

CLIX CAPITAL SERVICES PRIVATE LIMITED

CIN: U65929DL1994PTC116256

Regd. Office: Plot No. 23, 5th Floor, Aggarwal Corporate Tower, Govind Lal Sikka Marg, Rajendra Place
New Delhi – 110 008

NOTICE OF CCPSL/EGM-01/2024 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the CCPSL/EGM-01/2024 Extra-Ordinary General Meeting (“EGM”) of the Members of Clix CAPITAL SERVICES PRIVATE LIMITED (“Company”) will be held on Friday, February 23, 2024, at 4:00 p.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), at 6th Floor, Good Earth Business Bay II, Sector 58, Gurugram - 122102 and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Businesses:

Item No. 1 Related Party Transaction with Subsidiary Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulation(s) 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘LODR’), section 188 of the Companies Act, 2013 and rules and regulations made thereunder including rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and any other applicable provisions, as amended from time to time, and the Company’s Policy on Related Party Transaction, approval be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or to enter into contract/agreement with Tezzract Fintech Private Limited (“Related Party”) for availing or rendering of services on such terms and conditions as briefly detailed in the explanatory statement annexed hereto, in one or more tranches, for an amount not exceeding Rs. 100 crores, entered during FY2023-24 or to be entered into in FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and Tezzract Fintech Private Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/any committee thereof be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations, as the Board/ Committee may deem fit within the aforesaid limits and to finalize and execute all agreements or other documents and to do all acts, deeds, matters and things as may be necessary or desirable for giving effect to the foregoing resolution, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2 Authority for Issuance of NCDs under the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and 179(3)(c) of the Companies Act, 2013, read with the applicable rules for the time being in force and subject to rules/ regulations/circulars

prescribed by the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the relevant stock exchange, consent be and is hereby granted for making offer(s) or invitation(s) to subscribe to secured/unsecured, rated/unrated, listed/unlisted, fixed/floating rate, non-convertible debentures, in one or more tranches, on a private placement basis ("NCDs") up to an aggregate sum not exceeding INR 2500 Crore, after the date of passing this resolution and during a period of one year from the date hereof, for onward lending, refinancing of existing debt, working capital and general business purposes of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to the resolution."

Date: 19th February, 2024

FOR CLIX CAPITAL SERVICES PRIVATE LIMITED

Place: Gurugram

Vinu R Kalra
Company Secretary
A17923

NOTES:

1. In compliance to General Circular No. 20/2021 dated 8.12.2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circular") and Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2021/697 dated December 22, 2021 read with Circular No. SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the EGM shall be the Corporate Office of the Company.
2. Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of his/her behalf and a proxy need not be a member of the Company. Since this EGM is being held through VC/ OAVM, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to Vinu.Kalra@clix.capital.
4. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. All relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this EGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of EGM.

5. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business set out in the Notice is annexed and forms part of this Notice.

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO. 1

As per the provisions of Section 2(76) of the Companies Act, 2013 and the approval of the Shareholders, obtained in the meeting held on 14th November, 2022, Tezzract Fintech Private Limited (Tezzract) became a subsidiary and related party of the Company w.e.f. 2nd November, 2023.

Tezzract is engaged in the business of providing services or technology development to enable lenders to originate or provide loans or credit facilities to borrowers belonging to small and medium sector enterprises. The Company is a NBFC specializing in financing MSME Businesses through end-to-end Digital partnerships. The business of Tezzract is complimentary to the business of the Company and services of Tezzract were being availed even before its becoming subsidiary on similar terms and conditions.

Tezzract has been in the industry from last more than Two Years. In order to support their growth and branching out in various locations, they are looking for services from the companies similar to your Company's line of business.

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds INR 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business company and at an arm's length basis.

In compliance with the provisions of Section 188 of the Companies Act read with the applicable provisions of LODR, the Board of Directors and Audit Committee of the Company had, for ease and continuity in business operations, ratified the transactions already entered into and provided omnibus approval for the transactions proposed between February, 2024 to May, 2024 at arm's length basis.

The disclosures, in relation to the said related party transaction, as required to be given under the provisions of the Companies Act 2013 and the rules made thereunder and also as per the provisions of LODR are as under:

S. No.	Description	Details
1	A summary of the information provided by the management of the listed entity to the audit committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Tezzract Fintech Private Limited, subsidiary of the Company

b.	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	Mr. Anil Chawla, Mr. Utsav Bajjal, Mr. Kaushik Ramakrishnan are Non-Executive Directors Clix Capital Service Private Limited and Additional Directors of Tezzract Fintech Private Limited. Mr. Rakesh Kaul, CEO & WTD (Executive Director & KMP) and Mr. Gagan Aggarwal, CFO (KMP of the Company) are Additional Directors of Tezzract. The interest or concern of above mentioned Directors/ KMPs is limited only to the extent of their directorship and remuneration received in Clix Capital Services Private Limited.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transactions are on arms' length basis and in ordinary course of business and would relate to Inter Corporate Loans (ICL), interest and repayment of said loans, invoices raised on processing fees, platform usage charge, service fees, sourcing fees, file processing charges etc. The aggregate value of the above transactions is estimated to be up to INR 100 crores.
d.	Value of transaction	INR 100 crores
e.	Percentage of annual consolidated turnover of immediately preceding financial year	10.43%
2.	Justification for the transaction	Refer text of the explanatory statement
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	The proposed RPTs are on arm's length basis and on the similar terms and conditions as were applicable before Tezzract became a related party.
5.	Any other information that may be relevant	All important information has been duly disclosed in this explanatory statement and is relevant for making a decision.

Except as stated above none of the Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution set out above.

The Board of Directors recommend the resolution as mentioned at ITEM No. 1 as an Ordinary Resolution for approval by the Shareholders.

ITEM NO. 2

The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities (including nonconvertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution. Further, in case of offer or invitation for nonconvertible debentures, it shall be sufficient if the Company obtains such approval only once in a year for all offers or invitation for such debentures during the year.

Keeping in line with the Company's robust mechanism for the issue of non-convertible debentures and in order to ensure administrative convenience and smooth running of borrowing book through issuance of Debentures shareholders' approval is sought, despite section 180 not being applicable on the Company. The Company wishes to, in supersession and restatement of the resolution passed by the members on February 24, 2023 (but without prejudice to any non-convertible debentures already issued till the date hereof pursuant to the authority conferred under that resolution), re-affirm and re-align the present monetary limits for a further period of one year.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at ITEM NO. 2.

The Board of Directors recommend the resolution as mentioned at ITEM No. 2 as a Special Resolution for approval by the Shareholders.

Date: 19th February, 2024
Place: Gurugram

FOR CLIX CAPITAL SERVICES PRIVATE LIMITED

Vinu R Kalra
Company Secretary
A17923