

Date: 26th July 2018

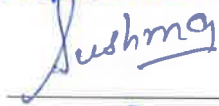
Dear Members/Directors/Auditors,

You are cordially invited to attend the Annual General Meeting (the 'AGM') of the members of Company to be held on the 14th August 2018 at 11:30 AM at its Registered Office at New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 560080 which was earlier scheduled on 10:30 AM on Tuesday, the 31st July 2018 and the same has adjourned due to unavailability of the members.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

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



(Sushma) **Company Secretary**
(Company Secretary)

Enclosures:

1. Notice of the AGM

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

CIN: U65993KA1993PTC074590

NOTICE OF THE 25th ANNUAL GENERAL MEETING

Notice is hereby given that 25th Annual General Meeting of CapFloat Financial Services Private Limited will be held at 14th August 2018 at 11:30 AM, at Registered Office of the Company at New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 560080, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended March 31, 2018 (Balance Sheet as at March 31, 2018 and Profit & Loss Account etc. for the year ended on that date) together with the reports of the Auditors and the Directors thereon.

“RESOLVED THAT the Audited Financial Statements comprising of Balance Sheet as at March 31, 2018 and Profit and Loss Account for the year ending on that date, Notes and Schedules thereon together with Auditors Report thereon and the Directors Report submitted to the Share Holders to the Meeting be and are hereby approved and adopted.”

2. To ratify appointment of M/s. S.R. Batliboi & Co LLP, Chartered Accountants (Firm Reg. No. 301003E, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. S.R. Batliboi & Co LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E) as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till Annual General Meeting to be held in the year 2022 subject to the ratification by the shareholders at each Annual General Meeting at a remuneration to be mutually decided.

SPECIAL BUSINESS:

1. To consider and increase the limit from Rs. 250 Crore to Rs. 500 Crore for the year ending 31st March 2019, for issuing/ offer/ allotment of secured/ unsecured/ redeemable non-convertible debenture on private placement basis.

To consider and if thought fit pass the resolution as an ordinary 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

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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 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. 500 Crores (Rupees Five 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. 500 Crores for the year ending 31st March, 2019."

"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."

2. To Increase In Authorized Share Capital Of The Company

To consider and if thought fit pass the 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 together with the rules enacted thereunder as applicable to the Company and the provisions contained in the Articles of Association of the Company, the approval of the members be and is hereby accorded to increase the authorised share capital of the Company from the existing capital of Rs 39,79,76,950.00/- (Rupees Thirty Nine Crore Seventy Nine Lac Seventy Six Thousand Nine Hundred and Fifty Only) divided into:

1. 20,00,000 (Twenty Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each,
2. 3,15,695 (Three Lac Fifteen Thousand Six Hundred Ninety Five) Series A CCPS having face value of Rs. 10/- (Rupees Ten only) each,
3. 40,000 (Forty Thousand) Series A1 CCPS having face value of Rs. 13/- (Rupees Thirteen only) each,
4. 3,30,000 (Three Lac and Thirty Thousand) Series B CCPS having face value of Rs. 10 (Rupees Ten only) each,

Capital Float Financial Services Private Limited
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5. 11,30,000 (Eleven Lac and Thirty Thousand) Series C CCPS of Rs. 100/- (Rupees One Hundred only) each,
6. 8,80,000 (Eight Lac and Eighty Thousand) Series D CCPS of Rs. 100/- (Rupees Hundred Only) each, And
7. 17,00,000 (Seventeen Lacs) Series E CCPS of Rs 100/- (Rupees Hundred Only) each.

To

Rs 42,43,76,950/- (Rupees Forty Two Crore Forty Three Lac Seventy Six Thousand Nine Hundred and Fifty Only), divided into:

1. 20,00,000 (Twenty Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each,
2. 3,15,695 (Three Lac Fifteen Thousand Six Hundred Ninety Five) Series A CCPS having face value of Rs. 10/- (Rupees Ten only) each,
3. 40,000 (Forty Thousand) Series A1 CCPS having face value of Rs. 13/- (Rupees Thirteen only) each,
4. 3,30,000 (Three Lac and Thirty Thousand) Series B CCPS having face value of Rs. 10 (Rupees Ten only) each,
5. 11,30,000 (Eleven Lac and Thirty Thousand) Series C CCPS of Rs. 100/- (Rupees One Hundred only) each,
6. 8,80,000 (Eight Lac and Eighty Thousand) Series D CCPS of Rs. 100/- (Rupees Hundred Only) each,
7. 17,00,000 (Seventeen Lacs) Series E CCPS of Rs 100/- (Rupees Hundred Only) each.
8. 2,64,000 (Two Lac Sixty Four Thousand) Series F CCPS of Rs 100/- (Rupees Hundred only) each.

by creating additional authorised share capital of Rs. 2,64,00,000/- (Rupees Two Crore Sixty Four Lacs) divided into 2,64,000 (Two Lacs and Sixty Four Thousand) Series F CCPS of Rs 100/- (Rupees Hundred Only) each in the existing authorized share capital of the Company.”

“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:

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"The Authorised Share Capital of the Company is Rs 42,43,76,950/- (Rupees Forty Two Crore Forty Three Lac Seventy Six Thousand Nine Hundred and Fifty Only), which is divided into 20,00,000/- (Twenty Lac only) Equity Shares of Rs. 10/- (Rupees Ten only) each, 3,15,695 (Three Lac Fifteen Thousand Six Hundred Ninety-Five) Series A CCPS having face value of Rs. 10/- (Rupees Ten only) each, 40,000 (Forty Thousand) Series A1 CCPS having face value of Rs. 13/- (Rupees Thirteen only) each, 3,30,000 (Three Lac and Thirty Thousand) Series B CCPS having face value of Rs. 10 (Rupees Ten only) each, 11,30,000 (Eleven Lac and Thirty Thousand) Series C CCPS of Rs. 100/- (Rupees One Hundred only) each and 8,80,000 (Eight Lac and Eighty Thousand) Series D CCPS of Rs. 100/- (Rupees Hundred Only) each, 17,00,000 (Seventeen Lakh) Series E CCPS of Rs 100/- each and 2,64,000 (Two Lac Sixty Four Thousand) Series F of Rs 100/- (Rupees Hundred only) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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, 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."

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

**Place: Bangalore
Date: 27th July 2018**

**Name: Sushma
Company Secretary**

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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 48 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. Route Map for the registered office is annexed as Annexure B to this Notice.
5. 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.

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 info@capitalfloat.com  1800 419 0999  www.capitalfloat.com

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

Item No 3.

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 25th June 2018 has, subject to the approval of members in the general meeting proposed to issue Secured/Unsecured/ Redeemable/ Non-Convertible Debentures to various person(s) on private placement basis, 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. The amount to be raised by way of issue of Non-Convertible Debentures on a private placement basis however shall not exceed Rs. 500 Crore (Rupees Five Hundred Crore) in aggregate.

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.

The Board recommends the Special Resolution set forth in item No. 3 of the Notice for approval of the Members.

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.

Item No 4.

Directors are of the opinion that in view of the additional capital requirements for the business purposes to facilitate the growth and expansion of the Company's operations, it has become necessary to increase the Authorized Capital of the Company. "The Authorised Share Capital of the Company is Rs 42,43,76,950/- (Rupees Forty Two Crore Forty Three Lac Seventy Six Thousand Nine Hundred and Fifty Only), which is divided into 20,00,000/- (Twenty Lac only) Equity Shares of Rs. 10/- (Rupees Ten only) each, 3,15,695 (Three Lac Fifteen Thousand Six Hundred Ninety-Five) Series A CCPS having face value of Rs. 10/- (Rupees Ten only) each, 40,000 (Forty Thousand) Series A1 CCPS having face value of Rs. 13/- (Rupees Thirteen only) each, 3,30,000 (Three Lac and Thirty Thousand) Series B

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CCPS having face value of Rs. 10 (Rupees Ten only) each, 11,30,000 (Eleven Lac and Thirty Thousand) Series C CCPS of Rs. 100/- (Rupees One Hundred only) each and 8,80,000 (Eight Lac and Eighty Thousand) Series D CCPS of Rs. 100/- (Rupees Hundred Only) each, 17,00,000 (Seventeen Lakh) Series E CCPS of Rs 100/- each and 2,64,000 (Two Lac Sixty Four Thousand) Series F CCPS of Rs 100/- (Rupees Hundred only) each.”

The above increase requires modifying the Clause V of the Memorandum of Association of the Company.

The Board recommends the resolution be passed by the members as an Ordinary Resolution.

None of the directors, managers or key managerial personnel of the Company along with their relatives is in any way concerned or interested in the said resolution.



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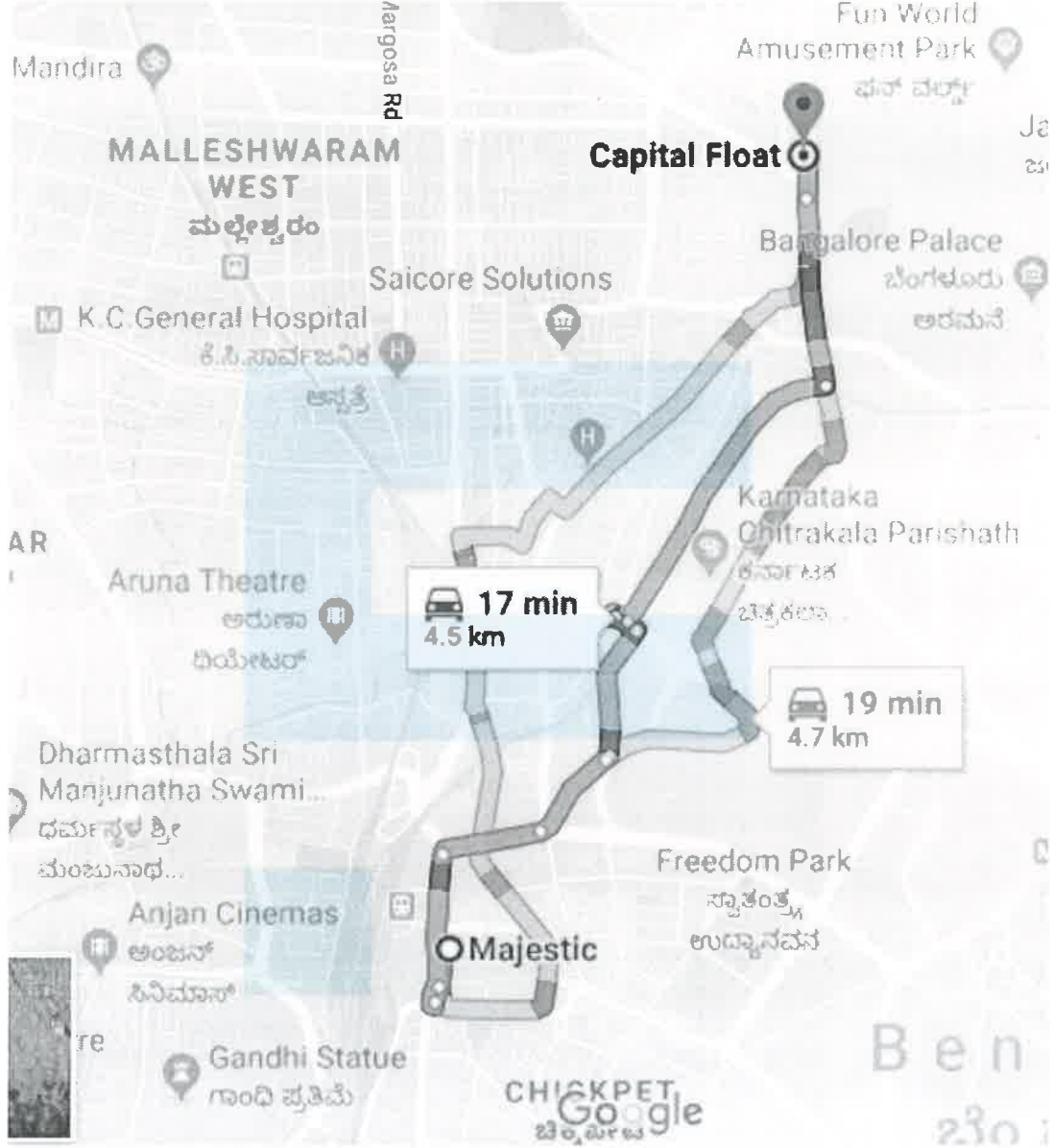
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Annexure B- Route Map

Capital Float

New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 560080.



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Annexure C
Attendance Slip
Annual General Meeting

Date: _____

Place: Bangalore

I hereby record my presence at the Annual General Meeting of CapFloat Financial Services Private Limited on _____ 2018 at _____ at Registered Office- New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 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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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 Private Limited hereby appoint –

1. Name: _____ A
 Address: _____
 E-mail Id: _____ Signature: _____, or failing him / her
2. Name: _____ A
 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 ----- 2018 AT _____ at Registered Office- New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 560080 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

**Affix Re. 1
Revenue
Stamp**

Signed this ____ day of _____, 2018

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.

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