

To,  
The Board of Directors,  
**Clix Capital Services Private Limited**  
CIN: U65929DL1994PTC116256  
W2/14, 1st Floor, West Patel Nagar,  
Central Delhi, New Delhi, India, 110008

We have been engaged by Clix Capital Services Private Limited (hereinafter referred to as 'the Company') bearing CIN: U65929DL1994PTC116256 whose debentures are listed on National Stock Exchange of India Limited to conduct a verification in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

**MANAGEMENT RESPONSIBILITY:**

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

**OUR RESPONSIBILITY:**

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report which is based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

Our examination was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose and we have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

**DISCLAIMER:**

We are preparing the report by examining the secretarial records including minutes, documents, registers, intimation sent to the stock exchanges, other records and returns related to the applicable laws on the Company etc. made available to us. The management has confirmed that the records submitted to us are true and correct. We have also relied upon representation given by the management of the company regarding the compliance of law, rules, regulations and happening of event, etc.

This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Annual Secretarial Compliance Report is enclosed.

**FOR VKC & ASSOCIATES**

*(Company Secretaries)*

ICSI Unique Code: P2018DE077000

**CS Mohit K Dixit**

*Partner*

**FCS No. F12361**

**C P No. 17827**

**UDIN: F012361G000461801**

**Peer Review Certificate Number: 6406/2025**

**Date:** 28<sup>th</sup> May, 2025

**Place:** New Delhi

**Regd. Office**

D-38, LGF (L/S), South Extension Part - II

New Delhi - 110049, India

+91 11 49121644,45, +91 9999233556

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**SECRETARIAL COMPLIANCE REPORT OF CLIX CAPITAL SERVICES PRIVATE LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2025**

We, M/s. VKC & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **Clix Capital Services Private Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity,
- d) Management Representation and any other documents/filing, as may be relevant, which has been relied upon to make this Report.

for the year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; ("SEBI Regulations") and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder;
- (h) Other regulations as applicable. **Not Applicable**

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remark
1.	As per Regulation 51(2) read with Clause 18 of Para A of Part B of Schedule III of SEBI LODR Regulations, 2015, the listed entity shall make disclosure of Information's to the Stock Exchange(s) having bearing on performance/operation of Listed Entity and/or Price Sensitive Information.	Regulation 51(2) read with Clause 18 of Para A of Part B of Schedule III of SEBI LODR Regulations, 2015	Delayed Intimation	N.A.	N.A.	There was a delay in intimation with respect to change in Directors w.e.f. 31 <sup>st</sup> Jan, 2025.	N.A.	Delay in filing of disclosures of 7 days to National Stock Exchange.	The delay was occurred due to inadvertently and internal technical issue. Moreover, it would have no bearing on performance /operation of the Company or is price sensitive or affect payment of interest or dividend or redemption payment of non-convertible securities.	Nil

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31.03.2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation /Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Delay in filing intimation	Delay in filing intimation	As per Regulation 60(2) of SEBI LODR Regulations, 2015:  The listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognized stock exchange(s) for the record date in case of non-convertible securities.	Delay in submission of intimation to National Stock Exchange of India Limited (NSE) in respect of submitting the record date for the month of November 2023.  Further, the NSE has imposed the fine of Rs. 10,000/- plus applicable GST i.e. (Rs.11,800/-) vide letter no NSE/LIST/D/2024/0004 dated 1st Jan, 2024.	The Company has paid the fine on 12 <sup>th</sup> January, 2024.	The Company has paid the fine on 12 <sup>th</sup> January, 2024. Hence, no further comments.
2.	Non-submission of intimation	Non-submission of intimation	Pursuant to Chapter XVII Para 10 of SEBI Circular, i.e. SEBI/HO/DDHS/P/CIR/2021/613:  A certificate from the CEO/CFO to the recognized Stock Exchange(s) on quarterly basis certifying that CP proceeds are used for disclosed purposes, and adherence to other listing conditions, as specified in this chapter.	Non- submission of Certificate to National Stock Exchange of India Limited (NSE) regarding fulfilment of payment obligations.  Further, the NSE has imposed the fine of Rs. 15,000/- plus applicable GST i.e. (Rs.17,700/-) for Non-submission of certificate.	The Company has paid the fine on 09 <sup>th</sup> May, 2024.	The Company has paid the fine on 09 <sup>th</sup> May, 2024. Hence, no further comments.

We hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	N.A.
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	Board has framed the policy of code of practices and procedures for fair disclosure of UPSI on 30 <sup>th</sup> May, 2024 and same has been intimated to NSE.
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	N.A.
4.	<u>Disqualification of Director:</u> None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes, None of the Director of the Company are disqualified.	N.A.
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> <ul style="list-style-type: none"> <li>a) Identification of material subsidiary companies.</li> <li>b) Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	Yes	N.A.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival	Yes	N.A.

	policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	N.A.
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	(a) Yes  (b) N.A.	(b) There is no such event.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	N.A	During the period of reporting, the Company was a high value debt listed entity. Accordingly the provisions of Regulation 30 of the SEBI LODR Regulations, 2015 pertaining to disclosure of Material events/ informations, were not applicable to the Company.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	N.A.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	There is no such event
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material	NA	There is no such event

	subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Compliance with the disclosure requirements of Employee Benefit Scheme</u> The listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the SEBI Regulations.	NA	During the period of reporting, the Company was a high value debt listed entity. Accordingly the provisions of Regulation 46(2)(za) of the SEBI LODR Regulations, 2015, pertaining to disclosure of Employee Benefit Scheme documents, were not applicable to the Company.
14.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	Subject to the above, no additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.

**Note:** Subject to the provisions of Regulation 15(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company being a 'High Value Debt Listed Entity' as defined under the provisions of SEBI LODR Regulations, 2015. Hence, the provisions of Regulations 16 to Regulations 27 are applicable on 'comply or explain' basis until March 31, 2025.

**FOR VKC & ASSOCIATES**

*(Company Secretaries)*

ICSI Unique Code: P2018DE077000

**CS Mohit K Dixit**

*Partner*

**FCS No.** F12361

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