

CLIX HOUSING FINANCE LIMITED

CIN: U65999DL2016PLC308791, PAN: AAGCC7223E,

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

NOTICE

NOTICE OF 8TH ANNUAL GENERAL MEETING OF MEMBERS OF THE CLIX HOUSING FINANCE LIMITED ("THE COMPANY") WILL BE HELD ON, SHORTER NOTICE, ON FRIDAY THE 27TH DAY OF SEPTEMBER, 2024, AT 3:00 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (OVAM) AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT 6TH FLOOR, GOOD EARTH BUSINESS BAY - 2, SECTOR 58, GURUGRAM, HARYANA 122102

ORDINARY BUSINESS:

1. Adoption of Financial Statements along with Reports:

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 along with the reports of the Directors and Auditors thereon.

2. Re-appoint Director liable to retire by rotation

To approve re-appointment of Mr. Kaushik Ramakrishnan (DIN: 08303198), who retires by rotation and, being eligible, offers himself for the same.

3. Appointment of statutory auditors

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the Guidelines for Appointment of Statutory Auditors (SAs) NBFCs (including HFCs) issued by RBI Ravi Rajan & CO., LLP (Regn. No. 009073N/N500320) be and are hereby appointed as the Statutory Auditors of the Company for a continuous period of three years, from the conclusion of this 8th Annual General Meeting for FY 2023-24 to the conclusion of AGM for FY 2026-27 at such remuneration as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as it be deemed necessary or desirable including finalizing roles and responsibilities, remunerations and other terms of appointment etc. in relation to the aforesaid appointment."

SPECIAL BUSINESS:

4. Appointment of Mr. Rakesh Kaul (DIN: 03386665) as a Director

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 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. Rakesh Kaul (DIN: 03386665) who was appointed as an Additional Director by the Board of Directors to hold office up to the date of AGM, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and incidental for giving effect to this resolution.”

5. Appointment of Mr. Gagan Aggarwal (DIN: 10423472) as a Director

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 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. Gagan Aggarwal (DIN: 10423472) who was appointed as an Additional Director by the Board of Directors to hold office upto the date of AGM, be and is hereby appointed as a Director of the Company, liable 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.”

6. Appointment of Mr. Gagan Aggarwal as the Whole Time Director

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

“RESOLVED THAT subject to provisions of Section 196 and other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, including any statutory modifications or re-enactment thereof, for the time being in force and the applicable provisions of Articles of Association of the Company, Mr. Gagan Aggarwal (DIN: 10423472), Director designated as Wholetime Director, who holds office as such up to the date of the Annual General Meeting be and is hereby appointed as Whole Time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration, if any, based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

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 it may consider necessary, expedient and desirable to give effect to this resolution.”

**BY ORDER OF THE BOARD
FOR CLIX HOUSING FINANCE LIMITED**

**COMPANY SECRETARY
MEMBERSHIP NO. A17923**

**Date: 17th September, 2024
Place: Gurugram**

Notes:

1. As the meeting is being held via audio visual means, and physical attendance of the members have been dispensed with, the facility to appoint a proxy by the members will not be available. Accordingly, the facility for appointment of proxies by the members will not be available for AGM and hence the proxy form and attendance slip are not annexed to this notice.
2. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2023 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. Members are requested to notify their Change of Address or e-mail ID, if any to the Company immediately.
4. 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
5. The facility for joining the Meeting through Video Conferencing (VC) shall be open before 15 minutes from the time scheduled to start the meeting.
6. The Chairman for the Meeting shall be appointed in accordance with the Section 104 of the Companies act, 2013.
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. 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.
9. 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 before the Annual General Meeting.
10. 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.
11. All Documents referred to in the accompanying notice shall be open for inspection on the date of Annual General Meeting of the Company.
12. 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.
13. 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
14. 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.
15. The Link for the meeting and the detailed instructions for joining the link will be shared in the due course.

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 3

M/s DMKH & CO., Statutory Auditors of the Company were appointed for a period of 3 years which term shall end at the conclusion of this AGM. Considering which the management was reviewing profiles of various eligible Chartered Accountant firms for appointment as Statutory Auditor of the Company and had finalized Ravi Rajan & Co., LLP to be appointed as the Statutory Auditors.

Ravi Rajan & Co. LLP is Delhi based CA Firm established in 1989 having more than 35 years of audit experience in Statutory Audit. The firm has more than 20 years of experience in Bank and NBFC Audits. Further, the eligibility certificate confirming compliance with RBI norms on eligibility as well as that the appointment shall be within the limits specified u/d 141(3)(g) of the Companies Act, 2013, has been received from the said LLP. They have further, confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the appointment of Ravi Rajan & Co. LLP (Regn. No.: 009073N/N500320), as the Statutory Auditors of the Company, for a continuous period of three years from the conclusion of 8th AGM upto the conclusion of 11th AGM, at such terms and conditions including remuneration as may be mutually agreed.

The Board recommends the resolution set out at item no. 3 of this notice, for approval of the Shareholders by way of an Ordinary Resolution. None of the directors or KMPs or their relatives are interested in the resolution.

Item No. 4

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. Rakesh Kaul (DIN – 03386665) as an Additional Director of the Company to hold office upto the Annual General Meeting.

Based on the in principle approval of the Board on 8th December, 2023 an application to Reserve Bank of India was made for its approval for appointment of Mr. Kaul as a non-executive director. RBI has vide its letter dated 22nd March, 2024 granted the approval for the aforesaid appointment.

Mr. Rakesh Kaul is CEO of Clix Capital Services Private Limited, the holding Company. He has more than two decades of experience in financial services sector. He specializes in retail banking, wealth management, insurance and mortgages, and has held a wide variety of leadership positions in India, Malaysia and other countries in Asia-Pacific region. Earlier, he was associated with Citigroup, holding several roles across its consumer banking, corporate banking and capital market divisions.

The Company has received 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. Kaul.

Notice in writing alongwith the deposit has been received from a member under Section 160 of the Companies Act, 2013.

The Board recommends the resolution set out at item no.4 of this notice, for approval of the Shareholders by way of an Ordinary Resolution. Except for Mr. Rakesh Kaul to the extent of his appointment and one share held by him as a nominee none of the other directors or KMPs or their relatives are interested in the resolution.

Item No. 5 & 6

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. Gagan Aggarwal (DIN – 10423472) as an Additional Director of the Company to hold office upto the Annual General Meeting.

Based on the in principle approval of the Board on 8th December, 2023 an application to Reserve Bank of India was made for its approval for appointment of Mr. Aggarwal as a non-executive director. RBI has vide its letter dated 4th April, 2024 granted the approval for the aforesaid appointment.

Further, subject to the approval of Shareholders, the Board of Directors of the Company had, on the recommendations of the NRC, in its meeting held on 27th May, 2024, appointed him as the Wholetime Director of the Company under the provisions of Section 196 for a period of 5 years i.e. upto 26th May, 2029.

Mr. Gagan Aggarwal is Commerce graduate and a Chartered Accountant by profession having more than 18 years of rich and diverse experience that spans across different sectors, building up a strong finance function from scratch, the formulation and implementation of budget models, unit economics, product profitability, fund raising, and Treasury operations. He has led finance strategies in both start-ups and established organisations in the banking and finance industries.

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

Notice in writing alongwith the deposit has been received from a member under Section 160 of the Companies Act, 2013.

The Board recommends the resolution set out at item no. 5 & 6 of this notice, for approval of the Shareholders by way of an Ordinary Resolution. Except for Mr. Gagan Aggarwal to the extent of his appointment and one share held by him as a nominee, none of the other directors or KMPs or their relatives are interested in the resolution.

**BY ORDER OF THE BOARD
FOR CLIX HOUSING FINANCE LIMITED**

**COMPANY SECRETARY
MEMBERSHIP NO. A17923**

**Date: 17th September, 2024
Place: Gurugram**