

**Date: 14<sup>th</sup> December- 2020**

**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 Monday, 28<sup>th</sup> December 2020 at 10:00 AM at its Registered Office at New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 560080.

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  
Manoranjan Biswal  
Company Secretary  
  
Company Secretary

Enclosures:

1. Notice of the AGM

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

U65993KA1993PTC074590

 New no. 3 (Old no. 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,

 Sadashivanagar, Bengaluru, Karnataka 560080

 [info@capitalfloat.com](mailto:info@capitalfloat.com)  1800 419 0999  [www.capitalfloat.com](http://www.capitalfloat.com)

## **NOTICE OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 27<sup>th</sup> Annual General Meeting of CapFloat Financial Services Private Limited will be held on Monday on 28<sup>th</sup> December 2020 at 10:00 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 STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 TOGETHER WITH THE REPORTS OF THE AUDITORS AND THE DIRECTORS THEREON.**

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

**“RESOLVED THAT** the Audited standalone and consolidated Financial Statements comprising of Consolidated Balance Sheet as at March 31, 2020 and Consolidated 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 RE-APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Audit Committee and the Board be and is hereby accorded to recommend for re-appoint M/s. S.R. BATLIBOI & Co LLP, (Firm Regn No. 301003E) as Statutory Auditors of the Company for a second term of 5 (five) consecutive years starting from the financial Year 2020-21 and that they shall hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 2024-25 Annual General Meeting of the Company, subject to the ratification by the shareholders at every Annual General Meeting to be held after this Annual General Meeting and on such remuneration to be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

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

U65993KA1993PTC074590

 New no. 3 (Old no. 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,

 Sadashivanagar, Bengaluru, Karnataka 560080

 [info@capitalfloat.com](mailto:info@capitalfloat.com)  1800 419 0999  [www.capitalfloat.com](http://www.capitalfloat.com)

**SPECIAL BUSINESS****1. TO APPROVE THE AMENDMENT OF THE 'EMPLOYEE STOCK OPTION (ESOP) POLICY OF THE COMPANY:**

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

“RESOLVED THAT pursuant to Section 62(1)(b) read with Rule 12(5) of the Companies (Share Capital Debentures) Rules 2014 and other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment of the Act, rules or the guidelines made thereunder for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and “Capital Float ESOP 2014” (ESOP 2014) consent of the members is hereby given, to amend exercise period of 5 years in the ESOP policy.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation thereof.”

“RESOLVED FURTHER THAT for the giving effect to above resolution and implementation of “Capital Float ESOP 2014” (ESOP 2014), any Director of the Company, be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

For CapFloat Financial Services Private Limited  
Manoranjan Biswal  
Company Secretary  
  
Company Secretary

**Place: Bangalore  
Date: 12-12-2020**

**Manoranjan Biswal  
Company Secretary**

**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.

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

U65993KA1993PTC074590

 New no.3 (Old no. 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,

 Sadashivanagar, Bengaluru, Karnataka 560080

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

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.

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

For CapFloat Financial Services Private Limited  
Manoranjan Biswal  
Company Secretary



**Place: Bangalore  
Date: 12-12-2020**

**Manoranjan Biswal  
Company Secretary**

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

**Item No. 3**

The board of directors at their meeting held on 2<sup>nd</sup> December, 2020 have discussed and resolved to propose to the members that the Company to amend ESOP policy of the company.

ESOP policy extend the exercise period upon separation of an employee to 5 years (as opposed to 90 days currently included in the ESOP Plan).

As per the Rule 12(5) of the Companies (Share Capital and Debenture) Rules, 2014, any variation in the terms of Employees Stock Option Scheme not yet exercised by the employees provided such variation is not prejudicial to the interests of the option holders should be approved by the members by way of a unanimous resolution.

So that proposal has been placed before the member's approval by way of unanimous 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.

Your directors have accordingly recommended the Resolution in Item No. 3 as a Unanimous Resolution for your approval.

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

U65993KA1993PTC074590

 New no. 3 (Old no. 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,

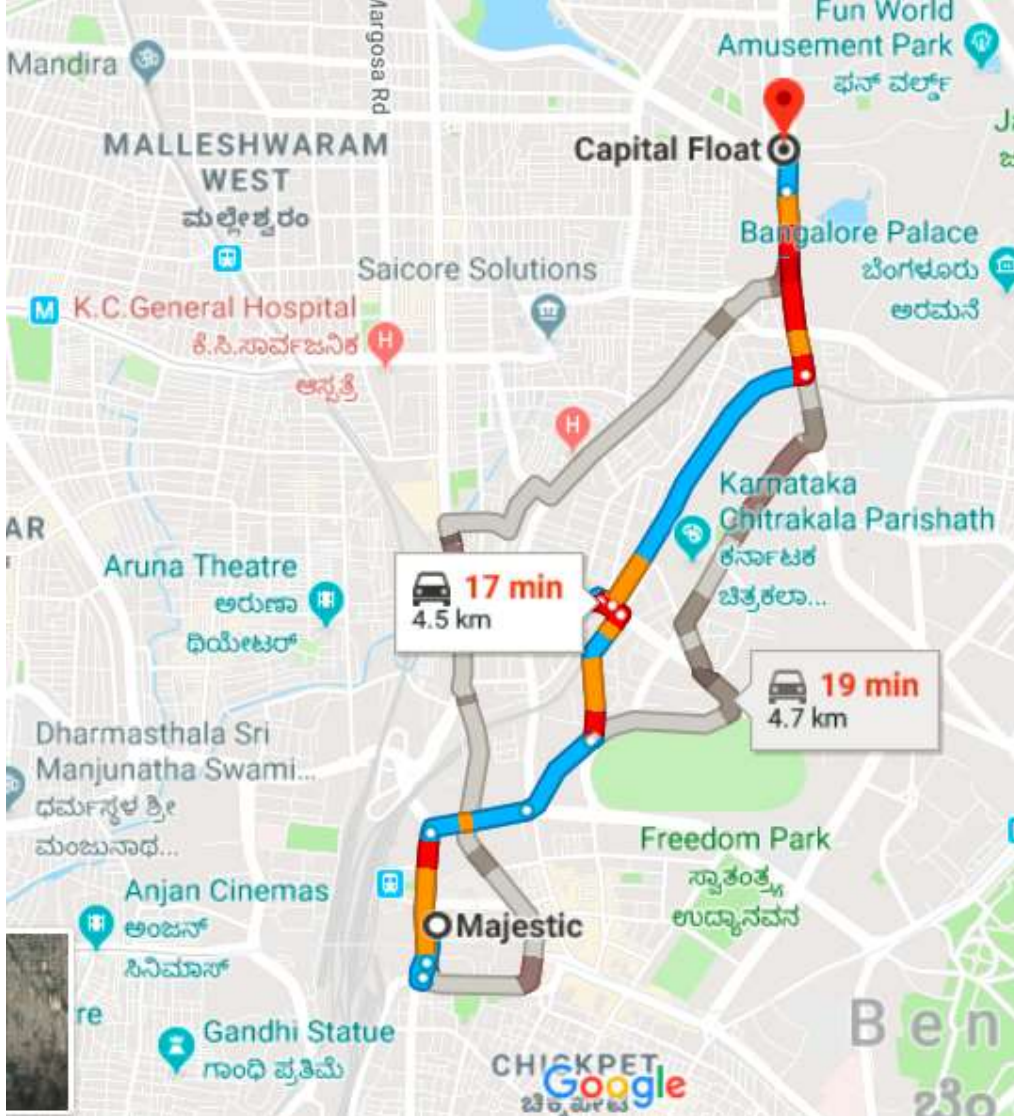
 Sadashivanagar, Bengaluru, Karnataka 560080

 [info@capitalfloat.com](mailto:info@capitalfloat.com)  1800 419 0999  [www.capitalfloat.com](http://www.capitalfloat.com)

## Annexure B- Route Map

### Capital Float

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



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

U65993KA1993PTC074590

📍 New no. 3 (Old no. 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,

📍 Sadashivanagar, Bengaluru, Karnataka 560080

✉ info@capitalfloat.com

☎ 1800 419 0999

🌐 www.capitalfloat.com

**Annexure C**  
**Attendance Slip**  
**Annual General Meeting**  
**Date: 28<sup>th</sup> December 2020**  
**Place: Bangalore**

I hereby record my presence at the Annual General Meeting of CapFloat Financial Services Private Limited on 28<sup>th</sup> December 2020 at 10.00 am 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\*

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

U65993KA1993PTC074590

 New no. 3 (Old no. 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,

 Sadashivanagar, Bengaluru, Karnataka 560080

 [info@capitalfloat.com](mailto:info@capitalfloat.com)  1800 419 0999  [www.capitalfloat.com](http://www.capitalfloat.com)



**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 Annual General Meeting of the Company, to be held on 28<sup>th</sup> December 2020 at 10:00 AM at Registered Office- New No 3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivanagar, 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 \_\_\_\_\_, 2020

\_\_\_\_\_  
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.

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

U65993KA1993PTC074590

 New no. 3 (Old no. 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,

 Sadashivanagar, Bengaluru, Karnataka 560080

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