

SHORTER NOTICE OF 33RD ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 25, 2026, AT 12:00 P.M. AT 3RD FLOOR, PLOT-30, SHIVAJI MARG, OPPOSITE CTC MALL, MOTI NAGAR, NAJAFGARH ROAD INDUSTRIAL AREA, NEW DELHI, 110015, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 01

TO CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORTS OF THE AUDITORS AND THE DIRECTORS THEREON:

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

"RESOLVED THAT the Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company each comprising of Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, Cash Flow Statement and Statement of Equity for the Financial Year ended March 31, 2026, together with notes thereon, as circulated to the Shareholders and laid before the meeting, be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT the Independent Auditors' report on the Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company and the report of the Board of Directors for the financial year ended March 31, 2026, as placed before the Members, be and are hereby approved."

SPECIAL BUSINESSES:

ITEM NO. 02

TO CONSIDER AND APPROVE APPOINTMENT OF MR. SHARIQ MAHOMED NASIR PLASTICWALA (DIN: 08190028), AS A DIRECTOR 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 Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board, Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028), who was appointed as an Additional Director of the Company with effect from June 29, 2026, be and is hereby appointed as a Director of the Company with effect from the date of this Annual General Meeting ("AGM").



RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to sign and file necessary returns/forms/documents with the Registrar of Companies and any other documents with the appropriate regulatory authority as may be required from time to time and for making necessary entries in the Statutory Registers to give effect to the aforesaid resolution."

ITEM NO. 03

TO CONSIDER AND APPROVE APPOINTMENT OF MR. VISHAL BHANDARI (DIN: 11874660) AS A DIRECTOR 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 Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board, Mr. Vishal Bhandari (DIN: 11874660), who was appointed as an Additional Director of the Company with effect from August 31, 2026, be and is hereby appointed as a Director of the Company with effect from the date of this Annual General Meeting ("AGM").

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to sign and file necessary returns/forms/documents with the Registrar of Companies and any other documents with the appropriate regulatory authority as may be required from time to time and for making necessary entries in the Statutory Registers to give effect to the aforesaid resolution."

For and on behalf of the Board of Directors of CapFloat Financial Services Private Limited

Gaurav
Dinesh
Hinduja

Digitally signed
by Gaurav
Dinesh Hinduja
Date: 2026.09.10
15:51:14 +05'30'

Gaurav Dinesh Hinduja
Whole Time Director
DIN: 01264801
Address: Flat No 61, Tower 2 Pebble Bay Place:
Apartments, Dollors Colony Bangalore-560094

Date: September 10, 2026
Place: Bangalore

1. A Member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting instead of himself and such proxy need not be a Member of the Company. Proxies in order to be effective must be duly completed and signed in the enclosed form and filed with the Company at its registered office not later than forty – eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent 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.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts, concerning the item nos. 02 and 03 in the Notice is annexed hereto and forms part of the Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution or Authorization Letter as per the provisions of section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding-maintained u/s 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013, will be available for inspection in physical form by the Members during business hours on a working day at the registered office of the Company. All other documents referred to in this Notice and Explanatory Statement will be available for inspection in physical form by the Members during business hours on a working day at the registered office of the Company and at the venue of the meeting.
6. A Form of Proxy is enclosed. The Form of Proxy should be duly filled, signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and a revenue stamp of adequate value should be affixed before filing the same with the Company.
7. Members/proxies/authorized representatives are requested to bring the duly filled in Attendance Slip enclosed herewith to attend the meeting.
8. The Letter seeking approval of shareholders to convene the 33rd Annual General Meeting & receiving Financial Statements, Auditor's Report and any other documents required to be annexed to Financial Statements at shorter notice and holding AGM at a place other than Registered Office is attached herewith.
9. Enclosed the route map and prominent landmark for easy location.

THE EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

As required under Section 102 of the Companies Act, 2013 read with “Secretarial Standard-2” on General Meeting, the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 02

TO CONSIDER AND APPROVE APPOINTMENT OF MR. SHARIQ MAHOMED NASIR PLASTICWALA (DIN: 08190028), AS A DIRECTOR OF THE COMPANY:

The Board of Directors had appointed Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028) as an Additional Director of the Company w.e.f. June 29, 2026, and further Board of directors at their meeting held on Wednesday, September 02, 2026 have recommended the appointment of Mr. Shariq Mahomed Nasir Plasticwala as a Director of the Company.

Accordingly, in terms of the requirements of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company is required for the appointment of Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028), as a Director of the Company.

The Company had received consent from Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028) signifying his intention to be appointed as a Director of the Company.

In compliance with the provisions of Secretarial Standards, the following are the brief particulars of Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028):

Particulars	Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028)
Age	41 Years
Qualifications	Postgraduate/Master/Equivalent
Experience	Director in Payfort International FZ LLC, Amazon Payment Processing Business 15+ years of technology experience 6+ years of global fintech experience across payment processing, wallet and credit products in 7 countries
Amount of remuneration sought to be paid	As per the Appointment Letter
Remuneration last drawn	As per the Appointment Letter
Date of first appointment on the Board	June 29, 2026
Shareholding in the Company	Nil
Relationship with directors, Manager, KMP of the Company	Nil
No. of Meetings of Board attended during the year (2025-26)	Nil
Other directorship/ membership/ chairmanship of committees of the	Other Directorship – 02 (Two) Membership/ Chairmanship of committees of the Board – Nil

Board	
Terms and conditions of appointment	As per the Appointment Letter

The Board of Directors is of the opinion that his knowledge and experience will be of great value to the Company and hence recommends the resolution at item no. 02 of this Notice for your approval to be passed as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028) is concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 03

TO CONSIDER AND APPROVE APPOINTMENT OF MR. VISHAL BHANDARI (DIN: 11874660) AS A DIRECTOR OF THE COMPANY:

The Board of Directors had appointed Mr. Vishal Bhandari (DIN: 11874660) as an Additional Director of the Company w.e.f. August 31, 2026, and further Board of directors at their meeting held on Wednesday, September 02, 2026 have recommended the appointment of Mr. Vishal Bhandari (DIN: 11874660) as a Director of the Company.

Accordingly, in terms of the requirements of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company is required for the appointment of Mr. Vishal Bhandari (DIN: 11874660), as a Director of the Company.

The Company had received consent from Mr. Vishal Bhandari (DIN: 11874660) signifying his intention to be appointed as a Director of the Company.

In compliance with the provisions of Secretarial Standards, the following are the brief particulars of Mr. Vishal Bhandari (DIN: 11874660):

Particulars	Mr. Vishal Bhandari (DIN: 11874660)
Age	47 Years
Qualifications	Master's Degree
Experience	20+ years for progressive experience in financial management and controllership
Amount of remuneration sought to be paid	As per the Appointment Letter
Remuneration last drawn	As per the Appointment Letter
Date of first appointment on the Board	August 31, 2026
Shareholding in the Company	Nil
Relationship with directors, Manager, KMP of the Company	NA
No. of Meetings of Board attended during the year (2025-26)	Nil

Other directorship/ membership/ chairmanship of committees of the Board	Other Directorship – Nil Membership/ Chairmanship of committees of the Board – Nil
Terms and conditions of appointment	As per the Appointment Letter

The Board of Directors is of the opinion that his knowledge and experience will be of great value to the Company and hence recommends the resolution at item no. 03 of this Notice for your approval to be passed as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Vishal Bhandari (DIN: 11874660) is concerned or interested financially or otherwise in the proposed resolution.

**For and on behalf of the Board of Directors of
CapFloat Financial Services Private Limited**

**Gaurav
Dinesh
Hinduja**
Digitally signed
by Gaurav Dinesh
Hinduja
Date: 2026.09.10
15:51:35 +05'30'

Gaurav Dinesh Hinduja
Whole Time Director
DIN: 01264801
Address: Flat No 61, Tower 2 Pebble Bay Apartments,
Dollors Colony Bangalore-560094

Date: September 10, 2026
Place: Bangalore



ATTENDANCE SLIP

ANNUAL 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 33rd (Thirty Third) Annual General Meeting of CapFloat Financial Services Private Limited to be held on Friday, 25th September, 2026 on 12:00 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: September 10, 2026
Place: Bangalore

Form No. 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	CapFloat Financial Services Private Limited
Registered office	New No 3. (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore, Karnataka-560080, India

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DPID:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 33rd Annual General Meeting of the Company held on Friday, September 25, 2026, at 12:00 P.M. at 3rd Floor, Plot-30, Shivaji Marg, Opposite CTC Mall, Moti Nagar, Najafgarh Road Industrial Area, New Delhi, 110015, India. I and / or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No(s).	Description of Resolution	For	Against
Ordinary Business:			
1.	To consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the auditors and the directors thereon. (Ordinary Resolution).		

Special Businesses:			
2.	To consider and approve appointment of Mr. Shariq Mahomed Nasir Plasticwala (DIN: 08190028), as a Director of the Company. (Ordinary Resolution).		
3.	To consider and approve appointment of Mr. Vishal Bhandari (DIN: 11874660), as a Director of the Company. (Ordinary Resolution).		

Signed this..... day of..... 2026

Signature of Member

Signature of Proxy holder(s)

AFFIX
REVENUE
STAMP OF
0.15 PAISE

Note: This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



CONSENT BY MEMBERS FOR CONVENING 33RD ANNUAL GENERAL MEETING OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED AT A PLACE OTHER THAN REGISTERED OFFICE & RECEIVING FINANCIAL STATEMENTS AND OTHER DOCUMENTS REQUIRED TO BE ANNEXED TO FINANCIAL STATEMENTS AT A SHORTER NOTICE

[Pursuant to Sections 96, 101, and 136 of the Companies Act, 2013]

To,
The Board of Directors,
CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED
New No 3. (Old 211), Gokaldas Platinum, Upper Palace
Orchards, Bellary Road, Sadashivnagar, Bangalore, Karnataka-560080, India

Dear Sir,

I/We, _____, --Designation--, for and on behalf of ---Name of Shareholder--- holding ----equity shares of INR 10/- each in **CapFloat Financial Services Private Limited** (hereinafter "the Company") do hereby give consent:

- a) To convene the 33rd Annual General Meeting of the Company on Friday, September 25, 2026, at 12:00 P.M. & receiving the Financial Statements, Auditor's Report and relevant annexures thereto at shorter notice;
- b) To convene the 33rd Annual General Meeting at a place other than the registered office i.e. 3rd Floor, Plot-30, Shivaji Marg, Opposite CTC Mall, Moti Nagar, Najafgarh Road Industrial Area, New Delhi, 110015, India.

For and on behalf of
(Name of Shareholder)

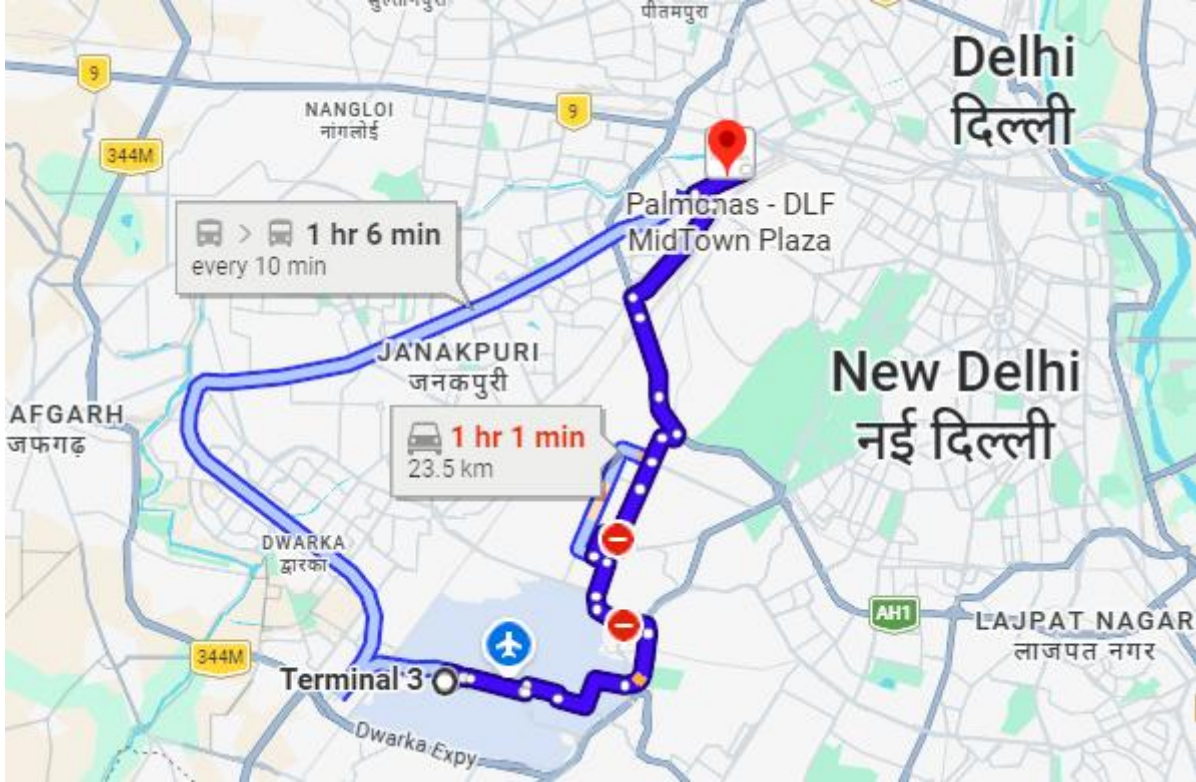
Signature
Name: _____
(Designation)

Date:

Place:

ROUTE MAP AND PROMINENT LANDMARK

Venue: 3rd Floor, Plot-30, Shivaji Marg, opposite CTC Mall, Moti Nagar, Najafgarh Road Industrial Area, New Delhi, 110015



Prominent Landmark: Opposite CTC Mall, Moti Nagar, Najafgarh Road Industrial Area, New Delhi, 110015