



NOTICE

NOTICE is hereby given that the CCPSL/EGM-01/2026 Extra-Ordinary General Meeting ("EGM") of the Members of CLIX CAPITAL SERVICES PRIVATE LIMITED ("Company") will be held on shorter notice, on Monday, 2nd March, 2026, 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 ("The Act"), 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, to give effect to the resolution."

Item No. 2- Appointment of Mr. Parth Girish Padmawar 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 Section 152 and 161 of the Act read with relevant rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Parth Girish Padmawar (DIN: 11253946), was appointed as Additional Director to hold office up to the date of the next 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 it may consider necessary, expedient and desirable to give effect to this resolution."

FOR CLIX CAPITAL SERVICES PRIVATE LIMITED

Vinu R Kalra
Company Secretary
M. No.: A17923
6th Floor, Good Earth Business Bay-II,
Sector 58, Gurugram, Haryana – 122102

Date: 20th February, 2026
Place: Gurugram

NOTES:

1. In compliance to General Circular No. 03/2025 dated 22.09.2025 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 Act 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 issue of non-convertible debentures and in order to ensure administrative convenience alongwith 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 27, 2025 (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. Parth Girish Padmawar (DIN: 11253946) as an Additional Director of the Company to hold office upto the next General Meeting.

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 from Mr. Padmawar.

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	Parth Girish Padmawar
2	Date of Birth	29 th November, 1998
3	DIN	11253946
4	Age	27 years

5	Brief resume, experience and qualifications	Mr. Padmawar is part of the Apollo's India Investment team. Prior to joining Apollo, he was associated as a consultant to CEO & CFO of the Company. Mr. Padmawar holds a Bachelor's Degree in Mechanical Engineering from BITS Pilani.
6	Nature of expertise in specific functional areas	Leadership, 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	First Appointment- 01/02/2026 Last drawn remuneration- Nil Number of meetings attended- 1
10	No. of Equity shares held in the Company (Including shareholding as a beneficial owner)	Nil
11	Relationship with other directors and Key Managerial Personnel inter-se	None
12	Directorships held in other Companies Board	Teztract Fintech Private Limited- Additional Director
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 deems the appointment be in interest of the Company and 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 except Mr. Parth Girish Padmawar, to the extent of his appointment, or KMPs or their relatives are interested in the resolution.

FOR CLIX CAPITAL SERVICES PRIVATE LIMITED

Vinu R Kalra
Company Secretary
M. No.: A17923
6th Floor, Good Earth Business Bay-II,
Sector 58, Gurugram, Haryana – 122102

Date: 20th February, 2026
Place: Gurugram