

CLIX HOUSING FINANCE LIMITED

CIN: U65999DL2016PLC308791

Regd. Office: W2/14, First Floor, West Patel Nagar, New Delhi – 110 008

Telephone No.: 0120 6465418; Website: www.clix.capital; email id: hello@clix.capital

NOTICE OF CHFL/EGM-01/2025 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the CHFL/EGM-01/2025 Extra-Ordinary General Meeting (“EGM”) of the Members of Clix HOUSING FINANCE LIMITED (“Company”) will be held on, shorter notice, on Friday, May 9, 2025, at 3:00 p.m. IST at the Corporate Office of the Company at 6th Floor, Good Earth Business Bay II, Gurugram, Haryana 122102, to transact the following Special Businesses:

ITEM NO. 1 – Change in Borrowing Limits

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

“RESOLVED THAT pursuant to Section 179(3)(d) read with Section 180(1)(c) of the Companies Act, 2013, consent be and is hereby accorded for borrowing monies from Banks, financial institutions or other institutions or body corporates, not exceeding Rs. 563 crores (Rupees Five Hundred Sixty Three crores only), including the money already borrowed by the Company in excess of the paid up share capital and its free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all steps in the best interest of the Company, finalise the terms and conditions of borrowings and to do all such acts and deeds as may be required to avail borrowings.”

Item No. 2- Appointment of Mr. Aditya Gupta as Director

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

“RESOLVED THAT as per the provisions of Section 152 and 161 of the companies Act, 2013 read with relevant rules made thereunder and applicable provisions of Articles of Association of the Company, and as approved by the Reserve Bank of India, Mr. Aditya Gupta (DIN: 02408452), appointed as Additional Director to hold office up to the date of General Meeting, be and is hereby appointed as Director of the Company for a period not exceeding 5 years.

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.”

By Order of the Board
For Clix Housing Finance Limited

Date: 8th May, 2025
Place: Gurugram

Company Secretary
M No.: A17923
Address: 2201 Vasudhara CGHS Ltd.
Plot 1B, Sector 22, Dwarka, New Delhi

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his/her behalf, and a proxy need not be a member. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office or electronically at the following email ID: praksah.shetty@clix.capital or vinu.kalra@clix.capital, duly completed and signed, not less than 12 (Twelve) hours before the EGM. Proxies submitted on behalf of companies, etc. must be supported by appropriate resolutions or authority, as applicable. A person appointed as proxy can act on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Any member holding more than ten percent (10%), of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. In line with MCA Circulars, the Notice calling the EGM along with the Statement under Section 102 of the Companies Act, 2013, is being sent through electronic mode to the Members through the email addresses as registered with the Company / Depositories. Members may note that the Notice and Statement under Section 102 of the Companies Act, 2013, will also be available on the website of the Company.
3. Only members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
4. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Corporate Office of the Company during business hours on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the Meeting.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special businesses to be transacted at the General Meeting is annexed hereto.
6. The Chairman for the Meeting shall be appointed in accordance with the Section 104 of the Companies act, 2013.
7. 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.

Explanatory Statement under Section 102 of the Companies Act, 2013**Item No. 1**

As per the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, the Company can borrow an amount as per the ceiling of quantum of deposit which has been defined as not exceeding twelve times of the Net Owned Fund (NOF). Further for determining the limits the NOF, the figures shall be as at March 31st of the previous financial year based on the audited financial statements for that year.

The Board had in its meeting held on 19th March, 2025, in view of the above regulation and based on the NOF of the Company as on 31st March, 2024, revised the borrowing limits to not exceeding INR 563 crores. All other earlier resolutions passed in this regard shall be superseded by this resolution.

Further, the aforesaid amount is in excess of the paid share capital and free reserves of the Company and thus, requires Shareholders approval by way of Special Resolution. The Board, considering the above to be in best interest of the Company, recommends the resolution at Item No.1 to be passed as Special Resolution.

None of the Directors or KMPs or their relatives are interested in the above transaction.

ITEM NO. 2

The Board of Directors of the Company had, by way of circular resolution, 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. Aditya Gupta (DIN-02408452) as an Additional Director of the Company to hold office upto the General Meeting.

Further, the RBI has vide its letter dated 7th March, 2025 approved the aforesaid appointment of Mr. Gupta for a term not exceeding 5 years.

Mr. Aditya Gupta is Principal at AP Investment Advisors Private Limited (AIP) and has worked on private equity, hybrid and credit investments in Indian markets. He has over 20 years of experience in Corporate Finance. He has extensive experience in credit markets covering infrastructure finance, leverage buy-outs, acquisition finance, debt capital markets and has strong relationships with emerging and large corporate clients across India.

Mr. Aditya Gupta has also worked in ICICI Bank UK PLC, HSBC and ABN AMRO Bank. He completed his MBA from Faculty of Management Studies, Delhi University and Bachelor of Engineering in Mechanical with a Distinction, from Delhi college Of Engineering, Delhi University.

The Company has received his 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.

None of the Directors or KMPs or their relatives are interested in the above transaction.

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.

By Order of the Board
For Clix Housing Finance Limited

Date: 8th May, 2025
Place: Gurugram

Company Secretary
M. No.: A17923
Address: 2201 Vasudhara CGHS Ltd.
Plot 1B, Sector 22, Dwarka, New Delhi

ATTENDANCE SLIP

(To be presented at the entrance)

Extra Ordinary General Meeting on Friday, May 9, 2025, at 3:00 p.m. IST, at 6th Floor, Good Earth Business Bay II, Sector 58, Gurugram–122102.

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Friday, May 9, 2025, at 3:00 p.m. IST, at 6th Floor, Good Earth Business Bay II, Sector 58, Gurugram–122102.

Full Name of the Member : _____
Folio No. : _____
No. of Shares held : _____
Full Name of Proxy (If any) : _____
Signature of Member/Proxy : _____
Date: _____

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65999DL2016PLC308791

Name of the company: Clix Housing Finance Limited

Registered office: W2/14, First Floor, West Patel Nagar, New Delhi- 110008

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member of Clix Housing Finance Limited, hereby appoint

1. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him
2. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him
3. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting/ Extraordinary general meeting of the company, to be held on the 9th day of May, 2025 At 03:00p.m. at 6th Floor, Good Earth Business Bay II, Sector 58, Gurugram–122102 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. _____
2. _____
3. _____

Affix Revenue
Stamp

Signed this ____ day of 20__.

Signature of shareholder

Signature of Proxy Holder(s)

Note: This form proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.