



NOTICE FOR CALLING ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING OF MEMBERS OF THE CLIX HOUSING FINANCE LIMITED ("THE COMPANY") WILL BE HELD ON SHORTER NOTICE ON FRIDAY, 30TH SEPTEMBER 2022 AT 12:00 P.M THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (OVAM) TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE AGM SHALL BE DEEMED AT 901B, 9TH FLOOR, TWO HORIZON CENTRE, DLF PHASE V, GURGAON-122002.

A. ORDINARY BUSINESS:

1. Adoption of Financial Statements along with Reports: To consider and adopt the Audited financial statements of the Company for the financial year ended **March 31, 2022** along with the reports of the Directors and Auditors thereon and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"Resolved that the Audited financial statements of the Company for the financial year ended **March 31, 2022** along with the reports of the Directors and Auditors be and hereby approved"

2. To re-appoint Mr. Kaushik Ramakrishnan (DIN: 08303198) who retires by rotation and, being eligible, offers himself for re-appointment.

B. SPECIAL BUSINESS:

3. To regularise the appointment of Mr. Vikram Rathi (DIN: 08769167) as a Director:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, Vikram Rathi (DIN: 08769167), who was appointed as an Additional Non-Executive Director of the Company with effect from January 11, 2022 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.

Clix Housing Finance Limited

(formerly known as Clix Housing Finance Private Limited)

901 B, 9th Floor, Two Horizon Centre, DLF Phase V, Gurugram, Haryana-122002, India

www.clix.capital | hello@clix.capital | +91 124 3302000

CIN: U65999DL2016PLC308791, PAN: AAGCC7223E, Regd. Office: 4th Floor, Kailash Building, Kasturba Gandhi Marg, Connaught Place, New Delhi North East - 110001

Public & Non Confidential Information



RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or the Company Secretary of the Company, may be furnished to any concerned person(s) /authority (ies) as may be required.”

4. Approval of Related Party Transactions with Clix Capital Services Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, the Related Party Transactions Policy of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter the transactions as per the explanatory statement with Clix Capital Services Private Limited a related party within the meaning of Section 2(76) of the Act for the financial year 2022-23.

RESOLVED FURTHER THAT consent of members be and is hereby accorded to the Board for the acts and deeds already done in the aforesaid matter and further authorized to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or any one or more of director(s)/ officers of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD
For Clix Housing Finance Limited

Date: 22/09/2022
Place: New Delhi



Alka
Company Secretary
Membership No. 49073

NOTES:

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 08th April, 2020, 13th April, 2020, 15th June, 2020, September 28, 2020, 31st December, 2020, 23rd June 2021, 08th December, 2021 and 05th May, 2022 (collectively referred to as ‘MCA Circulars’), allowed companies whose AGMs are due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the



requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020. Hence, in compliance with these Circulars, the annual general meeting of the Company (hereinafter referred as "AGM") will be conducted through Video Conferencing (VC)/Other Audio Visual Mode (OAVM) and hence the route map, proxy form and attendance slip is not annexed to the Notice.

- 2. AS THE MEETING IS BEING HELD VIA AUDIO VISUAL MEANS, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2022 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent to all the members on their e- mail ids registered with the Company through electronic means and no physical copy of the Notice has been sent by the Company to any member.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
5. The Meeting allows Two-way Teleconferencing for the ease of participation of the Members. Members are requested to notify their Change of Address or e-mail ID, if any to the Company immediately.
6. The participants are allowed to pose questions concurrently and also given time to submit questions in advance on the e-mail address of the company i.e. alka.yadav@clix.capital .
7. The facility for joining the Meeting through Video Conferencing (VC) shall be open before 15 minutes from the time scheduled to start the meeting.
8. The Chairman for the Meeting shall be appointed in accordance with the Section 104 of the Companies act, 2013.
9. Attendance of Members through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) shall be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013.
10. Since the AGM is being held through VC as per the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.



11. In terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat. Such Corporate Shareholders are required to send the certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf, to alka.yadav@clix.capital before the Annual General Meeting.
12. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
13. All Documents referred to in the accompanying notice shall be open for inspection on the date of Annual General Meeting of the Company via sharing link.
14. The Chairman may decide to conduct a vote by Show of Hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.
15. During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company to designated email address of the company alka.Yadav@clix.capital.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC which can be accessed through a sharing link.
17. The Link for the meeting and the detailed instructions for joining the link will be shared in the due course.



EXPLANATORY STATEMENTS U/S. 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3:

Based on the recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors had appointed, subject to the approval of the members at the AGM, Mr. Vikram Rathi (DIN: 08769167) was appointed as an Additional Director of the company with effect from 11th January, 2022 to hold the office upto this Annual General Meeting. Pursuant to Section 152 and any other applicable provisions of the Companies Act, 2013, it is proposed to appoint him as full fledged Director, liable to retire by rotation with approval of Shareholders in this meeting. Mr. Vikram Rathi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and in this regard, the Company has received Form DIR-8 from Mr. Vikram Rathi in terms of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received Form DIR -2 from Mr. Vikram Rathi with respect to his consent to act as a Director in terms of Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. A brief profile and other details required the Companies Act, 2013 and Secretarial Standards-2 of Institute of Company Secretaries of India is given below:

In the opinion of the Board, Mr. Vikram Rathi possess appropriate skills, experience & knowledge to be appointed as the Director of the Company. Mr. Vikram Rathi been associated with Clix Capital Services Private Limited (Holding Company). He possess Core Domain knowledge and experience in New Product /Program/Process launch; Portfolio Risk Management; Deal Underwriting; Analytics and Internal Process Compliance and have an experience of around 19 years.

None of the Directors except Mr. Vikram Rathi, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board of Directors recommends this resolution for the approval of members as an Ordinary Resolution.

Particulars	Vikram Rathi
Age	43 Years
Qualification	B.A. Hons (Eco) & PGDM in Finance and Marketing from Kirloskar Institute of Management
Experience	19 Years
Terms & Conditions of Appointment	As per Covenant Deed
Remuneration	As per Covenant Deed
Date of First Appointment	January 11, 2022
Shareholding in the Company	N/A

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Relationship with other Directors, manager and other KMP's	N/A
Number of meeting of Board attended during the year	01
Other Directorship/ Membership/ Chairmanship of Committees of Other Boards	NA

ITEM NO. 4:

The Company enters into Related Party Transactions with Clix Capital Services Private Limited for which approval of shareholders of the Company is obtained year on year in terms of the Companies Act, 2013 ("Act"). In this respect, it is proposed to seek shareholders' approval for entering into these related party transactions during the financial year 2022-23.

Details in respect of these related party transactions are as under:

Sr. No.	Particulars	Cost Allocation/Sharing	Interest payment
1	Name of the Related Party	Clix Capital Services Private Limited (Holding Company)	Clix Capital Services Private Limited (Holding Company)
2	Name of the Director or KMP who is related	NA	NA
3	Relationship with the Company, including nature of its concern or interest (financial or otherwise)	Holding Company	Holding Company
4	Type, material terms and particulars of the proposed transaction	Cost Allocation/sharing among the entities on arm length basis	Payment of Regular Interest as per the terms agreed between companies via loan agreement
5	Value of the proposed transaction	5 crores Annual (projected)	20 Crores Annual (projected)
6	Tenure of the proposed transaction (particular tenure shall be specified)	Continuous (approval is being sought for FY 2022-23)	Till the Loan exists (approval is being sought for FY 2022-23)
7	any advance paid or received for the contract or arrangement, if any	NA	NA
8	the manner of determining the pricing and other commercial terms, both included as part of	Transactions are being done on Arm's Length basis and cost and cost	Transactions are being done on Arm's Length basis and Interest rate

Sr. No.	Particulars	Cost Allocation/Sharing	Interest payment
	contract and not considered as part of the contract	allocation determined at Market rate	is determined at Market rate
9	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	11%	27%
10	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company:	No	Yes
	i) details of the source of funds in connection with the proposed transaction;	Own Fund	Own & Borrowed Fund
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	No	Yes
	a) nature of indebtedness;	NA	Inter corporate Loan
	b) cost of funds; and tenure;	NA	90 Crores, 3 year from drawdown
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Transactions are being done on Arm's Length basis and cost and cost allocation determined at Market rate	Transactions are being done on Arm's Length basis and Interest rate is determined at Market rate
iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For General Office expenses	Lending in normal course of business	
11	Justification as to why the RPT is in the interest of the Company	It is in the General Interest of the Company	It is in the General Interest of the Company
12	A statement that the valuation or other external report, if any,	NA	NA

Sr. No.	Particulars	Cost Allocation/Sharing	Interest payment
	relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders		

The Board of Directors recommends passing of the resolutions as set out at Item Nos. 4 of this Notice as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

BY ORDER OF THE BOARD
For Clix Housing Finance Limited

Date: 22/09/2022
Place: New Delhi



Alka
Company Secretary
Membership No. 49073