

*[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **CLIX CAPITAL SERVICES PRIVATE LIMITED** (hereinafter referred as “**the Company**”) having CIN **U65929DL1994PTC116256** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **March 31, 2021**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of :-
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other~~ authorities within or beyond the prescribed time;
 4. Calling/convening/holding meetings of Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were generally given and the proceedings including the circular resolutions and resolutions ~~passed by postal ballot~~, have been recorded in the minute book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members/Security holders, as the case may be; **Not Applicable**

Regd. Office

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6. Advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; **As per the information given by the Company, Pursuant to the Section 185 (3) (b), the Company is in business of providing loans or guarantees or securities and is registered with Reserve Bank of India as Non-Banking Finance Company, Therefore is exempted from the applicability of provisions of Section 185 (1) & (2).**
7. Contracts/arrangements with related parties as specified in Section 188 of the Act, wherever applicable; **As informed by the Management, the Company has not entered into any contract or arrangement with related parties within the purview of Section 188 of the Act except in the ordinary course of business and on arm's length basis.**
8. Issue or allotment or ~~Transfer or transmission or buy back of securities~~ /redemption of ~~preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities~~ and issue of security certificates in all instances as may be applicable; **During the period under review:**
- i) **642, Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 64.2 Crores on 4th February, 2021 which were listed on National Stock Exchange on February 9, 2021.**
 - ii) **420, Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 42 Crores on 19th November, 2020 which were listed on National Stock Exchange on November 24, 2020.**
 - iii) **200, 10.60% Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 20 Crores on 18th September, 2020 which were listed on National Stock Exchange on September 25, 2020.**
 - iv) **500, 9.25% Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 50 Crores on 07th September, 2020 which were listed on National Stock Exchange on September 11, 2020.**
 - v) **600, 9.25% Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 60 Crores on 01th September, 2020 which were listed on National Stock Exchange on September 10, 2020.**



- vi) **650, 9.30% Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 65 Crores on 17th August, 2020 which were listed on National Stock Exchange on August 28, 2020.**
 - vii) **500, 9.40% Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 50 Crores on 04th August, 2020 which were listed on National Stock Exchange on August 14, 2020.**
 - viii) **250, 10.80% Listed, Secured Nonconvertible Redeemable Debenture having a face value of Rs. 10 Lacs/- each amounting to Rs 25 Crores on 30th June, 2020 which were listed on National Stock Exchange on July 08, 2020.**
 - ix) **The Board of the Company in their meeting held on 4th September, 2020 has approved a Right Issue of 28,409,091 equity shares of Rs. 10 /- each at a Price of Rs. 17.60/(including Rs. 7.60/-)- amounting to Rs. 50 Crores on Proportionate basis to its existing shareholder of the Company.**
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **Not Applicable**
 10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; **Not Applicable**
 11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub -sections (3), (4) and (5) thereof;
 12. Constitution /appointment /~~re-appointments~~/retirement /filling up casual vacancies /disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
 13. Appointment/reappointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act; **Not Applicable**
 14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; **As informed by the management of the Company, the Board of Directors of the Company has given an in-principle approval for the Merger**



of the Company as Transferee Company with Clix Finance India Private Limited (Subsidiary Company) as Transferor Company and the Company has received Reserve Bank of India Non-Objection Certificate (NOC) after the closure of Financial Year.

15. Acceptance/renewal/repayment of deposits; **Not Applicable**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; **As per the information given to us, pursuant to Section 186 (11) and rules made thereunder of the Act, the loans made, guarantee given or security provided or any investment made in the ordinary course of its business by a Non-Banking Finance Company and is registered with Reserve Bank of India. Therefore, it is exempted from the applicability of provisions of Section 186 except for sub-section (1).**
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company; **Not Applicable**



For VKC & Associates
(Company Secretaries)
Unique Code: P2018DE077000

Ishan Khanna

CS Ishan Khanna
Partner
Membership No: - A53517
CP No: - 24258
UDIN: A053517C001600106

Date: 30th November, 2021
Place: New Delhi

Note: This certificate is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this certificate.

Our certificate of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our verification.
2. We have followed such practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the Act, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. Due to the inherent limitations including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the examination is properly planned and performed in accordance with the Guidance Note on Annual Return as prescribed by Institute of Company Secretaries of India (ICSI).



For VKC & Associates
(Company Secretaries)
Unique Code: P2018DE077000


CS Ishan Khanna
Partner

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