KAPIL RAJ FINANCE LIMITED

CIN: L65929DL1985PLC022788
Reg. Off: Unit no 1018, 9th floor, Pearl Omaxe, Plot no B1, Netaji Subhash Place, Pitampura, Delhi-110034
E-Mail ID: kapilrajfin@gmail.com; **Mob. No:** 9319155113**; Website:** https://www.kapilrajfinanceltd.com/

To, **Date: 21.09.2026**

The Manager, **BSE Limited** **Phiroze Jeejeebhoy Towers** **Dalal Street** **Mumbai-400001**	**Symbol: KAPILRAJ** **Scrip Code: 539679** **ISIN: INE332Q01023**

Subject: OUTCOME OF THE MEETING OF THE BOARD OF DIRECTORS OF M/S KAPIL RAJ FINANCE LIMITED HELD ON MONDAY 21st SEPTEMBER 2026

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, we wish to inform you that the Board of Directors of **Kapil Raj Finance Limited** at its Meeting held today, i.e., **Monday, 21st September 2026** at the registered office of the Company at Unit No.1018, Ninth Floor, Pearls Omaxe, Plot No. B1, Netaji Subhash Place, Pitampura, Delhi-110034, has, inter alia, considered and approved the following:

1. Adoption of new set of Memorandum of Association (MOA) as per Companies Act, 2013, subject to the approval of members. **(Annexure-I)**
2. Increase in Authorised Share Capital of Company and consequent amendment in the capital clause of the Memorandum of Association (“MOA”) of Company, subject to the approval of members. **(Annexure-II)**
3. The Acquisition of 90% of the Share Capital of Henyo Pack Limited (“Henyo”). The Board has approved the execution of a Share Swap Agreement (“SSA”) and other necessary documents regarding the Proposed Transaction between the shareholders of Henyo and the Company, whereby the Company agrees to acquire 90% of the share capital of Henyo. **(Annexure-III)**
4. Issuance of up to **26,54,87,700 (Twenty Six Crore Fifty Four Lakh Eighty Seven Thousand Seven Hundred)** fully paid-up Equity Shares of face value of ₹1/- (Rupees One only) each at an issue price of ₹2.24/- (Rupees Two and Twenty-Four Paisa Only) per Equity Share, on a preferential basis (“Preferential Issue”), for consideration other than cash, i.e., by way of swap of shares, to the shareholders of Henyo Pack Limited, subject to the approval of the shareholders at the ensuing Annual General Meeting and such other approvals as may be required, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the provisions of the Companies Act, 2013 and the rules made thereunder. The details of the Preferential Issue are set out in **Annexure-IV**.
5. Issue of 66,98,000 (Sixty-Six Lakh Ninety-Eight Thousand) equity shares on preferential basis to the persons belonging to “Non-promoter, Public category” for cash consideration subject to the approval of members. (**Annexure-V**).

6. Alteration of object clause of Memorandum of Association ("MOA") of Company subject to the approval of members. **(Annexure-VI)**
7. Approval for change in name of the Company and consequential alteration of Memorandum of Association of the Company. **(Annexure-VII)**
8. Take note of resignation of Ms. Santosh Rani as Whole-time director (DIN: 09155303) of the Company w.e.f. 21.09.2026. **(Annexure-VIII)**
9. Take note of resignation of M/s Neeraj Jindal & Associates as the Secretarial Auditors of the Company w.e.f. 21.08.2026. **(Annexure-IX)**
10. Appointment of M/s Ankit Singhal &Associates (FRN: S2019DE697200) as the Secretarial Auditor of the Company for FY 2025-26 to fill the casual vacancy caused by the resignation of M/s Neeraj Jindal & Associates. **(Annexure-X)**
11. Recommendation for appointment of M/s Ankit Singhal & Associates (FRN: S2019DE697200) as the Secretarial Auditor of the Company for the period of 5 consecutive years commencing from FY 2026-27 to FY 2030-31, subject to approval of shareholders at the ensuing AGM. **(Annexure-XI)**
12. Recommendation for appointment of M/s SG Jain & Associates (FRN: 023497C) as the statutory auditors of the Company for a period of 5 years commencing from FY 2026-27 to FY 2030-31 subject to approval of shareholders at the ensuing AGM. **(Annexure-XII)**
13. Change in terms of appointment of Mr. Amit Balkrishna Ghume, Managing Director i.e. he will be liable to retire by rotation.
14. Approval of Notice of 40th Annual General Meeting and Director Report along with applicable annexures thereto for the financial year ended on 31st March, 2026.
15. Appointment M/s Amit Saxena & Associates as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

The details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 ('SEBI Circular'), are given in **Annexure I - XII** to this letter.

The board meeting commenced at 03:00 P.M. (IST) and concluded at 05:00 P.M. (IST) today.

You are requested to take the same on your record.

Thanking you,
Yours faithfully,

For & on behalf of
Kapil Raj Finance Limited

HARIT ANAND
Digitally signed by HARIT ANAND
Date: 2026.09.21 18:55:01 +05'30'

Harit Anand
Director
DIN: 11812939
Encl: As above

Annexure-I

Adoption of new set of Constitutional documents i.e. Memorandum of Association (MOA) of the Company as per Companies Act, 2013

S.No.	Particulars	Details
1.	Adoption of new set of MOA to comply with the provisions of Companies Act, 2013	The existing Memorandum of Association ("MOA") of the Company is based on the provisions of the Companies Act, 1956 and presently contains Clause III(C) relating to "Other Objects". Pursuant to the provisions of the Companies Act, 2013, the concept of "Other Objects" is no longer required. Accordingly, the Company proposes to adopt a revised set of Memorandum of Association in alignment with the provisions of the Companies Act, 2013.

Annexure-II

Increase in Authorised Share Capital of Company and consequent amendment in the capital clause of the Memorandum of Association ("MOA") of Company

Existing Capital Clause	Proposed capital Clause
The authorised capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore ten lakh) Equity Shares of Rs. 1/- (Rupees One Only)	The authorised capital of the Company is Rs. 46,00,00,000/- (Rupees Forty-Six Crore Only) divided into 4,60,00,000 (Four Crore sixty lakh) Equity Shares of Rs. 1/- (Rupees One Only)

Annexure-III

Acquisition (including agreement to acquire)

S. No.	Particulars	Remarks
1.	Name of the Target Entity	1. Henyo Pack Limited
2.	Size of Entity and Turnover, etc	Authorized Share Capital of Rs. 3,00,00,000/- (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each and Paid-up Share Capital of Rs. 2,94,99,030/- (Rupees Two Crore Ninety-Four Lakh Ninety-Nine Thousand Thirty Only). **Turnover:** Rs. 4,673.38 Lakhs as on 31.03.2025
3.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired If yes, nature of interest and details thereof and whether the same is done at arm's length	No
4.	Industry to which the entity being acquired belongs	1. Henyo Pack Limited: deal in packaging and converted paper products segment.
5.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed acquisition of 90% equity share capital of Henyo Pack Limited ("Henyo") is in line with the Company's objective of diversifying its business operations and expanding its presence in the packaging and converted paper products segment. Henyo was incorporated in 1997, has an established operating history and is engaged in the manufacturing and conversion of flexible packaging materials and related products catering to various industries, including food and beverages, pharmaceuticals, dairy, snacks, confectionery and home-care products. The acquisition is proposed to be undertaken through a share swap arrangement, pursuant to which the Company will acquire up to 26,54,877 equity shares of Henyo, representing 90% of its paid-up equity share capital, against the issue and allotment of up to 26,54,87,700 equity shares of the Company to the existing shareholders of Henyo at a swap ratio of 100 equity shares of the Company for every 1 equity share of Henyo.

		The transaction will enable the Company to leverage Henyo's existing manufacturing capabilities, customer relationships and operational infrastructure, while providing opportunities for business diversification and synergies.
6.	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
7.	Indicative time period for completion of the acquisition	30 days from the stock exchange approval
8.	**Consideration** - whether cash consideration or share swap or any other form and details of the same	Share Swap **a. Acquisition of Henyo:** Up to **26,54,877 (Twenty-Six Lakh Fifty-Four Thousand Eight Hundred and Seventy-Seven) fully paid-up equity shares** of Henyo, representing 90% of the paid-up equity share capital of Henyo. In consideration thereof, the Company proposes to issue and allot up to **26,54,87,700 (Twenty-Six Crore Fifty-Four Lakh Eighty-Seven Thousand Seven Hundred) fully paid-up Equity Shares** of the Company at a share swap ratio of **100:1**, i.e. **100 Equity Shares of the Company for every 1 fully paid-up equity share of Henyo acquired by the Company**, subject to the terms of the relevant Share Swap Agreement and applicable approvals.
9.	Cost of acquisition or the price at which shares will be acquired	**Henyo:** ₹ 59,46,92,448 /- **Note:** The above amounts are derived from the proposed Equity Shares to be issued under the respective share-swap arrangements multiplied by the issue price of ₹2.24/- per Equity Share.
10.	Percentage of shareholding / ~~control acquired/ or no. of shares acquired~~	90% of shareholding of Henyo Pack Limited.
11.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	**1.** Henyo Pack Limited deal in packaging and converted paper products segment. **Date of Incorporation:** 08/08/1997 **History of last 3 years turnover:** **FY 2024-2025: Rs.** 4,673.38 Lakhs **FY 2023-2024: Rs.** 2,836.41 Lakhs **FY 2023-2022: Rs.** 2,986.62 Lakhs

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Annexure-IV

Issue of equity shares on preferential basis by way of swap

S. No.	Particulars	Remark
1.	Type of securities proposed to be issued	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue for consideration other than cash by way of share swap
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Up to **26,54,87,700 (Twenty-Six Crore Fifty-Four Lakh Eighty-Seven Thousand Seven Hundred) Equity Shares** at an issue price of **₹2.24/- per Equity Share**, aggregating to ₹59,46,92,381/-
4.	Names of the investors	Attached as Annexure- B-1.1
5.	Number of Investors	3 (Three)
6.	Post allotment of securities-outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Attached as Annexure- B-1.2 Issue Price: ₹ 2.24/- per Equity Share, comprising face value of ₹1/- and premium ₹1.24/- per Equity Share
7	In case of convertibles -intimation on conversion of securities or on lapse of the tenure of the instrument	N.A.

Annexure B-1.1

Name of Proposed Investors

S. No.	Name of the Investor	Amount (in Rs.)	Securities to be issued
1.	Arpit Agarwal	50,18,68,864	22,40,48,600
2.	Megha Agarwal	6,15,26,080	2,74,67,000
3.	Arpit Agarwal (HUF)	3,12,97,504	1,39,72,100
	Total	59,46,92,448	26,54,87,700

Annexure B-1.2

S.No.	Name of the Proposed Investor	Pre-issue shareholding	Pre-issue shareholding Percentage	Securities to be issued	Post-issue shareholding	Post-issue shareholding Percentage
1.	Arpit Agarwal	Nil	Nil	22,40,48,600	22,40,48,600	58.72%
2.	Megha Agarwal	Nil	Nil	2,74,67,000	2,74,67,000	7.20%
3.	Arpit Agarwal (HUF)	Nil	Nil	1,39,72,100	1,39,72,100	3.66%
	Total			**26,54,87,700**	**26,54,87,700**	**69.57%**

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Annexure-V

Issue of equity shares on preferential basis for consideration in cash

S. No.	Particulars	Remark
1.	Type of securities proposed to be issued	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue for consideration in cash
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Up to **66,98,000 (Sixty-Six Lakh and Ninety-Eight Thousand) Equity Shares** at an issue price of **₹2.24/- per Equity Share**, aggregating to ₹1,50,03,520/-
Additional Details:		
4.	Names of the investors	Attached as Annexure- C-1.1
5.	Number of Investors	Five (5)
6.	Post allotment of securities-outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Attached as Annexure- C-1.2 Issue Price: ₹ 2.24/- per Equity Share, comprising face value of ₹1/- and premium of ₹1.24/- per Equity Share
7	In case of convertibles -intimation on conversion of securities or on lapse of the tenure of the instrument	N.A.

Annexure C-1.1

Name of Proposed Investors

S. No.	Name of the Investor	Amount (in Rs.)	Securities to be issued
1.	Sandeep Bansal	50,01,920	2,233,000
2.	Nishtha Goel	25,20,000	1,125,000
3.	Srishti Jain	25,20,000	1,125,000
4.	Nitesh Agrawal	25,20,000	1,125,000
5.	Yogesh Agrawal	24,41,600	1,090,000
	Total	**1,50,03,520**	**6,698,000**

Annexure C-1.2

S. No.	Name of the Proposed Investor	Pre-issue shareholding	Pre-issue shareholding Percentage	Securities to be issued	Post-issue shareholding	Post-issue shareholding Percentage
1.	Sandeep Bansal	8,99,698	0.82%	22,33,000	31,32,698	0.82%
2.	Nishtha Goel	Nil	Nil	11,25,000	11,25,000	0.29%
3.	Srishti Jain	10,00,000	0.91%	11,25,000	21,25,000	0.56%

4.	Nitesh Agrawal	Nil	Nil	11,25,000	11,25,000	0.29%
5.	Yogesh Agrawal	16,800	0.02%	10,90,000	11,06,800	0.29%
Total		**19,16,498**	**1.75%**	**66,98,000**	**86,14,498**	**2.26%**

Annexure-VI

Alteration of the Objects Clause of Memorandum of Association (MOA) of the Company

S.No.	Particulars	Details
1.	Alteration of the Object Clause of the Memorandum of Association of the Company by insertion of new object clauses.	In order to enable the Company to undertake the new business activities, it is proposed to amend the Object Clause of the Memorandum of Association of the Company by substituting the exiting clauses under Clause III(A) – Main Objects. The proposed amendment enables the Company to undertake business activities in the areas of sale, manufacture, and purchase of packing goods made of paper, paper material or abri paper. Accordingly, new Clauses are proposed to be inserted under Clause III(A)of the Memorandum of Association of the Company.

Annexure-VII

Alteration in the Name Clause of Memorandum of Association (MOA) of the Company

S.No.	Particulars	Details
1.	Alteration in the Name Clause of the Memorandum of Association.	Change in name of the Company from “Kapil Raj Finance Limited” to “Henyo Systems Limited” on receipt of approval from Ministry of Corporate Affairs on name availability under Section 4(5) of the Companies Act, 2013, subject to approval of the members and such other regulatory/statutory authorities as may be required.

Annexure-VIII

Resignation of Ms. Santosh Rani as Whole-time Director

S.No.	Particulars	Details
1.	Name of the Director	Santosh Rani (DIN: 09155303)
2.	Reason for change viz. ~~appointment~~, ~~re- appointment~~, resignation, ~~removal, death or otherwise~~	Resignation
3.	Date of ~~appointment / re-appointment /~~ cessation (as applicable) & ~~term of appointment / re-appointment~~;	21st September 2026. Resignation letter from Ms. Santosh Rani is enclosed herewith as VIII-A.
4.	Brief profile (in case of appointment)	NA
5.	Disclosure of relationships between directors (in case of appointment of a director).	NA

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Annexure-IX

Resignation of Secretarial Auditors M/s Neeraj Jindal and Associates

S.No.	Particulars	Details
1.	Name of the Secretarial Auditor	M/s Neeraj Jindal and Associates
2.	Reason for change viz. ~~appointment, re- appointment~~, resignation, ~~removal, death or otherwise~~	Resignation
3.	Date of ~~appointment / re-appointment /~~ cessation (as applicable) & ~~term of appointment / re-appointment~~;	21st August 2026. Resignation letter from M/s Neeraj Jindal & Associates is enclosed herewith as IX-A.
4.	Brief profile (in case of appointment)	NA
5.	Disclosure of relationships between directors (in case of appointment of a director).	NA

Annexure-X

Appointment of M/s Ankit Singhal and Associates as Secretarial Auditors of the Company to fill in the casual vacancy for FY 2025-26

S.No.	Particulars	Details
1.	Name of the Secretarial Auditor	M/s Ankit Singhal & Associates
2.	Reason for change viz. appointment~~, re- appointment~~, ~~resignation, removal, death or otherwise~~	Appointment to fill the casual vacancy caused due to resignation of previous auditor
3.	Date of appointment ~~/ re-appointment / cessation~~ (as applicable)	21st September 2026
4.	Term of appointment	For the Financial Year 2025-26
5.	Brief profile (in case of appointment)	M/s. Ankit Singhal & Associates is a Peer Reviewed Member of Institute of Company Secretaries of India (ICSI). Membership Number: A41744 COP No.: 21720 Mr. Ankit Singhal, proprietor of M/s. Ankit Singhal & Associates is having significant experience in the field of Corporate Laws, Foreign Exchange of Management Act (FEMA), Securities and Exchange Board of India (SEBI), Stock Exchanges, Due Diligences and Secretarial Audit.
6.	Disclosure of relationships between directors (in case of appointment of a director).	NA

Annexure-XI

Appointment of M/s Ankit Singhal and Associates as Secretarial Auditors of the Company for 5 consecutive years commencing from FY 2026-27 to FY 2030-31

S.No.	Particulars	Details
1.	Name of the Secretarial Auditor	M/s Ankit Singhal & Associates
2.	Reason for change viz. appointment~~, re- appointment~~, ~~resignation, removal, death or otherwise~~	Appointment
3.	Date of appointment ~~/ re-appointment / cessation~~ (as applicable)	21st September 2026
4.	Term of appointment	For consecutive 5 years commencing from FY 2026-27 to 2030-31
5.	Brief profile (in case of appointment)	M/s. Ankit Singhal & Associates is a Peer Reviewed Member of Institute of Company Secretaries of India (ICSI). Membership Number: A41744 COP No.: 21720 Mr. Ankit Singhal, proprietor of M/s. Ankit Singhal & Associates is having significant experience in the field of Corporate Laws, Foreign Exchange of Management Act (FEMA), Securities and Exchange Board of India (SEBI), Stock Exchanges, Due Diligences and Secretarial Audit.
6.	Disclosure of relationships between directors (in case of appointment of a director).	NA

Annexure-XII

Appointment of M/s SG Jain and Associates as Statutory Auditors of the Company for 5 consecutive years commencing from FY 2026-27 to FY 2030-31

S.No.	Particulars	Details
1.	Name of the Secretarial Auditor	M/s SG Jain & Associates
2.	Reason for change viz. appointment~~, re- appointment~~, ~~resignation, removal, death or otherwise~~	Appointment
3.	Date of appointment ~~/ re-appointment / cessation~~ (as applicable)	21st September 2026
4.	Term of appointment	For consecutive 5 years commencing from FY 2026-27 to 2030-31
5.	Brief profile (in case of appointment)	M/s S G Jain & Associates (FRN: 023497C) is a distinguished Chartered Accountancy firm established in 2011. The firm operates across Madhya Pradesh, Rajasthan, Uttar Pradesh, and other regions through its network of professional associates. Backed by experienced partners with over 35 man-years of sector-specific expertise, the firm delivers specialized professional services to corporate and non-corporate entities. Its core competencies include Audit & Assurance (Statutory, Tax, and Internal Audits), Direct & Indirect Taxation, Regulatory Compliances, and Strategic Advisory Services. S G Jain & Associates is committed to maintaining high standards of governance, regulatory compliance, and client satisfaction while adhering strictly to professional ethics and statutory standards.
6.	Disclosure of relationships between directors (in case of appointment of a director).	NA

21st September, 2026

To,
The Board of Directors,
KAPIL RAJ FINANCE LIMITED,
Unit no 1018, 9th floor
Pearl Omaxe, Plot no B1
Netaji Subhash Place
Pitampura
Delhi-110034

Dear Sir,

Sub: Resignation from the post of directorship of the company

I hereby tender my resignation from the office of the Whole time Directorship of the Kapil Raj Finance Limited with immediate effect due to personal reasons and request that a notice of my resignation letter be given to the Registrar of Companies and the Board of Directors be informed at their next Board Meeting.

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I confirm that:

1. There are no other material reasons for my resignation other than those stated above.

2. I will extend my full cooperation to ensure a smooth transition of responsibilities.

I wish to express my sincere gratitude to the Board, management, shareholders, and colleagues for their support and trust during my tenure.

I thank the Board of Director for having given me the opportunity and assistance to discharge my duties during my tenure as Director of the Company.

Kindly accept my resignation from the post of directorship with immediate effect. I shall be highly obliged for the same.

Thanking you,

Yours sincerely,

Santosh Rani

SANTOSH RANI
Director
DIN: 09155303

NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES
(A Peer Reviewed Firm)
1970, FIRST FLOOR,
TDI CITY, SAPPHIRE FLOORS,
SECTOR 110, MOHALI - 140307.
9855030581.E-Mail: neerajjindalcs@gmail.com.

Date: 21.08.2026

To,

The Board of Directors.

KAPIL RAJ FINANCE LIMITED,

23, II Floor, North Westvenue,

Club Road, West Punjab Bagh,

New Delhi.

Subject: Resignation from the position of Secretarial Auditor for 2025-26.

Dear Sirs,

I, Neeraj Jindal, Proprietor Neeraj Jindal & Associates, having office at 1970, FF, TDI City, Sapphire Floors, Sector 110, Mohali, Punjab – 140307, hereby resign from the position of Secretarial Auditor of [**KAPIL RAJ FINANCE LIMITED**] for F.Y. 2025-26.

The resignation is submitted due to preoccupation with other professional commitments, and I request the Board to kindly take note of the same.

Yours faithfully,

For Neeraj Jindal & Associates.

Neeraj Jindal
Digitally signed by Neeraj Jindal
Date: 2026.08.21 15:34:59 +05'30'

Prop.
Neeraj Jindal
Membership No.: F8270.
COP No.: 9056
Place: Mohali.