

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-02/2023 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the CCPSL/EGM-02/2023 Extra-Ordinary General Meeting ("EGM") of the Members of Clix CAPITAL SERVICES PRIVATE LIMITED ("Company") will be held on Friday, June 30, 2023, at 11:30 a.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), at the Corporate Office of the Company at 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 Businesses:

ITEM NO. 1 – Appointment of Mr. Chander Mohan Vasudev (DIN – 00143885) as Independent 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 Section 149, 150, 152 read with schedule IV 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. Chander Mohan Vasudev (DIN – 00143885) who was appointed as an Additional Director (Non – Executive & Independent) by the Board of Directors with effect from March 31, 2023, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, including Rules made thereunder, Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and regulations issued by Reserve Bank of India, Mr. Chander Mohan Vasudev (DIN – 00143885), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, from the date of his appointment i.e. March 31, 2023 upto March 30, 2028.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary 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."

ITEM NO. 2 – Appointment of Ms. Anuradha Bajpai (DIN – 00143885) as Independent 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 Section 149, 150, 152 read with schedule IV 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, Ms. Anuradha Bajpai (DIN – 07128141) who was appointed as an Additional Director (Non – Executive & Independent) by the Board of Directors with effect from March 31, 2023, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, including Rules made thereunder, Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and regulations issued by Reserve Bank of India, Ms. Anuradha Bajpai (DIN – 07128141), who has submitted a declaration confirming that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, from the date of her appointment i.e. March 31, 2023 upto March 30, 2028.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary 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.”

ITEM NO. 3 – Appointment of Mr. Ajay Bharat Candade (DIN – 07090569) as Independent 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 Section 149, 150, 152 read with schedule IV 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. Ajay Bharat Candade (DIN – 07090569) who was appointed as an Additional Director (Non – Executive & Independent) by the Board of Directors with effect from March 31, 2023, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, including Rules made thereunder, Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and regulations issued by Reserve Bank of India, Mr. Ajay Candade (DIN – 07090569), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, from the date of his appointment i.e. March 31, 2023 upto March 30, 2028.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary 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



Rakesh Kaul
CEO & WTD
DIN: 03386665

Date: 9th June, 2023
Place: Gurugram

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 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. 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.
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 prakash.shetty@clix.capital & Aakash.jain1@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 stating all material facts and the reasons for the proposed resolution(s) are annexed herewith the Notice.

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 1

The Shareholders may note that as per the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation (LODR), the Board of Directors of the Company, having a non executive Chairman was required to have atleast 1/3rd directors as the Independent Directors.

The composition of the Board of Directors of the Company, before the proposed appointment of Independent Directors, was as under:

S. No.	Name	Designation	DIN
1	Rakesh Kaul	Whole-time Director and CEO	1197009
2	Pramod Bhasin	Chairman & Non- Executive Director	16555
3	Anil Chawla	Non- Executive Director	3534772
4	Steve Martinez	Non- Executive Director	7471871
5	Kaushik Ramakrishna	Non- Executive Director	08303198
6	Utsav Baijal	Non- Executive Director	02592194

In order to comply with the aforesaid provisions of LODR the Nomination and Remuneration Committee after evaluating balance of skills, knowledge and experience available on the Board, recommended the appointment of Mr. Chander Mohan Vasudev (DIN – 00143885) as an Independent Director.

Mr. Vasudev was previously been associated with Ministry of Finance, Government of India as Secretary in Department of Banking, Expenditure and economic affairs. The Board considering his experience and the value that he will bring to Board and the business of the Company, had, by a resolution through circulation, appointed Mr. Vasudev as an Additional Director (Non – Executive & Independent), not liable to retire by rotation, for a term of five (5) consecutive years beginning March 31, 2023, subject to approval of Shareholders of the Company.

The Company has received from Mr. Vasudev (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; (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act & Regulation 16(1)(b) of the Listing Regulations and a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

In the opinion of the Board, Mr. Vasudev fulfils the conditions specified in the Act & the rules made thereunder and Listing Regulations for appointment as an Independent Director of the Company.

Further, pursuant to the Listing Regulations, approval of shareholders is required to be taken by way of Special Resolution:

(i) For appointing any Non-Executive Director, who has attained the age of Eighty years [Regulation No. 17(1A)]; and

(ii) At the next general meeting or within a time period of 3 months from the date of appointment [Regulation No. 17(1C) and 25(2A)].

Accordingly and after considering the above provisions, the appointment of Mr. Vasudev as an Independent Director is being placed before the Shareholders for approval by way of Special Resolution.

A copy of the letter setting out the terms and conditions of appointment of Independent Director shall be available for inspection at the website of the Company.

The Board recommends the resolution set out at item no. 1 of this notice, for approval of the Shareholders by way of a Special Resolution.

Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director recommended for appointment is annexed with this notice.

Except Mr. Vasudev and his relatives none of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

Item No. 2

The Shareholders may note that as per the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation (LODR), the Board of Directors of the Company, having a non executive Chairman was required to have atleast 1/3rd directors as the Independent Directors.

The composition of the Board of Directors of the Company, before the proposed appointment of Independent Directors, was as under:

S. No.	Name	Designation	DIN
1	Rakesh Kaul	Whole-time Director and CEO	03386665
2	Pramod Bhasin	Chairman & Non- Executive Director	01197009
3	Anil Chawla	Non- Executive Director	00016555
4	Steve Martinez	Non- Executive Director	06765499
5	Kaushik Ramakrishna	Non- Executive Director	08303198
6	Utsav Bajjal	Non- Executive Director	02592194

In order to comply with the aforesaid provisions of LODR the Nomination and Remuneration Committee after evaluating balance of skills, knowledge and experience available on the Board, recommended the appointment of Ms. Anuradha Bajpai (DIN – 00143885) as an Independent Director.

Ms. Bajpai was previously been associated as a consultant with Deloitte, Haskins and Sells. The Board considering her experience and the value that she will bring to Board and the business of the Company, had, by a resolution through circulation, appointed Ms. Bajpai as an Additional Director (Non – Executive & Independent), not liable to retire by rotation, for a term of five (5) consecutive years beginning March 31, 2023, subject to approval of Shareholders of the Company.

The Company has received from Ms. Bajpai (i) Consent to act as Director in Form DIR-2; (ii) Intimation in Form DIR-8, to the effect that she is not disqualified to be appointed as Director under Section 164(2) of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act & Regulation 16(1)(b) of the Listing Regulations and a certificate stating that she is not debarred from appointment pursuant to any order of SEBI or any other Authority.

In the opinion of the Board, Ms. Bajpai fulfils the conditions specified in the Act & the rules made thereunder and Listing Regulations for appointment as an Independent Director of the Company.

Further, pursuant to the Listing Regulations, approval of shareholders is required to be taken by way of Special Resolution at the next general meeting or within a time period of 3 months from the date of appointment [Regulation No. 17(1C) and 25(2A)] for appointment of Independent Director.

Accordingly and after considering the above provisions, the appointment of Ms. Bajpai as an Independent Director is being placed before the Shareholders for approval by way of Special Resolution.

A copy of the letter setting out the terms and conditions of appointment of Independent Director shall be available for inspection at the website of the Company.

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

Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director recommended for appointment is annexed with this notice.

Except Ms. Bajpai and her relatives none of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

Item No. 3

The Shareholders may note that as per the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation (LODR), the Board of Directors of the Company, having a non executive Chairman was required to have atleast 1/3rd directors as the Independent Directors.

The composition of the Board of Directors of the Company, before the proposed appointment of Independent Directors, was as under:

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1	Rakesh Kaul	Whole-time Director and CEO	03386665
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4	Steve Martinez	Non- Executive Director	06765499
5	Kaushik Ramakrishna	Non- Executive Director	08303198
6	Utsav Baijal	Non- Executive Director	02592194

In order to comply with the aforesaid provisions of LODR the Nomination and Remuneration Committee after evaluating balance of skills, knowledge and experience available on the Board, recommended the appointment of Mr. Ajay Bharat Candade (DIN- 07090569) as an Independent Director.

Mr. Candade is the Managing Partner and co-founder of Fractal Growth Partners, a scale-up focused investor in technology-enabled businesses. He was previously co-lead of KKR's Private Equity team in India, and was an investor with Warburg Pincus in Mumbai. The Board considering his experience and the value he will bring to Board and the business of the Company, had, by a resolution through circulation, appointed Mr. Candade as an Additional Director (Non – Executive & Independent), not liable to retire by rotation, for a term of five (5) consecutive years beginning March 31, 2023, subject to approval of Shareholders of the Company.

The Company has received from Mr. Candade (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; (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act & Regulation 16(1)(b) of the Listing Regulations and a

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

In the opinion of the Board, Mr. Candade fulfils the conditions specified in the Act & the rules made thereunder and Listing Regulations for appointment as an Independent Director of the Company.

Further, pursuant to the Listing Regulations, approval of shareholders is required to be taken by way of Special Resolution at the next general meeting or within a time period of 3 months from the date of appointment [Regulation No. 17(1C) and 25(2A)] for appointment of Independent Director.

Accordingly and after considering the above provisions, the appointment of Mr. Candade as an Independent Director is being placed before the Shareholders for approval by way of Special Resolution.

A copy of the letter setting out the terms and conditions of appointment of Independent Director shall be available for inspection at the website of the Company.

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.

Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director recommended for appointment is annexed with this notice.

Except Mr. Candade and his relatives none of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

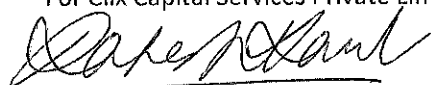
Brief Profile of the Directors seeking appointment as an Independent Director - Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2)

Name	Mr. Chander Mohan Vasudev	Ms. Anuradha Bajpai	Mr. Ajay Bharat Candade
DIN	00143885	07128141	07090569
Date of Birth (Age)	05-04-43 (80 yrs)	15-06-67 (56 yrs)	07-03-80 (43 yrs)
Qualification	M. Sc	B. Com, ACA	M.B.A with Honors & Palmer Scholar (The Wharton School, University of Pennsylvania) B.TECH and Governor's Gold Medalist (IIT Madras)
Date of First Appointment to the Board	31-03-2023	31-03-2023	31-03-2023

Brief Resume, Experience and Nature of Expertise in specific functional areas	Mr. Vasudev has worked in Ministry of Finance, Government of India as Secretary in Department of Banking, Expenditure and economic affairs. He was also GOI nominee on the board of several public sector financial institution and on the Central Board of RBI. He has chaired a committee for reform of NBFC sector and worked as Executive Director, World Bank for over 3 Years.	Ms. Bajpai has an experience of more than 30 years in the field of Audit and Assurance having worked as a consultant with Deloitte, Haskins and Sells for 17 years leading the team on Statutory Audit and Group Reporting under IFRS/US GAAP for NBFC'S forming part of the Merrill Lynch Group, the Morgan Stanley Group and the Caspian Group, Media Companies in India forming part of the WPP Group, Companies in the telecom Sector, Companies in the Retail Industry, Other service industries and manufacturing companies in the Iron and Steel Sector.	Mr. Ajay is the Managing Partner and co-founder of Fractal Growth Partners, a scale-up focused investor in technology-enabled businesses, he was previously co-lead of KKR's Private Equity team in India, and was an investor with Warburg Pincus in Mumbai, and also previously worked as a management consultant at McKinsey & Company in New York and Mumbai. Mr. Ajay has served on and/or been an observer on the boards of Alliance Tire, Avendus Capital, Continental Warehousing Corporation Limited, Euro kids Group, Lighthouse Learning, Magma Fincorp, Magma Housing Finance, Max India, and Max Healthcare, and TVS Supply Chain Solutions. He has been a member of the CII National Committee on Logistics.
Shareholding in the Company either directly or in form of beneficial interest for any other person	Nil	Nil	Nil
Relationship with other Directors, Manager & KMP's	None	None	None
No. of Meetings of the Board attended during the Year	1	1	None
Directorships held in other Companies	- Star Paper Mills Ltd - UJVN Limited	- Jsw Ispat Special Products Limited	Nil

(Excluding Foreign Companies)	Uttarakhand Power Corporation Limited NSDL Database Management Limited	Jsw Steel Coated Products Limited Asian Colour Coated Ispat Limited Rahmani River Pellets Limited Creixent Special Steels Limited Jsw Vijayanagar Metalics Limited Jtpm Atsali Limited Jsw Vallabh Tinplate Private Limited JSW Severfield Structures Limited JSW Industrial Gases Private Limited	
Membership/ Chairmanship of Committees of other companies	None	2	NA
Name of Listed Entities from which resigned in the past three (3) years	None	None	J B Chemicals and Pharmaceuticals Limited
Terms and conditions of appointment/ Remuneration sought to be paid/ last drawn	Terms and conditions of appointment: As per the details provided in this Notice Remuneration sought to be paid: Entitled to Sitting fees within the limits prescribed under Companies Act, 2013 Last drawn remuneration: Not Applicable	Terms and conditions of appointment: As per the details provided in this Notice Remuneration sought to be paid: Entitled to Sitting fees within the limits prescribed under Companies Act, 2013 Last drawn remuneration: Not Applicable	Terms and conditions of appointment: As per the details provided in this Notice Remuneration sought to be paid: Entitled to Sitting fees within the limits prescribed under Companies Act, 2013 Last drawn remuneration: Not Applicable

By Order of the Board
For Clix Capital Services Private Limited



Rakesh Kaul
CEO & WTD
DIN: 03386665

Date: 9th June, 2023
Place: Gurugram

