



Report on Corporate Governance for the quarter ended on March 31, 2024

ANNEX I

Name of Listed Entity: Clix Capital Services Private Limited

Quarter ending: March 31, 2024

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Reappoi ntment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity ** [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pramod Bhasin	01197009	Non - Executive	31.08.2016	-	-	-	09.01.1952	2	2	2	Nil
Mr.	Anil Chawla	00016555	Non- Executive	31.08.2016	-	-	-	27.12.1964	1	Nil	1	Nil
Mr.	Rakesh Kaul	03386665	Executive	23.09.2021	-	-	-	21.05.1973	1	Nil	Nil	Nil
Mr.	Utsav Baijal	02592194	Non- Executive	01.10.2020	-	-	-	11.12.1976	1	Nil	1	Nil
Mr.	Kaushik Ramakrishnan	08303198	Non- Executive	11.02.2021	-	-	-	31.03.1985	1	Nil	1	Nil
Mr.	Chander Mohan Vasudev	00143885	Chairman/ Independent Director	31.03.2023	-	-	5	05.04.1943	2	4	1	Nil
Mr.	Ajay Bharat Candade	07090569	Independent Director	31.03.2023	-	-	5	07.03.1980	1	1	1	1
Ms.	Anuradha Bajpai	07128141	Independent Director	31.03.2023	-	-	5	15.06.1967	2	2	2	5
Mr.	Aditya Gupta	02408452	Non Executive	31.07.2023	-	-	-	11.03.1980	1	Nil	Nil	Nil

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	Whether Regular chairperson appointed - Yes
	Whether Chairperson is related to managing director or CEO - No
	<p>[§]PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p>**Alternate Directorship not included above</p>

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Anuradha Bajpai Mr. Pramod Bhasin Mr. Chander Mohan Vasudev	Chairperson/Independent Non-Executive Independent	31.03.2023 31.08.2016 31.03.2023	-
2. Nomination & Remuneration Committee	Yes	Mr. Ajay Bharat Candade Mr. Chander Mohan Vasudev Mr. Utsav Baijal	Chairman/Independent Independent Non-Executive	31.03.2023 31.03.2023 01.10.2020	-
3. Risk Management Committee (if applicable)*	Yes	Mr. Anil Chawla Mr. Ajay Bharat Candade Mr. Utsav Baijal Mr. Kaushik Ramakrishnan	Chairman/Non Executive Independent Non-Executive Non-Executive	31.08.2016 31.03.2023 01.10.2020 11.02.2021	-
4. Stakeholders Relationship Committee	Yes	Mr. Ajay Bharat Candade Mr. Pramod Bhasin Mr. Anil Chawla Mr. Utsav Baijal Mr. Kaushik Ramakrishnan	Chairman/Independent Non-Executive Non-Executive Non-Executive Non-Executive	31.03.2023 31.03.2023 31.03.2023 31.03.2023 31.03.2023	-
5. CSR Committee	Yes	Mr. Pramod Bhasin Mr. Anil Chawla Mr. Utsav Baijal Mr. Kaushik Ramakrishnan Mr. Ajay Candade	Chairman/ Non- Executive Non – Executive Non – Executive Non – Executive Independent	31.08.2016 31.08.2016 01.10.2020 11.02.2021 20.09.2023	-

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[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

***Risk Management Committee constituted as per RBI Corporate Governance Guidelines**

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
08.11.2023	09.02.2024	Yes	8	3	65
05.12.2023	-	-	-	-	-

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Risk Management Committee 02.02.2024	Yes	3	1	07.11.2023	86
Audit Committee 09.02.2024	Yes	7	3	08.11.2023	92
CSR Committee 09.02.2024	Yes	6	1	-	-
Stakeholder Relationship Committee 09.02.2024	Yes	6	1	-	-#

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

The Committee was constituted on 31.03.2023. As per Regulation 20 (3A) the Committee is required to meet once in a financial year. This was first meeting of the Committee.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

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**Note:**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

VII. Details of cyber security incidence

1. Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2. Date of Event	N.A.
3. Brief details of Event	N.A.

Name & Designation

Vinu R Kalra
Company Secretary
Membership No: A17923

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.clix.capital/about/
b) Terms and conditions of appointment of independent directors	Yes	https://www.clix.capital/wp-content/uploads/2023/06/Terms_and_Conditions_of_appointment_of_Independent_Directors.pdf
c) Composition of various committees of board of directors	Yes	https://www.clix.capital/wp-content/uploads/2022/04/Committee.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	Independent Directors were appointed on March 31, 2023 through circular resolution. Hence, we are in the process of finalization.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.clix.capital/wp-content/uploads/2023/02/vigil-mechanism-clix-capital.pdf
f) Criteria of making payments to non-executive directors	NA	The Company pays sitting fees to Independent Directors as approved by the Board, for attending meeting of Board and Committees of the Board which shall be duly disclosed in the Annual Report.
g) Policy on dealing with related party transactions	Yes	https://www.clix.capital/wp-content/themes/clix/assets/resources/pdfs/5.-rpt-policy_clix-capital.pdf
h) Policy for determining 'material' subsidiaries	NA	The Company do not have any material subsidiary
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.clix.capital/investors/
j) Email address for grievance redressal and other relevant details	Yes	https://www.clix.capital/investors/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	No	https://www.clix.capital/investors/
l) Financial results	Yes	https://www.clix.capital/investors/

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m) Shareholding pattern	NA	The Company is a High Value debt listed company, hence Regulation 33 in not applicable.
n) Details of agreements entered into with the media companies and/or their associates	NA	---
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	---
p) New name and the old name of the listed entity	Yes	https://www.clix.capital/about/
q) Advertisements as per regulation 47 (1)	Yes	https://www.clix.capital/investors/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.clix.capital/investors/
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.clix.capital/investors/
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.clix.capital/investors/
b) Materiality Policy as per Regulation 30	NA	Not Applicable
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Not Applicable

It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes

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<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	NA
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes

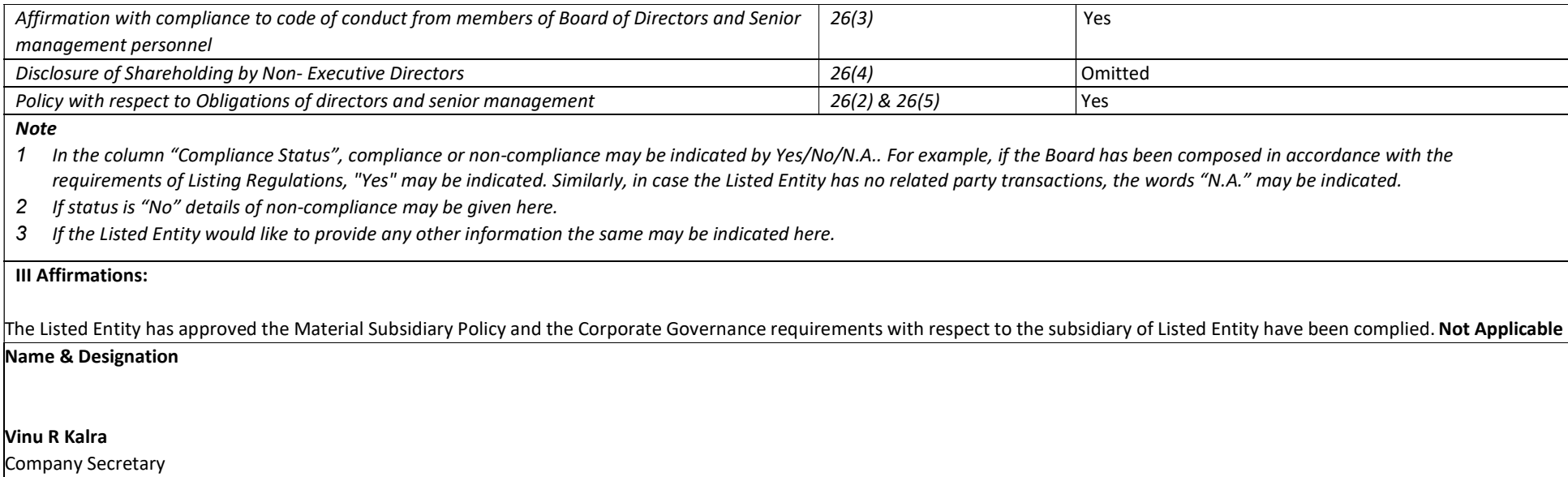
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ANNEX-IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. ^{refer note below}			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

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**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Vinu R Kalra

Company Secretary

Note

These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

by a government company to/ for the Government or government company

by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

by a banking company or an insurance company ; and

by the listed entity to its employees or directors as a part of the service conditions

If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

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