

# CLIX CAPITAL SERVICES PRIVATE LIMITED

CIN: U65929DL1994PTC116256, PAN: AAACC0642F,

Regd. Office: Plot No. 23, 5<sup>th</sup> Floor, Aggarwal corporate Tower, Govind Lal Sikka Marg, Rajendra Place, New Delhi- 110008

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF THE CLIX CAPITAL SERVICES PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, 29<sup>TH</sup> SEPTEMBER, 2023 AT SHORTER NOTICE AT 4:00 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (OVAM) TO TRANSACT THE FOLLOWING BUSINESSES AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 23, 5TH FLOOR, AGGARWAL CORPORATE TOWER, GOVIND LAL SIKKA MARG, RAJENDRA PLACE, NEW DELHI- 110008.

### A. ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements along with Reports

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, the reports of the Auditors and Board of Directors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of the Auditors thereon.

### B. SPECIAL BUSINESS:

#### 2. Appointment of Mr. Aditya Gupta (DIN –02408452) as a Director

To consider and, if thought fit, to pass, with or without modification, the following as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association, Mr. Aditya Gupta (DIN – 02408452) who was appointed as a Director (Non – Executive) by the Board of Directors with effect from July 31, 2023, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary and incidental for giving effect to this resolution."

#### 3. Amendment in Articles of Association

To consider and, if thought fit, to pass, with or without modification, the following as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of Companies Act, 2013, consent be and is hereby accorded to alter the Articles of Association of the Company to include the following clause after clause 62:

63. Any Debenture holder having outstanding loans/ debenture assistance granted by them to the Company or so long as the Debenture holder holds or continues to hold debentures in the Company as a result of direct subscription or private placement, the Debenture Trustee, acting on behalf of the Debenture holder may be granted a right to appoint from time to time any person or persons as a Director or Directors, ("Nominee Director/ s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Debenture Trustee acting on behalf of Debenture holder, such Nominee Director/s shall not be liable to retire by rotation. The Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Debenture holder and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Debenture holder are paid off or on the Debenture holder ceasing to hold debentures in the Company.

RESOLVED FURTHER THAT the existing clauses 63 to 93 be re-numbered as clause 64 – 94.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary and incidental for giving effect to this resolution."

**BY ORDER OF THE BOARD  
FOR CLIX CAPITAL SERVICES PRIVATE LIMITED**

**COMPANY SECRETARY  
Membership No. : A17923**

**Date: 22<sup>ND</sup> SEPTEMBER, 2023  
Place: Gurugram**

**Notes:**

1. 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 AGM and hence the proxy form and attendance slip are not annexed to this notice.
2. 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, 2023 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.
3. 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.
4. 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. [clix.listing@clix- capital.com](mailto:clix.listing@clix-capital.com)
5. The facility for joining the Meeting through Video Conferencing (VC) shall be open before 15 minutes from the time scheduled to start the meeting.
6. 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.

7. 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.
8. The place of meeting was inadvertently mentioned as the Corporate Office in the shorter notice consent, however, the deemed place of meeting is the registered office of the Company.
9. 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 authorized 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 [clix.listing@clix-capital.com](mailto:clix.listing@clix-capital.com) before the Annual General Meeting.
10. 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.
11. 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.
12. 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.
13. 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 [clix.listing@clix-capital.com](mailto:clix.listing@clix-capital.com)
14. 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.
15. The Link for the meeting and the detailed instructions for joining the link will be shared in the due course.

### **Explanatory Statement under Section 102 of the Companies Act, 2013**

#### **Item No. 2**

The Board of Directors of the Company had on the recommendations of the Nomination & Remuneration Committee and in pursuance of the provisions of Section 164 & Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation (LODR), appointed Mr. Aditya Gupta (DIN –02408452) as a Director of the Company to hold office upto Annual General Meeting.

Mr. Aditya Gupta, Principal, AIP Investment Advisors Private Limited (AIP) has worked on private equity, hybrid and credit investments in Indian markets. He has over 19 years of experience in Corporate Finance. He has extensive experience in credit markets covering infrastructure finance, leverage buy-outs, acquisition finance, debt capital markets and has strong relationships with emerging and large corporate clients across India.

Mr. Aditya Gupta has also worked in ICICI Bank UK PLC, HSBC and ABN AMRO Bank. He completed his MBA from Faculty of Management Studies, Delhi University and Bachelor of Engineering in Mechanical with a Distinction, from Delhi College of Engineering, Delhi University.

The Company has received from Mr. Gupta (i) Consent to act as Director in Form DIR-2; (ii) Intimation in Form DIR-8, to the effect that he is not disqualified to be appointed as Director under Section 164(2) of the Act; and

a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

Notice in writing alongwith the deposit has been received from a member under Section 160 of the Companies Act, 2013.

The Board recommends the resolution set out at item no. 2 of this notice, for approval of the Shareholders by way of an Ordinary Resolution.

### **Item No. 3**

The Non Convertible Debentures (NCDs) of the Company are listed on National Stock Exchange of India (NSE) and are governed by, in addition to other regulations, SEBI (Issue and listing of Non – Convertible Securities) Regulations, 2021 (NCS Regulations).

As per existing guidelines and Debenture Trust Deed, the Trustee has a right to appoint nominee directors on Board of the Company in the following events:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

SEBI has in July, 2023 made amendment to NCS Regulations accordingly to which the Debenture Trust Deed is required to have a provision related to appointment of nominee director within a period of one month from the date of receipt of nomination from the trustee.

Further, the Articles of Association (AOA) of the Company is required to have a clause for appointment of Nominee Director, however, no such provision exists in the AOA of the Company. For compliance with the aforesaid amended NCS Regulations, the Board of Directors of the Company had in its Meeting held on 20<sup>th</sup> September, 2023, subject to the approval of the Shareholders, approved amending the Articles of Association of the Company as detailed in the resolution at Item No. 3, by way of inserting a clause for appointment of Nominee Director and renumbering the existing clauses.

The Board recommends the resolution set out at item no. 3 of this notice, for approval of the Shareholders by way of a Special Resolution.

**BY ORDER OF THE BOARD  
FOR CLIX CAPITAL SERVICES PRIVATE LIMITED**

**Company Secretary  
Membership No.: A17923**

**Date: 22<sup>nd</sup> September, 2023  
Place: Gurugram**

