



POSTAL BALLOT NOTICE

[PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014] READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Members,

NOTICE is hereby given that pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the resolution set out below is proposed for approval by the Members of Purple Finance Limited ("the Company") as Special Resolution by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically..

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice ("Notice") and additional information as required under the SEBI LODR Regulations also forms part of this Notice.

Pursuant to SEBI Circular No: SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 03, 2024 the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Purva Shareregistry (India) Private Limited for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.purplefinance.in/>. Members desiring to exercise their vote through the remote e-

Purple Finance Limited

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Tel. No.: +91-22 6916 5100 | www.purplefinance.in | CIN No. L67120MH1993PLC075037 | customersupport@purplefinance.in



voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:-

Commencement of remote e-voting	Conclusion of remote e-voting
Tuesday, July 22, 2025 at 09:00 a.m. (IST)	Wednesday, August 20, 2025 at 05:00 p.m. (IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. Approval for appointment of Mr. Sabyasachi Rath (DIN: 07899850) as the Executive Director designated as Executive Director and Chief Executive Officer 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 Sections 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 thereto and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, including any statutory modifications, re-enactments or amendments made thereto from time to time and approval of the Reserve Bank of India dated June 05, 2025 and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and any other concerned authority, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Mr. Sabyasachi Rath (DIN: 07899850) as the Executive Director of the Company designated as **“Executive Director and Chief Executive Officer” (ED and CEO)** for a period of 3 (three) Years with effect from July 21, 2025 to July 20, 2028 at a remuneration of Rs. 95,00,000/- (Rupees Ninety Five Lacs Only) comprising of:

Components of Remuneration	Amount (in Rs. p.a.)
Basic Salary	43,90,000/-
House Rent Allowance	21,95,000/-
Leave Travel Allowance	4,39,000/-
Other Allowances	17,34,400/-
PF Contribution	21,600/-
Car Related Expenses	7,20,000 /-
Total	95,00,000/-

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Notes:

Gratuity: Gratuity shall be as per Rules of the Company.

Other Entitlements: All other entitlements including ESOPs/shares, incentives or allowances as per the Company policy as may be decided by the Company from time to time.

Reimbursement of Expenses: Travelling and all other expenses incurred for the business of the Company shall be reimbursed as per the rules of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013 along with the rules and regulations issued thereunder and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications, re-enactments or amendments made thereto from time to time, and on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Shareholders be and is hereby accorded to increase the remuneration of Mr. Sabyasachi Rath, upon his appointment as an Executive Director and Chief Executive Officer of the Company from Rs. 95,00,000 /- (Rupees Ninety-Five Lacs Only) to Rs. 1,10,00,000/- (Rupees One Crore Ten Lacs Only) w.e.f. October 01, 2025 to September 30, 2026, which is the same remuneration earlier approved by the Shareholders at their Meeting held on June 12, 2025 for him in his capacity as Chief Executive Officer. The remuneration comprises of:

Components of Remuneration	Amount (in Rs. p.a.)
Basic Salary	51,15,000/-
House Rent Allowance	25,57,000/-
Leave Travel Allowance	5,11,500/-
Other Allowances	20,24,400/-
PF Contribution	21,600/-
Car Related Expenses	4,80,000/-
Total	1,10,00,000/-

Notes:

Gratuity: Gratuity shall be as per Rules of the Company.

Other Entitlements: All other entitlements including ESOPs/shares, incentives or allowances as per the Company policy as may be decided by the Company from time to time.

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Reimbursement of Expenses: Travelling and all other expenses incurred for the business of the Company shall be reimbursed as per the rules of the Company.

RESOLVED FURTHER THAT any of the Directors, Head- Human Resources and/ or the Company Secretary of the Company be and hereby authorized to do all acts, deeds, matters and things as may be necessary to give effect to this resolution.”

The profile of Mr. Sabyasachi Rath is enclosed as Annexure-A.

By order of Board of Directors

Purple Finance Limited

Sd/-

Ruchi Nishar

Company Secretary & Compliance Officer

M. No. A68260

Date: July 21, 2025

Place: Mumbai

Registered Office: Room No. 11, 1st Floor,
Indu Chamber 349/353, Samuel Street,
Vadgadi, Masjid Bunder (West),
Mumbai- 400003.



NOTES:

1. The explanatory statements as required under Section 102(1) and 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’) and Secretarial Standard on General Meetings (‘SS-2’) setting out all the material facts and reason for the proposed resolution is annexed hereto and forms part of this Postal Ballot notice.
2. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’) and Clause 1.2.5 of the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as Annexure - A to this Postal Ballot Notice.
3. The Ministry of Corporate Affairs, Government of India (MCA), in terms of the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) has advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of members at a common venue.
4. The remote e-voting period commences on Tuesday, July 22, 2025 (9.00 a.m. IST) and closes on Wednesday, August 20, 2025 (5.00 p.m. IST). During this period, the Shareholders of the Company holding fully paid-up and partly paid-up shares, either in physical form or in demat form, as on the Cut-off Date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after that. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
5. The cut-off date for the purpose of ascertaining Shareholders entitled for voting through this Postal Ballot is July 18, 2025 (hereinafter referred to as the “Cut-off Date”). A person, whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares and partly paid-up shares as on the Cut-off Date

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only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Notice for information purpose only.

6. As per the MCA circulars, the Company will send postal ballot notice only through email to all its members who have registered their email address with the Company or Depository/Depository Participants and the communication of assent/ dissent of the members on the resolutions proposed in this notice will only take place through e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA circulars. Hence, in compliance with the requirement of MCA circulars, hard copy of postal ballot Notice along with postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the e-voting system only.
7. 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 csabhilashachaudhary@gmail.com, and at compliance@purplefinance.in. It is also requested to upload the same in the e-voting module in their login.
8. 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.
9. 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 through Postal Ballot.
10. In compliance with the MCA Circulars and SEBI Circulars, the Notice of Postal Ballot 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 Postal Ballot Notice are also available on the Company's website www.purplefinance.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the 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/>.
11. Relevant documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company on all working days except Saturdays between 11:00 a.m. and 01:00 p.m. until closure of time for casting vote through remote e-voting without any fee,

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to members from the date of circulation of the Postal Ballot Notice up to the time of closure of the e-voting period. Members seeking to inspect such documents can send an e-mail to compliance@purplefinance.in.

12. Abhilasha Chaudhary of Abhilasha Chaudhary & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Postal Ballot, unblock the votes cast through remote e-Voting and provide within two working days of closure of E-Voting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutiniser will be placed on the website of the Company at www.purplefinance.in. The results shall also be immediately forwarded to BSE Limited and the Calcutta Stock Exchange Limited, where the equity shares of the Company are listed and will be placed on the Notice Board at the Registered Office of the Company.
13. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
14. Remote e-voting will commence on Tuesday, July 22, 2025, at 09:00 A.M. (IST) and ends on Wednesday, August 20, 2025 at 05:00 P.M. (IST). The e-voting module shall be disabled by Purva for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequent.
15. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. August 20, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
16. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Ms. Ruchi Nishar at Email: compliance@purplefinance.in or for any query/grievance with respect to e-Voting, Members may send an email to Purva at evoting@purvashare.com.
17. The details in terms of SEBI LODR Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and form part of this Notice. 18. SEBI vide its Circular dated January 25, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests, shall be processed only in dematerialized form. In

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view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 09:00 a.m. on July 22, 2025 and ends on 05:00 p.m. on August 20, 2025. 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 18, 2025** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) 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.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular dated 11 July 2023 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by Purva on the Resolutions set-forth in this Notice of Postal Ballot, through remote e-voting only.

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Information relating to remote e-voting i.e.

- i. Day, date and time of commencement of voting through electronic means Tuesday, July 22, 2025 at 09:00 A.M. (IST).
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Wednesday, August 20, 2025 at 05:00 P.M. (IST).

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 **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 Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available

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	<p>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>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.





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	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 022-23058542-43.

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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
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Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) 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:

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

Purple Finance Limited



	<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).
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- 6) After entering these details appropriately, click on “SUBMIT” tab.
- 7) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- 8) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 9) Click on the EVENT NO. for the relevant <Purple Finance Limited> on which you choose to vote.
- 10) 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.
- 11) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- 12) 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.
- 13) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 14) 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.

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- 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, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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 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- 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 in respect of Special Business as provided in the Notice of Postal Ballot.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors had proposed appointment of Mr. Sabyasachi Rath as the Executive Director of the Company designated as Executive Director and CEO on April 09, 2025 subject to the approval of the Reserve Bank of India (RBI). RBI has vide its letter dated June 05, 2025 granted its approval for the appointment of Mr. Sabyasachi Rath as Director.

Pursuant to the said approval, the Board of Directors in their Meeting held on July 21, 2025 had approved the appointment of Mr. Sabyasachi Rath as the Executive Director of the Company designated as **Executive Director and Chief Executive Officer (ED and CEO)** for a period of 3 (three) years w.e.f. July 21, 2025 to July 20, 2028, subject to approval of the Shareholders in General Meeting.

Mr. Sabyasachi Rath has been one of the co-founders of the Company and also the Chief Executive Officer (CEO) of the Company since inception. Mr. Sabyasachi Rath is responsible for handling the Business, Collections, Operations and Human Resource Department of the Company. In his term as the Chief Executive Officer of the Company, his exceptional executional skills have been instrumental in driving the remarkable growth of the Company. Owing to his perseverance, the Company has expanded to 40 branches with about 350 employees with presence in 6 states across India and achieved an AUM of more than INR 130 crore. The Management is therefore of the opinion that he should be elevated to the Board of the Company as an Executive Director. His broad perspective and hands-on approach will add real value to the Board and will contribute meaningfully to the Company's growth and long-term vision. Mr. Sabyasachi Rath has also provided his consent to act as the Executive Director of the Company.

Mr. Sabyasachi Rath has confirmed that he fulfils all the conditions given under Section 196(3) and Schedule V of the Act for being eligible for his appointment and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority.

The Shareholders at their Meeting held on June 12, 2025 have approved the increase in remuneration of Mr. Sabyasachi Rath as the Chief Executive Officer of the Company from Rs. 95,00,000 /- (Rupees Ninety Five Lacs Only) to Rs. 1,10,00,000/- (Rupees One Crore Ten Lakhs

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Only) w.e.f. October 01, 2025. It is now proposed to approve the same remuneration for Mr. Sabyasachi Rath upon his appointment as an Executive Director, designated as Executive Director and Chief Executive Officer (ED and CEO) of the Company.

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such Director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together without approval of the Shareholders in the General Meeting by Special Resolution.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution. While the Company remains in its early growth phase and have not yet achieved profitability, the Financial Year has been successful by the measures that matter most for long-term value creation: expanding our footprint, deepening borrower trust, building a resilient lending infrastructure, and maintaining a disciplined approach.

The additional detailed information as per Section – II of Part II of Schedule V to the Companies Act, 2013 is attached herewith as **Annexure B**.

In view of the above, the Board of Directors recommends the appointment of Mr. Sabyasachi Rath as the Executive Director designated as ED and CEO and increase in this remuneration thereof as mentioned at Item no.1 of the notice for the approval of the Members as a Special Resolution. Prescribed details of Mr. Rath are attached herewith as **Annexure A**.

None of the other Directors, Key Managerial Personnels of the Company and their relatives except Mr. Sabyasachi Rath, are, in any way, concerned or interested, financially, or otherwise, in the said resolution. The other relatives of Mr. Sabyasachi Rath may be deemed to be interested in the said resolution at Item No. 1 of the Notice to the extent of their shareholding, if any, in the Company.

By order of Board of Directors
Purple Finance Limited

Sd/-
Ruchi Nishar
Company Secretary & Compliance Officer
M. No. A68260

Date: July 21, 2025
Place: Mumbai

Purple Finance Limited



ANNEXURE-A

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT AT THIS EXTRA ORDINARY 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	Mr. Sabyasachi Rath (DIN: 07899850)
Date of Birth/ Age	10/01/1973, 52 years
Date of first appointment	Appointed as the CEO on August 02, 2022
Qualifications	1. Bachelor Of Engineering, Electrical Engineering 2. Diploma in Business Finance 3. Post Graduate Diploma in Business Administration
Brief Resume	Mr. Sabyasachi Rath has been one of the co-founders of the Company and also the Chief Executive Officer (CEO) of Purple Finance Limited since inception. He has worked in organisations like Common Wealth Bank of Australia, MayBank, Citi Bank, Dhanlaxmi Bank, Essel Finance in varied Leadership roles and was responsible for all the Organizational functions. Mr. Sabyasachi Rath is responsible for handling the Business, Collections, Operations and Human Resource Department of the Company. In his term as the Chief Executive Officer of the Company, his exceptional executional skills have been instrumental in driving the remarkable growth of the Company. Owing to his perseverance, the Company has expanded to 40 branches with about 350 employees with presence in 6 states across India and achieved an AUM of INR 130 crores.
Expertise in Specific functional areas	Banking, Corporate Governance and Risk Management
Terms and Conditions for appointment/ re-appointment	Appointment as the Executive Director of the Company designated as Executive Director and Chief Executive Officer for a period of 3 (three) years
Remuneration last drawn	INR 95,00,000
Remuneration sought to be paid	INR 95,00,000 till September 30, 2025 INR 1,10,00,000 w.e.f. October 01, 2025 till September 30, 2026
Directorships held in other listed Companies	NIL

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Membership in Committees	NIL
Listed Entities from which the Director has resigned in the last 3 (three) years	NIL
Directorships held in other companies	NIL
Memberships/ Chairmanships of committees across other companies	NIL
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Sabyasachi Rath is the CEO of the Company w.e.f. August 02, 2022. He is not related to any Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board of Directors attended during the year	NA
Shareholding in the Company (including shareholding as a beneficial owner)	0.59%
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements (Applicable only for Independent Directors)	N.A.

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ANNEXURE-B

ADDITIONAL DETAILED INFORMATION AS PER SECTION- II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:	
(a) Nature of industry	Service Sector
(b) Date or expected date of commencement of commercial production.	Business commenced on November 09, 1993 and since the Company is into service sector, hence there is no date of commercial production.
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
(d) Financial performance based on given indicators.	Gross Revenue (operations): INR 1472 lakhs Profit after Tax: INR (1554.82) Lakhs
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered any foreign collaborations
II. Information about the appointee:	
(a) Background details	Mr. Sabyasachi Rath has over 28 years of experience in entire spectrum of lending in Corporate, SME and Retail. Mr. Sabyasachi Rath has performed varied Leadership roles in large Financial Institutions & was responsible for all the Organizational functions
(b) Past remuneration	INR 95,00,000 till September 30, 2025
(c) Recognition or awards	Nil
(d) Job profile and his suitability	Mr. Sabyasachi Rath has been one of the co-founders of the Company and also the Chief Executive Officer (CEO) of the Company since inception. Mr. Sabyasachi Rath is responsible for handling the Business, Collections, Operations and Human Resource Department of the Company. In his term as the Chief Executive Officer of the Company, is exceptional executional skills have been instrumental in driving the remarkable growth of the Company. Owing to his perseverance, the Company has expanded to 40 branches with about 335 employees with presence in 6 states across India and achieved an AUM of INR 130 crore.
(e) Remuneration proposed	INR 95,00,000 till September 30, 2025 INR 1,10,00,000 w.e.f. October 01, 2025 to September 30, 2026

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(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the profile and the responsibility shouldered by him, his extensive experience, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	N.A.
III. Other information:	
(a) Reasons of loss or inadequate profits	The Company has started its operations since October, 2022. The Company is in its early growth phase and currently making loss, but the Company is investing in the future growth. Every rupee spent today is laying the foundation for scale, sustainability, and social impact. The Company's investments in technology, talent, and customer acquisition are already yielding results, in stronger borrower retention, improved portfolio quality, and greater operational scalability.
(b) Steps taken or proposed to be taken for improvement	During these initial years, the Company has scaled well and is on the way to exponential growth and would gradually increase its profitability. The Company is taking adequate steps to expand its business, investing in marketing activities and increasing its product line to increase its revenues.
(c) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits in next 3-4 years.

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