

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 03RD EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON THURSDAY, 07TH AUGUST, 2025 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NEW NO 3. (OLD 211), GOKALDAS PLATINUM, UPPER PALACE ORCHARDS, BELLARY ROAD, SADASHIVNAGAR, BANGALORE, KARNATAKA, INDIA, 560 080 AT SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

1. TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF 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 Sections 13, 61 and such other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and the articles of association of the Company, consent of the members of the Company be and is hereby accorded to increase the authorised share capital from the existing capital of INR 102,26,88,360 (Indian Rupees One Hundred and 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 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 One 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 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;
11. 26,60,000 (Twenty-Six Lakhs Sixty Thousand) Series F2 CCPS of INR 100/- (Indian Rupees Hundred Only) each;
12. 17,80,000 (Seventeen Lakhs Eighty Thousand) Series F3 CCPS of INR 100/- (Indian Rupees Hundred Only) each; and

13. 11,30,000 (Eleven Lakhs Thirty Thousand) Series G CCPS of INR 100/- (Indian Rupees Hundred Only) each.

TO:

INR 108,28,88,360/- (Indian Rupees One Hundred and Eight Crore Twenty-Eight Lakhs Eighty- Eight Thousand Three Hundred and Sixty Only) divided into:

1. 83,13,861 (Eighty-Three Lakhs Thirteen 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 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 One Hundred Only) each;
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13. 11,30,000 (Eleven Lakhs Thirty Thousand) Series G CCPS of INR 100/- (Indian Rupees Hundred Only) each.

by creation of additional authorized share capital of INR 6,02,00,000/- (Indian Rupees Six Crores and Two Lakhs Only) having 60,20,000 (Sixty Lakh Twenty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), subject to the approval of the members of the Company, existing Clause V in the Memorandum of Association of the Company be substituted by the following new Clause V:

"V. The Authorised Share Capital of the Company is INR 108,28,88,360/- (Indian Rupees One Hundred and Eight Crore Twenty-Eight Lakhs Eighty- Eight Thousand Three Hundred and Sixty Only) divided into:

1. 83,13,861 (Eighty-Three Lakhs Thirteen 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 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;
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12. 17,80,000 (Seventeen Lakhs Eighty Thousand) Series F3 CCPS of INR 100/- (Indian Rupees Hundred Only) each; and
13. 11,30,000 (Eleven Lakhs Thirty Thousand) Series G CCPS of INR 100/- (Indian Rupees Hundred Only) each."

RESOLVED FURTHER THAT Mr. Gaurav Dinesh Hinduja and Mr. Sashank R Rishyasringa, Directors of the of the Company, Mr. Akshay Sarma, Chief Financial Officer and/or Ms. Mauli Agarwal, Chief Compliance Officer and Company Secretary of the Company, be and are hereby severally authorized to sign, file and provide necessary documents, copies of this resolution and details and to take all necessary steps to give effect to the above resolutions and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to complete all the formalities as per the applicable provisions of the Companies Act, 2013."

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

For CapFloat Financial Services Private Limited


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

**Address: Apt 181, Tower 4, Pebble Bay, First Main,
RMV Second Stage, Bangalore 560094**



Place: Bangalore
Date: 07.08.2025



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axio (brand name of CapFloat Financial Services Private Limited 'NBFC')

CIN: U65993KA1993PTC074590

axio, New no. 3 (Old no. 211), Upper Palace Orchards, Bellary Road, Sadashiva Nagar, Bengaluru - 560080

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. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("**Act**") in respect of the special business is annexed hereto and forms part of the notice of the EGM.
5. The registers under the Act will be available for inspection at the registered office of the Company during business hours on all working days except on holidays. These registers will also be available for inspection by the members at the EGM.
6. A registered member intending to send its authorised representatives to attend the meeting in terms of Section 113 of the Act is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.
7. Members/proxies/authorized representatives are requested to bring the attendance slips duly filled in for attending the meeting.
8. Members are requested to notify immediately of any change in their address, contact number and email ID to the Company at its registered office.
9. All the documents referred to in the notice and accompanying explanatory statement are open for inspection by the members at the registered office of the Company during business hours on all working days up to and including the date of this meeting.
10. Route-map of the EGM venue i.e., registered office of the Company, pursuant to the Secretarial Standard on General Meetings is annexed to this notice.

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

Item No. 1: To approve the increase in authorised share capital and amendment to the memorandum of association of the Company

In order to undertake the allotment of equity shares pursuant to the conversion of all the compulsorily convertible preference shares issued by the Company, it is proposed to increase the authorised share capital of the Company from the existing INR 102,26,88,360 (Indian Rupees One Hundred and 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 INR 10/- (Indian Rupees Ten Only) each;
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by creation of additional 60,20,000 (Sixty Lakh Twenty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and simultaneously the capital clause of the Memorandum of Association of the Company has to be altered accordingly.

Increase in authorised capital and alteration of capital clause of the Memorandum of Association of the Company require approval of the shareholders by way of ordinary resolution, pursuant to the provisions of Sections 13 and 61 and such other applicable provisions of the Companies Act, 2013.

Members are requested to consider the same.

Accordingly, the Board of Directors recommends the resolution in Item no. 1 to the shareholders for approval as a **ORDINARY RESOLUTION**.

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

For and on behalf of the Board of Directors of CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED

For CapFloat Financial Services Private Limited



Director / Authorised Signatory

Name: Sashank R Rishyasringa

Designation: Director

DIN: 06466985



Address: Apt 181, Tower 4, Pebble Bay, First Main, RMV Second Stage,
Bangalore 560094

Date: 07.08.2025

Place: Bangalore



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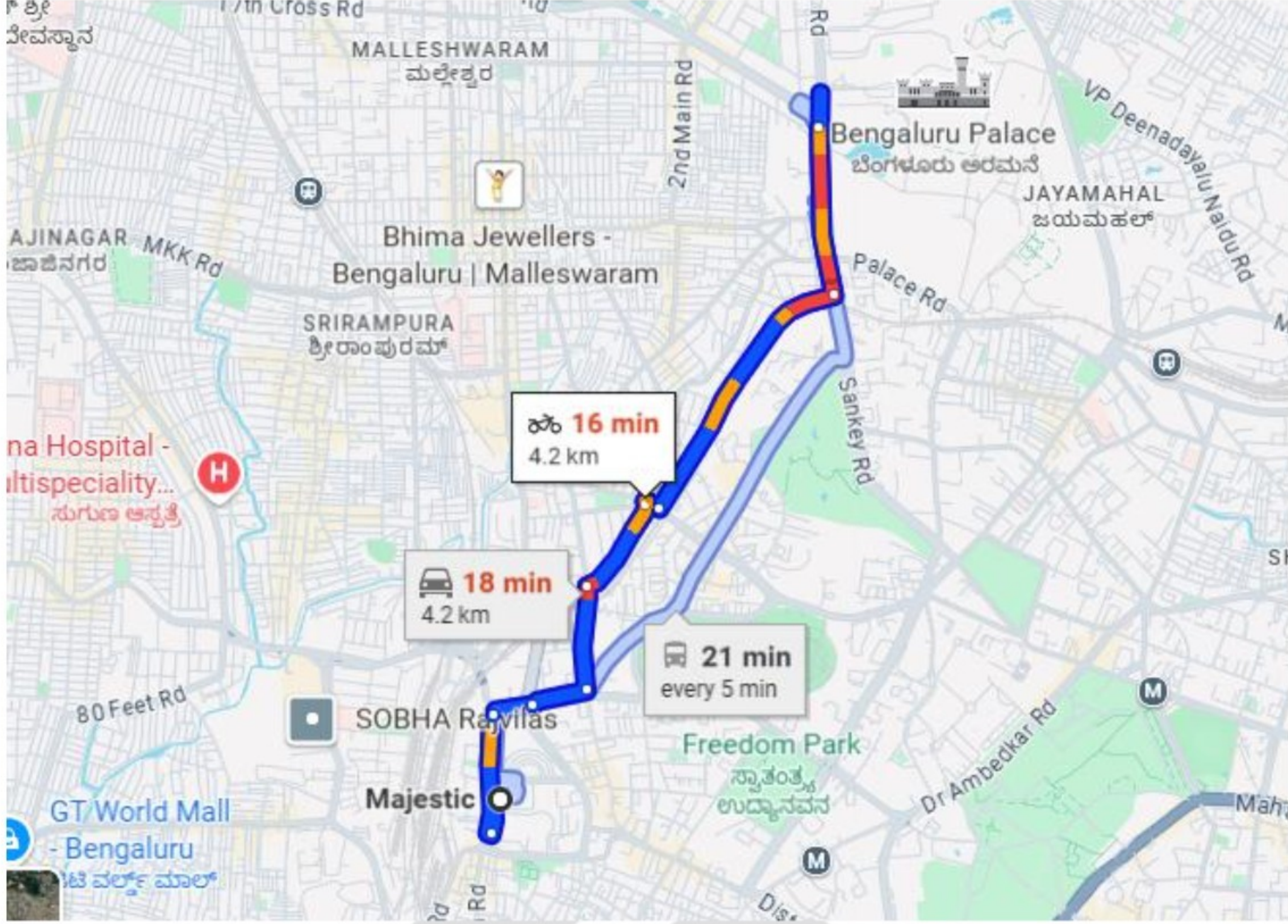


axio (brand name of CapFloat Financial Services Private Limited 'NBFC')

CIN: U65993KA1993PTC074590

axio, New no. 3 (Old no. 211), Upper Palace Orchards, Bellary Road, Sadashiva Nagar, Bengaluru - 560080

ROUTE MAP





ATTENDANCE SLIP

Extra-Ordinary General Meeting ("EGM") of CapFloat Financial Services Private Limited ("Company")

Date: 07th August, 2025

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 EGM of the Company being held on 07th August, 2025 at 11:00 AM. at the registered office of the Company.

.....

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

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:	

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 07th August, 2025 at 11.00 AM at the registered office of the Company and at any adjournment thereof in respect of the resolutions as are indicated below:

1. Approve the amendment to the Memorandum of Association.

Signed this _____ day of 2025

Affix Revenue
Stamp

Signature of the member Signature of Proxy holder(s): _____

Note: 1. 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.

2. A proxy need not be a member of the Company.