

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT 2<sup>ND</sup> EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON MONDAY, 04<sup>TH</sup> AUGUST, 2025 AT 05:45 P.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:

#### **Item No.1: TO APPROVE THE CHANGE IN TERMS OF THE COMPULSORILY CONVERTIBLE PREFERENCE SHARES ISSUED BY 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 Sections 48 and 55 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, approval of the members of the Company be and is hereby accorded for the change in the conversion ratios of the compulsorily convertible preference shares issued by the Company, as per the details mentioned below:

| Sr. No. | Series of CCPS | Current Conversion Ratio | Revised Conversion Ratio |
|---------|----------------|--------------------------|--------------------------|
| 1.      | Series A CCPS  | 1.00                     | 0.303                    |
| 2.      | Series A1 CCPS | 1.2107                   | 0.5644                   |
| 3.      | Series B CCPS  | 0.65                     | 0.8937                   |
| 4.      | Series C CCPS  | 0.85                     | 0.1745                   |
| 5.      | Series D CCPS  | 0.90                     | 0.7249                   |
| 6.      | Series E CCPS  | 1.11                     | 0.93426                  |
| 7.      | Series E2 CCPS | 1.00                     | 0.99998                  |
| 8.      | Series F1 CCPS | 1.00                     | 1.0289                   |
| 9.      | Series F2 CCPS | 1.00                     | 0.573                    |
| 10.     | Series F3 CCPS | 1.30                     | 0.744856                 |

**RESOLVED FURTHER THAT** the prior written consents received from the holders of Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS, Series E2 CCPS, Series F1 CCPS, Series F2 CCPS and Series F3 CCPS, as circulated along with the notice of this meeting, be and is hereby noted and taken on record.

**RESOLVED FURTHER THAT** the Mr. Gaurav Dinesh Hinduja and Mr. Sashank R Rishyasringa, Directors of the Company, Mr. Akshay Sarma, Chief Financial Officer and 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."

## **Item No.2: TO APPROVE THE AMENDMENT TO THE ARTICLES OF ASSOCIATION 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 Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to adopt the restated Articles of Association of the Company (a final draft of which has been placed before the members of the Company), which shall substitute and replace the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Mr. Gaurav Dinesh Hinduja and Mr. Sashank R Rishyasringa, Directors of the Company, Mr. Akshay Sarma, Chief Financial Officer and 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**



**Sashank R. Rishyasringa**  
Director  
(DIN: 06466985)

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

**Place: Bangalore**

**Date: 04<sup>th</sup> August, 2025**

**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 change in terms of the compulsorily convertible preference shares issued by the Company

The Company proposes to modify the conversion ratios of Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS, Series E2 CCPS, Series F1 CCPS, Series F2 CCPS and Series F3 CCPS, as per the table set out below, which has been approved by the board of directors in the meeting held on 04<sup>th</sup> August, 2025 (subject to the approval of the members of the Company):

| Sr. No. | Series of CCPS | Current Conversion Ratio | Revised Conversion Ratio |
|---------|----------------|--------------------------|--------------------------|
| 1.      | Series A CCPS  | 1.00                     | 0.303                    |
| 2.      | Series A1 CCPS | 1.2107                   | 0.5644                   |
| 3.      | Series B CCPS  | 0.65                     | 0.8937                   |
| 4.      | Series C CCPS  | 0.85                     | 0.1745                   |
| 5.      | Series D CCPS  | 0.90                     | 0.7249                   |
| 6.      | Series E CCPS  | 1.11                     | 0.93426                  |
| 7.      | Series E2 CCPS | 1.00                     | 0.99998                  |
| 8.      | Series F1 CCPS | 1.00                     | 1.0289                   |
| 9.      | Series F2 CCPS | 1.00                     | 0.573                    |
| 10.     | Series F3 CCPS | 1.30                     | 0.744856                 |

In accordance with Section 48 and other applicable provisions the Companies Act, 2013 and the rules enacted thereunder, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class. The necessary prior written consents of the holders of the relevant classes of preference shares for such modification of the terms have been obtained.

Accordingly, the Board of Directors recommends the resolution in Item no. 1 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.

**Item No. 2: To approve the amendment to the articles of association of the Company**

Pursuant to the change in the conversion ratios of Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS, Series E2 CCPS, Series F1 CCPS, Series F2 CCPS and Series F3 CCPS issued by the Company, the articles of association of the Company ("**Articles**") will need to be amended. Subject to the approval of the shareholders of the Company, the board of directors of the Company in its meeting held on 04<sup>th</sup> August 2025 approved the amendment to the Articles in place of and to the exclusion of the existing Articles.

In accordance with Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 and the rules enacted thereunder, it is required to obtain approval of the shareholders of the Company, by way of a special resolution, for alteration of Articles.

The restated Articles, which is proposed to be adopted, is enclosed in Annex to the notice and is also available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company and also at the place of the meeting on the meeting day.

Accordingly, the Board of Directors recommends the resolution in Item no. 2 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.

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



**Name: Sashank R Rishyasringa**

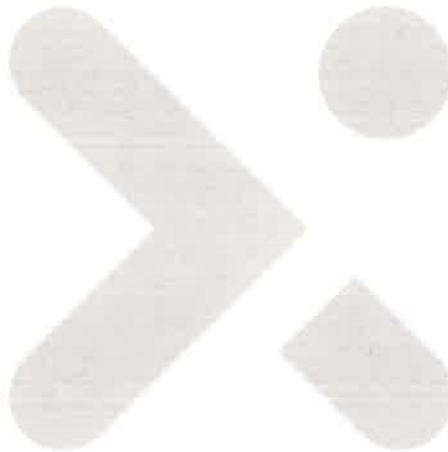
**Designation:** Director

**DIN: 06466985**

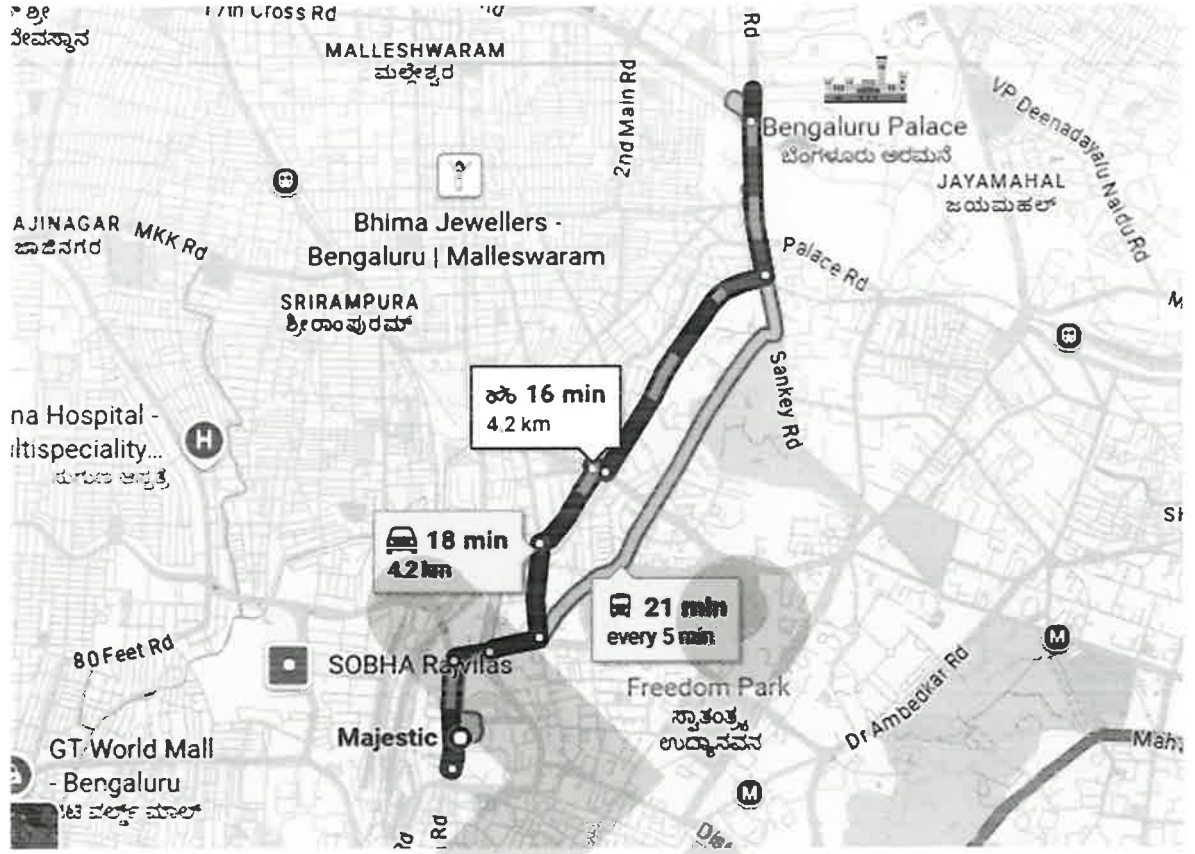
**Address:** Apt 181, Tower 4, Pebble Bay, First Main, RMV Second Stage, Bangalore 560094 - Sashank's Bangalore Address

**Date:** 04 August 2025

**Place:** Bangalore



## ROUTE MAP



## ATTENDANCE SLIP

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

**Date:** 04<sup>th</sup> August, 2025

|                                                                    |  |
|--------------------------------------------------------------------|--|
| <b>Folio No.</b>                                                   |  |
| <b>Name of first named member/proxy/ authorised representative</b> |  |
| <b>Name of joint member(s), if any</b>                             |  |
| <b>No. of shares held</b>                                          |  |

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 04<sup>th</sup> August, 2025 at 05:45 p.m. 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 04<sup>th</sup> August, 2025 at 05:45 PM at the registered office of the Company and at any adjournment thereof in respect of the resolutions as are indicated below:

1. Approve the change in terms of the CCPS; and
2. Approve the amendment to the Articles.

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.