



NOTICE OF EXTRA ORDINARY GENERAL MEETING (01/2024-2025)

NOTICE is hereby given that the 01/2024-2025 Extra Ordinary General Meeting ('EGM') of the Shareholders ('Shareholders' or 'Members') of **Purple Finance Limited** ('Company') will be held on Wednesday, August 21, 2024, at 11:00 a.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESS:

1. Alteration of Articles of Association of the Company:

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

"RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval, permissions and sanctions from the appropriate authorities, if any, and on the recommendations of the Board of Directors of the Company, approval and consent of the Shareholders of the Company and is hereby accorded for alteration of the articles of association of the Company and a new clause 65 shall be replaced as follows:

"Board of Directors

65. Subject to the provisions of the Section 149 (1) of the Companies Act, 2013, and unless and until otherwise determine by the Company in General Meeting the number of the Director shall not be less than three and more than fifteen.#

The First Directors of the Company shall be:-

- i. Shri Holash Kumar Mittal***
- ii. Shri Naresh Kumar Mittal***

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any addition/alteration in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more Director(s)/ Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT a certified true of the resolution signed by any Director/ Company Secretary of the Company be provided to anyone concerned or interested in the matter."

Purple Finance Limited

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Tel. No.: +91-22 6916 5100 | www.purplefinance.in | CIN No. U67120MH1993PLC075037 | customersupport@purplefinance.in



2. Approval for issuance of Non-Convertible Debentures under private placement basis:

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

“RESOLVED THAT pursuant to Section 42, 71, 179 and other applicable provisions of the Companies Act, 2013, (“The Act”), read with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as may be amended from time to time, the Foreign Exchange Management Act, 1999 and all other provisions of applicable law, if any, and in accordance with the provisions of applicable rules, regulations guidelines, notifications and circulars prescribed by the Reserve Bank of India (‘RBI’) or any other regulatory authority and in accordance with the memorandum and articles of association of the Company, and subject to the consent of all concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the consent of the Members is accorded to Company to raise funds aggregating to Rs. 100,00,00,000/- (Rupees Hundred Crores only) by issue of secured/ unsecured/ rated/ unrated/ listed/ unlisted/ redeemable/ irredeemable non-convertible debentures (NCDs) (the “Debenture Issue”) on a private placement basis to any persons, entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors including international lenders permitted to invest in such Debentures under applicable laws (collectively termed as “Investors”) who would be willing to invest in or subscribe to such Debentures, at such time or times and on such terms and conditions as may be agreed between the Company and such Investors in one or more offering(s)/ tranche(s), on the following terms and conditions:

(i) the offer for the Debentures shall be made to not more than such number of persons as may be prescribed by the Act, and the RBI guidelines on the Private Placement of Non-Convertible Debentures.

(ii) the Board or Finance Committee (‘The Committee’) shall have the sole discretion to deal with the unsubscribed portion of the Debenture Issue on such terms and conditions as it may deem fit, and subject to such other terms and conditions as the Board of Directors or Finance Committee thereof may, in its absolute discretion, determine from time to time.”

RESOLVED FURTHER THAT the Board of Directors or Finance Committee (‘The Committee’) of the Company be and are hereby authorized to do, from time to time, all such acts, deeds and things, as may be deemed necessary in respect of issue of Bonds/Debentures including but not limited to number of issues/tranches, face value, issue price, issue size, timing, amount, security, coupon/interest rate (s), yield, listing, allotment, and other terms and conditions of the issue as they may, in their absolute discretion, deem necessary.”

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RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized, for and on behalf of the Company, to file the necessary forms with the Registrar of Companies and to take all such actions and do all such things as may be deemed prudent, necessary and desirable for giving effect to the above resolution and matters related thereto.”

3. Approval and ratification of material related party transactions with promoters/promoter group and shareholders:

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with certain promoters/promoter group and shareholders holding more than 10% of the shareholding of the Company, related parties of the Company (as mentioned in the table below), for effecting any related party transaction as defined under the Companies Act, 2013 or SEBI LODR or RBI guidelines for an amount not exceeding in the aggregate 100,00,00,000/- (Rupees One Hundred Crore Only) per financial year, for the period of 3 (three) financial years, commencing from financial year 2024-2025 and upto and including financial year 2026-2027 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof):

Sr. No.	Name of Related Party	Nature of Transaction	Amount to be approved (INR)
1.	Amitabh Chaturvedi	Any Related Party Transaction as defined under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Master Directions- Scale Based Regulations	100 crore for each related party
2.	Minal Chaturvedi		
3.	Abhishek Chaturvedi		
4.	Asher Foods Private Limited		
5.	Ranjana Pathak		
6.	Satyaprakash Pathak		

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RESOLVED FURTHER THAT the following transactions already entered into with the Related Parties be and are hereby ratified:

Sr. No.	Name of Related Party	Type of Transaction
1.	Anil Kumar	Issuance of 500 Unlisted Unsecured Redeemable Non-Convertible Debentures
2.	M. K. Investment Consultancy India Private Limited	Issuance of 500 Unlisted Unsecured Redeemable Non-Convertible Debentures

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

By order of Board of Directors

Purple Finance Limited

Sd/-

Ruchi Nishar

Company Secretary & Compliance Officer

M. No. A68260

Date: 29th July, 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 Extra Ordinary General Meeting (“EGM”) is annexed hereto and forms part of this notice.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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.
4. 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 Shareregistry (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.
5. 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 EGM.
6. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the EGM 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 Notice convening the EGM 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 Shareregistry (India) Private Limited (“PSIPL”) at <https://www.purvashare.com/>.
7. The Members may 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 for 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.

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8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Shareholders, seeking any information with regard to any matter to be placed at the EGM, 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 16th August, 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 **Tuesday, 13th August, 2024 i.e. cut-off date**, who would like to express their views or ask questions during the EGM 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 16th August, 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 EGM.

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 /EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 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 EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (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 will be provided by Purva.
3. 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/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

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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.

4. 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.
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 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.
6. 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.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 EGM/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. <https://evoting.purvashare.com>.
7. The 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 EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 09:00 a.m. on 16th August, 2024 and ends on 05:00 p.m. on 20th 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 13th August, 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 EGM 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

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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:

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.

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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.</p> <p>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</p> <p>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</p>

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<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 & voting during the meeting.</p>
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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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

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

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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) 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.
- 5) If you are a first-time user follow the steps given below:

Purple Finance Limited



	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

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(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 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 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 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

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at compliance@purplefinance.in . The shareholders who do not wish to speak during the EGM 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 EGM/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 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 EGM & 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.

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ANNEXURE TO THE NOTICE

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

ITEM NO. 1:

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

The Company has been listed on BSE Limited (BSE) and Calcutta Stock Exchange Limited (CSE). To comply with the provisions of Companies Act, 2013 and Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is proposing to amend Clause 65 of the Articles of the Company to include the minimum and maximum number of Directors prescribed under the regulations.

Your Director's at their meeting held on 29th July, 2024 have given their consent (subject to the approval of members) for replacing clause 65 in the Articles of Association of the Company and recommended it to the Shareholders for their approval through Special Resolution.

None of the Directors, Key Managerial Persons of the Company and / or their relatives is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 2:

Pursuant to Section 42, 71, 179 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the issuance of Non-Convertible Debentures requires a prior approval of the shareholders by way of special resolution, once in a year for all the offers or invitations to be made for such NCDs during the year. In view of growing business activities and consequently the increasing funds requirement for the business, your Board of Directors in their Meeting held on 29th July, 2024 approved to raise the funds aggregating to Rs. 100,00,00,000 (Rupees One Hundred Crore only) by issue of secured/ unsecured/ rated/ unrated/ listed/ unlisted/ redeemable/ irredeemable non-convertible debentures (NCDs) (the “**Debenture Issue**”) on a private placement basis to any persons, entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors including international lenders permitted to invest in such Debentures under applicable laws (collectively termed as “**Investors**”) who would be willing to invest in or subscribe to such Debentures, at such time or times and on such terms and conditions as may be agreed between the Company and such Investors in one or more offering(s)/ tranche(s).

Accordingly, your Company is required to obtain approval by passing Special Resolution in General Meeting.

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

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The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Shareholders.

ITEM NO. 3:

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), the material related party transactions to be entered by the Company on arm’s length basis Promoters/Promoter Group and Shareholders holding more than 10% of the shareholding of the Company require approval of the members of the Company through an ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company (“material related party limit”).

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Amitabh Chaturvedi – Promoter Minal Chaturvedi – Promoter Abhishek Chaturvedi – Promoter Asher Foods Private Limited – Promoter Ranjana Pathak – Promoter Group Satyaprakash Pathak – Promoter Group
2.	Name of Director(s) or key Managerial Personnel who is related, if any	Amitabh Chaturvedi – Promoter Minal Chaturvedi – Promoter
3.	Type, Tenure, Material terms and particulars	Any Related Party Transaction as defined under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Master Directions- Scale Based Regulations
4.	Value of the transaction	100 crore for each related party
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	N.A.
6.	Details of the transaction relating to any loans, inter-corporate deposits,	N.A.

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	advances or investments made or given by the listed entity or its subsidiary	
7.	Any valuation or other external party report relied upon by the listed entity in relation to the transaction	N.A.
8.	Any other information that may be relevant	N.A.

Further, the Audit Committee and the Board have approved the below related party transactions and the same is being placed for ratification of the Shareholders:

Sr. No.	Name of Related Party	Type of Transaction
1.	Anil Kumar	Issuance of 500 Unlisted Unsecured Redeemable Non-Convertible Debentures
2.	M. K. Investment Consultancy India Private Limited	Issuance of 500 Unlisted Unsecured Redeemable Non-Convertible Debentures

Accordingly, your Company is required to obtain approval and ratify by passing Ordinary Resolution in General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Amitabh Chaturvedi, Ms. Minal Chaturvedi and their relatives, are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

By order of Board of Directors

Purple Finance Limited

Sd/-

Ruchi Nishar

Company Secretary & Compliance Officer

M. No. A68260

Date: 29th July, 2024

Place: Mumbai

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