

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST (FY 2020-21) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED (FORMERLY KNOWN AS ZEN LEFIN PRIVATE LIMITED) ("COMPANY") SHALL BE HELD ON 14TH MAY 2020 AT 3:00 P.M. AT GOKALDAS PLATINUM, NEW NO 3, BELLARY ROAD, SADASHIVNAGAR, BENGALURU - 560080, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1A: TO CONSIDER AND APPROVE THE BORROWING LIMIT AMOUNT OF RS. 500 CR. FOR THE PERIOD FROM APRIL 2020 TO MARCH 2021:

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, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) be and are hereby authorised to borrow any sum or sums 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 of Directors may in its discretion think fit, notwithstanding 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 however 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. 500 Crores (Rupees Five Hundred Crores only).

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Gaurav Dinesh Hinduja, Mr. Sashank Ramasubban Rishyasringa, Directors of the Company and Company Secretary of the Company, be and are hereby severally authorised to take necessary action in this regard as may deem necessary, proper or requisite."

CapFloat Financial Services Private Limited (Formerly known as Zen Lefin Private Limited)

CIN: U65993KA1993PTC074590

 New no.3 (Old no. 211), GokaldasPlatinum, Upper Palace Orchards, Bellary Road,
 Sadashivanagar, Bengaluru, Karnataka 560080

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Item No. 1B: TO CONSIDER AND APPROVE THE BORROWING LIMIT AMOUNT OF RS. 250 CR. FOR TERM LOAN FOR THE PERIOD FROM APRIL 2020 TO MARCH 2021 WITHIN THE OVERALL BORROWING LIMIT OF RS 500 CRORES FOR FINANCIAL YEAR 2020-21;

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, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) be and are hereby authorised to borrow any sum or sums 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 of Directors may in its discretion think fit, notwithstanding 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 however 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. 250 Crores (Rupees Two Hundred Fifty Crores only) for term loan which is within the borrowing limit of Rs 500 Crores.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Gaurav Dinesh Hinduja, Mr. Sashank Ramasubban Rishyasringa, Directors of the Company and Company Secretary of the Company, be and are hereby severally authorised to take necessary action in this regard as may deem necessary, proper or requisite.”

Item No. 1C: TO CONSIDER AND APPROVE THE LIMIT UPTO RS. 100 CRORE FOR THE PERIOD FROM APRIL 2020 TO MARCH 2021 FOR ISSUING/ OFFER/ ALLOTMENT OF SECURED/ UNSECURED/ REDEEMABLE NON-CONVERTIBLE DEBENTURE ON PRIVATE PLACEMENT BASIS WITHIN THE OVERALL BORROWING LIMIT OF RS 500 CRORES FOR FINANCIAL YEAR 2020-21;

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, permission and/or sanction, approval of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee

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which the Board may constitute to exercise its power conferred by this Resolution) for making offer(s) to subscribe to Secured/Unsecured/ Redeemable Non-Convertible Debentures (NCDs) on a private placement basis, in one or more tranches for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) on such terms and conditions and at such times at par or at such premium, 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 the Board/ Committee may decide so, however that the aggregate amount of funds to be raised by issue Secured/Unsecured/ Redeemable Non-Convertible Debentures shall not exceed Rs. 100 Crores, which is within the borrowing limit of Rs 500 Crores for the financial year 2020-21.

“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 for the purpose of giving effect to this resolution, Mr. Gaurav Dinesh Hinduja, Mr. Sashank Ramasubban Rishyasringa, Directors of the Company and Company Secretary of the Company, be and are hereby severally authorised to take necessary action in this regard as may deem necessary, proper or requisite.”

Item No 1D: TO CONSIDER AND APPROVE THE LIMIT UPTO OF RS. 150 CRORES FOR THE PERIOD FROM APRIL 2020 TO MARCH 2021 FOR ISSUING COMMERCIAL PAPERS, SECURITISATION OR OTHER INSTRUMENTS /LOANS AS MAY BE NECESSARY:

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, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Board thereof) be and are hereby authorised to borrow any sum or sums of money from time to time via Commercial Papers, Securitization or other Instruments/loans as may be necessary for the purpose of the Company on such terms and conditions and with

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or without security as the Board of Directors may in its discretion think fit, shall be Rs 150 Crores, which is within the borrowing limit of Rs 500 Crores for Financial year 2020-21 as approved by the Board”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Gaurav Dinesh Hinduja, Mr. Sashank Ramasubban Rishyasringa, Directors of the Company and Company Secretary of the Company, be and are hereby severally authorised to take necessary action in this regard as may deem necessary, proper or requisite.”

Item no: 2: TO CONSIDER AND APPROVE GRANTING AN INTER-CORPORATE LOAN TO SUBSIDIARY (THUMBWORKS TECHNOLOGIES)

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 186 and other applicable provisions of the Companies Act, 2013, an amount of Rs 14,00,00,000/- (Rupees Fourteen Crores only) was allowed to be lent as inter-corporate loan to Subsidiary, Thumbworks Technologies Private Limited (Walnut), as on 19th February 2019 to meet operating expenses. An amount of Rs 20,00,00,000/- (Rupees Twenty Crores only) is hereby approved to be lent towards meet the working capital requirements of Walnut till year ended 31st March 2020.

Further, additional amounts of approximately Rs 1,50,00,000/- (Rupees One Crore Fifty lakhs only) per month, on average, is approved for 12 (Twelve) months of the financial year ended 31st March 2021.

“RESOLVED FURTHER THAT the approval of the Board is hereby accorded to grant inter –corporate loan to Subsidiary (Walnut), and any one or more directors of the Company be and are hereby severally authorised to take all such actions and to do all such acts and deeds and execute such agreements as they may deem necessary and expedient to give effect to the aforementioned inter-corporate loan”

Item no: 3: TO APPOINT MRS. INA MALHOTRA AS A WOMAN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and subject to the approval of members in the ensuing Extra Ordinary General Meeting, Mrs. Ina Malhotra a non-executive, woman Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 13th May 2020 to 13th May 2021.”

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“RESOLVED FURTHER THAT Mr. Gaurav Dinesh Hinduja, Director Mr. Sashank Rishyasringa Director and Mr. Manoranjan Biswal, Company Secretary of the Company be and is hereby authorized to sign and file forms, deeds and all other documents incidental thereto, with the Registrar of Companies, Karnataka, on behalf of the Company and to do all other acts and deeds as necessary in this regard.”

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

For CapFloat Financial Services Private Limited
Manoranjan Biswal
Company Secretary

Company Secretary

Registered Office: New No 3, Gokaldas Platinum,
Upper Palace Orchards, Sadashivanagr, Bangalore - 560080

Place : Bangalore

Date : 13th May 2020

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

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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 / 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**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item 1a, 1b, 1c, 1d:

In order to meet the increased working capital requirements of the company that may arise, the Board of Directors of the Company at its meeting held on 13th May 2020 has, subject to the approval of members in the general meeting proposed to borrowing limit, issue Secured/Unsecured/ Redeemable/ Non-Convertible Debentures to various person(s) on private placement basis and for issuing commercial papers, securitisation or other instruments /loans as may be necessary at such terms and conditions and at such price(s) in compliance with the requirement of regulatory authorities, if any and as may be finalized by any of the Directors/ Committee members.

1. 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 however 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. 500 Crores (Rupees Two Hundred Fifty Crores only).
2. The amount to be raised by way of term loan, however shall not a sum of Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) which is within the borrowing limit of Rs 500 Crores."
3. The amount to be raised by way of issue of Non-Convertible Debentures on a private placement basis, however shall not a sum of Rs. 100 Crores (Rupees

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One Hundred Crores only) which is within the borrowing limit of Rs 500 Crores.”

4. The amount to be raised by way of issue of commercial papers, securitisation or other instruments /loans as may be necessary however shall not a sum of Rs. 150 Crores (Rupees One Hundred Fifty Crores only) which is within the borrowing limit of Rs 500 Crores.”

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with section 42 of the Companies Act, 2013, allows a company to take prior approval of members vide special resolution for all the offer or invitation for non-convertible debentures to be made through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of debentures from time to time and they are requested to authorize any of the Directors/Committee member to issue Non-Convertible Debentures on private placement basis upto Rs. 500 Crore as stipulated above, in one or more tranches.

Item no: 2:

To meet the working capital requirements of Thumbworks Technologies Private Limited (Walnut) required additional amounts of approximately Rs 1,50,00,000/- (Rupees One Crore Fifty lakhs only) per month, on average, for 12 (Twelve) months of the financial year ended 31st March 2021.

Item no: 3:

The Board of Directors of the Company (‘the Board’) at the meeting held on 13th May, 2020, and subject to the approval by the Members in the General Meeting, appointment Mrs. INA MALHOTRA as woman Independent Director of the Company with effect from 13th May, 2020 to 13th May 2021, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 (‘the Act’), or any amendment thereto or modification thereof.

The Board is of the view that the association of Mrs. INA MALHOTRA would benefit the Company, given the knowledge, experience of Mrs. INA MALHOTRA. Declaration has been received from Mrs. INA MALHOTRA that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mrs. INA MALHOTRA fulfils the conditions specified in the Act, the Rules thereunder and the requirements of RBI for appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for appointment of Mrs. INA MALHOTRA, in terms of Section 149 of the Act.

The Board recommends the Special Resolution set forth in item No. 1a, 1b, 1c , 1d, 2 and 3 of the Notice for approval of the Members.

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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 and on behalf of CapFloat Financial Services Pvt Ltd.**

For CapFloat Financial Services Private Limited
Manoranjan Biswal
Company Secretary

Company Secretary

Registered Office: New No 3, Gokaldas Platinum,
Upper Palace Orchards, Bellary Road,
Sadashivnagar, Bengaluru - 560080.

Place: Bangalore

Date: 13th May 2020

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Annexure B- Route Map

Capital Float 'Gokaldas Platinum'

**New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road,
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ANNEXURE C**ATTENDANCE SLIP****EXTRA ORDINARY GENERAL MEETING**

Date: 14.05.2020

Place: Bangalore

I hereby record my presence at the Extra Ordinary General Meeting of CapFloat Financial Services Pvt Ltd on 3:00 PM 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*

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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
s : _____
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 _____
AT _____ 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 _____, 2020
Shareholder (s)

Signature of _____ of

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.

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