



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF MEMBERS OF CLIX CAPITAL SERVICES PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, 26TH DAY OF SEPTEMBER, 2025 AT 4:00 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES AT W2/14, FIRST FLOOR, WEST PATEL NAGAR, NEW DELHI- 110008.

A. ORDINARY BUSINESS:

1. Adoption of Financial Statements along with Reports

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, the reports of the Auditors and Board of Directors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 alongwith the report of the Auditors thereon.

2. 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, 141, 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) of NBFCs (including HFCs) issued by RBI and applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s S N Dhawan & Co. LLP (Regn. No. 000050N/N500045) be and are hereby appointed as the Statutory Auditors of the Company for a continuous period of three years, from the conclusion of this 31st Annual General Meeting for FY 2024-25 to the conclusion of AGM for FY 2027-28 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."

B. SPECIAL BUSINESS:

3. Appointment of Mr. Ankit Kumar Dugar (DIN: 08965220) as 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 and 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. Ankit Kumar Dugar (DIN: 08965220) 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.



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."

4. Amendment in ESOP Plan

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, applicable provisions of Memorandum and Articles of Association of the Company, consent be and is hereby accorded to amend and modify the Employee Stock Option Plan 2017 (ESOP Plan) with respect to addition of new clauses and making appropriate changes in existing clauses, as detailed in Explanatory Statement, for effective execution of the ESOP Plan.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to carry out modifications, changes, variations, alterations or revisions in the ESOP Plan, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution."

**BY ORDER OF THE BOARD
FOR CLIX CAPITAL SERVICES PRIVATE LIMITED**

**VINU R KALRA
COMPANY SECRETARY
MEMBERSHIP NO. A17923**

Date: 12th August, 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 AGM 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.
2. In compliance with the requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2025 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 post questions concurrently and also given time to submit questions in advance as well as in case of any technical assistance required at the time of login in / assessing / voting at the meeting through VC 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. 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.
9. 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.
10. All Documents referred to in the accompanying notice shall be open for inspection on the date of Annual General Meeting of the Company via sharing link.
11. 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.
12. 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
13. 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.
14. The Link for the meeting and the detailed instructions for joining the link will be shared in due course.
15. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

Explanatory Statement under Section 102 of the Companies Act, 2013**Item No. 2**

M/s Brahmayya & 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 Board of Directors had, on recommendation of Audit Committee, post reviewing profiles of various eligible Chartered Accountant firms had finalized and recommended M/s S N Dhawan & Co. LLP to be appointed as the Statutory Auditors.

M/s. S.N. Dhawan & Co. LLP was established in the year 1944 and is a Limited Liability Partnership Firm incorporated in India. It has its registered office in New Delhi and presence in 7 other cities in India. It is primarily engaged in providing audit and assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including big NBFC, HFC entities & global expertise in BFSI sector. The firm is a partner with Forvis Mazar, amongst the top 10 providers of audit & assurance, tax, advisory and consulting services globally.

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 Firm. Further, pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. S.N. Dhawan & Co. LLP and a certificate stating the firm satisfies criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and 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 M/s. S N Dhawan & Co. LLP (Regn. No.: (Regn. No. 000050N/N500045), as the Statutory Auditors of the Company, for a continuous period of three years from the conclusion of 31st AGM upto the conclusion of 34th AGM, at such terms and conditions including remuneration as may be mutually agreed.

The Board recommends the resolution set out at item no. 2 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. 3

The Board of Directors of the Company had on the recommendations of the Nomination & Remuneration Committee in pursuance of the provisions of Section 152 & 161 and subject to approvals of Shareholders and RBI, appointed Mr. Ankit Kumar Dugar (DIN – 08965220) as a Director of the Company to hold office upto the Annual General Meeting.

The Company has received from Mr. Dugar (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; and a certificate stating he is not debarred from appointment pursuant to any order of any Authority.

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2)

S. No.	Particulars	Details
1.	Name of Director	Mr. Ankit Kumar Dugar
2.	Date of Birth	30/01/1992
3.	DIN	08965220
4.	Age	33 years

5.	Brief resume, experience and qualifications	<p>Mr. Dugar is part of the India Hybrid Value team at Apollo since 2019. Before joining Apollo, he was associated with M&A Group at Moelis from 2016 to 2019. Prior to that, Mr. Dugar was an Associate in the Healthcare Group at Avendus (a domestic boutique) and an Analyst at Bain & Co.</p> <p>Further, he currently serves on the Boards of Directors of Planetcast Media Services Ltd. and Planetcast Broadcasting Services Ltd.</p> <p>He has a Bachelor's Degree in Financial and Investment Analysis from College of Business Studies, Delhi University (Gold Medalist) and M.B.A. from IIM Calcutta. He also holds a Master's in International Management (CEMS MiM) degree from London School of Economics.</p>
6.	Nature of expertise in specific functional areas	Strategy, Private Equity & Finance
7.	Terms and conditions of appointment/reappointment	The terms of appointment are as per Companies Act, 2013 and the rules made thereunder.
8.	Remuneration proposed to be paid	Nil
9.	Date of first appointment on Board, last drawn remuneration and number of board meetings attended	<p>First Appointment- 18/07/2025</p> <p>Last drawn remuneration- Nil</p> <p>Number of meetings attended- Nil</p>
10.	No. of Equity shares held in the Company (Including shareholding as a beneficial owner) (as on March, 2025)	Nil
11.	Relationship with other directors and Key Managerial Personnel inter-se	Nil
12.	Directorships held in other Companies Board	<p>Planetcast Media Services Limited- Director</p> <p>Planetcast Broadcasting Services Limited- Additional Director</p> <p>Tezzract Fintech Private Limited- Additional Director</p>
13.	Membership/Chairmanship of Committees of the Board of other Companies	Nil
14.	Listed entities from which the person has resigned in the past three years	Nil

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 except Mr. Ankit Kumar Dugar, to the extent of his appointment, or KMPs or their relatives are interested in the resolution.

Item No. 4

The Employee Stock Option Plan 2017 of the Company was last amended in 2023 (ESOP Plan). Based on the recommendation of Nomination Remuneration Committee and the Board of Directors of the Company ("Board") the ESOP Plan is proposed to be amended as under:

- Addition of clause 3.7 under clause 3 for Definitions – defining Black out period and consequent renumbering of clauses 3.7 to 3.49 as 3.8 to 3.50
- Addition of clause 5.4 (j) under clause 5 Administration of this Plan – authorizing Board/ Committee to determine the Black Out Period and consequent renumbering of clauses 5.4(j) to 5.4(u) as 5.4(k) to 5.4(v).



- Addition of Annexure I detailing Black Out Period 2025.

Further, Annexure I of the ESOP Plan details changes in Exercise period for the grants vested to the employees or ex-employees but not yet exercised, more specifically detailed below:

Proposal 1: Targeted Extension for Ex-Employees (June–Sept 2025)

Targeted exception to extend the ESOP exercise period until **31st October 2025** for ex-employees whose original exercise window falls within the proposed blackout period.

Total impacted employees:	5
1. Employee(s) who has intimated intention to Exercise:	1 (20,938 options)
2. Employee(s) eligible to exercise: due to the impact of the proposed extension	4 (3,35,128 options) – This is
3. Total pool size of impacted employees:	3,56,066 options

Proposal 2: 6-Month Extension for October 2017 Grants

One-time extension of exercise period by **6 months**, until **30th April 2026** for Options granted in **October 2017** (with a 3-year cliff) vested in **October 2020** and currently set to expire in **October 2025**.

1. Grant Date:	18 Oct 2017
2. Vesting Date:	18 Oct 2020
3. Current Expiry:	17 Oct 2025
4. Proposed Expiry:	17 Apr 2026
5. Impacted Employees:	5 (2 CXOs, 2 VPs, 1 AVP)
6. Options impacted:	1.23 lakh
7. Delayed payment to company:	₹16,05,038/-

The above extension of Exercise Period is proposed in light of investment engagement and related valuation of the organization. To avoid valuation-related complexities a “black out period” for ESOP Exercise & Allotment of Shares for the period 1st June 2025 to 30th Sept 2025 has been approved by the NRC & Board and inclusion of the same in ESOP Plan. The above proposal in no way would be prejudice the rights of other option holders.

The Board recommends the resolution set out at item no. 4 of this notice, for approval of the Shareholders by way of a Special Resolution. None of the directors or KMPs or their relatives are interested in the resolution. The draft Amended ESOP Plan with the proposed amendments will be made available electronically at the request of shareholders.

**BY ORDER OF THE BOARD
FOR CLIX CAPITAL SERVICES PRIVATE LIMITED**

**VINU R KALRA
COMPANY SECRETARY
MEMBERSHIP NO. A17923**

Date: 12th August, 2025
Place: Gurugram