

NOTICE IS HEREBY GIVEN THAT THE FIRST (FY 2024-25) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED (THE "COMPANY") TO BE HELD ON FRIDAY, 26th JULY, 2024 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NEW NO 3(OLD 211), GOKALDAS PLATINUM, UPPER PALACE ORCHARDS, BELLARY ROAD SADASHIVANAGAR, BANGALORE - 560080 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61(1)(a), Section 64 and all other applicable provisions of the Companies Act, 2013 read with the rules enacted thereunder as applicable to the Company and the provisions contained in the Articles of Association of the Company, consent of the members is hereby given to increase the authorized share capital of the Company from the existing capital of INR. 90,96,88,360/- (Indian Rupees Ninety Crores Ninety-Six Lakhs Eighty-Eight Thousand Three Hundred and Sixty only) divided into:

1. 22,93,861 (Twenty-Two Lakhs Ninety-Three Thousand Eight Hundred and Sixty-One) Equity Shares of INR. 10/- (Indian Rupees Ten only) each;
2. 3,15,695 (Three Lakh Fifteen Thousand Six Hundred and Ninety-Five) Series A CCPS of face value INR. 10/- (Indian Rupees Ten only) each;
3. 40,000 (Forty Thousand) Series A1 CCPS of INR. 13/- (Indian Rupees Thirteen only) each;
4. 3,30,000 (Three Lakhs Thirty Thousand) Series B CCPS of INR. 10 (Indian Rupees Ten only) each;
5. 11,30,000 (Eleven Lakhs Thirty Thousand) Series C CCPS of INR. 100/- (Indian Rupees One Hundred only) each;
6. 8,80,000 (Eight Lakhs Eighty Thousand) Series D CCPS of INR. 100/- (Indian Rupees Hundred Only) each;
7. 17,00,000 (Seventeen Lakhs) Series E CCPS of INR. 100/- (Indian Rupees Hundred Only) each;
8. 2,64,000 (Two Lakhs and Sixty-Four Thousand) Series E1 CCPS of INR. 100/- (Indian Rupees Hundred only) each;
9. 2,74,728 (Two Lakhs Seventy-Four Thousand Seven Hundred and Twenty-Eight) Series E2 CCPS of INR. 100/- (Indian Rupees Hundred only) each;
10. 1,09,000 (One Lakh Nine Thousand) Series F1 CCPS of INR. 100/- (Indian Rupees Hundred only) each; and
11. 26,60,000 (Twenty-Six Lakhs Sixty Thousand) Series F2 CCPS of INR. 100/- (Indian Rupees One Hundred only) each.
12. 17,80,000 (Seventeen Lakhs Eighty Thousand) Series F3 CCPS of INR. 100/- (Indian Rupees One Hundred only) each.

To

INR. 102,13,98,360/- (Indian Rupees One Hundred Two Crores Thirteen Lakhs Ninety Eight Thousand Three Hundred and Sixty only) divided into:

1. 22,93,861 (Twenty-Two Lakhs Ninety-Three Thousand Eight Hundred and Sixty-One) Equity Shares of INR. 10/- (Indian Rupees Ten only) each;
2. 3,15,695 (Three Lakh Fifteen Thousand Six Hundred and Ninety-Five) Series A CCPS of face value INR. 10/- (Indian Rupees Ten only) each;
3. 40,000 (Forty Thousand) Series A1 CCPS of INR. 13/- (Indian Rupees Thirteen only) each;
4. 3,30,000 (Three Lakhs Thirty Thousand) Series B CCPS of INR. 10 (Indian Rupees Ten only) each;
5. 11,30,000 (Eleven Lakhs Thirty Thousand) Series C CCPS of INR. 100/- (Indian Rupees One Hundred only) each;
6. 8,80,000 (Eight Lakhs Eighty Thousand) Series D CCPS of INR. 100/- (Indian Rupees Hundred Only) each,
7. 17,00,000 (Seventeen Lakhs) Series E CCPS of INR. 100/- (Indian Rupees Hundred Only) each;
8. 2,64,000 (Two Lakhs and Sixty-Four Thousand) Series E1 CCPS of INR. 100/- (Indian Rupees Hundred only) each;
9. 2,74,728 (Two Lakhs Seventy-Four Thousand Seven Hundred and Twenty-Eight) Series E2 CCPS of INR. 100/- (Indian Rupees Hundred only) each;
10. 1,09,000 (One Lakh Nine Thousand) Series F1 CCPS of INR. 100/- (Indian Rupees Hundred only) each; and
11. 26,60,000 (Twenty-Six Lakhs Sixty Thousand) Series F2 CCPS of INR. 100/- (Indian Rupees One Hundred only) each.
12. 17,80,000 (Seventeen Lakhs Eighty Thousand) Series F3 CCPS of INR. 100/- (Indian Rupees One Hundred only) each.
13. 11,17,100 (Eleven Lakhs Seventeen Thousand and One Hundred) Series G CCPS of INR. 100/- (Indian Rupees One Hundred only) each;

by creating additional authorized share capital of INR. 11,17,10,000 (Indian Rupees Eleven Crores Seventeen Lakhs Ten Thousand only) having 11,17,100 (Eleven Lakhs Seventeen Thousand and One hundred) Series G CCPS of INR. 100/- (Indian Rupees One Hundred only) each.

RESOLVED FURTHER THAT pursuant to the increase in the authorized share capital, the existing clause V of the Memorandum of Association of the Company relating to share capital be and is hereby deleted and, in its place, the following new and amended clause V be substituted:

INR. 102,13,98,360/- (Indian Rupees One Hundred Two Crores Thirteen Lakhs Ninety Eight Thousand Three Hundred and Sixty only) divided into:

1. 22,93,861 (Twenty-Two Lakhs Ninety-Three Thousand Eight Hundred and Sixty-One) Equity Shares of INR. 10/- (Indian Rupees Ten only) each;
2. 3,15,695 (Three Lakh Fifteen Thousand Six Hundred and Ninety-Five) Series A CCPS of face value INR. 10/- (Indian Rupees Ten only) each;
3. 40,000 (Forty Thousand) Series A1 CCPS of INR. 13/- (Indian Rupees Thirteen only) each;
4. 3,30,000 (Three Lakhs Thirty Thousand) Series B CCPS of INR. 10 (Indian Rupees Ten only) each;
5. 11,30,000 (Eleven Lakhs Thirty Thousand) Series C CCPS of INR. 100/- (Indian Rupees One Hundred only) each;
6. 8,80,000 (Eight Lakhs Eighty Thousand) Series D CCPS of INR. 100/- (Indian Rupees Hundred Only) each,
7. 17,00,000 (Seventeen Lakhs) Series E CCPS of INR. 100/- (Indian Rupees Hundred Only) each;
8. 2,64,000 (Two Lakhs and Sixty-Four Thousand) Series E1 CCPS of INR. 100/- (Indian Rupees Hundred only) each;

9. 2,74,728 (Two Lakhs Seventy-Four Thousand Seven Hundred and Twenty-Eight) Series E2 CCPS of INR. 100/- (Indian Rupees Hundred only) each;
10. 1,09,000 (One Lakh Nine Thousand) Series F1 CCPS of INR. 100/- (Indian Rupees Hundred only) each; and
11. 26,60,000 (Twenty-Six Lakhs Sixty Thousand) Series F2 CCPS of INR. 100/- (Indian Rupees One Hundred only) each.
12. 17,80,000 (Seventeen Lakhs Eighty Thousand) Series F3 CCPS of INR. 100/- (Indian Rupees One Hundred only) each.
13. 11,17,100 (Eleven Lakhs Seventeen Thousand and One Hundred) Series G CCPS of INR. 100/- (Indian Rupees One Hundred only) each;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose, including, without limitation, filing necessary forms with the Registrar of Companies, to settle any questions, difficulties or doubts that may arise in relation to any such issue and allotment at any stage without any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding.”

SPECIAL BUSINESS:

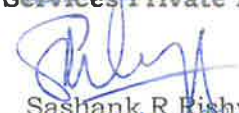
ITEM NO. 2: TO CONSIDER AND APPROVE APPOINTMENT OF MR. VENKATARAMAN MURALI (DIN: 02820596) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Venkataraman Murali (DIN: 02820596) as an Independent Director of the Company with immediate effect for the period of 3 years who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Gaurav Dinesh Hinduja and/ or Mr. Sashank R. Rishyasringa, Directors of the Company and/or Mr. Akshay Sarma, Chief Financial Officer and/or Ms. Seema Patel, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to sign, file and submit necessary forms, returns to the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution”.

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


Sashank R Rishyasringa
Director / Authorised Signatory
(DIN: 06466985)

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

Place : Bangalore
Date : 25th July, 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. The Proxy Form is annexed hereto as **Annexure D**.
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 NO. 1

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

The Board has passed a resolution at their meeting held on 25th July, 2024 for increasing the authorised share capital of the Company from INR. 90,96,88,360/- (Indian Rupees Ninety Crores Ninety-Six Lakhs Eighty-Eight Thousand Three Hundred and Sixty only) to INR. 1,02,13,98,360/- (Indian Rupees One Hundred Two Crores Thirteen Lakhs Ninety Eight Thousand Three Hundred and Sixty only) by creating additional authorized share capital of INR. 11,17,10,000/- (Indian Rupees Eleven Crores Seventeen Lakhs Ten Thousand only) having 11,17,100 (Eleven Lakhs Seventeen Thousand and One hundred) Series G CCPS of INR. 100/- (Indian Rupees One Hundred only) each. This increase is required to facilitate the issuance of new preference shares by the Company for raising capital for the Company.

Such an increase in the authorised share capital will require approval of the members at their general meeting by way of an **Ordinary Resolution**.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
- | | |
|---|---------|
| i. Every director and the manager, if any | : None* |
| ii. Every other key managerial personnel | : None* |
| iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above | : None* |
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above*.

ITEM NO. 2: TO CONSIDER AND APPROVE APPOINTMENT OF MR. VENKATARAMAN MURALI (DIN: 02820596) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Management proposes to appoint Mr. Venkataraman Murali, who has submitted a declaration that he 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 of the Company and SSSHA, the requisite consents have been obtained for the said appointment.

On the recommendation of the circular resolution passed by Nomination and Remuneration Committee and the Board of Directors at their meeting held on Thursday 25th July 2024 approved and recommended the shareholders for the appointment of Mr. Venkataraman Murali (DIN: 02820596) as an Independent Director of the Company and it is in the best interest of the Company if he is appointed as an independent Director of the Company in the extra-ordinary general meeting.

The details of Mr. Venkataraman Murali (DIN: 02820596) 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 | 69 Years |
| Qualification | M.SC |
| First appointment on Board | 29 th June, 2019 |
| Terms and conditions of re-appointment along with details of remuneration sought to be paid | He 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 | 02 |

Further, 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 Services Private Limited


Director / Authorised Signatory
Sashank R Rishyasringa

Director
(DIN: 06466985)

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

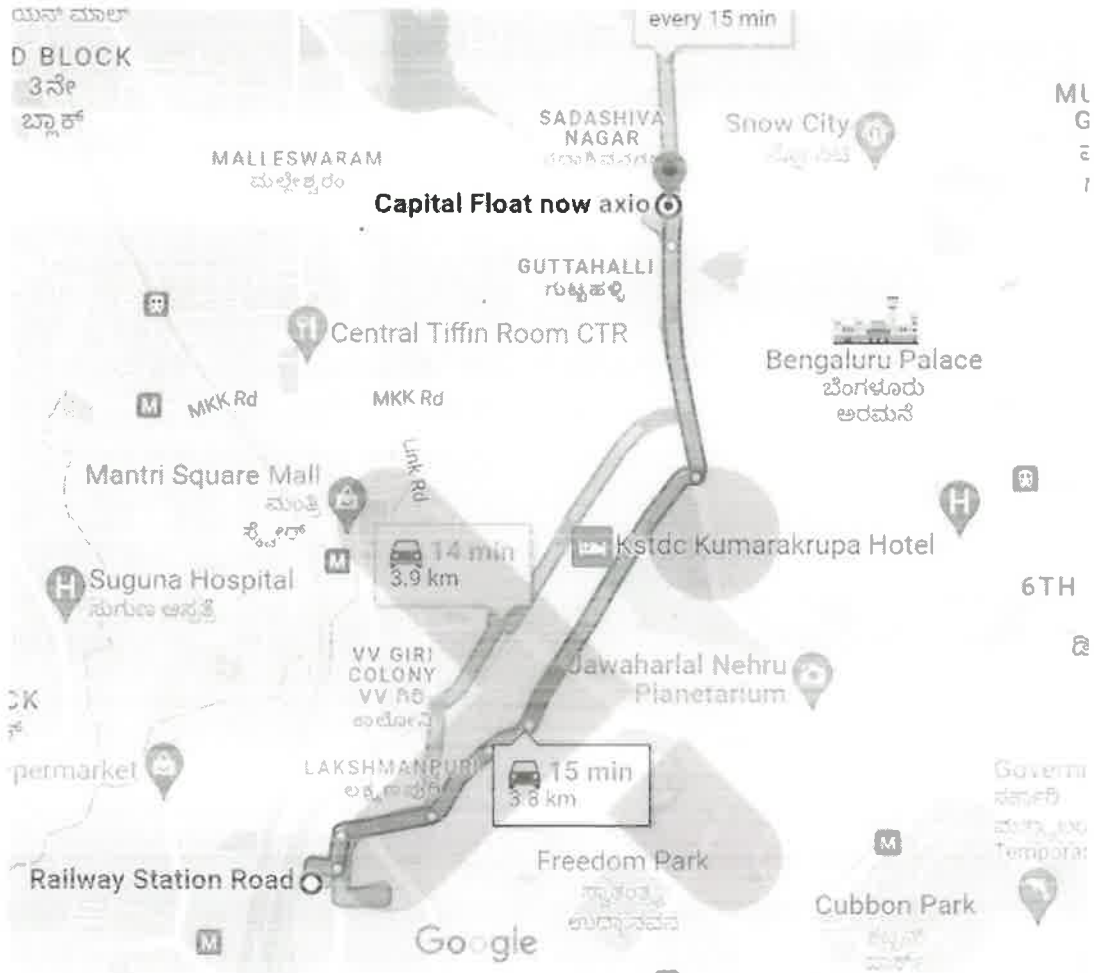
Place : Bangalore

Date : 25th July, 2024

Annexure B- Route Map

CapFloat (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: 26th July, 2024
Place: Bangalore

I hereby record my presence at the Extra Ordinary General Meeting of CapFloat Financial Services Private Limited on 10.00 AM. 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 Friday 26th July, 2024 at 10.00 AM 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.