

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST (FY 2023-24) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED ("COMPANY") TO BE HELD ON THURSDAY, 01ST JUNE 2023 AT 9 A.M. AT NEW NO 3(OLD 211), GOKALDAS PLATINUM, UPPER PALACE ORCHARDS, BELLARY ROAD SADASHIVANAGAR, BANGALORE - 560080 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

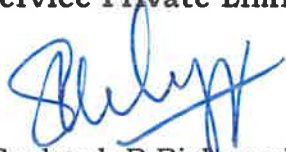
ITEM NO. 1: TO CONSIDER AND APPROVE APPOINTMENT OF MRS. INA MALHOTRA (DIN: 08741492) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and applicable provision of the articles of association, the consent of the members of the Company be and is hereby accorded for the appointment of Mrs. Ina Malhotra (DIN: 08741492) as an Independent Director of the Company with immediate effect till the date of Annual General Meeting to be held in the financial year 2025;

"RESOLVED FURTHER THAT Gaurav Dinesh Hinduja, Mr. Sashank R Rishyasringa, Directors, Mr. Akshay Sarma, CFO and Ms. Impana H P, Company Secretary, be and are hereby severally authorized on behalf of the Company, to sign, file and submit necessary forms, returns to the Registrar of Companies."

**By Order of the Board of Directors
For CapFloat Financial Service Private Limited**


Sashank R Rishyasringa

Director

(DIN: 06466985)

Address: Savista Sanjhariya, Sanjhariya
Thikariya, Jaipur, Sanganer, Rajasthan - 302026

Place : Bangalore

Date : 30th May 2023

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself and the proxy need not be a member of the Company.
2. Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 24 hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is appended hereto as **Annexure A**.
4. Member/Proxy, desirous of attending the Meeting, must bring the attendance slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
5. All documents referred to in the notice and the explanatory statement, and requiring members' approval and such statutory records and registers, as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the members at the registered office of the Company during 10.00 A.M. to 5.00 P.M. on all working days and shall be accessible to the person attending the meeting.
6. The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to concerned members duly quoting his Folio number and email ID.
7. Route Map for the registered office is annexed as **Annexure B** to this Notice.
8. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the meeting hall. The Attendance Slip is annexed as **Annexure C**.

Annexure A

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item 1:

It is hereby informed that Mrs. Ina Malhotra was appointed as a independent Director of the Company with effect from 13th May 2020 to 13th May 2023. The Management proposes to appoint Mrs. Ina Malhotra, who has submitted a declaration that she meets the criteria for independence as provided in the section 149(6) of the Act and who is eligible for appointment as per the provisions of Companies Act, 2013, as an Independent Director.

Further, pursuant to Articles of Association and SSSHA, the requisite consents have been obtained for the said appointment.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30th May 2023 approved and recommended the shareholders for the appointment of Mrs. Ina Malhotra (DIN: 08741492) as an Independent Director of the Company and it is in the best interest of the Company if she is appointed as an independent Director of the Company in the extra-ordinary general meeting.

The details of Mrs. Ina Malhotra (DIN: 08741492) as required to be given, pursuant to the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are as under:

Age	68 years
Qualification	B.Sc. (Hons.) Chemistry from St. Xaviers College, Ahmedabad
First appointment on Board	13/05/2020
Terms and conditions of re-appointment along with details of remuneration sought to be paid	She is entitled to sitting fees for attending meetings of the Board/Committee
Last drawn remuneration	-
No. of shares held as of 31 March 2023	-
Relationship with other Directors/Managers/KMP	-
No. of Board meetings attended during the year	Nil

Further, The Board recommends the approval of the resolution mentioned in item No. 1 of the Notice for approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**By Order of the Board of Directors
For CapFloat Financial Service Private Limited**

Sashank R Rishyasringa

Director

(DIN: 06466985)

Address: Savista Sanjhariya, Sanjariya
Thikariya, Jaipur, Sanganer, Rajasthan - 302026

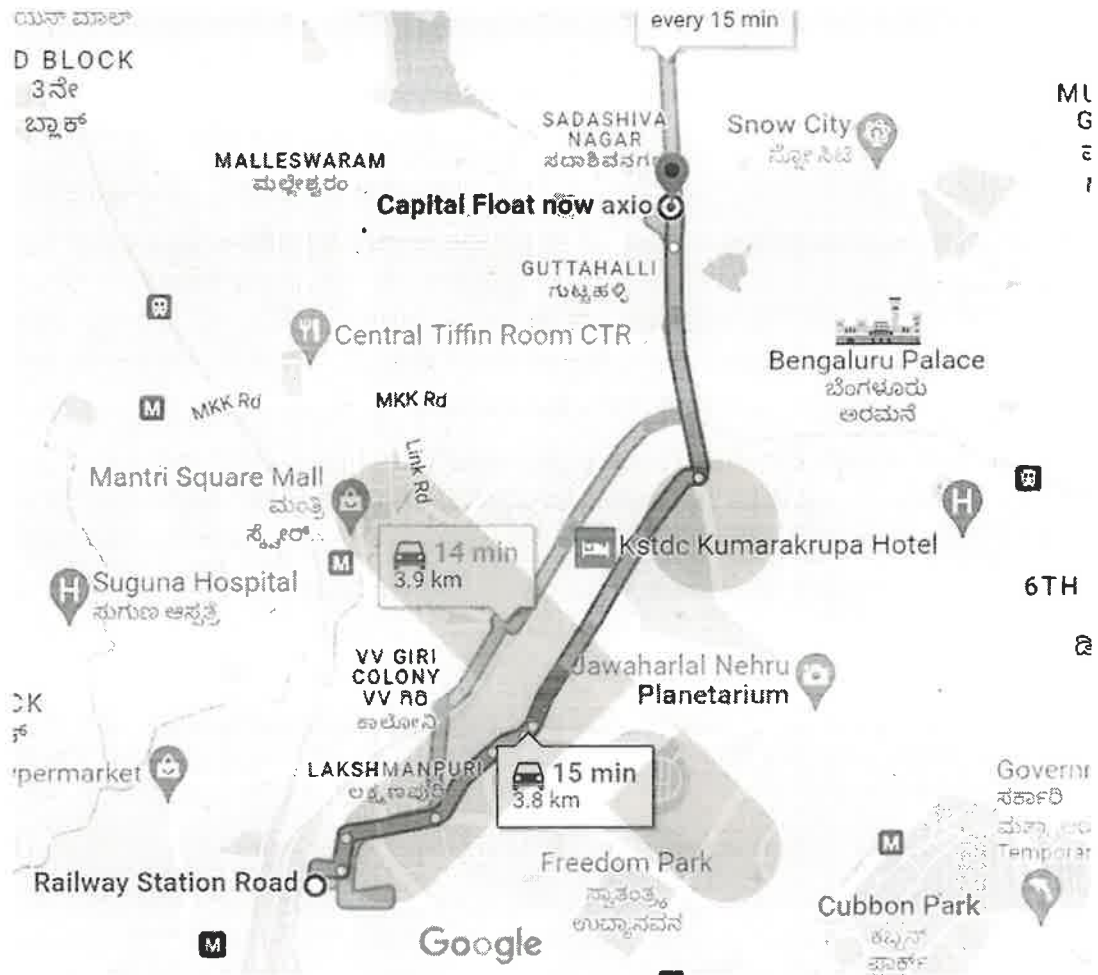
Place : Bangalore

Date : 30th May 2023

Annexure B- Route Map

Capital Float (now axio)

New No.3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 560080.



ANNEXURE C
ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING

Date: 07th March 2024

Place: Bangalore

I hereby record my presence at the Extra Ordinary General Meeting of CapFloat Financial Services Private Limited on 12.00 P.M. at Registered Office- New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru - 560080

Name of the Shareholder/Authorised Representative	
Folio No.	
No. of Shares Held	
Name of Proxy (if any)	

Signature of the Shareholder
/Proxy/Authorised Representative*



ANNEXURE D

PROXY FORM - MGT-11

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

Name of the Company: M/s CapFloat Financial Services Private Limited.

Name of the Member (s): _____ residing
at/having registered office at _____
_____ & e-mail Id: _____
bearing Folio No. _____.

I / We, being the member(s) of _____ (In words _____)
equity shares of M/s CapFloat Financial Services Pvt Ltd. hereby appoint –

2. Name: _____
Address : _____
E-mail Id: _____ Signature: _____, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday 07th March, 2024 at 12.00 P.M. at Registered Office- 'New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru - 560080 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

**Affix Re. 1
Revenue**

Signed this ____ day of _____, 2024

Signature of Shareholder (s)

Signature of Proxy Holder (s)

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