



NOTICE FOR CALLING ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF MEMBERS OF THE CLIX CAPITAL SERVICES PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON SHORTER NOTICE ON FRIDAY, 30TH SEPTEMBER 2022 AT 12:00 P.M THOROUGH 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 (Standalone & Consolidated) 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 (Standalone & Consolidated) of the Company for the financial year ended **March 31, 2022** along with the reports of the Directors and Auditors thereon be and are hereby approved"

2. To consider and, if thought fit, to pass, the following resolution with or without modification as an Ordinary Resolution for Appointment of Auditors:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Brahamayya and Co., Chartered Accountants, (FRN 000511S), be and are hereby appointed as the Statutory Auditors of the Company to hold office of the Statutory Auditors of the Company for one term of three (3) years, until the conclusion of the Annual General Meeting of the Company to be held in the year 2025 at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose to give effect to the aforesaid resolution."



B. SPECIAL BUSINESS:

3. Approval of Related Party Transaction with Clix Housing Finance 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 Housing Finance 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.”

4. Change in Designation of Mr. Rakesh Kaul from Director to Whole-Time 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 applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligation and Disclosure) Regulations and RBI - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and such other terms as applicable, consent of the Members of the Company, be and is hereby accorded to appoint Mr. Rakesh Kaul Whole Time Director (WTD) of the Company for a period of 5 Years without any other change in terms and conditions as set out in his original appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company be are hereby severally authorized to certify a copy of the above resolutions and issue the same to all concerned parties.”



BY ORDER OF THE BOARD
For Clix Capital Services Private Limited

Date: 22/09/2022
Place: New Delhi

Ashish Kumar
Company Secretary
Membership No. 23155

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. ashish.paanday@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 ashhish.paanday@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 ashhish.paanday@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. 2

Pursuant to Order passed by RBI dated September 23, 2021, de-barring M/s Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W / W100048), the Board of Directors at their meeting held on May 30, 2022, pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Brahamayya and Co. Chartered Accountants (FRN 000511S), as Statutory Auditors of the Company to hold the office till the conclusion of ensuing Annual General Meeting of the Company, to fill the casual vacancy caused by the resignation of M/s Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W / W100048), which was subsequently ratified by the Shareholders.

The Company has received consent letter and eligibility certificate from M/s. Brahamayya and Co. Chartered Accountants (FRN 000511S), to act as Statutory Auditors of the Company in place of M/s Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W / W100048) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

M/s. Brahamayya and Co. Chartered Accountants (FRN 000511S) is proposed to be appointed as Statutory Auditor of the for a period of three years in accordance RBI vide Notification Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 from the conclusion of this Annual General Meeting until the conclusion of this Annual General Meeting of the Company to be held in the year 2025 at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, 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.

ITEM NO. 3:

The Company enters into Related Party Transactions with Clix Housing Finance 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 Housing Finance Limited (Wholly Owned Subsidiary Company)	Clix Housing Finance Limited (Wholly Owned Subsidiary 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)	Wholly Owned Subsidiary Company	Wholly Owned Subsidiary 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 contract and not considered as part of the contract	Transactions are being done on Arm's Length basis and cost allocation determined at Market rate	Transactions are being done on Arm's Length basis and Interest 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

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

The Board of Directors recommends passing of the resolutions as set out at Item Nos. 3 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.

**ITEM NO. 4:**

The Board of Directors has proposed to appoint, Mr. Rakesh Kaul (DIN: 03386665) as Whole Time Director of the Company for a period of 5 Years with effect from 30th September, 2022 pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013. 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 this notice.

In the opinion of the Board, Mr. Rakesh Kaul possess appropriate skills, experience & knowledge to be appointed as the Whole Time Director of the Company. Mr. Rakesh Kaul been associated with Clix Capital Services Private Limited. 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 24 years.

None of the Directors except Mr. Rakesh Kaul, 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	Rakesh Kaul
Age	
Qualification	
Experience	24 Years
Terms & Conditions of Appointment	As per Covenant Deed
Remuneration	As per Covenant Deed
Date of First Appointment	September 23, 2022
Shareholding in the Company	N/A
Relationship with other Directors, manager and other KMP's	N/A
Number of meeting of Board attended during the year	
Other Directorship/ Membership/ Chairmanship of Committees of Other Boards	

BY ORDER OF THE BOARD

For Clix Capital Services Private Limited

Date: 22/09/2022

Place: New Delhi

Clix Capital Services Private Limited

(Formerly known as GE Money Financial Services Pvt. Ltd.)

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

CIN: U65929DL1994PTC116256, PAN: AAACC0642F

Regd. Office: 4th floor, Kailash Building, Kasturba Gandhi Marg, New Delhi 110002

www.clix.capital

hello@clix.capital

1800 200 9898

Public & Non-Confidential Information



Ashish Kumar
Company Secretary
Membership No. 23155

Clix Capital Services Private Limited

(Formerly known as GE Money Financial Services Pvt. Ltd.)

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