



## 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"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), Secretarial Standards 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 resolutions set out below are proposed for approval by the Members of Purple Finance Limited ("the Company") as an Ordinary and 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. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Pursuant to Rule 22(5) of Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Abhilasha Chaudhary (COP No. 23604), of Abhilasha Chaudhary & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote E-voting process in a fair and transparent manner.

### Purple Finance Limited

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Corporate Office: 705/706, 7<sup>th</sup> Floor, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp. Guru Nanak Hospital, Bandra (E), Mumbai- 400051

Tel. No.: +91-22 6916 5100 | [www.purplefinance.in](http://www.purplefinance.in) | CIN No. L67120MH1993PLC075037 | [customersupport@purplefinance.in](mailto:customersupport@purplefinance.in)



The Company has engaged the services of Purva Sharegistry (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 [www.purplefinance.in](http://www.purplefinance.in). Members desiring to exercise their vote through the remote e-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:-

<b>Commencement of remote e-voting</b>	<b>Conclusion of remote e-voting</b>
Wednesday, October 29, 2025, at 09:00 a.m. (IST)	Thursday, November 27, 2025, at 05:00 p.m. (IST)

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

The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote E-voting. The results of the Postal Ballot will be announced on or before December 01, 2025.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website [www.purplefinance.in](http://www.purplefinance.in) and on the website of Purva Sharegistry (India) Private Limited at [www.purvashare.com](http://www.purvashare.com).

## **SPECIAL BUSINESS**

### **1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Sections 13, 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and Rules framed thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 60,00,00,000/- (Rupees Sixty crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each, to Rs. 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each by creation of additional 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10 (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby

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altered and substituted by the following as new Clause V:

***“V. The Authorised Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”***

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) and the Chief Financial Officer and the Company Secretary and Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved.”

## **2. ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

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 sections 23, 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999, as amended, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and all applicable statutory/regulatory requirements and in accordance with the relevant provisions of Memorandum of Association and Articles of Association of the Company and the listing agreement entered into by the Company with BSE Limited (hereinafter referred to as the “Stock Exchange”), where the Company's shares are listed and subject to any necessary approval, consent, permission and/ or sanction of the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, (“SEBI”), and/or any other appropriate authority, including any other statutory/regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the Board

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of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose), approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 1,00,00,000 (One Crore) Equity Share Warrants fully convertible into equivalent number of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each at an Issue Price of Rs. 39/- (Rupees Thirty-Nine Only) per Warrant (“Warrant Issue Price”) (including a premium of Rs. 29/- per Warrant) aggregating to Rs. 39,00,00,000/- (Rupees Thirty Nine Crores Only) to Intellect Money Finvest Private Limited (CIN: U64990MH2024PTC418437) (“Proposed Allottee”), in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion at the time of the Issue, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act;

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the ‘**Relevant Date**’ for determining the Floor Price for the Preferential Issue of Warrants is October 28, 2025, being the date 30 days prior to the date of last date of receipt of votes through the e-voting process where the proposed Preferential Issue is being considered for approval of the Members of the Company;

**RESOLVED FURTHER THAT** the Issue Price of Rs. 39/- (Rupees Thirty Nine Only) per Warrant, for preferential issue is not less than the floor price arrived at in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The Warrant Holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one Equity Share against each Warrant.
- ii The Warrant Holder shall pay an amount equivalent to at least 25% of the Warrant Issue Price in terms of the SEBI ICDR Regulations on or before the allotment of Warrants. Upon exercising of the option of conversion of the Warrants into Equity Shares by the Warrant Holder, the price equivalent to 75% of the Issue Price per Warrant shall be payable. If the option to acquire Equity Shares pursuant to conversion of Warrants is not exercised within the prescribed time period of 18 months from the date of allotment of Warrants, then such Warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- iii The said Warrants shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution in dematerialized form, provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iv The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the

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Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- v The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- vi The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- viii The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder thereof any voting rights with respect to that of a shareholder(s) of the Company; and
- ix The price determined and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- x The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations and allotted equity shares shall be listed on the Stock Exchange subject to the receipt of necessary permissions and approvals.
- xi The Warrant Holders shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holders.
- xii The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be and is hereby recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form issued to the proposed allottee inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including

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modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** Mr. Rajeev Deoras, Executive Director, Mr. Sabyasachi Rath, Executive Director and Chief Executive Officer, Ms. Meghana Lale, Chief Financial Officer and/or Ms. Ruchi Nishar, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to sign applications, papers, documents etc. and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in order to give effect to the above resolution including intimation to BSE to give effect to this resolution.”

**By order of Board of Directors Purple Finance Limited**

**Sd/-**

**Ruchi Nishar**

**Company Secretary & Compliance Officer**

**M. No. A68260**

**Date: October 28, 2025**

**Place: Mumbai**

**Registered Office:** Room No. 11, 1<sup>st</sup> Floor,  
Indu Chamber 349/353, Samuel Street,  
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**NOTES:**

1. The explanatory statements as required under Section 102(1) and 110 of the 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 LODR Regulations’) and Secretarial Standards on General Meetings (‘SS-2’) setting out all the material facts and reason for the proposed resolutions is annexed hereto and forms part of this Postal Ballot notice.
2. The Ministry of Corporate Affairs, Government of India (MCA), in terms of the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No.39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 03/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25 September, 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.
3. The remote e-voting period commences on Wednesday, October 29, 2025 (09:00 a.m. IST) and closes on Thursday, November 27, 2025 (05:00 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 Purva 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.
4. The cut-off date for the purpose of ascertaining Shareholders entitled for voting through this Postal Ballot is October 24, 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 only, shall be entitled to vote in this Postal Ballot. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
5. 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

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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.

6. 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](mailto:csabhilashachaudhary@gmail.com), and at [compliance@purplefinance.in](mailto:compliance@purplefinance.in). It is also requested to upload the same in the e-voting module in their login.
7. 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.
8. 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.
9. 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](http://www.purplefinance.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Purva Sharegistry (India) Private Limited ("PSIPL") at [www.purvashare.com](http://www.purvashare.com).
10. 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, 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](mailto:compliance@purplefinance.in).
11. CS 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](http://www.purplefinance.in). The results shall also be immediately forwarded to BSE 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.

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12. 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.
13. Remote e-voting will commence on Wednesday, October 29, 2025 (09:00 a.m. IST) and closes on Thursday, November 27, 2025 (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.
14. 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. December 01, 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.
15. 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](mailto:compliance@purplefinance.in).
16. 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.
17. 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 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 at 09:00 a.m. on Wednesday, October 29, 2025 and ends at 05:00 p.m. on Thursday, November 27, 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 **October 24, 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

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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 LODR 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.

Information relating to remote e-voting i.e.

- i. Day, date and time of commencement of voting through electronic means Wednesday, October 29, 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: Thursday, November 27, 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:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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 &amp; 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.</p>
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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 <b>NSDL Depository</b>	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>





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	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> <p>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through Their <b>Depository Participants (DP)</b></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.</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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://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:

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

- 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

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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](mailto: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](mailto: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.

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**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](mailto: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](mailto:evoting@purvashare.com) or contact at 022- 49614132 and 022-49700138.

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**Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 and Regulation 17 (11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out all the Material facts relating to Special Business:**

**ITEM NO. 1:**

Presently, the Authorised Share Capital of the Company is 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each. With the issuance of Equity Shares Warrants as per Item No. 2 of this Notice, the paid up share capital of the Company would increase to Rs. 64,42,42,120 post conversion of the Warrants into Equity Shares.

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on October 28, 2025, have recommended to increase the Authorised Share Capital to Rs 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only). The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company containing the proposed alterations, shall be available for inspection for Members through electronic mode during office hours from the date of circulation of this Postal Ballot Notice until the last date of e-voting, basis the request being sent on [compliance@purplefinance.in](mailto:compliance@purplefinance.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

The Board is of the opinion that alteration to Capital Clause V of Memorandum of Association is in interest of the Company and recommends Resolution No. 1 of this Postal Ballot Notice for the approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their Shareholding in the Company.

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**ITEM NO. 2:**

The Members of Purple Finance Limited are hereby informed that the Board of Directors of the Company at its meeting held on August 14, 2025, had approved fund raising through issuance of such number of Equity Shares having face value of ₹ 10 each of the Company ('Equity Shares') and/or other securities convertible into Equity Shares (including warrants, or otherwise), or any combination thereof and delegated the powers related to the issue to the Finance Committee of the Board of Directors of the Company.

Further, the Finance Committee authorized by the Board of Directors of the Company in this regard, at its Meeting held on October 28, 2025, have inter alia, approved the issuance of 1,00,00,000 (One Crore) Equity share Warrants fully convertible into equivalent number of Equity Shares having face value of Rs. 10 each at an Issue Price of Rs. 39/- (Rupees Thirty-Nine Only) per Warrant (including a premium of Rs 29 per warrant) aggregating to Rs. 39,00,00,000/- (Rupees Thirty-Nine Crore Only) to Intellect Money Finvest Private Limited on a preferential basis (Preferential Issue) subject to the approval of the Shareholders and all such regulatory authorities as may be required.

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant before the allotment of Equity Shares. The issue and allotment of the Warrants and the Equity Shares by the Company to shall be in accordance with the Companies Act, 2013 and rules thereunder, SEBI ICDR Regulations, SEBI LODR Regulations, and subject to the receipt of necessary approvals from the statutory authorities, if any.

Accordingly, approval of the Shareholders of the Company by way of special resolution is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("Companies Act, 2013") as well as applicable regulations of the SEBI ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution.

**Information required in respect of the proposed issue of Warrants pursuant to the applicable provisions of the Companies Act, 2013, and rules framed thereunder and SEBI ICDR Regulations, is as under:**

**a) The date of passing Board Resolution for approving Preferential Issue**

The Finance Committee authorized by the Board of Directors of the Company has approved the preferential Issue of 1,00,00,000 (One Crore) Equity Share Warrants fully convertible into equivalent number of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) at an Issue Price of Rs. 39/- (Rupees Thirty Nine Only) per warrant (including a premium of Rs 29 per warrant) aggregating to Rs. 39,00,00,000/- (Rupees Thirty-Nine Crores Only) to Intellect Money Finvest Private Limited on a preferential basis (Preferential Issue) subject to the approval of the Shareholders and all such regulatory authorities as may be required. at their Meeting held on October 28, 2025.

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## b) Objects of the preferential issue:

The Company got its equity shares listed on BSE Limited (BSE) and the Calcutta Stock Exchange Limited (CSE) in June 2024 and has rapidly expanded its footprint in tier III and tier IV cities across 6 states in India, aiming to deepen credit access for underserved MSMEs while leveraging technology to simplify and accelerate loan disbursements. The Company's loan portfolio and customer base have grown rapidly, supported by robust risk management and innovative financial products. With a focus on operational efficiency, strong governance, and sustainable growth, Purple Finance continues to strengthen its position as a trusted and progressive financial institution.

**Loan Book Growth:** The Company intends to grow the loan book of Retail, Rural, MSME, Commercial. The capital will be used for growth of these loans. For instance, the Company has developed strong capabilities to grow Retail, Rural and MSME business over multiple cycles, and has consistently scaled from Rs.52.81 crores of AUM as on Sept-24 to Rs. 163.09 crores of AUM as on Sept-25.

The Company has maintained high asset quality in this segment with GNPA of 0.87% and NNPA 0.77%. Company continues to grow this business into the future as well with the capital so raised.

The objective of the proposed Preferential Issue is to strengthen capital adequacy for future AUM growth. The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") after deduction of the Issue Related Expenses towards the following objects ("Objects"):

As per the RBI Master Directions, Company is required to maintain a minimum capital to risk ratio, consisting of Tier I and Tier II capital of not less than 15% of our aggregate risk weighted assets and risk adjusted value of off-balance sheet items, with Tier I capital not being below 10% at any point of time. Further, Company is required to ensure that the total of Tier II capital at any point of time, should not exceed 100% of Tier I capital. As of September 30, 2025, Company's CRAR – Tier I capital stood at 43.13%.

The Company intends to utilise upto ₹29.50 crores from the Net Proceeds towards augmenting capital base to meet future funding requirements for business activities, including towards onward lending, strengthening our balance sheet and to ensure compliance with the requirements prescribed under the RBI Master Directions. This is expected to arise out of growth of business and assets.

As a Non-Banking Financial Company ("NBFC"), our business operations primarily involve raising funds through equity and various forms of borrowings, disbursement of loans, and repayment of borrowings, thereby expanding our lending portfolio. The broad range of intended uses of the Issue Proceeds for the Objects, along with the tentative timelines for utilization, are set out below:

Utilization of Issue Proceeds along with Timeline for utilization\*:

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Sr. No	Name of Object	Total estimated amount to be utilised for each of the Objects (in Rs.)**	Percentage (%)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	AUM growth and for lending towards financing activities as per applicable law/regulation for NBFC	29,50,00,000	75.64	Within 6 months from the date of receipt of funds
2	General Corporate Purpose***	9,50,00,000	24.36	Within 6 months from the date of receipt of funds
	Total	39,00,00,000	100	

\*\*after adjustment of / appropriation for expenses related to the Preferential Issue, if any.

\*In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amounts specified for the aforementioned Objects may deviate +/-10% depending upon the future circumstances, given that the Objects are based on management estimates, market conditions, business needs and other commercial and technical factors. The actual deployment of funds at each stage and the proposed utilization schedule will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws. Any deviation in estimation of the Objects, as permitted above, shall be used only towards the said Objects inter-se and shall not be utilised towards General Corporate Purposes.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board (or a committee thereof), in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (or a committee thereof), subject to compliance with applicable laws.

Pending utilisation of the proceeds from the Preferential Issue, the Company may invest such proceeds as deposits with scheduled commercial banks, in accordance with the applicable laws and the Board approved policies of the Company.

\*\*\* The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

### c) Kinds of securities offered and maximum / total number of securities to be issued:

The resolution set out as Item No. 2 in the Notice authorizes the Board to issue and allot up to 1,00,00,000 (One Crore) Equity Share Warrants having face value of Rs. 10/- (Rupees Ten Only) at a price of Rs. 39/- (Rupees Thirty Nine Only) per Warrant, (including a premium of Rs 29 per warrant) aggregating to Rs. 39,00,00,000/- (Rupees Thirty Nine Crores Only), carrying a right and option to subscribe up to 1,00,00,000 Equity Shares.

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**d) Price or price band at / within which the allotment is proposed for pricing of preferential issue:**

The Company proposes to issue and allot 1,00,00,000 (One Crore) Equity Share Warrants at a price of Rs. 39/- (Rupees Thirty Nine Only) per Warrant (“Warrant Issue Price”), (including a premium of Rs 29 per warrant) aggregating to Rs. 39,00,00,000/- (Rupees Thirty Nine Crores Only) carrying a right and option to subscribe up 1,00,00,000 Equity Shares. The pricing for the proposed allotment of Warrants is in accordance with the SEBI ICDR Regulations.

The price arrived at as per the valuation report by Mr. Bhavesh M Rathod, Registered Valuer, is Rs. 38.74/- per equity share warrant which has been rounded off to Rs. 39/- per equity share warrant with the consent of the investor.

**e) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**

The value of Equity Shares of the Company has been derived as per Valuation Report prepared by Mr. Bhavesh M Rathod, Registered Valuer having Registration No. IBBI/RV/06/2019/10708 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013 is Rs. 38.74/- per equity share warrant. The valuation report is also uploaded on the website of the Company at [www.purplefinance.in/preferential-issue](http://www.purplefinance.in/preferential-issue)

The price arrived at as per the valuation report by the Registered Valuer is Rs. 38.74/- which has been rounded off to Rs. 39/- per warrant with the consent of the investor.

**f) Relevant Date with reference to which the price has been arrived at:**

The “Relevant Date” for the purpose of determination of the Floor Price of the Equity Share Warrants to be issued and allotted as above, is Tuesday October 28, 2025, which is 30 (thirty) days prior to the date on which the special resolution by the Shareholders is proposed to be passed i.e. November 27, 2025.

**g) The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:**

The proposed allotment, if approved, is to be made to a Non Promoter entity, Intellect Money Finvest Private Limited (“Proposed Allottee”) who will hold 15.52% of the post preferential offer Capital of the Company, assuming the full conversion of Warrants proposed to be issued.

**h) Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change

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in Control/ Management.

**i) Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:**

As required under the SEBI (ICDR) Regulations, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority including the Reserve Bank of India or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

**j) Adjustments for Warrants:**

In the event, the Issue Price is less than the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**k) The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them**

The proposed allotment, if approved, is to be made to a Non Promoter entity, Intellect Money Finvest Private Limited. Upon allotment and conversion of such Warrants into Equity Shares, Intellect Money Finvest Private Limited will hold 15.52% of the post preferential offer Capital of the Company, assuming the full conversion of Warrants proposed to be issued.

**l) Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Warrants to Intellect Money Finvest Private Limited (“Proposed Allottee”) and/or upon conversion of all the Warrants into Equity Shares by the Intellect Money Finvest Private Limited (“Proposed Allottee”).

**m) Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:**

Save and except the preferential issue of the Warrants as proposed in the resolution set out in the Notice, the Company has not made any other preferential allotment of Equity Shares or convertible Warrants during the current Financial Year 2025-26.

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**n) The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:**

Not applicable. The Company is not allotting the Warrants for consideration other than cash.

**o) Shareholding Pattern before and after the Issue:\***

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
1	Indian				
a.	Individual	1,74,36,394	32.04	1,74,36,394	27.06
b.	Bodies corporate	60,41,969	11.10	60,41,969	9.38
	Sub-total (I)	2,34,78,363	43.14	2,34,78,363	36.44
2	Foreign promoters	0	0		
	<b>sub-total (A)</b>	<b>2,34,78,363</b>	<b>43.14</b>	<b>2,34,78,363</b>	<b>36.44</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional investors	20,23,834	3.72	20,23,834	3.14
2	Non-institution	-	-	-	-
a.	Private corporate bodies	42,72,376	7.85	1,42,72,376	22.15
b.	Directors and relatives	-	-		
c.	Indian public	1,81,57,045	33.36	1,81,57,045	28.18
d.	others (including NRIs)	64,92,594	11.93	64,92,594	10.08
	<b>Sub-total (B)</b>	<b>3,09,45,849</b>	<b>56.86</b>	<b>4,09,45,849</b>	<b>63.56</b>
	<b>Grand Total (A+B)</b>	<b>5,44,24,212</b>	<b>100</b>	<b>6,44,24,212</b>	<b>100</b>

\*Assuming full conversion of warrants into Equity Shares.

**p) Identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the Proposed Allottee:**

Based on the confirmation received from the Proposed Allottee, the following natural persons are the

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ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Sr. No	Name of the Person	PAN	Total Number of equity shares and % of Total Capital held in Investor
1.	Sandeep Jindal*	ACDPJ7540F	1 Equity Share= 0.01 % (Directly) 62820 Equity Shares= 62.82% (Indirectly)

\*Mr. Sandeep Jindal is the ultimate beneficial owner of the Company and has been proposed to be appointed as a Non-Executive, Non-Independent Director by the Board of Directors. His appointment is currently pending approval from the Reserve Bank of India (RBI).

**q) The current and proposed status of the Proposed Allottee post the preferential issue namely promoter and non-promoter:**

The Proposed Allottee as on the date of this Notice is a Non-Promoter entity and does not hold any Equity Shares in the Company. Post the proposed allotment, it will continue to be categorized as non-promoter entity.

**r) Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from Makarand M. Joshi & Co, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at [compliance@purplefinance.in](mailto:compliance@purplefinance.in). A copy of the certificate is also made available on the website of the Company at [www.purplefinance.in/preferential-issue](http://www.purplefinance.in/preferential-issue).

**s) Particulars of the offer including date of passing of Board resolution:**

The Finance Committee authorized by the Board of Directors of the Company at its meeting held on October 28, 2025, approved issuance of up to 1,00,00,000 (One Crore) Equity Share Warrants having face value of Rs. 10/- (Rupees Ten Only) at a price of Rs. 39/- (Rupees Thirty Nine Only) per Warrant, (including a premium of Rs 29 per warrant) aggregating to Rs. 39,00,00,000/- (Rupees Thirty-Nine Crores Only), carrying a right and option to subscribe up to 1,00,00,000 Equity Shares to Intellect Money Finvest Private Limited.

**t) Name and address of the valuer who performed the valuation:**

The pricing of the Equity Share Warrants has been performed by Mr. Bhavesh M Rathod, an independent registered valuer under the provisions of Companies Act, 2013, SEBI ICDR Regulations, 2018 with registration no. IBBI/RV/06/2019/10708 having its office at 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 vide its report dated October 28, 2025.

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**u) Amount which the Company intends to raise by way of issue of securities:**

The Company, pursuant to the proposed Preferential Issue of Equity Share Warrants proposes to raise Rs. 39,00,00,000/- (Rupees Thirty Nine Crores Only).

**v) Material terms of raising of securities and principle terms of assets charged as securities:**

The Material terms of issuing warrants are mentioned in the proposed resolutions, further, no assets of the Company are getting charged as security.

**w) Lock-in period:**

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations. The entire pre-preferential allotment shareholding, if any, of allottees shall be locked- in from the relevant date up to a period of 90 trading days from the date of allotment of such securities as specified under Regulation 167(6) of the SEBI ICDR Regulations.

**x) Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

Neither the Company, nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. The proposed Preferential Issue is not being made to any person who shares a land border with India.

**y) Undertaking:**

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Warrant to be issued as per Regulation 164(3) of ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations. However, the Company shall re-compute the price of the Warrants, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid.

**z) Other Disclosures:**

- (a) The Company is eligible to make the Preferential Issue of Warrants under the provisions of Chapter V of the SEBI ICDR Regulations and the Companies Act, 2013.
- (b) Neither the Promoter or Promoter Group members of the Company nor any of the Directors of the Company are categorized as a fugitive economic offender, as defined under the SEBI ICDR Regulations.

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- (c) The Proposed Allottee has not sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
- (d) The Company has no subsisting default in the redemption or payment of dividend on Equity Shares of the Company since the commencement of the Companies Act, 2013.
- (e) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories as on the date of the Notice.
- (f) The proposed Preferential Issue is not being made to any person or body corporate incorporated in, or a national of a country, which shares a land border with India.
- (g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the Listing Regulations, as amended and Circulars and Notifications issued by the SEBI thereunder.

The approval of the shareholders by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the Warrants to the Proposed Allottee on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the SEBI ICDR Regulations.

Accordingly, the Board believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 2 of the Notice for approval by Shareholders of the Company by way of a Special Resolution.

The copies of the related documents will be made available for inspection to a Member upon request.

None of the Promoters, Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 2 of the Notice, except 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:** October 28, 2025

**Place:** Mumbai

**Registered Office:** Room No. 11, 1<sup>st</sup> Floor,  
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