

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that 02/2024-25 Extra-Ordinary General Meeting of the members of M/s. CapFloat Financial Services Private Limited (CIN: U65993KA1993PTC074590) ("**Company**") will be held on August 14, 2024 at 03:00 PM IST at the Registered Office of the Company, situated at New No 3. (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore-560080, to transact the following business at shorter notice:

ORDINARY BUSINESS:

TO APPROVE THE INCREASE IN 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 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in terms of the charter documents of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing capital of INR 1,02,13,98,360 (*Indian Rupees One Hundred and 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.

To

INR. 102,26,88,360/- (Indian Rupees One Hundred Two Crores Twenty 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.
13. 11,30,000 (Eleven Lakhs Thirty Thousand) Series G CCPS of INR. 100/- (Indian Rupees One Hundred only) each.

by creating additional authorized share capital of INR. 12,90,000 (Indian Rupees Twelve Lakhs Ninety Thousand only) having 12,900 (Twelve Thousand Nine 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. 102,26,88,360/- (Indian Rupees One Hundred Two Crores Twenty 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.
13. 11,30,000 (Eleven Lakhs Thirty Thousand) Series G CCPS of INR. 100/- (Indian Rupees One Hundred only) each.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Akshay Sarma, Chief Financial Officer and/or Ms. Seema Patel, Company Secretary 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 this regard without any further consent 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:

APPROVAL FOR ISSUANCE AND ALLOTMENT OF SERIES G COMPULSORILY CONVERTIBLE PREFERENCE SHARES

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

“RESOLVED THAT pursuant to Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), in terms of the charter documents of the Company and all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification thereto or re-enactment thereof for the time being in force) and subject to the increase in the authorized share capital of the Company, as approved by the members of the Company on 14th August, 2024, the approval, consent and authorization of the members of the Company be and is hereby accorded by way of special resolution to issue, offer and allot 11,25,000 (Eleven Lakhs Twenty Five Thousand Only) Series G Compulsorily Convertible Preference Shares (“Series G CCPS”) at a price of INR. 1485.99/- (Thousand Four Hundred and Eighty Five and Ninety Nine Paise Only) per Series G CCPS by way of Rights Issue to the existing equity shareholders of the Company in an entitlement ratio of 5000 Series G CCPS for every 9850 equity shares held.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 the terms of issue of the Series G CCPS be and are hereby set out as below and is annexed hereto as Schedule A.

Sr. No.	Characteristics	Terms of Series G CCPS
1.	Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	Please refer Schedule A
2.	Participation in surplus fund	Please refer Schedule A
3.	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Please refer Schedule A
4.	Payment of dividends on cumulative or non-cumulative basis	Please refer Schedule A
5.	Conversion of preference shares into equity shares	Please refer Schedule A
6.	Voting rights	Please refer Schedule A
7.	Redemption of preference shares	Please refer Schedule A

RESOLVED FURTHER THAT the Directors of the Company, Mr. Akshay Sarma, Chief Financial Officer and/or Ms. Seema Patel, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, things, matters as in their absolute discretion, they may consider necessary, expedient or desirable or incidental in relation to the issue, offer and allotment of the Series G CCPS on Rights Issue basis for and on behalf of the Company with or without such modifications as may be necessary or desirable to give

effect to the foregoing resolution, without being required to seek any further consent or approval of the members, and to settle any question or doubt that may arise in relation thereto, while giving effect to the resolution including, updating the statutory register of the Company.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Akshay Sarma, Chief Financial Officer and/or Ms. Seema Patel, Company Secretary of the Company, be and are hereby authorized severally to execute or sign all and any agreements, documents, forms and deeds and writings and to take all and any actions and steps as may be necessary, expedient or appropriate to complete the issue of the Series G CCPS by the Company on Rights Issue basis, without limitation, submit any and all filings with the Registrar of Companies and Reserve Bank of India and to complete all the formalities as per the applicable provisions of the Act."

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

For CapFloat Financial Services Private Limited

Sashank R. Rishyasinga
Director

(DIN: 06466985)
Director / Authorised Signatory
Address: Savista Sanjhariya, Sanjariya

Thikariya, Jaipur, Sanganer, Rajasthan - 302026

Dated: 14th August, 2024

Place: Bangalore

Note

1. A member entitled to attend the Meeting may appoint one or more proxies to exercise all or any of their rights to attend and vote at the meeting, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder, a proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
3. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days except on holidays. The said Registers will also be available for inspection by the members at the EGM.
4. Route-map of the EGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
6. Members are requested to bring the attendance slips duly filled in for attending the Meeting.
7. Shorter notice consent pursuant to section 101(1) of the Companies Act, 2013 for holding the meeting at shorter notice, is enclosed.
8. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business is annexed hereto and forms part of the notice of the Extraordinary General Meeting is attached herewith.



EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: APPROVAL OF THE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company proposes to issue 11,25,000 (Eleven Lakhs Twenty Five Thousand Only) Series G Compulsorily Convertible Preference Shares ("Series CCPS") on a Rights Issue basis to the existing equity shareholders of the Company, to raise further capital for meeting the business requirements of the Company. The present authorised share capital of the Company is not sufficient to issue 11,25,000 (Eleven Lakhs Twenty Five Thousand Only) Series G CCPS.

Accordingly, the Board has passed a resolution at their meeting held on August 14, 2024 for increasing the authorised share capital of the Company from INR 1,02,13,98,360 (Indian Rupees One hundred and Two Crores Thirteen Lakhs Ninety Eight Thousand Three Hundred and Sixty only) to INR 1,02,26,88,360/- (Indian Rupees One hundred and two crores, twenty six lakhs, eighty eight thousand, three hundred and sixty only) by creating additional authorised share capital of INR 12,90,000/- (Indian Rupees Twelve lakhs, ninety thousand only) having 12,900 (Twelve Thousand, Nine Hundred) Series G CCPS of face value of INR 100/- (Indian Rupees One Hundred only) each.

In terms of Sections 13 and 61 the Companies Act, 2013, increase in authorised share capital of the Company and consequent amendment to the capital clause of the memorandum of association of the Company requires approval of the Shareholders, by way of an Ordinary Resolution. Accordingly, the Board of Directors recommends the resolution to the shareholders for approval as an **ORDINARY RESOLUTION**.

The draft restated Memorandum of Association of the Company shall be available for inspection at the registered office of the Company during business hours.

The Board of Directors are interested in the resolution to the extent of existing shares held by them.

Item No. 2: APPROVAL FOR ISSUANCE AND ALLOTMENT OF SERIES G CCPS

As required under Sections 102, 55 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1.

In terms of Section 55 of the Companies Act, 2013 read with the Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, issue of Preference Shares requires approval of the Shareholders by way of a **SPECIAL RESOLUTION**. Accordingly, it is proposed to obtain approval of the Shareholders.

A STATEMENT OF DISCLOSURE AS REQUIRED UNDER RULE 9(3) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND THE TERMS OF ISSUE SERIES G CCPS ARE SET OUT AS UNDER AND IS ANNEXED HERETO AS SCHEDULE A:

Issue size, number of preference shares to be issued and nominal value of each share	11,25,000 Series G Compulsorily Convertible Preference Shares at a price of INR 1485.99/- (One Thousand Four Hundred and Eighty Five and Ninety Nine Paise Only) per Series G CCPS.
Nature of Preference Shares	Compulsorily Convertible Preference Shares
Objective of the issue	To meet its growth objectives and to further strengthen its financial position, the Company is contemplating generation of long term resources by offering Series G CCPS through Right Issue basis to the existing equity shareholders of the Company.
Manner of the issue	Through Right Issue basis as per Section 62(1)(a) and other applicable provisions of Companies Act, 2013.

Issue Price	It is proposed to issue and allot 11,25,000 Series G Compulsorily Convertible Preference Shares at a price of INR.1485.99/- (One Thousand Four Hundred and Eighty Five and Ninety Nine Paise Only) per Series G CCPS.
Basis on which the issue price has been arrived at	As determined by the Board of Directors of the Company
Terms of issue, including terms and rate of dividend on each share, etc.	Please refer Schedule A
Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Please refer Schedule A
Manner and modes of redemption	Please refer Schedule A
Current shareholding pattern of the Company	Refer below
Expected dilution in equity share capital upon conversion of preference shares	11.85%

Sr. No.	Characteristics	Terms of Series G CCPS
1.	Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	Please refer Schedule A
2.	Participation in surplus fund	Please refer Schedule A
3.	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Please refer Schedule A
4.	Payment of dividends on cumulative or non-cumulative basis	Please refer Schedule A
5.	Conversion of preference shares into equity shares	Please refer Schedule A
6.	Voting rights	Please refer Schedule A
7.	Redemption of preference shares	Please refer Schedule A

Current Shareholding pattern of the Company is as below:

Sl. No.	Name of the Shareholder	No. of Equity Shares	No. of Preference Shares
1.	Gaurav D Hinduja	6,90,007	0

Sl. No.	Name of the Shareholder	No. of Equity Shares	No. of Preference Shares
2.	Sashank R Rishyasringa	6,90,007	0
3.	Dinesh J Hinduja	532	2,07,745
4.	SOROS Economic Development Fund	552	4,81,722
5.	Saif Partner India IV Limited	27,335	11,19,828
6.	Elevation Capital V Limited (Formerly known as Saif Partner India V Limited)	0	1,17,513
7.	Sequoia Capital India Investment IV	54,399	9,47,181
8.	Creations Investment CF LLC	20	7,54,390
9.	Ribbit Capital Mauritius IV limited	20	7,44,228
10.	Amazon.com NV Investment Holdings LLC	20	6,65,805
11.	Held by Employees	1,15,692	0
12.	ESOP Trust	6,96,840	0
13.	LR India Fund I S.a r.l., SICAV-RAIF (Formerly Known as LR India Holdings Ltd)	10	17,75,306
14.	QED Innovations labs LLP	0	23,079
15.	Rua California Ltd	0	8,655
16.	B Amrish Rau	0	17,309
	Total	22,75,434	68,62,761

Accordingly, the Board of Directors recommends the resolution to the shareholders for approval as a **SPECIAL RESOLUTION**.

The Board of Directors are interested in the resolution to the extent of existing shares held by them.

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

For CapFloat Financial Services Private Limited

Sashank R Rishyasringa
Director

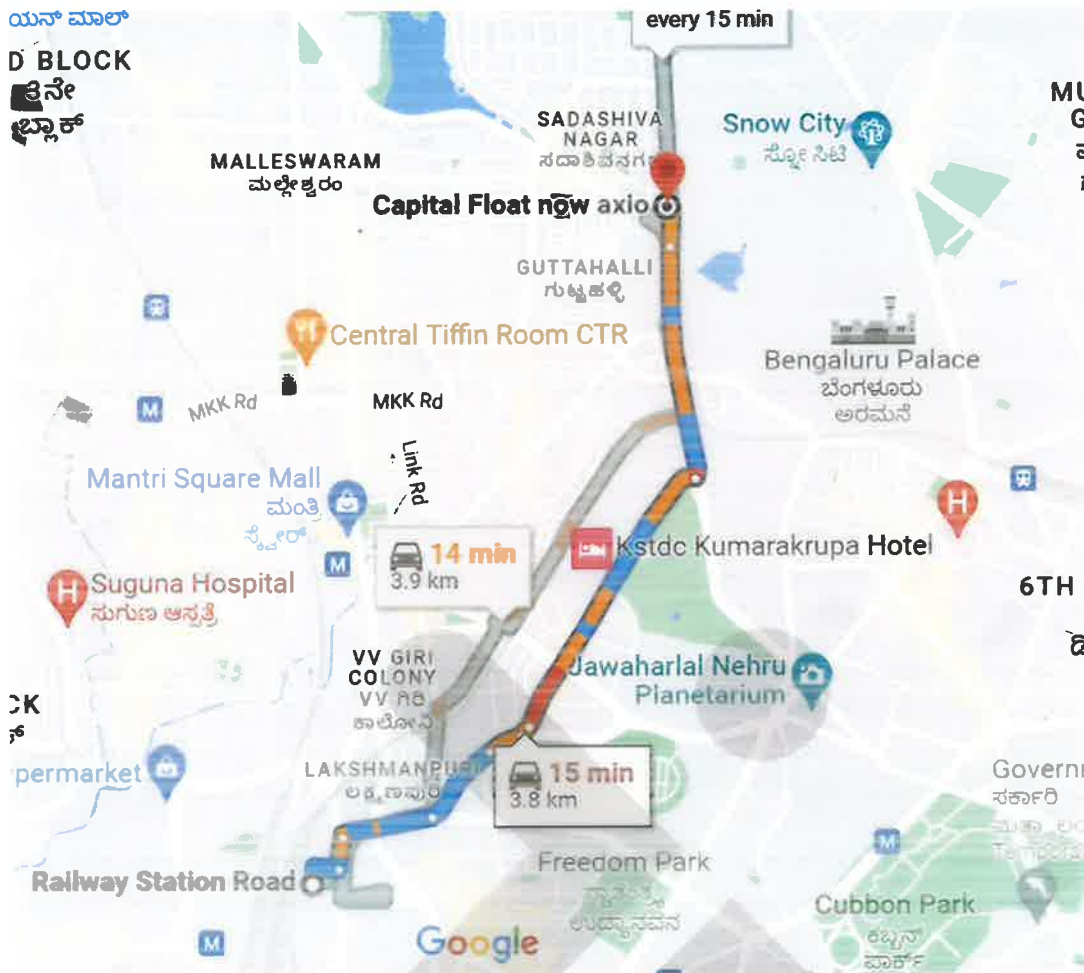
Director / Authorised Signatory (DIN: 06466985)

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

Dated: 14th August, 2024

Place: Bangalore

ROUTE MAP





ATTENDANCE SLIP

Extra-Ordinary General Meeting of the Company
Date: 14th August, 2024

Folio No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company. I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Wednesday, August 14, 2024 at 03:00 P.M. IST at the Registered Office of the Company.

.....
Signature of First holder/Proxy/Authorized Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder Extra-Ordinary

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance verification Counter at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

PROXY FORM

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

Name of Member(s)	
Registered address	
E-mail ID	
Folio No.	

I/We, being the member(s) of _____ Shares of CapFloat Financial Services Private Limited, hereby appoint:

1.	Name:	Email Id:
	Address:	
	Signature:	

Or failing him/her;

2.	Name:	Email Id:
	Address:	
	Signature:	

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 Wednesday, August 14, 2024 at 03:00 P.M IST at the Registered Office of the Company and at any adjournment thereof in respect of the resolution as are indicated below:

- To approve the increase in the authorised share capital of the company and consequent amendment to the memorandum of association of the company; and
- Approval for issuance and allotment of Series G compulsorily convertible preference shares

Signed this _____ day of 2024
 Signature of the member Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note:

- This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a member of the Company.