



Date: 26/12/2022

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| Metropolitan Stock Exchange of India 4 th floor, Vibgyor Tower, Bandra kurla Complex Bandra(E), Mumbai-400098 Symbol: KAPILRAJ | BSE LIMITED P J Tower, Dalal Street Mumbai-400001 Scrip Code: 539679 |
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Sub: Disclosure of event or information under Regulation 30 of the SEBI (LODR) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company in its meeting held on 26th December, 2022 at its registered office at 23, IInd Floor, North West Avenue, Club Road, West Punjab Bagh, New Delhi - 110026, have inter-alia discussed, considered and approved the following:

1. Issue, offer and allot upto 58,00,000 Warrants of Rs. 12/- each convertible into 58,00,000 Equity Shares of Rs. 10/- each and premium of Rs. 2/- each on preferential basis to the persons belonging to the Non-Promoter Group at the price as determined in accordance with the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, subject to the approval of members. The conversion can be exercised at any time during the period of 18 months from the date of allotment of Warrants on such terms and conditions as applicable.
2. Considered and approved the Notice of Extra Ordinary General Meeting (EGM) of the Members of the Company scheduled to be held on Saturday, the 21st day of January, 2023 at 12.30PM. via Video Conferencing/Other Audio-Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.;
3. Appointment of M/s. Neeraj Jindal & Associates as Scrutinizer for scrutinizing e-voting of EGM;
4. Approve the adoption of New Set of Article.
5. Approve the appointment of Mr Pravin Prakash Salvi as managing Director.
6. Approve the appointment of Ms Gursharandeep kaur as Independent Director
7. Approve the resignation of Mr Savraj Singh from the directorship .

Regd. Office : 23, IInd 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

8. Approve the appointment of mr Punith D Puthran as Non Executive director
9. Approve the appointment of Mr Dipesh Dinkar Kambli as Independent Director.

The details as required under the SEBI LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to the proposed preferential issue for Convertible Warrants are given in Annexure A.

The Board Meeting commenced at concluded at 4:15 P.M.

Copies of the EGM Notice will be circulated to Stock Exchanges and the Members through electronic mode and will also be available on the Company's website www.kapilrajfinanceltd.com in due course.

This is for your information and record.

Thanking you,
Yours Faithfully,

For Kapil Raj Finance Limited

Santos Rani
Director

ANNEXURE A

LIST OF ALLOTEES FOR ISSUANCE OF WARRANTS THROUGH PREFERENTIAL BASIS:

| S. No. | PARTICULARS | DETAILS |
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| 1. | Type of securities proposed to be issued | Convertible Warrants |
| 2. | Type of issuance | Preferential Issue under Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| 3. | Total number of securities proposed to be issued | Convertible Warrants: 58,00,000 (Detailed list is mentioned hereunder) |
| 4. | Total amount for which the securities will be issued | Convertible Warrants: Rs. 6,96,00,000 |
| 5. | Post allotment of securities- outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors In case of convertibles – intimation on conversion of securities or on the lapse of the tenure of the instrument | <ul style="list-style-type: none">➤ Issue price of the Convertible Warrants is Rs. 12/- each. The issue price is not lower than the floor price determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations. <p>Minimum 25% of the price of the Warrant would be payable upfront at the time of application and the balance 75% shall be payable at the time of conversion of the warrants into Equity Shares of the Company.</p> <ul style="list-style-type: none">➤ Total Number of Investors: 6 for Convertible Warrants➤ Conversion ratio of each Convertible Warrant: 1:1 <p>Each Warrant can be converted into 1 (One) Equity Share of the Company and conversion can be exercised at any time within a period of 18 months from the date of allotment of Warrants, in one or more tranches as the case may be and on such other terms and conditions as applicable. In case the investor fails to exercise the same within the stipulated period, the warrants shall lapse.</p> <p>*The issuance of Convertible Warrants is subject to the approval of members by way of passing special resolution at the Extra Ordinary General Meeting to be held on January 21, 2023.</p> |

LIST OF INVESTORS FOR CONVERTIBLE WARRANTS:

| S. No. | Name | Category | No of Warrants |
|---------------|---------------------------|-----------------|-----------------------|
| 1. | Mr. Kuldeep Singh | Non-Promoter | 1000000 |
| 2. | Mrs. Manisha Yadav | Non-Promoter | 1000000 |
| 3. | Mr. Imtiyaz Niyaz Qureshi | Non-Promoter | 1000000 |
| 4. | Mr. Punith D Puthran | Non-Promoter | 1000000 |
| 5. | Mr. Pravin Prakash Salvi | Non-Promoter | 900000 |
| 6. | Mr. Gopal Saini | Non-Promoter | 900000 |
| Total | | | 5800000 |

PROFILE OF APPOINTED DIRECTORS

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| Name of Director | DIPESH DINKAR KAMBLI |
| DIN No | 09793345 |
| Reason for change: Appointment | Based on the recommendation of the Nomination & Remuneration Committee the Board of Directors at its meeting held on 26.12.2022 has decided to appointment Mr DIPESH DINKAR KAMBLI as Independent Director of the company. |
| Date of Appointment | 26.12.2022 |
| Term of Appointment | Five years |
| Brief Profile | Mr DIPESH DINKAR KAMBLI is 10 th pass and run his own business. |
| Disclosure of relationship between directors | Mr DIPESH DINKAR KAMBLI is not related to any Director of the Company. |
| Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority | We hereby affirm that the Directors proposed to be appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority |
| Name of Director | PUNITH D PUTHRAN |
| DIN No | 09793376 |
| Reason for change: Appointment | Based on the recommendation of the Nomination & Remuneration Committee the Board of Directors at its meeting held on 26.12.2022 has decided to appointment Mr PUNITH D PUTHRAN as an Non Executive Director of the Company |
| Date of Appointment | 26.12.2022 |
| Term of Appointment | NA |
| Brief Profile | Mr PUNITH D PUTHRAN 10 TH Pass and run his own business |
| Disclosure of relationship between directors | Mr PUNITH D PUTHRAN is not related to any Director of the Company. |
| Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority | We hereby affirm that the Directors proposed to be appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority |

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| Name of Director | PRAVIN PRAKASH SALVI |
| DIN No | 03346896 |
| Reason for change: Appointment | Based on the recommendation of the Nomination & Remuneration Committee the Board of Directors at its meeting held on 26.12.2022 has decided to appointment Mr PRAVIN PRAKASH SALVI as an Managing Director of the Company. |
| Date of Appointment | 26.12.2022 |
| Term of Appointment | 5 years w.e.f 26.12.2022 |
| Brief Profile | Mr Pravin Prakash Salvi is graduate and has an experience of 16 years on business management. |
| Disclosure of relationship between directors | Mr PRAVIN PRAKASH SALVI is not related to any Director of the Company. |
| Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority | We hereby affirm that the Directors proposed to be appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority |

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| Name of Director | Gursharandeep Kaur |
| DIN No | 09229810 |
| Reason for change: Appointment | Based on the recommendation of the Nomination & Remuneration Committee the Board of Directors at its meeting held on 26.12.2022 has decided to appointment Ms Gursharandeep Kaur as an Independent director of the company |
| Date of Appointment | 26.12.2022 |
| Term of Appointment | Five years w.e.f 26.12.2022 |
| Brief Profile | Gursharandeep Kaur is provide the counselling to the student for the Visa purposes. She has an experience of 4years in the field |
| Disclosure of relationship between directors | Gursharandeep Kaur is not related to any Director of the Company. |
| Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority | We hereby affirm that the Directors proposed to be reappointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority |