



NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting ("EGM") of the Members of Clix CAPITAL SERVICES PRIVATE LIMITED ("Company") will be held on FRIDAY, FEBRUARY 24th, 2023, at 12.00 p.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), for which purpose the Corporate Office of the Company shall be deemed as the venue, 901b, 9th Floor, Two Horizon Center, DLF Phase 5, Sector 43, Gurugram, Haryana 122002 and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special business:

1. Approval for Amendment to the Employees Stock Option Plan of Clix Capital Services Private Limited

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Company be and is hereby accorded to amend and modify the Employees Stock Option Plan.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution or otherwise considered by them to be in the best interests of the Company, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi or with any other regulatory authorities."

2. Authority for Issuance of NCDs under the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT the following resolutions are in supersession of board resolutions related to issuance of non-convertible debentures by the Company passed pursuant to the provisions of Section 42, 71 and 179(3)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014.

RESOLVED THAT pursuant to the Memorandum of Association and Articles of Association of the Company subject to applicable law, rules, regulations, norms, circulars, guidelines, clarification,



directives, and notifications prescribed by the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the relevant stock exchange, or any other statutory body, the approval of the Members is accorded for the issuance of 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 a sum not exceeding INR 2500 Crore for onward lending, refinancing of existing debt, working capital and general business purposes of the Company, both unsecured or secured against such security and on such terms as approved in the manner hereinafter provided.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby severally authorised to make statutory and/ or regulatory filings for the issuance of the NCDs as contemplated herein.

RESOLVED FURTHER THAT any one of the Directors, Chief Executive Officer (CEO) the Chief Financial officer (CFO) and/ or the Company Secretary (CS) of the Company be and are hereby severally authorized to certify a copy of the foregoing resolutions as true."

For Clix Capital Services Private Limited

Digitally signed
by ASHISH
KUMAR
Date:
2023.02.20
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ASHISH KUMAR
Company Secretary
M. No. : A23155



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 Registered Office of the Company.

3. A 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.

4. 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 prakash.shetty@clix.capital

5. 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.

The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business set out in Item no.1 of this Notice is annexed and forms part of this Notice.



ANNEXURE TO NOTICE

ITEM NO. 1

Explanatory Statement under Section 102 of the Companies Act, 2013

This Amendment to the Employees Stock Option Plan is in reference with Clix Capital Services Private Limited Employee Stock Option Plan (“Plan”). The Board has reviewed the Plan and decided to modify and amend the Plan in relation in conformity with the applicable laws at its meeting held on 13th February, 2023.

➤ **Cash Settlement of vested options**

The consideration for the Cash settlement shall be determined by the Board. In case of Cash settlement excess of such Fair Market Value over relevant Exercise Price shall be paid.

Quantum of Vested Options to be settled, offer period within which the Participant can offer the Vested Options for Cash settlement, other incidental terms, etc. shall be approved by Board and communicated by the management of the Company to the Participants. The Participant shall have the option to not offer the Options for settlement. Cash settlement shall be processed within a period of 120 (one hundred and twenty) days after closure of relevant offer period as intimated by management.

To the extent unexercised Vested Options are settled by way of cash payment, all rights of the Grantee therein including the right to Exercise such Options deemed to be settled and extinguished with effect from date of receipt of the cash payment.

➤ **Changes in Exercise Period – Separating Employees**

Employees with more than 3 years of service will have an option to exercise shares within a period of 1 year post their exit which was earlier set at 120 days from date of exit.

A copy of the Plan and the Amendment to the Plan is available for inspection at the registered office and corporate office of the Company during the Company’s working hours on any business day up to the date of the Extra-Ordinary General Meeting. **In order to alter or modify all or any of the terms and conditions of the Plan or all or any of the rights and obligations of participants thereof, prior approval of the members of the Company is required.**

The Board recommends the resolution set out in Item no. 1 of the Notice for your approval. The directors, managers or key managerial personnel of the Company may be deemed interested in this resolution only to the extent of any of the Options that may be granted to them and the resultant equity shares issued, as applicable.



ITEM NO. 2

Explanatory Statement under Section 102 of the Companies Act, 2013

The Board of the Company at the previous Board Meeting held on February 13, 2022 had passed the Resolution approving amendments for NCD issuances. As per the Companies Act, 2013, Section 42, one of the requirement under Rule 14 of PAS Rules mandate companies to pass special resolution prior to making private placement of Non-Convertible securities.

There is a requirement in case of private placement of Non-Convertible Debentures ('NCDs') if the proposed amount to be raised does not exceed the limit as specified in Section 180(1)(c) and in such case relevant Board resolution would be adequate provided in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

Keeping in line with the company's robust mechanism for the issue of non-convertible debentures we are seeking shareholders approval, despite section 180 is not applicable on the company.

For Clix Capital Services Private Limited

 Digitally signed
by ASHISH
KUMAR
Date: 2023.02.20
17:41:08 +05'30'

ASHISH KUMAR
Company Secretary
M. No. : A23155