

# CLIX CAPITAL SERVICES PRIVATE LIMITED

CIN: U65929DL1994PTC116256, PAN: AAACC0642F,

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

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF CLIX CAPITAL SERVICES PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, 27<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 4:00 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (OVAM) TO TRANSACT THE FOLLOWING BUSINESSES AT PLOT NO. 23, 5<sup>TH</sup> FLOOR, 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, 2024, 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, 2024 alongwith the report of the Auditors thereon.

### B. SPECIAL BUSINESS:

#### 2. Approval for Continuation of Mr. Pramod Bhasin (DIN: 01197009) as Director

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 Sections 152 of the Companies Act, 2013, the Rules made there under, Regulation 17(1A) & 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and other applicable Laws (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), approval of the members be and is hereby accorded for continuation of Mr. Pramod Bhasin (DIN: 01197009) as Director of the Company for a period of 5 (Five) years from the conclusion of this AGM till conclusion of AGM for FY 2029, not-lie to retire by rotation.

**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 and the aforesaid appointment."

#### 3. Approval for Continuation of Mr. Anil Chawla (DIN: 00016555) as Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152 of the Companies Act, 2013, the Rules made there under, Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and other applicable Laws (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), approval of the members be and is hereby accorded for continuation of Mr. Anil Chawla (DIN: 00016555) as Director of the Company for a period of 5 (Five) years from the conclusion of this AGM till conclusion of AGM for FY 2029, not-lie to retire by rotation.

**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 and the aforesaid appointment."

#### 4. AMENDMENT OF ARTICLES OF ASSOCIATION

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

I. **"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, modifications, amendments and re-enactments of the Companies Act, 2013, consent be and is hereby accorded for alteration of Articles of Association of the Company to include the following clause after clause 63:

64. Any Bank/ Financial Institution or any lender by whatever name called, having outstanding loans/ facility granted by them to the Company may be granted a right, in case of default in payment/repayment of the facility or loan, 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. The nominee director/s so appointed 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 Bank/ Financial Institution or Lender 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 Bank/ Financial Institution are paid off.

**RESOLVED FURTHER THAT** the existing clause 64 to 95 be re-numbered as clause 65 – 96.

**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."

II. **"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, modifications, amendments and re-enactments of the Companies Act, 2013, consent be and is hereby accorded for alteration of Articles of Association of the Company in the manner mentioned below:

- clause 2(1)(d), 9(1) & 78(a) of the existing Articles of Association of the Company the words "if any" be inserted after the word "seal".

- clause 78 (b) of the existing Articles of Association to be replaced with the following and a new clause (c) be added:

(b) the Company not to have a Common Seal

(c) the authorization wherever necessary, either generally or in respect of any specified matters, shall be made by two directors or by a director and the Company Secretary or such other person as may be authorized by the Board.

**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**

Date: 8<sup>th</sup> August, 2024

Place: Gurugram



Vinu R Kalra

Company Secretary

Membership No.: A17923

**Notes:**

1. 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.
2. In compliance with the requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2024 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.
4. Members are requested to notify their Change of Address or e-mail ID, if any to the Company immediately.
5. 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).
6. The facility for joining the Meeting through Video Conferencing (VC) shall be open before 15 minutes from the time scheduled to start the meeting.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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)
13. 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.
14. The Link for the meeting and the detailed instructions for joining the link will be shared in due course.

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

### **Item No. 2 & 3**

The Company is a high-value debt-listed company and accordingly, Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, are applicable to the Company. As per the provisions of Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a director serving on the board of directors of a listed company is subject to approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or re-appointment, as the case may be. Further it has been provided in the aforesaid regulation that the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.

Mr. Pramod Bhasin & Mr. Anil Chawla, were appointed as Directors of the Company w.e.f 31<sup>st</sup> August, 2016 by the Board and subsequently put up before shareholders for their approval in the Annual General Meeting held on 30<sup>th</sup> September, 2017.

As more than five years have elapsed since the proposal for appointment of Mr. Bhasin & Mr. Chawla was put up before the shareholders, the Board of Directors of the Company has in its meeting held on 8<sup>th</sup> August, 2024, considering the contribution made by both the directors in growth of the Company's business recommended their continuation as Directors, to the Shareholders.

Further, as per the provisions of Regulation 17(1A) of SEBI LODR Mr. Bhasin's appointment shall require Shareholder's approval by way of a special resolution as he shall attain the age of 75 years during the proposed tenure of his appointment.

The brief profiles of the directors are as under:

#### **1. Mr. Pramod Bhasin**

Pramod's career spans an entrepreneurial and professional career across the globe in the US, UK and Asia. He has built global businesses in Financial Services, Business process Management and Skills Training. Pramod is the founder of Genpact starting in 1997 and considered the pioneer of the Business Process Management industry in India today, which employs over a million people in India. Under his leadership, Genpact has also been the pioneer of this industry in China, Eastern Europe and Latin America. Genpact is acknowledged today as the leader in its industry with over 65,000 employees across 17 countries and over \$2k in revenues, and is a public company listed on NYSE. Pramod built the company from inception till 2011 when he stepped down as CEO.

Prior to Genpact, Pramod's career with GE spanned 25 years across Europe, US and Asia. He started GE Capital's initial operations in India as the CEO in 1994 and was also the President of GE Capital Asia from 1999. During this time, he was the architect of GE Capital's businesses in Commercial and Consumer Finance and joint ventures with SBI in credit cards and HDFC in Consumer Finance. Prior to that he worked with GE Capital in Corporate Finance in New York and Stanford, CT., as well as with GE in London and New York.

#### **2. Mr. Anil Chawla**

Started D. E. Shaw & Co's Indian operations with their investing arm. Acknowledged as one of the most successful investors in India while leading D.E. Shaw & Co, with investments greater than US \$1.6 billion in a short span.

Inherited a small balance sheet, while at GF Capital Services India, which consisted of short term assets, which eventually grew up to, become one of the best performing companies with a book size of US\$1 billion during his tenure. Widely accredited for propelling GE Capital Services India into the league of large ticket tenders in India (US\$3 billion in assets in 3 years).

Also, instrumental in arresting the delinquencies with proactive follow-up mechanism and recover monies from old delinquencies in workout situations.

Voted as one of India's top 25 Hottest Young Executives in 2002 by Business Today group.

Except Mr. Pramod Bhasin & Mr. Anil Chawla, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.

The Board recommends continuation of Mr. Pramod Bhasin and Mr. Anil Chawla as a Directors of the Company for a period of 5 years by passing special/ ordinary resolutions, as the case may be and as detailed at item No. 2 & 3 of the notice for approval of the Members of the Company.

#### **Item No. 4**

As per sanction conditions of term loan issued by few Banks, in case of default, the lender wishes to have right to appoint its nominee as director on the Board of Company. Further, it was required that the said right should be included in the constitutional documents (Articles of Association) of the Company.

Accordingly, the Board of Directors had in its meeting held on 30<sup>th</sup> May, 2024, subject to the approval of Shareholders in the first General Meeting held hereinafter, approved amendment to the Articles of Association of the Company for providing enabling provision relating to appointment of nominee director by insertion of clause and re-numbering the existing clauses as detailed in resolution at Item No. 4 (I).

It is also proposed to drop the requirement of having a Common Seal in the Company as permitted vide amendments made to the Companies Act, 2013 through The Companies (Amendment) Act, 2015 wherein having Common Seal by the Company has been made optional.

The Board of Directors of the Company had in its meeting held on 8<sup>th</sup> August, 2024 discussed and considering it difficult to have presence of two directors and Company Secretary for affixation of Common Seal of the Company approved, subject to the approval of Shareholders, dropping off the provisions related to Common Seal in the AOA. The change in provision has been more specifically mentioned in the resolution at item No 4 (II).

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the aforesaid Special Resolutions.

The Board recommends Amendment of Articles of Association of the Company by passing special resolution as detailed at item No. 4 of the notice for approval of the Members of the Company.

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



**Vinu R Kalra**

**Company Secretary**

**Membership No.: A17923**

**Date:** 8<sup>th</sup> August, 2024

**Place:** Gurugram