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SHORTER NOTICE OF 01ST (FIRST) EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 01ST (FIRST) EXTRA-ORDINARY GENERAL MEETING ("EGM") FOR FY 2026 - 27 OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED (THE "COMPANY") IS SCHEDULED TO BE HELD ON SATURDAY, 25TH JULY 2026 AT 01:30 P.M. AT 03RD FLOOR, PLOT-30, SHIVAJI MARG, OPPOSITE CTC MALL, MOTI NAGAR, NAJAFGARH ROAD INDUSTRIAL AREA, NEW DELHI, 110015, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 01: TO CONSIDER AND APPROVE THE LIMIT OF INR 400 CRORES FOR THE PERIOD FROM APRIL 2026 TO MARCH 2027, FOR THE ISSUE/ OFFER/ ALLOTMENT OF SECURED/ UNSECURED/ REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS WITHIN THE OVERALL BORROWING LIMIT OF INR 8,515 CRORES FOR FINANCIAL YEAR 2026-27:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** with or without any modification(s):

"RESOLVED 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), enactment(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 the approval and consent of the Members be and hereby accorded to offer or invite subscriptions for issuance Secured/Unsecured/Redeemable Non-Convertible Debentures (**"NCDs"**) on a private placement basis, in one or more tranches, from time to time, for an amount which shall not exceed INR 400 Crores (Indian Rupees Four Hundred Crores Only), within the total borrowing limit of INR 8, 515 Crores (Indian Rupees Eight Thousand Five Hundred Fifteen Crores only) for the Financial year 2026-2027, on such terms and conditions and at par as may be decided by the Board, to such person(s), including but not limited to 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 may be decided by the Board.*

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.*

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RESOLVED FURTHER THAT *Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to issue the sign, submit, execute and deliver all necessary documents, and do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard including filing necessary forms with Registrar of Companies, Karnataka and any other regulatory authority."*

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

For CapFloat Financial Services Private Limited

Director / Authorised Signatory

Sashank R. Rishyasringa
Whole-Time Director
DIN: 06466985

Place: Bengaluru, India
Date: 06th July 2026

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NOTES:

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. 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. All documents referred to in the notice and the explanatory statement, and requiring members' approval and such statutory records and registers, as are 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.

5. 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 or 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.

6. Route Map is annexed as **Annexure B** to this Notice.

7. Members/ Proxy 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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Annexure A

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

ITEM NO. 01: TO CONSIDER AND APPROVE THE LIMIT OF INR 400 CRORES FOR THE PERIOD FROM APRIL 2026 TO MARCH 2027, FOR ISSUE/ OFFER/ ALLOTMENT OF SECURED/ UNSECURED/ REDEEMABLE NON-CONVERTIBLE DEBENTURE ON PRIVATE PLACEMENT BASIS WITHIN THE OVERALL BORROWING LIMIT OF INR 8515 CRORES FOR FINANCIAL YEAR 2026-27:

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures **("NCDs")** exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

The Board of directors at their meeting held on 27th March, 2026 have approved to the limit of INR 400 crores for issuance of debentures subject to the approval of Members of the Company to borrow from time to time by making offer (s) or invitation(s) to subscribe or issuance of Secured/Unsecured/ Redeemable Non-Convertible Debentures **("NCDs")** on a private placement basis, as may be decided by the Board/Committee on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Subsequently, it was noted that the approval of the Members for enhancement of the borrowing limits is not required, as the Company, being a private company, is exempt from the applicability of the relevant provisions of the Companies Act, 2013. Accordingly, it has been decided not to place the said proposal before the Members at the proposed Extra-Ordinary General Meeting. The Notice of the Extra-Ordinary General Meeting has therefore been revised to include only the special business relating to the issuance of Non-Convertible Debentures (NCDs).

Disclosure as Per Sub-Rule (1) Of Rule 14 of Companies (Prospectus and Allotment of Securities) 2014.

Sl. No.	Particulars	Disclosures

1.	Particulars of the offer including date of passing of Board resolution;	Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue secured/unsecured redeemable NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs. The Board of directors at their meeting held on 27th March 2026 have approved issuance of debentures of subject to the approval of members of the Company.
2.	Kinds of securities offered and the price at which security is being offered;	Non-convertible debentures
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	The non-convertible debentures are being issued at their nominal value as decided by Board/Committee from time to time, without any premium on the debentures.
4.	Name and address of valuer who performed valuation;	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
5.	Amount which the company intends to raise by way of such securities;	INR 400 Crores for the Financial year 2026-27.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s).

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	the offer or separately in furtherance of objects; principal terms of assets charged as securities.	These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Consent of the Members is therefore sought in connection with the aforesaid issuance of debentures by the Company to an amount upto INR 400/- Crore as stipulated above, in one or more tranches.

The Board recommends the approval of the resolution mentioned in item No. 1 of the Notice for approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, including their relatives are interested or concerned in the Company.

For and on behalf of CapFloat Financial Services Private Limited

For CapFloat Financial Services Private Limited

Director / Authorised Signatory

Name: Sashank Rishyasringa
Designation: Whole-Time Director
DIN: 06466985

Date: 06th July 2026
Place: Bangalore

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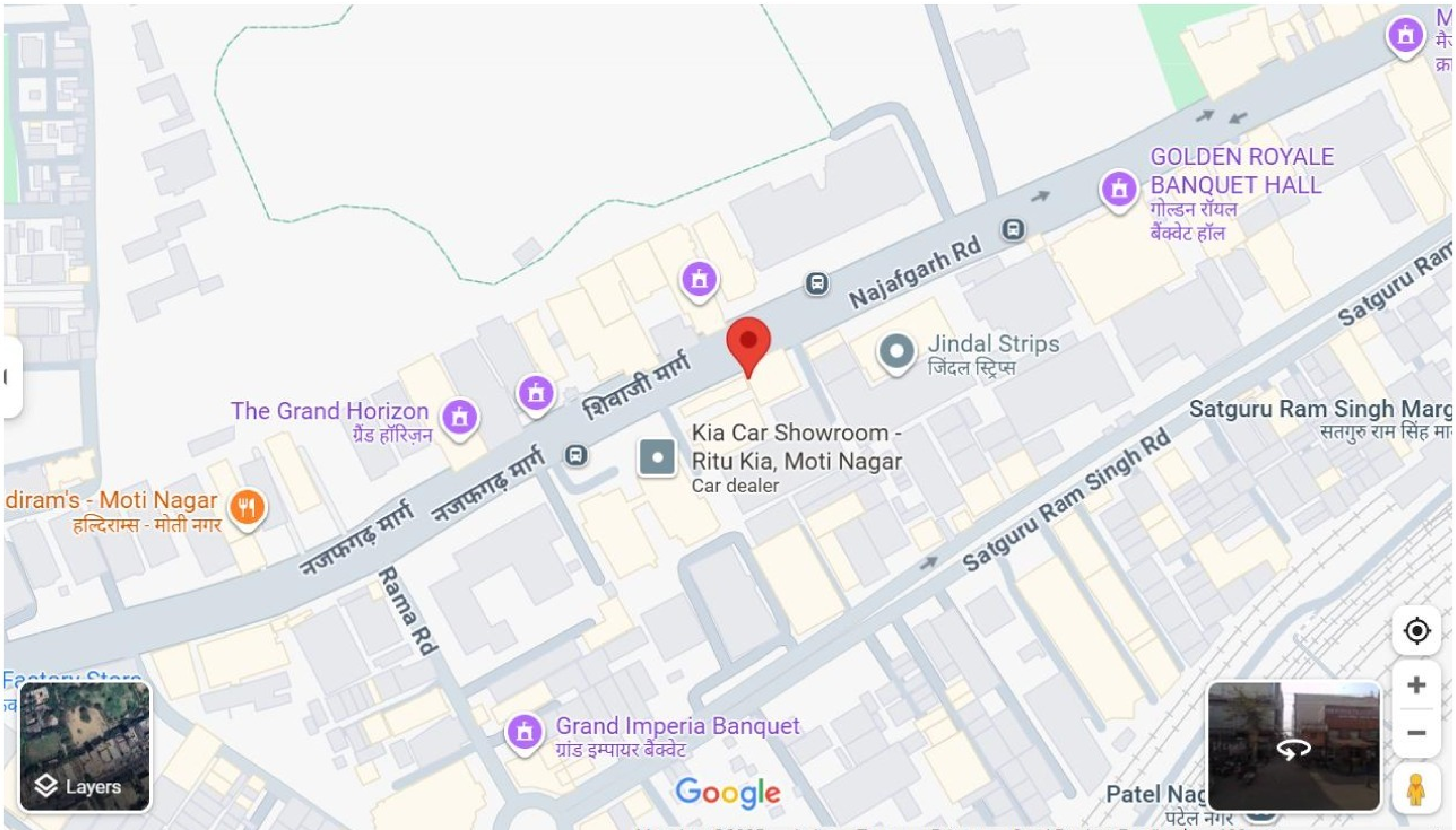
Annexure-B

Route map and prominent Landmark



Prominent Landmark: Opposite CTC Mall.

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ANNEXURE-C

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING

To
M/s CapFloat Financial Services Private Limited
Registered Office: New No 3 (Old 211), Gokaldas Platinum,
Upper Palace Orchards, Bellary Road, Sadashivanagar, Bangalore – 560080

I hereby record my presence at the 01st (First) Extra Ordinary General Meeting of CapFloat Financial Services Private Limited to be held on Saturday, 25th July, 2026 on 01:30 P.M. at 3rd Floor, Plot-30, Shivaji Marg, 110015, opposite CTC Mall, Moti Nagar, Najafgarh Road Industrial Area, New Delhi, 110015.

Name of First named Member/Proxy/ Authorized Representative	
Folio No/Customer ID:	
No. of Shares Held	
Name of Joint Member(s), if any	

____
Signature of the Shareholder
/Proxy/Authorised Representative

Date: 06th July, 2026
Place: Bangalore

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FORM MGT-11
PROXY FORM

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

CIN: U65993KA1993PTC074590
Name of the Company: M/s CapFloat Financial Services Private Limited
Registered Office: New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivanagar, Bangalore – 560080

Name of the Member (s): Registered Address: E-mail Id: Folio No./ Client ID: DP ID:

I / We, being the Member(s) of ___________ (In words_____________________) equity shares of the above Company, hereby appoint

1. Name:
   Address:
   E-mail Id:
   Signature:______________, or failing him / her

2. Name:
   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 01st (First) Extra-Ordinary General Meeting of the Company, to be held on Saturday, 25th July, 2026 at 01:30 P.M. at 3rd Floor, Plot-30, Shivaji Marg, 110015, opposite CTC Mall, Moti Nagar, Najafgarh Road Industrial Area, New Delhi, 110015 and at any adjournment thereof, in respect of resolution as indicated below:

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Sr. No.	Items for approval (Special Business)	Types of Resolutions
1.	To consider and approve the limit of INR 400 Crores for the period from April 2026 to March 2027, for issuing/ offer/ allotment of secured/ unsecured/ redeemable non-convertible debenture on private placement basis within the overall borrowing limit of INR 8515 crores for financial year 2026-27.	Special Resolution

Signed this ____ day of_______, 2026

Affix Re. 1 Revenue Stamp

Signature of the 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.