

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-01/2025 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the CCPSL/EGM-01/2025 Extra-Ordinary General Meeting ("EGM") of the Members of CLIX CAPITAL SERVICES PRIVATE LIMITED ("Company") will be held on shorter notice, on Thursday, 27 February, 2025, at 04:00 PM 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- 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 Crores, 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, for giving effect to the resolution."

Item No. 2- Appointment of Mr. Himanshu Kashyap as a Director

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

"RESOLVED THAT subject to provisions of Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('LODR'), Section 152 and 161 read with relevant rules made thereunder, including any statutory modifications or re-enactment thereof, for the time being in force and applicable provisions of Articles of Association of the Company, Mr. Himanshu Kashyap (DIN: 10871474), appointed as Additional Director to hold office up to the date of General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion considered necessary, expedient and desirable to give effect to this resolution."

Item No. 3- 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 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 Materiality and Dealing with 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 INR 100 cr. to be entered into in FY 2025-26, 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.”

FOR CLIX CAPITAL SERVICES PRIVATE LIMITED

Vinu R Kalra
Company Secretary
A17923

Address: 2201 Vasudhara CGHS Ltd.
Plot 1B, Sector 22, Dwarka, New Delhi

Date: 19th February, 2025
Place: Gurugram

NOTES:

1. In compliance to General Circular No. 09/2024 dated 19.09.2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circular") 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 Companies Act, 2013 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

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 non-convertible 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 23, 2024 (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. 1.

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

ITEM NO. 2

The Board of Directors of the Company had on the recommendations of Nomination & Remuneration Committee (NRC), subject to approvals of Shareholders and RBI and in pursuance of the provisions of Section 161, 196 appointed Mr. Himanshu Kashyap (DIN – 10871474) as an Additional Director of the Company, with effect from 31st Jan., 2025, to hold office upto the General Meeting.

Mr. Himanshu Kashyap is part of the India Private Equity team at Apollo, where he focuses on private equity and structured equity investments. Before joining Apollo, Himanshu was with the private equity team at British International Investments, where he focused on growth stage investments across financial services in India and South Asia. He has invested in and managed investments in housing finance, SME Lending, SFBs, Fintech lending and insurance distribution. Himanshu graduated from IIT (BHU) Varanasi with an engineering degree and received his MBA from Management Development Institute, Gurgaon.

The Company has received the consent to act as Director in Form DIR-2; intimation in Form DIR-8, and certificate stating he is not debarred from appointment pursuant to any order of any Authority from Mr. Kashyap.

The Board of Directors deems the appointment to be interest of the Company and recommends the resolution as mentioned at ITEM No. 2 as an Ordinary Resolution for approval by the Shareholders.

ITEM NO. 3

As per the provisions of Section 2(76) of the Companies Act, 2013, Tezzract Fintech Private Limited (Tezzract) is a subsidiary and related party of the Company.

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 Three 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 and at an 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	<p>Mr. Anil Chawla and Mr. Utsav Baijal are Non-Executive Directors of Clix Capital Services Private Limited and Directors of Tezzract Fintech Private Limited.</p> <p>Mr. Rakesh Kaul, CEO & WTD (Executive Director & KMP) and Mr. Gagan Aggarwal, CFO (KMP of the Company) are Directors of Tezzract.</p> <p>Mr. Himanshu Kashyap, is Additional Director in both the entities.</p> <p>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.</p>
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>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.</p> <p>The aggregate value of the above transactions is estimated to be up to INR 100 cr.</p>
d.	Value of transaction	INR 100 cr.
e.	Percentage of annual consolidated turnover of immediately preceding financial year	<p>% of invoices raised by Tezzract over consolidated and subsidiary turnover: 6% and 240% respectively</p> <p>% of invoices raised by Clix Capital over consolidated and subsidiary turnover: 1.42% and 60% respectively</p>
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. 3 as an Ordinary Resolution for approval by the Shareholders.

FOR CLIX CAPITAL SERVICES PRIVATE LIMITED

Vinu R Kalra
Company Secretary
A17923
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Plot 1B, Sector 22, Dwarka, New Delhi

Date:19th February, 2025
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