

Notice Of 30th Annual General Meeting



NOTICE is hereby given that the Thirtieth Annual General Meeting ('AGM') of the Shareholders ('Shareholders' or 'Members') of **Purple Finance Limited** ('Company') will be held on Friday, 02nd August, 2024, at 03:00 p.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of audited Financial Statements and Reports thereon:

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

To adopt and approve the audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon; and

2. Appointment of a Director in place of the one retiring by rotation

To appoint a Director in place of Ms. Minal Chaturvedi (DIN:05315800) who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment.

The profile of Ms. Chaturvedi is enclosed as Annexure-A.

SPECIAL BUSINESS

3. Approval of creation of charge on the properties of Company under Section 180(1) (a) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, hypothecate, pledge and/ or charge, including and/ or in addition to mortgage, hypothecation, pledge and/ or charge already created on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties of the Company and/ or the whole or part of any of the undertaking of the Company, for securing the borrowing availed or to be availed by the Company, by way of loans or otherwise, in foreign currency or in Indian currency, from time to time up to INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors/ Company Secretary of the Company be and are hereby jointly and severally authorized to do all acts, deeds, matters and things including filing of necessary forms with the Ministry of Corporate Affairs to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be forwarded to the concerned and they be requested to act thereon.”

4. Approval of Borrowings Powers of the Company under Section 180(1) (c) of the Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of monies, from any one or more of the Company’s bankers and/or from any one or more other banks, persons, firms, companies/body corporates, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company’s business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors/ Finance Committee of the Company in this regard be and are hereby empowered and authorised to arrange or fix/negotiate the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, securities or otherwise as they may think fit and are further authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT any of the Directors/ Company Secretary of the Company be and are hereby jointly and severally authorized to do all acts, deeds, matters and things including filing of necessary forms with the Ministry of Corporate Affairs to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be forwarded to the concerned and they be requested to act thereon.”

5. Approval of request received from persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

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 Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or any amendment or any substitution or re-enactment thereof, for the time being in force), and subject to necessary approvals from BSE Limited (BSE), Calcutta Stock Exchange Limited (CSE) and/ or such other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons from “Promoter Group” category to “Public” category –

Sr. No.	Name of the Shareholder	No. of Equity Shares held	Percentage of shareholding / voting rights
1.	Mr. Anil Kumar	8,62,000	2.56
2.	Mr. Souvik Dasgupta	1,50,000	0.45
3.	Ms. Mrinalini Sahai	50,000	0.15
4.	Mr. Surendra Sodhi	5,75,016	1.71
5.	Mr. Debashish Mishra	6,33,333	1.88
6.	Mr. Sunil Mittal	2,50,000	0.74
7.	Mr. Dilip Kumar Mittal	2,50,000	0.74
8.	Mr. Rushabh Shah	83,340	0.25
9.	Ms. Swati Mohapatra	71,000	0.21
10.	Mr. Ashis Mohanty	3,33,294	0.99
11.	Mr. Venugopalan Swaminathan	75,000	0.22
12.	Mr. Raoul Kapoor	75,000	0.22
13.	Mr. Ajit Sharma	1,75,000	0.52
14.	Mr. Shouryendu Ray	76,000	0.23
15.	Mr. Manas Ray	76,000	0.23
16.	Mr. Jaiprakash Pandey	15,000	0.04
17.	Ms. Neeta Shah	15,000	0.04
18.	Mr. Dharmesh Shah	15,000	0.04
19.	Ms. Emy Mody	50,000	0.15
20.	Mr. Amol Shah	25,000	0.07
21.	Ms. Neema Popat	22,000	0.07
22.	Mr. Ashish Popat	22,000	0.07
23.	Mr. Ramawatar Sharma	20,000	0.06
24.	Ms. Saroj Shukla	5,000	0.01
25.	Ms. Vrishali Wadhivkar	45,820	0.14
26.	M.K. Investment Consultancy Private Limited	32,053	0.10
27.	Tomorrow Capital Enterprises Private Limited	3,33,333	0.99

RESOLVED FURTHER THAT the Promoter Group seeking re-classification from the existing “Promoter Group” category to “Public” category, shall continue to comply with the conditions as specified under Regulation 31A of the Listing Regulations for a period of not less than three years from the date of such re-classification.

RESOLVED FURTHER THAT Mr. Rajeev Deoras, Executive Director, Mr. Sabyasachi Rath, Chief Executive Officer, Ms. Sonal Vira, Chief Financial Officer, Ms. Mrinalini Sahai, Head- Legal & Compliance and Ms. Ruchi Nishar, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary including intimation to BSE and CSE post members approval and to submit the application for reclassification to BSE and CSE within the permitted time to give effect to this resolution.”

By order of Board of Directors
Purple Finance Limited

Ruchi Nishar
Company Secretary & Compliance Officer
M. No. A68260

Date: 27th June, 2024

Place: Mumbai

NOTES:

1. The explanatory statements as required under Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto and forms part of this notice.
2. The Ministry of Corporate Affairs (‘MCA’) has vide its General Circular no. 2/2022 dated 05th May, 2022, General Circular no. 21/2021 dated 14th December, 2021 read with General circular No. 02/2021 dated 13th January 2021, General Circular No. 14/2020 dated 08th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 05th May 2020, Circular No. 2/2022 dated 5th May 2022, Circular No. 3/2022 dated 5th May 2022, General Circular No. 10 & 11/2022 dated 28th December, 2022 and General Circular No. 9/2023 dated 25th September 2023 (collectively referred to as ‘MCA Circulars’) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January 2021 respectively issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’) permitted the holding of the Annual General Meeting (‘AGM’) through VC / OAVM, without the physical presence of the Members at a common venue.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The relevant details of the Directors, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings, seeking appointment / re-appointment at this AGM is enclosed as **Annexure A**.
5. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer at team@vkmg.in, and at compliance@purplefinance.in. It is also requested to upload the same in the e-voting module in their login.
6. Members are requested to send all communications relating to shares, change of address, bank details, email address, etc. to the RTA at the following address: M/s. Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg Lower Parel (East), Mumbai- 400011, Maharashtra, India. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.
7. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. In compliance with the MCA Circulars and SEBI Circulars, the Annual Report for FY 2023-24, the Notice of the 30th AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report for FY 2023-24 and the Notice convening the AGM are also available on the Company’s website www.purplefinance.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, Calcutta Stock Exchange Limited at www.cse-india.com/ and on the website of Purva Sharegistry (India) Private Limited (“PSIPL”) at <https://www.purvashare.com/>.

9. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act are requested to write to the Company on or before 30th July, 2024 through email on compliance@purplefinance.in. The same will be replied by/on behalf of the Company suitably in due course of time.
10. Members holding shares either in physical form or in dematerialized form, as on **Friday, July 26, 2024 i.e. cut-off date**, who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at compliance@purplefinance.in or by sending an application for the same at the corporate office of the Company situated at 705/706, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp. Gurunanak Hospital, Bandra (E), Mumbai – 400 051 on or before 30th July, 2024. Those shareholders 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 speakers depending on the availability of time for the AGM.

11. Voting through electronic means

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) 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/AGM will be provided by Purva.
3. The Members can join the EGM/AGM 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/AGM 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013

5. 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 AGM/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 AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.purplefinance.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com>.
7. The AGM/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 and MCA General Circular No. 09/2023 dated September 25, 2023.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 09:00 a.m. on 30th July, 2024 and ends on 05:00 p.m. on 01st August, 2024. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 26, 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The shareholders who have not casted their vote during the e-voting period may cast their votes during the AGM and the e-voting shall remain open for 30 minutes after the conclusion of the meeting.
- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

12.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 held 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 & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	1. 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 & voting during the meeting.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

The shareholders should log on to the e-voting website <https://evoting.purvashare.com>. Click on “Shareholder/Member” module.

Now enter your User ID

1. For CDSL: 16 digits beneficiary ID,
2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
3. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● 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.
Dividend Bank Details OR 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"> ● 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 as mentioned in instruction (v).

- (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.
- (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 EVENT NO. for the relevant <Purple 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/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (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) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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 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; compliance@purplefinance.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote 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 AGM/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 **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@purplefinance.in . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **atleast 2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@purplefinance.in . 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 AGM/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/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-49700138.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

ITEM NO. 3 & 4:

This Explanatory Statement is provided as per Section 102 of the Act.

The Shareholders at their meeting held on 12th July, 2023 had approved borrowing limits upto INR 100,00,00,000/- (Indian Rupees One Hundred Crore Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. Keeping in view the Company's growing business activities and consequently the increasing existing and future funds requirement for the business, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit or through, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and hence it was proposed to increase the maximum borrowing limits of the Company from INR 100,00,00,000/- (Indian Rupees One Hundred Crore Only) to INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only).

Further, the borrowings are required to be secured by way of mortgage, hypothecation, pledge and/ or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties of the Company and/ or the whole or part of any of the undertaking of the Company, in favour of lender(s) from time to time. Therefore, it is proposed to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 to create mortgage, hypothecation, pledge and/or charge the movable and/or immovable properties of the Company towards the borrowings availed or to be availed by the Company under said provisions up to Rs. 200 crore.

The Board recommends these resolutions under Section 180 (1) (c) and 180(1) (a) of the Companies Act, 2013 for the approval of the members as Special Resolutions.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 3 and 4 of the Notice, for the approval of the members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 3 and 4 of the Notice.

ITEM NO. 5:

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from "Promoter Group" category to "Public" category. In terms of the said Regulation, the following persons belonging to Promoter Group had vide letter dated 26th June, 2024 requested the Company for reclassification of their shareholding from the existing "Promoter Group" category to "Public" category in the Shareholding Pattern of the Company and/ or such other places wherever their names appears:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	Percentage of shareholding / voting rights
1.	Mr. Anil Kumar	8,62,000	2.56
2.	Mr. Souvik Dasgupta	1,50,000	0.45
3.	Ms. Mrinalini Sahai	50,000	0.15
4.	Mr. Surendra Sodhi	5,75,016	1.71
5.	Mr. Debashish Mishra	6,33,333	1.88
6.	Mr. Sunil Mittal	2,50,000	0.74
7.	Mr. Dilip Kumar Mittal	2,50,000	0.74
8.	Mr. Rushabh Shah	83,340	0.25
9.	Ms. Swati Mohapatra	71,000	0.21
10.	Mr. Ashis Mohanty	3,33,294	0.99
11.	Mr. Venugopalan Swaminathan	75,000	0.22
12.	Mr. Raoul Kapoor	75,000	0.22
13.	Mr. Ajit Sharma	1,75,000	0.52
14.	Mr. Shouryendu Ray	76,000	0.23
15.	Mr. Manas Ray	76,000	0.23
16.	Mr. Jaiprakash Pandey	15,000	0.04
17.	Ms. Neeta Shah	15,000	0.04
18.	Mr. Dharmesh Shah	15,000	0.04
19.	Ms. Emy Mody	50,000	0.15
20.	Mr. Amol Shah	25,000	0.07
21.	Ms. Neema Popat	22,000	0.07
22.	Mr. Ashish Popat	22,000	0.07
23.	Mr. Ramawatar Sharma	20,000	0.06
24.	Ms. Saroj Shukla	5,000	0.01
25.	Ms. Vrishali Wadhivkar	45,820	0.14
26.	M.K. Investment Consultancy Private Limited	32,053	0.10
27.	Tomorrow Capital Enterprises Private Limited	3,33,333	0.99

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A (3) (b) of the SEBI Listing Regulations, the aforesaid shareholders seeking reclassification have confirmed that they alongwith persons related to them together –

- i.** do not hold more than ten percent of the total voting rights in the Company;
- ii.** do not exercise control over the affairs of the Company whether directly or indirectly;
- iii.** do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv.** do not represent on the Board of Directors of the Company (including not having a nominee director);
- v.** are not acting as a Key Managerial Person in the Company;
- vi.** are not ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii.** are not a fugitive economic offender.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the SEBI Listing Regulations, 2015 post such reclassification from “Promoter Group” category to “Public Shareholder” category.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 27th June, 2024, which require members’ approval by way of Ordinary Resolution, approval from BSE Limited, Calcutta Stock Exchange Limited and /or such other approval, if any as may be required. After receipt of the necessary approvals and re-classification, the Promoters & Promoter Group shareholding in the Company would be 59.21% of the total Equity Paid up Share Capital of the Company.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 5 of the Notice, for the approval of the members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 5 of the Notice.

ANNEXURE-A

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS 30th ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Ms. Minal Chaturvedi (DIN: 05315800)
Date of Birth	05/05/1965
Date of first appointment	28/12/2013
Expertise in Specific functional areas	She is a commerce graduate with 15 years' experience in the corporate lending and syndication. She was earlier responsible for business development. She's a commerce graduate from Mumbai University. Apart from this, Minal Chaturvedi is also renowned yoga practitioner, who holds several certifications in therapeutic yoga.
Terms and Conditions for appointment/ re-appointment	Re-appointment as the Non-Executive Director of the Company
Remuneration last drawn / remuneration sought to be paid	N.A.
Directorships held in other companies	Jigsaw Financial Technology Private Limited
Memberships/ Chairmanships of committees across other companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Ms. Minal Chaturvedi is the wife of Mr. Amitabh Chaturvedi, Executive Chairman.
Number of Meetings of the Board of Directors attended during the year	Eight (8)
Shareholding in the Company	2.18%
Justification of Appointment	N.A.