under:

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM shall be the same person mentioned for Remote e-voting.

The instructions for Shareholders for attending the EOGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EOGM 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. For ease of conduct, Members who would like to ask questions may send their questions in advance at least (7) days before EGM mentioning their name, demat account number/folio number, email id, mobile number to infotechclio@gmail.com and register themselves as a speaker. Those Members who have

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registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

6. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://clioinfotech.com/> within forty-eight hours of the passing of the Resolutions at the EGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**ON AND BEHALF OF THE COMPANY
CLIO INFOTECH LIMITED**

**SD/-
MANAGING DIRECTOR
NIKITA TIWADI
DIN: 10646772**

DATE: 21/04/2026

PLACE: MUMBAI

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Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Name of Director	MR ASHWINI KUMAR PAREEK
DIN	11551819
Nationality	Indian
Expertise in specific functional areas	Expertise: Research & Business Analytics
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment of Mr Ashwini Kumar Pareek (DIN: 11551819) as an Additional Director with effect from February 24, 2026 till the ensuing Annual General Meeting of the Company or till the date of obtaining shareholders' approval whichever is earlier. He is also appointed as non-executive Director and chairman of the Company on such remuneration as approved by board, subject to the shareholders' approval.
The remuneration last drawn	Nil
Date of first appointment on the Board	Not Applicable
Shareholding in the company	Mr Ashwini Kumar Pareek does not hold by himself or for any other person on a beneficial basis, any shares in the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	There is no inter-se relationship between Mr Ashwini Kumar Pareek and other members of the Board and Key Managerial Personnel of the Company.
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership / Chairmanship of Committees of other Boards	Directorship: Nil Chairperson of Committees: Nil Member of Committees: Nil

ON AND BEHALF OF THE COMPANY
CLIO INFOTECH LIMITED

SD/-
MANAGING DIRECTOR
NIKITA TIWADI
DIN: 10646772

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EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS AND MATTERS RELATED THEREWITH

In accordance with Section(s) 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. warrants convertible into equity shares ("Warrants") by way of private placement on a preferential basis to the entity(ies) belong to "Non-Promoter category".

The Company intends to raise funds to, *inter alia*, and meet its long-term funding requirements to ensure the long-term viability and growth of the Company. Thus, the members are hereby informed that in line with the said proposal, the Board had ratified the resolution dated August 13, 2025 in their meeting held on Wednesday, 08th April, 2026 has approved the proposed preferential issue of

(a) Up to 6,52,50,000 (Six crore Fifty Two Lakhs Fifty Thousand only) warrants convertible into equity shares ("Warrants"), at a price of INR 10/- (Indian Rupees ten only) per warrant ("Warrants Issue Price"), for cash consideration aggregating up to INR 65,25,00,000 (Indian Rupees Sixty Five crore Twenty Five Lakhs only), convertible into, or exchangeable for up to 6,52,50,000 (Six crore Fifty Two Lakhs Fifty Thousand only) fully paid-up equity shares of the Company of face value of INR 10 (Indian Rupees Ten only) at a price of INR 10 (Indian Rupees ten only), in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months ("Warrant Allotment")

Sr No	Name of Allottees	Number of Warrant	Category	Total Consideration INR
1	Global Focus Fund	2,17,50,000	Non- Promoter	21,75,00,000
2	AIO Growth Capital Fund SPC	2,17,50,000	Non- Promoter	21,75,00,000
3	Wave Capital Limited	2,17,50,000	Non- Promoter	21,75,00,000

The Proposed Allottees have submitted a Binding Expression of Interest to the Board which has been accepted by the Board on August 13, 2025 ("EOI") in relation to issuance of the Warrants to the Proposed Allottees.

In terms of the provisions of Sections 23(1)(b), 42 and 62(1)(c), and other applicable provisions, if any, of the Act, and rules framed there under including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), and any other applicable laws, any preferential allotment of securities is required to be approved by the members of the Company by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Warrants to the Proposed Allottees in accordance with the provisions of the Act and rules made thereunder, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Warrants proposed to be issued under Preferential Allotment.

Necessary information/ details in respect of the proposed Preferential Allotment in terms of Sections 42 and 62 of the Act, read with 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

I. Particulars of the issue including terms of issue (including material terms), date of passing of Board resolution, kind of securities offered, total/maximum number of securities to be issued, and the issue price

i. The issuance is proposed to be made by way of preferential allotment on a private placement basis to following allottees:

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Sr No	Name of Allottees	Number of Warrant	Category	Total Consideration INR
1	Global Focus Fund	2,17,50,000	Non-Promoter	21,75,00,000
2	AIO Growth Capital Fund SPC	2,17,50,000	Non-Promoter	21,75,00,000
3	Wave Capital Limited	2,17,50,000	Non-Promoter	21,75,00,000

ii. Date of passing of the resolution by the Board is August 13, 2025.

iii. The Company proposes to offer, issue and allot to the Proposed Allottees:

(a) up to 6,52,50,000 (Six crore Fifty Two Lakhs Fifty Thousand only) warrants convertible into equity shares ("Warrants"), at a price of INR 10/- (Indian Rupees ten only) per warrant ("Warrants Issue Price"), for cash consideration aggregating up to INR 65,25,00,000 (Indian Rupees Sixty Five crore Twenty Five Lakhs only), convertible into, or exchangeable for up to 6,52,50,000 (Six crore Fifty Two Lakhs Fifty Thousand only) fully paid-up equity shares of the Company of face value of INR 10 (Indian Rupees Ten only) at a price of INR 10 (Indian Rupees ten only).

Sr No	Name of Allottees	Number of Warrant	Category	Total Consideration INR
1	Global Focus Fund	2,17,50,000	Non-Promoter	21,75,00,000
2	AIO Growth Capital Fund SPC	2,17,50,000	Non-Promoter	21,75,00,000
3	Wave Capital Limited	2,17,50,000	Non-Promoter	21,75,00,000

II. The manner of issue of shares

The Warrants shall be issued and allotted to the Proposed Allottees by way of preferential allotment on a private placement basis, for cash consideration in one or more tranches. Minimum amount of INR 2.5/- (Indian Rupees two rupees fifty paise only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of INR 7.5/- (Indian Rupees seven rupees fifty paise only) for each Warrant, which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

III. Purposes or objects of the issue

The proceeds from the Preferential Allotment ("Issue Proceeds") are proposed to be utilized towards following objects:

1. To repay, in whole or in part, the borrowings utilized and availed by the Company, together with interest payments accrued thereon (referred to below as "Debt Repayment");
2. Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, Working Capital Requirements, Acquisition of same streamline of business of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes").

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

1. General Corporate Purpose
2. Working Capital Requirements
3. Acquisition of same streamline of business

**** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.**

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, Within 12 months from the date of receipt of funds for the Warrants (as set out herein).

Also, in terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the above Objects may deviate +/- 10% (such deviation, the "Permitted Deviation") depending upon future circumstances. Further, the same is based on the fund requirement and the proposed utilization schedule is based on management estimates, market conditions, business needs and other commercial and technical factors, and the actual deployment of funds will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors (such as competitive environment, pandemic and related government requirements, employment and disposable income levels, demographic trends, technological changes, changing customer preferences and increasing regulations or changes in government policies), which may not be within the control of the Company and may result in modifications to the proposed

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schedule for utilization of the proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned investments/expenditure and funding requirements and increasing or decreasing the investments/expenditure for a particular purpose from the planned investments/expenditure as may be determined by the Board, subject to compliance with applicable laws.

Further, while obtaining in-principle approval from the stock exchange, the Company has, in line with its business strategy and growth plans, additionally proposed to utilize the Issue Proceeds towards expansion and strengthening of its information technology services business, including the following:

The company is engaged in the business of providing information technology-related services, including software development, IT consulting, system integration, digital solutions, and allied technology support services. The IT industry is witnessing rapid growth driven by digital transformation, cloud adoption, automation, cybersecurity requirements, and data-driven solutions across industries.

In order to capitalize on these emerging opportunities and to strengthen its market position, the Company proposes to raise capital through the issue of preferential warrants, which will be utilized for the following business expansion initiatives:

I. Expansion of Service Offerings

The proposed funds will enable the Company to:

Develop and launch new IT solutions and technology-driven services in areas such as cloud computing, enterprise software, AI-based solutions, data analytics, and cybersecurity.

Upgrade existing service capabilities to meet evolving client requirements and industry standards.

Invest in research and development to enhance innovation and improve service quality.

I. Strengthening Operational Capabilities

The working capital infusion will support:

Recruitment and retention of skilled technical professionals to execute larger and more complex projects.

Investment in advanced infrastructure, software tools, and development platforms to improve operational efficiency.

Scaling delivery capabilities to handle increased order inflow and diversified client requirements.

II. 3. Geographic and Client Base Expansion

The Company intends to:

Expand its presence in new domestic and international markets.

Strengthen marketing and business development initiatives to acquire new clients across sectors such as BFSI, healthcare, manufacturing, retail, and government.

Enhance customer engagement and long-term contracts through improved service delivery and competitive pricing.

III. 4. Working Capital Optimization

The funds raised will also be utilized to:

Meet increased working capital requirements arising from higher business volumes.

Ensure timely execution of projects by maintaining adequate liquidity for employee costs, infrastructure expenses, and operational overheads.

Improve cash flow management and financial flexibility during expansion phases.

IV. 5. Long-Term Value Creation

The preferential issue of warrants will:

Provide the Company with the necessary capital to pursue sustainable growth.

Improve revenue visibility and profitability through business scale-up.

Strengthen the Company's balance sheet, thereby enhancing shareholder value in the long term.

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Accordingly, The proposed preferential issue of warrants is aligned with Clio Infotech Limited's strategic objective of expanding its IT services business. The infusion of working capital will enable the Company to scale operations, diversify service offerings, enhance technological capabilities, and capitalize on growth opportunities in the IT sector, thereby supporting long-term growth and value creation.

IV. Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

V. Monitoring of the utilization of Issue proceeds:

As the size of the issue doesn't exceeds INR 100 crore, the Company has not required to appoint a SEBI-registered credit rating agency, as the monitoring agency for the Preferential Allotment ("**Monitoring Agency**"), pursuant to Regulation 162A of the SEBI ICDR Regulations.

VI. Relevant date with reference to which price has been arrived at

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' in case of preferential issue of equity shares is the date thirty days prior to the date on which meeting of shareholders is held to consider the proposed preferential issue. Accordingly, the 'Relevant Date' for the purpose of determining the floor price for the Preferential Allotment is **April 08, 2026**, being the date 30 days prior to the date of this general meeting.

VII. Pricing of the Preferential Allotment

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") (BSE hereinafter referred to as the "**Stock Exchanges**"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the share prices on BSE, being the stock exchange with higher trading volumes for the relevant periods, have been considered for arriving at the floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

As the equity shares of the Issuer have been listed on a recognized stock each for more than 90 trading days, the ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (a) INR 6.51 per Equity Share being the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 90 trading days preceding the relevant date; or
- (b) INR 6.94 per Equity Share being the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 10 trading days preceding the relevant date; or
- (c) INR 9.53 per Equity Share being the price determined as per the valuation report issued by an independent registered valuer, in accordance with Regulation 166A of the SEBI ICDR Regulations. The valuation report and is hosted on website of the Company which can be accessed at the link: www.clioinfotech.com--- pref-issue.

The pricing of the Warrants to be allotted on a preferential basis as approved by the Board is INR 10/- (Indian Rupees ten only) per Warrant, which is not less than the minimum price of INR 7.67 (Indian Rupee Seven rupees sixty seven paise only) per Warrant, determined in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations and as per the valuation report of a registered valuer (as set out below).

VIII. Name and Address of the independent registered valuer who performed the valuation

Valuer Name:- Abhishek Chhajed

Regn. No. IBBI/RV/03/2020/13674

Address:- 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad City , Ahmedabad , Gujarat - 380001

IX. Amount which the Company intends to raise by way of such securities / size of the issue

The Company intends to raise an amount aggregating up to INR 65,25,00,000 (Indian Rupees Sixty Five crore Twenty Five Lakhs only) pursuant to the Preferential Allotment.

X. Intent of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the Preferential Allotment; contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of the objects

None of the promoters, directors, key managerial personnel, or senior management personnel or their respective relatives have any interest, financial or otherwise, in the proposed special resolution relating to the Preferential Allotment set out in this Notice, nor do they intend to subscribe to the Warrants under the proposed Preferential Allotment.

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Proposed time schedule / timeline and time frame within which the Preferential Allotment shall be completed

As required under the SEBI ICDR Regulations, the Preferential Allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of passing of the resolution at item no. 6 of the AGM Notice, provided that where the Preferential Allotment is pending on account receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

XI. Principal terms of assets charged as securities

None

XII. The pre issue and post issue shareholding pattern of the Company

The shareholding pattern of the Company before and after the Preferential Allotment is set out in **Annexure A** to this Notice.

XIII. Names of the Proposed Allottees, class or classes of persons to whom the allotment is proposed to be made, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them

Sr No	Name of Allottees	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee	Pre-Preferential Allotment As on 3 RD April, 2026		Post- Preferential Allotment*	
				No.	%	No.	%
1	Global Focus Fund	Non- Promoter	Vijay Goel	0	0.00	21750000	22.19
2	AIO Growth Capital Fund SPC	Non- Promoter	Boskma Paul	0	0.00	21750000	22.19
3	Wave Capital Limited	Non- Promoter	Mariama Manneh	0	0.00	21750000	22.19

* The shareholding pattern outlined above presumes the issuance and allotment of 6,52,50,000 (Six crore Fifty Two Lakhs Fifty Thousand only) equity shares upon the exercise of all Warrants, if any. Should the rights for allotment of equity shares against all or any of the Warrant(s) not be exercised, the shareholding pattern will be modified correspondingly.

XIV. The change in control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in control of the Company pursuant to the aforesaid issue and allotment of equity shares.

XV. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered value

Not applicable as the Preferential Allotment is for cash consideration.

XVI. Current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

Sr No	Name of Allottees	Current Status	Post Status
1	Global Focus Fund	Non- Promoter	Non- Promoter
2	AIO Growth Capital Fund SPC	Non- Promoter	Non- Promoter
3	Wave Capital Limited	Non- Promoter	Non- Promoter

XVII. Material terms of raising such securities

Material terms of exercise of the Warrants are as under:

(a) Each Warrant shall be convertible into 1 (one) fully paid-up equity share of the face value of Rs. 10/- each, upon payment of 100% of the exercise price for such Warrant i.e. INR 10/- per equity share, in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 months from the date of allotment of respective Warrant. If the option to convert the Warrants into equity shares is not exercised within the period of 18 (eighteen) months from the date of allotment of the Warrants, then such Warrants shall lapse, and the amount paid to the Company shall be forfeited by the Company;

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(b) The Warrants shall not have any rights (including right to receive dividends and voting rights) until such Warrants are converted into equity shares in the manner set out herein;

(c) The right attached to the Warrants may be exercised, in one or more tranches, during the exercise period of 18 months from the date of allotment of respective Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be converted, subject to the Company having received the balance 75% of the exercise price payable thereon, either at or prior to the date of such exercise. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares of face value of Rs. 10/- each, in dematerialized form;

(d) The equity shares allotted upon exercise of the option to convert the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company listed on the Stock Exchanges bearing ISIN INE011B01017 in all aspects (including with respect to entitlement to dividend and voting powers other than any statutory lock-in under the SEBI ICDR Regulations) from the respective dates of allotment thereof, in accordance with the applicable law and shall be subject to the requirements of all applicable laws and the provisions of the memorandum of association and articles of association of the Company;

(e) The Warrant holder shall pay the Warrant exercise amount from its bank accounts for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the conversion date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants;

(f) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169 of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification;

(g) The Warrants will not be listed at any stock exchange, in India or abroad, however the equity shares to be allotted pursuant to exercise of the Warrants will be listed and traded on the Stock Exchanges subject to the receipt of applicable regulatory approvals; and

(h) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Allotment and conversion of the Warrants.

XVIII. Lock-in Period

The Warrants shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, which as on the date of this notice, is specified as (a) in the case of promoters, 18 months from the date of the trading approval or 1 year from the date of allotment (as may be applicable); and (b) in the case of persons other than promoters, 6 months from the date of the trading approval or 1 year from the date of allotment (as may be applicable).

XIX. Undertakings

i. The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

ii. Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

iii. Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

iv. The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories

v. As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

vi. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

vii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

viii. The Bank will make an application to the Stock Exchanges seeking its in-principle approval for the Preferential Allotment.

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XX. Practicing Company Secretary Certificate

The certificate from CS Shubhangi Agarwal, FRN P2018UP067700, a practicing company secretary firm, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the AGM and is also hosted on website of the Company which can be accessed at the link: <https://clioinfotech.com/---pref-issue>.

XXI. The number of persons to whom Preferential Allotment have already been made during the year, in terms of numbers of securities as well as price

The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice.

XXII. Listing

The Company will make applications to the Stock Exchanges at which the existing Equity Shares are already listed, for listing of the equity shares converted from the Warrants. For the avoidance of doubt, the Warrants shall not be listed on the Stock Exchanges; only the equity shares converted from the Warrants shall be listed.

XXIII. Other disclosures

The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.

XXIV. Disclosure of Interest:

In accordance with the provisions of Sections 23, 42, and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Proposed Allottees is being sought by way of a special resolution as set out in item no. 1 of this Notice.

None of the promoters, directors, managers or key managerial personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

ITEM NO. 2 THE ALTERATION IN THE OBJECTS OF PREFERENTIAL ISSUE OF WARRANTS (OFFER")

The members of the Company had, at their Annual General Meeting] held on 12th September,2025, approved the issuance of warrants on a preferential basis ("Offer") and ratification of the same is made in this general meeting, in accordance with the provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The proceeds from the Offer were proposed to be utilized for the objects as set out in the explanatory statement to the said resolution.

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), any variation or deviation in the utilization of proceeds raised through a preferential issue requires approval of the shareholders by way of a special resolution.

In order to augment the Company's operational and strategic requirements and to provide greater flexibility in utilization of the proceeds, the Board of Directors of the Company ("Board"), at its meeting held on 8th April,2026, has approved the proposal to add new object(s) for utilization of the proceeds of the Offer.

It is hereby clarified that the proposed change does not involve any modification or substitution of the existing objects of the Offer. The Company proposes to retain the existing object(s) in full and add the new object(s) in addition to the existing object(s). Accordingly, the proceeds of the Offer shall be utilized for both the existing as well as the newly added object(s), in such manner as may be decided by the Board, subject to applicable laws.

Existing Objects of the Offer:

The company is engaged in the business of providing information technology-related services, including software development, IT consulting, system integration, digital solutions, and allied technology support services. The IT industry is witnessing rapid growth driven by digital transformation, cloud adoption, automation, cybersecurity requirements, and data-driven solutions across industries.

In order to capitalize on these emerging opportunities and to strengthen its market position, the Company proposes to raise capital through the issue of preferential warrants, which will be utilized for the following business expansion initiatives:

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I. Expansion of Service Offerings

The proposed funds will enable the Company to:

Develop and launch new IT solutions and technology-driven services in areas such as cloud computing, enterprise software, AI-based solutions, data analytics, and cybersecurity.

Upgrade existing service capabilities to meet evolving client requirements and industry standards.

Invest in research and development to enhance innovation and improve service quality.

I. Strengthening Operational Capabilities

The working capital infusion will support:

Recruitment and retention of skilled technical professionals to execute larger and more complex projects.

Investment in advanced infrastructure, software tools, and development platforms to improve operational efficiency.

Scaling delivery capabilities to handle increased order inflow and diversified client requirements.

II. 3. Geographic and Client Base Expansion

The Company intends to:

Expand its presence in new domestic and international markets.

Strengthen marketing and business development initiatives to acquire new clients across sectors such as BFSI, healthcare, manufacturing, retail, and government.

Enhance customer engagement and long-term contracts through improved service delivery and competitive pricing.

III. 4. Working Capital Optimization

The funds raised will also be utilized to:

Meet increased working capital requirements arising from higher business volumes.

Ensure timely execution of projects by maintaining adequate liquidity for employee costs, infrastructure expenses, and operational overheads.

Improve cash flow management and financial flexibility during expansion phases.

IV. 5. Long-Term Value Creation

The preferential issue of warrants will:

Provide the Company with the necessary capital to pursue sustainable growth.

Improve revenue visibility and profitability through business scale-up.

Strengthen the Company's balance sheet, thereby enhancing shareholder value in the long term.

Accordingly, The proposed preferential issue of warrants is aligned with Clio Infotech Limited's strategic objective of expanding its IT services business. The infusion of working capital will enable the Company to scale operations, diversify service offerings, enhance technological capabilities, and capitalize on growth opportunities in the IT sector, thereby supporting long-term growth and value creation

New Object(s) Proposed to be Added:

"The Company proposes to utilize a portion of the proceeds from the preferential issue of warrants to make investments in its subsidiary. Such investment may be in the form of equity, preference shares, loans, or any other permissible instruments, as may be deemed appropriate by the Board of Directors, in compliance with applicable laws and regulations.

The purpose of such investment is to support the business expansion, working capital requirements, capital expenditure, and/or strategic initiatives of the subsidiary, thereby strengthening the overall business operations and enhancing shareholder value at the consolidated level.

The Board believes that this proposed utilization of funds is in the best interest of the Company and its stakeholders"

The revised objects shall comprise the existing object(s) along with the newly added object(s) as stated above.

The proposed addition of new object(s) will enable the Company to efficiently deploy the funds in line with its evolving business requirements and growth strategy.

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The Audit Committee of the Company shall review the utilization of proceeds of the Offer in accordance with the requirements of Regulation 32 of the SEBI LODR Regulations. Further, the Company shall submit to the stock exchanges, on a quarterly basis, a statement of deviation(s) or variation(s), if any, in the utilization of proceeds of the Offer.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the members.

ITEM NO. 3 APPOINTMENT OF MR. ASHWINI KUMAR PAREEK AS NON-EXECUTIVE NON INDEPENDENT DIRECTOR

Mr. Ashwini Kumar Pareek has been appointed as Additional Director of the Company under Section 161(1) of the Companies Act, 2013, effective February 24, 2026 and is eligible for appointment as Director as provided under Articles of Association of the Company. In terms of the Listing Regulations Mr. Ashwini Kumar Pareek's appointment as a Director on the Board will be subject to a shareholders' approval.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Mr. Ashwini Kumar Pareek for the office of Director. A brief resume of Mr. Ashwini Kumar Pareek and other details, as required to be given pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given elsewhere in this Notice.

Mr. Ashwini Kumar Pareek is not a Director of any other public limited company in India. He is a member of the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of Clio Infotech Limited. He does not hold any share in the Company, either in his own name or beneficially and is not related to any Director or Key Managerial Personnel of the Company in any way. He is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Board of Directors considers it in the interest of the Company to appoint Mr. Ashwini Kumar Pareek as a Director.

None of the promoters, directors, managers or key managerial personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the members.

ON AND BEHALF OF THE COMPANY

CLIO INFOTECH LIMITED

SD/-
MANAGING DIRECTOR
NIKITA TIWADI
DIN: 10646772

DATE: 21/04/2026

PLACE: MUMBAI