

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SECOND (FY 2023-24) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED (“COMPANY”) TO BE HELD ON 07th MARCH ,2024 AT 12.00.P.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 THE OVERALL BORROWING LIMIT OF RS. 1500 CRORES FOR THE PERIOD FROM APRIL 2024 TO MARCH 2025:

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 180(1)(c) of the Companies Act, 2013 and the Rules framed thereunder read with the Notification of Ministry of Corporate Affairs with respect to Exemptions to Private Companies under Section 462 of Companies Act, 2013 dated 5th June, 2015 (including any statutory modification(s) or re-enactment thereof) and all other applicable provisions, if any, of the Act as may be applicable and, in accordance with the provisions of the Memorandum and Articles of Association of the Company, the approval and consent of the members be and are hereby accorded to borrow any amount of money from time to time, for the purpose of the Company on such terms and conditions and with or without security as the Board/Committee may determine in its discretion and deem fit which together with the moneys already borrowed by the Company (apart from the temporary loans and overdraft obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid up share capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Company shall at given point not exceed a total amount of Rs. 1500 Crores (Rupees One Thousand Five Hundred only) for the Financial year 2024-2025 and approve the bifurcation of the overall borrowing limit of Rs. 1500 crores.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorised to take necessary action in this regard to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby severally authorized to issue the sign, submit, execute and deliver all necessary documents, and do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard including filing necessary forms with Registrar of Companies, Karnataka and any other regulatory authority.”

Item No 2: TO CONSIDER AND APPROVE THE LIMIT OF RS. 400 CRORES FOR THE PERIOD FROM APRIL 2024 TO MARCH 2025, FOR ISSUING/ OFFER/ ALLOTMENT OF SECURED/ UNSECURED/ REDEEMABLE NON-CONVERTIBLE DEBENTURE ON PRIVATE PLACEMENT BASIS WITHIN THE OVERALL BORROWING LIMIT OF RS. 1500 CRORES FOR FINANCIAL YEAR 2024-25;

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

“RESLOVED THAT pursuant to the provisions of Section, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory notification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time and, in accordance with the provisions of the Memorandum and Articles of Association of the Company the approval and consent of the members be and hereby accorded to borrow from time to time by making offer(s) or invitation(s) to subscribe or issuance of Secured/Unsecured/Redeemable Non-Convertible Debentures (**“NCDs”**) on a private placement basis, in one or more tranches for an amount as & when decided by the Board of Directors/Committee shall not exceed Rs. 400 Crores (Rupees Four Hundred Crores Only), which is within the total borrowing limit of Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only) for the Financial year 2024-2025 on such terms and conditions and at par as may be decided by the Board/ Committee to such person(s), including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions and individuals, as the case may be or such other person(s) as may be decided by the Board/Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities, to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount and to take all such steps and to do all such other acts, deeds, matters and things as may be necessary and to accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/undertakings/agreements/papers/writings as may be required in this regard.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby severally authorized to issue the sign, submit, execute and deliver all necessary documents, and do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, and to execute and deliver all forms, applications, certificates, deeds, notifications, documents, and agreements that may

be required, including filing necessary forms with Registrar of Companies, Karnataka and any other regulatory authority.”

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

For CapFloat Financial Services Private Limited



Director / Authorised Signatory

Sashank R Rishyasringa

Director

(DIN: 06466985)

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

Place : Bangalore

Date : 15th February 2024

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 or 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:

In order to meet the increased working capital requirements of the Company that may arise, the Board of Directors of the Company at their meeting held on 14th February, 2024, has proposed the members to approve the overall borrowing limit of Rs. 1500 crores for Financial Year 2024-25.

That the money or monies to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid up share capital of the Company and its free reserves provided that the total borrowings outstanding at any one time excluding the monies already borrowed as on the date of this resolution, shall not exceed a sum of Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only).

Consent of the Members is therefore sought in connection with the aforesaid borrowings by the Company to borrow an amount upto Rs. 1500 Crores as stipulated above, in one or more tranches.

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.

Item No. 2:

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only

once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

The Board of directors at their meeting held on 14th February, 2024 have approved to the limit of Rs. 400 crores for issuance of debentures subject to the approval of members of the Company to borrow from time to time by making offer (s) or invitation(s) to subscribe or issuance of Secured/Unsecured/ Redeemable Non-Convertible Debentures (“NCDs”) on a private placement basis, as may be decided by the Board/Committee on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Disclosure as Per Sub-Rule (1) Of Rule 14 of Companies (Prospectus and Allotment of Securities) 2014.

| Sl. No. | Particulars | Disclosures |
|---------|--|--|
| 1. | Particulars of the offer including date of passing of Board resolution | <p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue secured/unsecured redeemable NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p> <p>The Board of directors at their meeting held on 14th February 2024 have approved issuance of debentures of subject to the approval of members of the Company.</p> |

| | | |
|----|---|--|
| 2. | Kinds of securities offered and the price at which security is being offered | Non-convertible debentures |
| 3. | Basis or justification for the price (including premium, if any) at which the offer or invitation is being made. | The non-convertible debentures are being issued at their nominal value as decided by Board/Committee from time to time, without any premium on the debentures. |
| 4. | Name and address of valuer who performed valuation; | Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments. |
| 5. | Amount which the company intends to raise by way of such securities | INR 400 Crores for the Financial year 2024-2025. |
| 6. | Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities | The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue. |

Consent of the Members is therefore sought in connection with the aforesaid issuance of debentures by the Company to an amount upto Rs. 400/- Crore as stipulated above, in one or more tranches.

The Board recommends the approval of the resolution mentioned in item No. 2 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**

For CapFloat Financial Services Private Limited


Director / Authorised Signatory

Sashank R Rishyasringa

Director

(DIN: 06466985)

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

Place : Bangalore

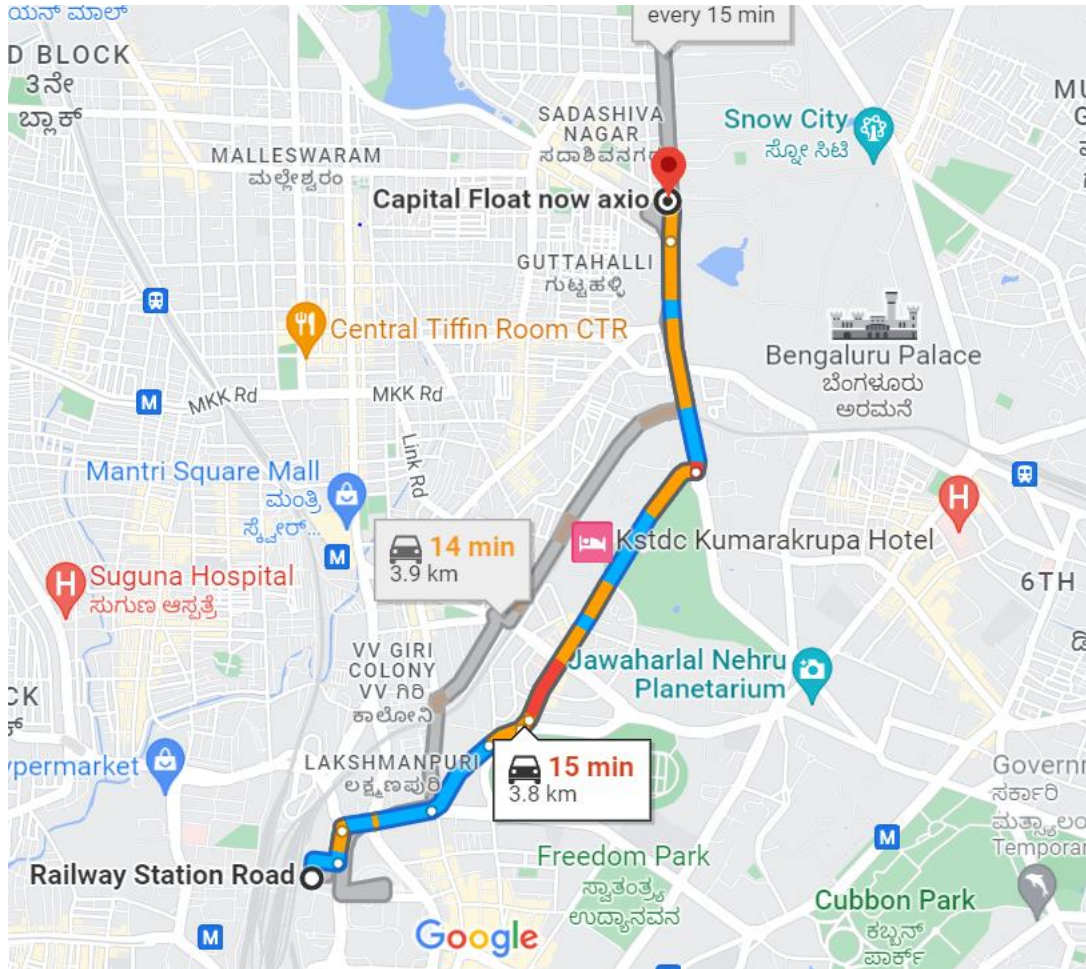
Date : 15th February 2024



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 –

1. 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.