



Date: 27/12/2022

To,

Metropolitan Stock Exchange of India 4 <sup>th</sup> floor, Vibgyor Tower, Bandra kurla Complex Bandra(E), Mumbai-400098 Symbol: KAPILRAJ	BSE LIMITED P J Tower, Dalal Street Mumbai-400001 Scrip Code: 539679
---	---

**Sub:** Notice of the Extra Ordinary General Meeting of the Company going to be held on Saturday 21<sup>ST</sup> January, 2023

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, We are pleased to inform that the Extra Ordinary General Meeting (“EGM”) of the Members of Kapil Raj Finance Limited (“the Company”) will be held on SATURDAY the 21<sup>st</sup> January, 2023 at 12:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

The remote e-voting will be available during the following period:

Commencement of evoting	Wednesday, 18 <sup>th</sup> January, 2023(9:00 AM)
End of evoting	Friday, 20 <sup>th</sup> January, 2023(5:00PM)

Members, who are present at the EGM through VC / OAVM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through e-voting during the EGM.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, 13<sup>th</sup> January, 2023 will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only. We request you to kindly take the above on record and bring to the notice of all concerned.

This is for your information and record.

Thanking you,

Yours Faithfully,

**For Kapil Raj Finance Limited**

**Santos Rani**  
**Director**

Regd. Office : 23, 11<sup>th</sup> Floor, North West Avenue, Club Road, West Punjab Bagh, New Delhi - 110026  
Admn. Office : 204-B, Platinum Mall, Jawahar Road, Ghatkopar (East), Mumbai - 400 077  
T : 91-22-6127 5175 • W : www.kapilrajfinanceltd.com • E : kapilrajfin@gmail.com



**Regd. Office:** 23, II" Floor, North West Avenue, Club Road, West Punjab Bagh, New Delhi - 110026

**Email:** kapilrajfin@gmail.com; **Website:** www.kapilrajfinanceltd.com

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of M/s. Kapil Raj Finance Limited will be held on Saturday, January 21, 2023 at 12:30 P.M. for the transaction of the following businesses, through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

### **SPECIAL BUSINESS**

#### **I. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:**

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 5, 14 or any other applicable provisions of the Companies Act, 2013 ('the Act'), read with applicable Rules & Regulations made thereunder, including any statutory modification (*s*) or re-enactment (*s*) thereof for the time being in force and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the company be and is hereby accorded to substitute the existing Articles of Association of the Company ("the AOA") with a new set of Articles of Association as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution(s)."

#### **II. Issuance of Convertible Warrants to the Non-Promoter categories of persons, on a preferential basis.**

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and

any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 58,00,000 (Fifty Eight Lacs) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 12/- (Rupees Twelve only) (Warrant Issue Price) per Warrant aggregating to Rs. 6,96,00,000/- (Rupees SixCrores Ninety Six Lacs only) to the Non-Promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sl. No.	Name	Current Status / Category	No of Warrants	Proposed Status / Category
1.	Mr. Kuldeep Singh	Non-Promoter	1000000	Non-Promoter
2.	Mrs. Manisha Yadav	Non-Promoter	1000000	Non-Promoter
3.	Mr. Imtiyaz Niyaz Qureshi	Non-Promoter	1000000	Non-Promoter
4.	Mr. Punith D Puthran	Non-Promoter	1000000	Non-Promoter
5.	Mr. Pravin Prakash Salvi	Non-Promoter	900000	Non-Promoter
6.	Mr. Gopal Saini	Non-Promoter	900000	Non-Promoter
<b>Total</b>			<b>5800000</b>	

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the 22<sup>nd</sup>December, 2022, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii. The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii. The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**III. APPOINTMENT MR. PRAVIN PRAKASH SALVI (DIN: 03346896) AS MANAGING DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 152 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of Mr. Pravin Prakash Salvi (DIN 03346896) as a Managing director of the Company for a period of 5 years, with effect from 26<sup>th</sup> December, 2022 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra Ordinary General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed fit necessary and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Pravin Prakash Salvi candidature for the office of Director, be and is hereby appointed as Managing Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 26<sup>TH</sup> December, 2022 to 25<sup>th</sup> December, 2027.”

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Pravin Prakash Salvi, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time. Maximum remuneration period will be three years subject to the approval of members.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Pravin Prakash Salvi, Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director.

**RESOLVED FURTHER THAT** Mr. Pravin Prakash Salvi, Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.

**IV. APPOINTMENT MR. DIPESH DINKAR KAMBLI (DIN: 09793345) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To Consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Dipesh Dinkar Kambl (DIN: 09793345), ,who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Dipesh Dinkar Kambl candidature for the office of Director, be and is hereby appointed as an Dipesh Dinkar Kambl of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 26<sup>th</sup> December, 2022 to 25<sup>th</sup> December, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**V. APPOINTMENT MR. PUNITH D PUTHRAN (DIN: 09793376) AS NON EXECUTIVEDIRECTOR 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the regulation of SEBI(LODR) Regulation 2015 and other applicable Law, Mr. Punith D Puthran (DIN: 09793376), who was appointed as non executive Director on 26<sup>th</sup> December, 2022 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**VI. APPOINTMENT MS. GURSHARANDEEP KAUR (DIN: 09229810) AS AN INDEPENDENT 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Gursharandeep Kaur (DIN: 09229810), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying her intention to propose Ms. Gursharandeep Kaur candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 26<sup>TH</sup> December, 2022 to 25<sup>th</sup> December, 2027.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of Board of Directors  
For KAPIL RAJ FINANCE LIMITED**

**Place: Mumbai  
Date: 26/12/2022**

**Sd/-  
Komal Jain  
Company Secretary**

## NOTES

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business is annexed hereto.**
- 2. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA), Government of India, vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, allowed companies to hold their AGM/EGM through Video Conferencing (VC) in accordance with the requirements in paragraphs 3 and 4 of the General Circular No. 20/2020.**
- 3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.**
- 4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.**
- 5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.**
- 6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.**
- 7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.kapilrajfinanceltd.com](http://www.kapilrajfinanceltd.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and MSE at [www.bseindia.com](http://www.bseindia.com) and [www.msei.in](http://www.msei.in). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).**
- 8. The e-EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.**

9. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
10. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company/Registrar and Share Transfer Agent, for any assistance in this regard.
11. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
12. Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at kapilrajfin@gmail.com from latest by, January 10, 2023 by 5.00 P.M. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.
13. The ISIN of the Equity Shares of Rs. 10/- each is INE332Q01015
14. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company’s other than registered office where all or any books of account and papers are maintained at 501/502, Triveni Kripa Bldg, Carter Road 3 Opp. Mota Amba Mata Mandir, Borivali East Mumbai - 400066 in on all working days of the company, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
15. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on Wednesday, January 18, 2023 at 09:00 am and ends on Friday, January 20, 2023 at 05:00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday of January 13, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> </ol>

	<p>Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Kapil Raj Finance Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kapilrajfin@gmail.com](mailto:kapilrajfin@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [kapilrajfin@gmail.com](mailto:kapilrajfin@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [kapilrajfin@gmail.com](mailto:kapilrajfin@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup>Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

**ITEM NO. 1:**

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956. With the coming into force of the Companies Act, 2013, several Regulations of the existing AOA require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table - F of the Companies Act, 2013, which sets out the model Articles of Association for a company limited by shares.

A copy of the proposed set of new Articles of Association of the company would be available for inspection at the other than registered office where all or any books of account and papers are maintained at 501/502, Triveni Kripa Bldg, Carter Road 3, Opp. Mota Amba Mata Mandir, Borivali East, Mumbai - 400066 in on all working days of the company, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.

The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 2:**

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Non-Promoter of the Company on Preferential basis, for the purpose as detailed below.

The board of directors of the Company ("Board") in their meeting held on Monday, 26<sup>th</sup>December, 2022 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 58,00,000 Warrants of Rs. 12/- each, convertible into 58,00,000 Equity Shares of Rs. 10/-each and premium Rs. 2/- each to Non – Promoter of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants -convertible into Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a. **Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:** The Board of Directors of the Company at their meeting held on 26<sup>th</sup>December, 2022 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of Convertible Warrants to non-promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

- i. Upto 58,00,000 (Fifty Eight Lacs) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 12/- (Rupees Twelve only) (Warrant Issue Price) per Warrant aggregating to Rs. 6,96,00,000/- (Rupees Six Crores Ninety Six Lacs only) to the non-promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sl. No.	Name	Current Status / Category	No of Warrants	Proposed Status / Category
1.	Mr. Kuldeep Singh	Non-Promoter	1000000	Non-Promoter
2.	Mrs. Manisha Yadav	Non-Promoter	1000000	Non-Promoter
3.	Mr. Imtiyaz Niyaz Qureshi	Non-Promoter	1000000	Non-Promoter
4.	Mr. Punith D Puthran	Non-Promoter	1000000	Non-Promoter
5.	Mr. Pravin Prakash Salvi	Non-Promoter	900000	Non-Promoter
6.	Mr. Gopal Saini	Non-Promoter	900000	Non-Promoter
<b>Total</b>			<b>5800000</b>	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

- b. Objects of the Preferential Allotment:** The object of this Preferential issue is to utilize the proceeds in the expansion and diversification its business, meet long-term working capital, general corporate purpose and such other purpose as the Board may decide from time to time.
- c. Relevant Date:** In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is 22<sup>nd</sup> December, 2022, being the date 30 days prior to the date of this Extraordinary General Meeting.
- d. Pricing of the Issue:**

The Company is listed on BSE Limited and Metropolitan Stock Exchange of India and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 12/- (Rupees Twelve only), being not less than the minimum price computed in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Pursuant to conversion of warrants in to Equity Shares, it may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, hence we have obtained the valuation report from Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer'), certifying the price of Rs. 11.17/- each Warrant in accordance with Regulation 166A of the SEBI (ICDR) Regulations, 2018 as amended. Report of Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer') is available on our website for inspection. The link of such report is <https://www.kapilrajfinance.com/investor%20relation.html>

- e. Amount which the Company intends to raise by way of such Convertible Warrants:** Up to a maximum of Rs. 6,96,00,000/- (Rupees Six Crores Ninety Six Lacs only).
- f. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

Our Company is a Professionally Managed Company and does not have an Identifiable Promoter. The following Director(s) or Key Managerial Personnel of the Company intends to subscribe to the Warrants:

Sr. No.	Name	Category/Designation/Relation	Warrant to be allotted
1	Mr. Punith D Puthran	Non-Executive - Non-Independent Director	1000000
2	Mr. Pravin Prakash Salvi	Managing Director	900000

Except as mentioned above, no other Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

- g. Time frame within which the Preferential Allotment shall be completed :** As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”
- h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Mr. Kuldeep Singh	N.A.	Nil	N.A.	9.14%
2.	Mrs. Manisha Yadav	N.A.	Nil	N.A.	9.14%
3.	Mr. Imtiyaz Niyaz Qureshi	N.A.	Nil	N.A.	9.14%
4.	Mr. Punith D Puthran	N.A.	Nil	N.A.	9.14%
5.	Mr. Pravin Prakash Salvi	N.A.	Nil	N.A.	8.23%
6.	Mr. Gopal Saini	N.A.	Nil	N.A.	8.23%

- i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:**

Sr. No.	Category	Pre-Preferential allotment		Post Preferential Allotment	
		No. of shares Held	% of Shareholding	*Post exercise of Warrants into Equity Shares	
				No. of shares Held	% of Shareholding
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>				
1.	Indian Promoters / Promoter Group:	0	0.00	0	0.00
	<b>Sub-Total (A)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>B</b>	<b>Non – Promoters’ holding:</b>				
	Individual	3272236	63.66	9072236	82.93
	HUF	414151	8.06	414151	3.79



Non-Resident Indian (NRI)	6300	0.12	6300	0.06
Bodies Corporate	1267673	24.66	1267673	11.59
Clearing Members	701	0.01	701	0.01
LLP	178939	3.48	178939	1.64
Trusts	0	0.00	0	0.00
<b>Sub-Total (B)</b>	<b>5140000</b>	<b>100.00</b>	<b>10940000</b>	<b>100.00</b>
<b>Grand Total (A+B)</b>	<b>5140000</b>	<b>100.00</b>	<b>10940000</b>	<b>100.00</b>

\* the shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

**j. Lock-in Period:** The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

**k. Undertakings:**

- None of the Company, its Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

**l. Certificate of Practicing Company Secretary:** The certificate from, M/s. Neeraj Jindal & Associates the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: <https://www.kapilrajfinanceltd.com/investor%20relation.html>

**m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Mr. Kuldeep Singh	Non-Promoter	Non-Promoter	0	0.00	1000000	1000000	9.14
2.	Mrs. Manisha Yadav	Non-Promoter	Non-Promoter	0	0.00	1000000	1000000	9.14
3.	Mr. Imtiyaz Niyaz Qureshi	Non-Promoter	Non-Promoter	0	0.00	1000000	1000000	9.14
4.	Mr. Punith D Puthran	Non-Promoter	Non-Promoter	0	0.00	1000000	1000000	9.14
5.	Mr. Pravin Prakash Salvi	Non-Promoter	Non-Promoter	0	0.00	900000	900000	8.23
6.	Mr. Gopal Saini	Non-Promoter	Non-Promoter	0	0.00	900000	900000	8.23
<b>Total</b>						<b>5800000</b>		

**n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

**o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**p. Principal terms of assets charged as securities:**

Not Applicable.

**q. Other disclosures:**

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Punith D Puthran, Director and Mr. Pravin Prakash Salvi, Managing Director of the Company, may be deemed to be interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

### **ITEM NO. 3:**

Mr. Pravin Prakash Salvi (DIN 03346896) has been appointed as Managing Director on 26.12.2022 for a period of Five Years by the board of the Company. Further, the appointment and remuneration is subject to the approval of members in the ensuing general Meeting.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other

disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

The information as required under schedule V to the Companies Act, 2013 is as under: -

**I. GENERAL INFORMATION:**

**(1) Nature of Industry – Financing**

**Company Main Object pursued by the company:**

The company is doing business financing Industrial and Commercial enterprises

**(2) Date of commencement of commercial operation-**

The Company started its business back in 1985.

**(3) Details of new company:**

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - N.A.

**4) Financial Performance based on given indicators:**

**(i) Financials (Amount in RS. Lakhs)**

<b>Financial Parameters</b>	<b>2020-21</b>	<b>2021-22</b>
Turnover	75.01	-
Net Profit	56.82	-14.73
Net profit as per profit and loss Account	56.82	-14.73
Tax	14.63	3.71
Profit After Tax	42.19	-11.02
Equity Share Capital	514	514

**(ii) Export performance and net foreign exchange collaborations – NIL**

**(5) Foreign investments or collaborators, if any – NIL**

**II. INFORMATION ABOUT THE APPOINTEE:**

**(1) Back Ground Details:**

The Board of Directors at their meeting held on 26<sup>th</sup> December, 2022 considered and decided to entrust on Mr. Pravin Prakash Salvi with increased role and responsibility by elevating him as the Managing Director of the company. The term of his appointment as Managing Director for a period of 5 years from 26<sup>th</sup> December, 2022 up to 25<sup>th</sup> December, 2027

Mr. Pravin Prakash Salvi (DIN 03346896) looks after day to day routine operational activities of our company and with his multifunctional experience; he guides company in its growth strategies. He is well versed in all aspects of Marketing, Finance and Administration.

**(2) Past remuneration: NIL**

**(3) Recognition or awards: NIL**

**(4) Job profile and his suitability:**

Subject to the superintendence, direction and control of the board, the day to day management and

administration of the Company is vested in the Managing Director.

**(5) Remuneration proposed:**

As set out in the resolution. The remuneration to Managing Director has the approval of the Nomination & Remuneration Committee.

**(6) Comparative remuneration profile with respect to industry, size of the company, Profile of the position and person:**

No remuneration proposed

**(7) Remuneration proposed: NA**

**(8) Pecuniary relationship directly or indirectly with the company, or relationship with Managerial personnel, if any:**

Mr. Pravin Prakash Salvi does not have any other pecuniary relationship with the Company.

**III. Other information:**

Following are the main points relevant to inadequate profit:

**(1) Reason of inadequate profit:**

Due to high and sustained inflation, lack of action on policy front, slowing growth and global financial turmoil it was challenging environment for investments.

**(2) Preventive action taken by the company:**

The future plans of our company are in line with the way industry is thinking and planning ahead. Our company is trying to increase the geographical areas of operations to cater to the growing market. Company is planning to expand the scale of operations as well as growing our supply chain network, which will provide attractive opportunities to grow our client base and revenues.

**(3) Expected Increase in Productivity and Profits in measurable terms:**

Company has experienced management team with established processes. Company management team has a long term vision and has proven its ability to achieve long term growth of the company. Promoters have sufficient experience in chemicals and dyes sector. Company records helped to build strong relationships over number of years with the customers as well as with the suppliers. Company strives to add value by incorporating excellent trade practices in order to optimize better returns. Management intend to maintain a spread of different types of trade in which company is involved in as this provide a strategy for growth as well as mitigating the risk of focusing on only a certain type of trade and ensures stability of our revenue stream.

**Interest:**

None of the Directors, KMP and their relatives except Mr. Pravin Prakash Salvi himself as Managing Director interested in the above resolution.

**ITEM NO. 4:**

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Dipesh Dinkar Kambli (DIN: 09793345) for the office of Independent Director of the Company. The other details of Mr. Dipesh Dinkar Kambli in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Mr. Dipesh Dinkar Kambli is not related to any Director of the Company. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Dipesh Dinkar Kambli fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Dipesh Dinkar Kambli knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No 4 of this Notice relating to the appointment of Mr. Dipesh Dinkar Kambli as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 26<sup>th</sup> December, 2022 for your approval.

Mr. Dipesh Dinkar Kambli has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received: (i) the consent in writing to act as Director and (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013. (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The copy of the draft letter of appointment of the Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company.

**ITEM NO. 5:**

Mr. Punith D Puthran (DIN: 09793376), on the recommendation of Nomination and Remuneration Committee was appointed as Additional Director with effect from 26<sup>th</sup> December, 2022 by the Board in accordance with the Article of Association and section 161 of Companies Act, 2013("Act"). As per the Section 161 of the Act Mr. Punith D Puthran, holds the office upto the date of ensuing General Meeting. the company has received the requisite notice in writing under Section 160 of the Act from a member proposing the candidature Mr. Punith D Puthran to be appointed as Non executive director at the ensuing General Meeting liable to retire by rotation. Mr. Punith D Puthran has consented to the proposed appointment and declared qualified.

Mr. Punith D Puthran possess the requisite knowledge, experience and skill for the position of director. The Board on the receipt of said notice form the member and on the recommendation of nomination and remuneration committee and subject to the approval of members in the ensuing General Meeting has accorded its consent to appoint Mr. Punith D Puthran as non executive director liable to retire by rotation.

None of the Directors, KMP and their relatives except Mr. Punith D Puthranherself interested in the above resolution.

**ITEM NO. 6:**

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ms.Gursharandeep Kaur (DIN: 09229810) for the office of Independent Director of the Company. The other details of Ms. Gursharandeep Kaur in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Ms. Gursharandeep Kaur is not related to any Director of the Company. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Ms. Gursharandeep Kaur fulfils the conditions specified in the Act for her appointment as an Independent Director. After taking into consideration the

recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Ms. Gursharandeep Kaur knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No 6 of this Notice relating to the appointment of Ms. Gursharandeep Kaur as an “Independent Director”, not liable to retire by rotation for a period of five consecutive years w.e.f. 26<sup>TH</sup> December, 2022 for your approval.

Ms. Gursharandeep Kaur has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received: (i) the consent in writing to act as Director and (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013. (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The copy of the draft letter of appointment of the Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company.

**Resume of Directors/persons seeking appointment/ re-appointment/confirmation at this Annual General Meeting in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015.**

Name of the Director	Mr. Pravin Prakash Salvi
DIN	03346896
Date of Birth	11/02/1981
Date of Appointment	26.12.2022
Qualification	Mr. Pravin Prakash Salvi has done his Graduation
Expertise in specific functional area	He has an experience of 16 years on business management
List of Public Companies in which outside Directorship held (including Foreign Companies)	7
Chairman/Member of the Committee of Board of Public Companies	1
No. of Shares Owned: Own For other persons on abeneficial basis	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL

Name of Director	Mr. Dipesh Dinkar Kambli
DIN No	09793345
Date of Appointment	26.12.2022
Brief Profile & Experience	Mr. Dipesh Dinkar Kambli is 10 <sup>th</sup> pass and run his own business.
List of Public Companies in which outside Directorship held (including Foreign Companies)	NIL

Chairman/Member of the Committee of Board of Public Companies	2
No of shares Owned: Own For other persons on a beneficial basis	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL

Name of Director	Mr. Punith D Puthran
DIN No	09793376
Date of Appointment	26.12.2022
Qualification & Experience	Mr Punith D Puthran is 10 <sup>th</sup> Pass and run his own business
Disclosure of relationship between directors	Mr Punith D Puthran is not related to any Director of the Company.
List of Public Companies in which outside Directorship held (including Foreign Companies)	NIL
Chairman/Member of the Committee of Board of Public Companies	3
No. of shares Owned: Own For other persons on a beneficial basis	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL

Name of the Director	Ms. Gursharandeep Kaur
DIN	09229810
Date of Birth	14/10/1997
Date of Appointment	26.12.2022
Qualification	Ms. Gursharandeep Kaur has done her bachelor's in Arts
Expertise in specific functional area	Ms. Gursharandeep Kaur is providing the counselling to the student for the Visa purposes. She has an experience of 4years in the field
List of Public Companies in which outside Directorship held (including Foreign Companies)	Nil
Chairman/Member of the Committee of Board of Public Companies	3
No. of Shares Owned: Own For other persons on a beneficial basis	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
--	-----

**By order of Board of Directors  
For Kapil Raj Finance Limited**

**Sd/-  
Komal Jain  
Company Secretary**

**Place: Mumbai  
Date: 26/12/2022**