NOTICE OF EXTRA ORDINARY GENERAL MEETING NO. 01/2026-27

Notice hereby given that 01/2026-27 Extra-Ordinary General Meeting of the Shareholders of **Purple Finance Limited** (the "Company") will be held on **Monday, August 31, 2026,** at **11:00 A.M. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following items of business:

SPECIAL BUSINESSES:

ITEM NO. 01:

TO INCREASE 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), 64 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 Memorandum and 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. 82,60,00,000/- (Rupees Eighty-Two Crores Sixty Lakhs Only) divided into 8,26,00,000 (Eight Crores Twenty-Six Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to Rs. 97,60,00,000 /- (Rupees Ninety-Seven Crores Sixty Lakhs Only) divided into 9,76,00,000 (Nine Crores and Seventy Six Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,50,00,000 (One Crore Fifty Lakhs) 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 altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 97,60,00,000 /- (Rupees Ninety-Seven Crores Sixty Lakhs Only) divided into 9,76,00,000 (Nine Crores and Seventy Six Lakhs) Equity Shares of face value 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), the President, the Chief Executive Officer, the Chief Financial Officer and/or the Company Secretary and Compliance Officer of the Company 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, the President 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."

ITEM NO. 02:

TO APPROVE UNDER SECTION 186 OF THE COMPANIES ACT, 2013, ACQUISITION BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED:

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions, consents and sanctions as may be necessary approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee thereof or any Director(s)/officer(s) authorised by the Board for the purpose) for authorising the Company to make investments in, and/or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate, whether in one or more tranches, as the Board may, from time to time, consider appropriate in furtherance of the Company's strategic growth initiatives and business objectives, notwithstanding that the aggregate of the investments so made and proposed to be made may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate outstanding amount of such investments shall not exceed Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) at any point of time.

RESOLVED FURTHER THAT any of the Directors, the President and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto."

ITEM NO. 03:

TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Reserve Bank of India ("RBI") and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India (hereinafter referred as "SEBI") and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (hereinafter referred as "FEMA") and/or any other statutory or regulatory authorities, including BSE Limited ("BSE") and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "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 and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion), and subject to the completion of the conditions precedent or waiver thereof as mutually decided between the Company and each of the Proposed Allottees (as defined below), the approval of Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on a preferential basis upto 1,39,99,952 (One Crore Thirty-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Two) fully paid-up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.72/- (Rupees Seventy-Two Only) per equity share (including a premium of Rs.62/- (Rupees Sixty-Two Only) per equity share), determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable on the Relevant Date, on the following terms:

(a) 99,99,952 (Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Two) equity shares shall be issued and allotted, for consideration other than cash, to the shareholders of Saksham Gram Credit Private Limited ("Saksham") in consideration of the acquisition by the

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Company of 1,81,33,588 (One Crore Eighty-One Lakh Thirty-Three Thousand Five Hundred Eighty-Eight) Equity Shares of Saksham having a face value of Rs.10/- (Rupees Ten Only) per Equity Share at a value of Rs. 54.60/- (Rupees Fifty-Four and Sixty Paise Only) per equity share, pursuant to the proposed share swap arrangement aggregating to approximately Rs. 71,99,96,544/- (Rupees Seventy-One Crore Ninety-Nine Lakh Ninety-Six Thousand Five Hundred Forty-Four Only) and

(b) 40,00,000 (Forty Lakhs) Equity Shares shall be issued and allotted, for cash consideration, to Mrs. Manisha Agarwal at the aforesaid issue price of Rs.72/- (Rupees Seventy-Two Only) per equity share (including a premium of Rs. 62/- (Rupees Sixty-Two Only) per equity share), aggregating to Rs. 28,80,00,000/- (Rupees Twenty-Eight Crores Eighty Lakhs Only). The proceeds from the said preferential issue shall be primarily utilised towards payment of the cash consideration payable to the Shareholders of Saksham pursuant to the proposed acquisition, while any surplus funds remaining thereafter shall be deployed towards the general corporate purposes of the Company.

as set out in the table below, and on such other terms and conditions as may be approved by the Board and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws

Sr. No.	Proposed Allottees	Consideration Type	Maximum no. of Shares of Saksham proposed to be transferred to PFL	Maximum no. of Shares of PFL proposed to be allotted	Cash Consideration (in Rs.)
1.	Gyanandra Mishra	Other than cash	31,86,500	17,57,236	Not Applicable
2.	Preeti Mishra	Other than cash	22,77,500	12,55,956	Not Applicable
3.	DCB Bank Limited	Other than cash	17,49,991	9,65,055	Not Applicable
4.	Utkarsh Small Finance Bank Ltd	Other than cash	12,19,512	6,72,515	Not Applicable
5.	Kashmira Shah	Other than cash	9,91,200	5,46,609	Not Applicable
6.	G Naga Reddy	Other than cash	8,50,500	4,69,019	Not Applicable
7.	Keshav Mishra	Other than cash	8,00,000	4,41,170	Not Applicable
8.	Peter Monteiro	Other than cash	4,74,000	2,61,393	Not Applicable
9.	Abizer Diwanji	Other than cash	4,15,000	2,28,857	Not Applicable
10.	Mukesh Pande	Other than cash	3,05,000	1,68,196	Not Applicable
11.	Deepak Gaddhyan	Other than cash	3,00,000	1,65,438	Not Applicable
12.	Rohit Agrawal	Other than cash	2,65,000	1,46,137	Not Applicable
13.	Harsh Gupta	Other than cash	2,62,500	1,44,758	Not Applicable

14.	Anil Kumar Birla	Other than cash	2,50,000	1,37,865	Not Applicable
15.	Raj Kumar Singh	Other than cash	2,50,000	1,37,865	Not Applicable
16.	Siddarth Shetty	Other than cash	2,50,000	1,37,865	Not Applicable
17.	Suhas Sahakari	Other than cash	2,42,000	1,33,454	Not Applicable
18.	KJMC Financial Services Limited	Other than cash	2,26,771	1,25,055	Not Applicable
19.	Shilpa K Menon	Other than cash	2,05,000	1,13,049	Not Applicable
20.	Abha Singhania	Other than cash	1,99,909	1,10,242	Not Applicable
21.	Namrata Singhania	Other than cash	1,99,909	1,10,242	Not Applicable
22.	Shreya Singhania	Other than cash	1,99,909	1,10,242	Not Applicable
23.	Saumil Bhanshali	Other than cash	1,82,708	1,00,756	Not Applicable
24.	Rajesh Lahori	Other than cash	1,61,000	88,785	Not Applicable
25.	Sanjay Kumar Mishra	Other than cash	1,25,000	68,932	Not Applicable
26.	Mugdha Mishra	Other than cash	1,20,000	66,175	Not Applicable
27.	Amitabh Iyer	Other than cash	1,15,000	63,418	Not Applicable
28.	Gopala Ramaratnam	Other than cash	1,15,000	63,418	Not Applicable
29.	Ravi Gupta	Other than cash	1,12,500	62,039	Not Applicable
30.	KJMC Corporate Advisors (India) Limited	Other than cash	1,10,671	61,030	Not Applicable
31.	Rishab Jain	Other than cash	1,06,705	58,843	Not Applicable
32.	Yogitha Gopidi	Other than cash	1,05,000	57,903	Not Applicable
33.	Severine Monteiro	Other than cash	1,04,000	57,352	Not Applicable
34.	Venkatraman Krishnamoorthy	Other than cash	1,00,000	55,146	Not Applicable
35.	Varun Bansal	Other than cash	94,000	51,837	Not Applicable
36.	Pragya Mishra	Other than cash	90,000	49,631	Not Applicable
37.	Deepak Bindal	Other than cash	75,000	41,359	Not Applicable
38.	Shilpa Gundewar	Other than cash	75,000	41,359	Not Applicable
39.	Rajesh Baheti	Other than cash	64,571	35,608	Not Applicable
40.	Suresh Pai	Other than cash	57,500	31,709	Not Applicable
41.	Sundeep Kakar	Other than cash	53,571	29,542	Not Applicable
42.	Aniruddha Kekatpure	Other than cash	50,000	27,573	Not Applicable
43.	Deepak Khanna	Other than cash	50,000	27,573	Not Applicable
44.	Jui Bhattacharjee	Other than cash	50,000	27,573	Not Applicable
45.	Krishna Dhoot	Other than cash	50,000	27,573	Not Applicable
46.	Krishna Kumar Agarwal (HUF)	Other than cash	50,000	27,573	Not Applicable
47.	Saket Kumar	Other than cash	50,000	27,573	Not Applicable
48.	Kishor Dongarwar	Other than cash	45,000	24,815	Not Applicable

49.	Aryana Shekary	Other than cash	40,000	22,058	Not Applicable
50.	Rupali Gore	Other than cash	40,000	22,058	Not Applicable
51.	Salil Datar	Other than cash	40,000	22,058	Not Applicable
52.	Samir Mehta	Other than cash	37,500	20,679	Not Applicable
53.	Shruti Mishra	Other than cash	35,714	19,694	Not Applicable
54.	Ajay Lakhotiya	Other than cash	35,700	19,687	Not Applicable
55.	Rana Vikram Anand	Other than cash	27,000	14,889	Not Applicable
56.	Namrata Mishra	Other than cash	26,830	14,795	Not Applicable
57.	Saloni Kekatpure	Other than cash	25,000	13,786	Not Applicable
58.	Sneha Agarwal	Other than cash	25,000	13,786	Not Applicable
59.	Sugandha Kochhar	Other than cash	25,000	13,786	Not Applicable
60.	Sunanda Shaha	Other than cash	25,000	13,786	Not Applicable
61.	Vandita Sharma	Other than cash	25,000	13,786	Not Applicable
62.	Vishesh Jain	Other than cash	25,000	13,786	Not Applicable
63.	Abhang Jadhav	Other than cash	22,500	12,407	Not Applicable
64.	Aarti Chawla	Other than cash	20,000	11,029	Not Applicable
65.	Tanvi Mahajan	Other than cash	20,000	11,029	Not Applicable
66.	Venkatesh Katgeri	Other than cash	20,000	11,029	Not Applicable
67.	Girish Jain	Other than cash	16,400	9,043	Not Applicable
68.	Anmol Jain	Other than cash	16,142	8,901	Not Applicable
69.	Shraddha Jain	Other than cash	14,900	8,216	Not Applicable
70.	Arati Thacker	Other than cash	12,500	6,893	Not Applicable
71.	Anita Musudage	Other than cash	12,500	6,893	Not Applicable
72.	Atish Mulay	Other than cash	10,000	5,514	Not Applicable
73.	Kunal Mahamuni	Other than cash	10,000	5,514	Not Applicable
74.	Pravin Dubbewar	Other than cash	10,000	5,514	Not Applicable
75.	Rakesh Kumar	Other than cash	10,000	5,514	Not Applicable
76.	Vaibhav Kamble	Other than cash	8,750	4,825	Not Applicable
77.	Ganesh Mathkar	Other than cash	7,500	4,135	Not Applicable
78.	Santosh Kumar Raut	Other than cash	7,500	4,135	Not Applicable
79.	Yash Shaha	Other than cash	7,500	4,135	Not Applicable
80.	Nishi Porwal	Other than cash	7,000	3,860	Not Applicable
81.	Basavaraj Durg	Other than cash	5,625	3,101	Not Applicable
82.	Pradeep Kakar	Other than cash	5,000	2,757	Not Applicable
83.	Rajesh Saini	Other than cash	5,000	2,757	Not Applicable
84.	Ganpatil Mali	Other than cash	4,000	2,205	Not Applicable
85.	Mujammil Patel	Other than cash	3,000	1,654	Not Applicable
86.	Lalbabu Rai	Other than cash	2,500	1,378	Not Applicable
87.	Prakash Yadav	Other than cash	2,500	1,378	Not Applicable
88.	Pravin Awalekar	Other than cash	2,500	1,378	Not Applicable
89.	Shaunak Atre	Other than cash	2,500	1,378	Not Applicable

90.	Nagesh Joshi	Other than cash	1,250	689	Not Applicable
91.	Ravi Rathod	Other than cash	1,250	689	Not Applicable
92.	Rani Gehani	Other than cash	100	55	Not Applicable
93.	Manisha Agarwal	Cash	0	40,00,000	28,80,00,000
		Total	**1,81,33,588**	**1,39,99,952**	**28,80,00,000**

Notes:

1. *Issue Price for the proposed issuance is Rs. 72/- (Rupees Seventy-Two only) per Equity Share [which includes a premium of Rs. 62/- (Rupees Sixty-Two Only) per Equity Share].*
2. *All the proposed allottees belong to the Public/Non-Promoter category and shall remain in the same category post allotment of the proposed preferential shares.*
3. *In the event that the proposed share swap transaction cannot be completed, including due to withdrawal by any proposed allottee or for any other reason, the Board shall be authorised, subject to applicable laws, to acquire such shares for cash consideration or through any other legally permissible mode, on such terms and conditions as it may deem fit.*

RESOLVED FURTHER THAT the minimum price of the Equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the share swap ratio and the number of Equity Shares proposed to be allotted pursuant to the aforesaid preferential issue has been determined in accordance with the applicable provisions of Chapter V of the ICDR Regulations, including Regulations 164 and 166A thereof, based on the valuation report issued by M/s. BDO Valuation Advisory LLP (Reg. No.: IBBI/RV-E/02/2019/103), Independent Registered Valuer.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of the ICDR Regulations, the 'Relevant Date' is the date thirty days prior to the date of the shareholders' meeting i.e. Saturday, August 01, 2026. However, in compliance with the Explanation to Regulation 161 of the ICDR Regulations, the relevant date is the day preceding the weekend/ holiday. Hence, the relevant date for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as Friday, July 31, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares to be allotted pursuant to this resolution shall, *inter alia*, be subject to the following terms and conditions, apart from others as prescribed under applicable law:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the BSE Limited where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, subject to the requirements of all applicable laws;

c) The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 (Fifteen) days from the date of passing of the Special Resolution by the Members, provided that the allotment of Equity Shares is subject to receipt of any approval from BSE Limited and/ or any other competent authorities, as may be applicable, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the ICDR Regulations, as amended from time to time.

d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the ICDR Regulations.

e) The entire pre-preferential equity shareholding of the Proposed allottees shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.

f) The price determined and the number of Equity shares to be allotted and issue price per share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Act and ICDR Regulations and any other applicable laws for the proposed preferential issue.

g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.

h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the share swap arrangement and the transfer of such swap of Shares to the Company will constitute part of the consideration for the Equity Shares to be issued by the Company to the proposed allotees pursuant to this resolution.

i) The Proposed allottees shall be required to transfer their respective shares held in Saksham to the Company pursuant to the share swap arrangement in terms of the definitive agreements against which the Equity Shares are to be allotted to the Proposed allottees, on the date of allotment thereof.

j) The Issuance of Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and all other terms and conditions as set out in the Private Placement Offer Letter (“PAS-4”), and definitive agreements.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names and address of the proposed allottees be recorded in Form PAS-5 by the Company for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the Equity Shares, as per the draft approved by the Board and consent of the Members of the Company is hereby accorded to the issuance of the same to the proposed allottees by inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT in accordance with the proviso to Section 42(6) of the Act, the entire consideration of the issue and allotment of the Equity Shares pursuant to the preferential issue, shall be paid to the Company from the bank account of the Proposed Allottees and kept by the Company in a separate bank account in a scheduled bank and shall not be utilized for any purpose other than—
(a) for adjustment against allotment of Equity Shares; or
(b) for the repayment of monies where the Company is unable to allot Shares / Equity Shares.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditor/Practicing Company Secretary of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the valuation report dated August 05, 2026 issued by M/s. BDO Valuation Advisory LLP, registered valuer bearing Registration No. IBBI/RV-E/02/2019/103 under Regulation 166A of the SEBI ICDR Regulations and as per the applicable rules and regulations of Foreign Exchange Management Act, 1999 as placed before the meeting of the Members be and is hereby also noted and pursuant to such valuation report, the fair market value of each Equity Shares of Rs. 71.4/- (Rupees Seventy-One and Forty Paise only) be and is hereby noted.

RESOLVED FURTHER THAT the Company shall apply for in-principle and final listing and trading of proposed equity shares with BSE in accordance with the provisions of Chapter V of the ICDR Regulations.

RESOLVED FURTHER THAT the Company do make an application to Registrar and Transfer Agent ("RTA")/ Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited ("NSDL") for admission of new equity Shares and to RTA to complete the corporate action formalities once the said equity Shares are allotted.

RESOLVED FURTHER THAT all the Directors of the Company and/or Chief Financial Officer and/or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign all / any e-forms, other necessary forms including Form MGT-14, Form PAS-3, intimations, returns, other necessary documents as may be required to be filed whether physically or electronically with the Registrar of Companies, the Ministry of Corporate Affairs, the Reserve Bank of India or such other regulatory authorities consequent upon the issuance of the equity shares on a preferential allotment cum private placement basis and to do all such acts and deeds that may be required for the implementation of the above resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all the documents to the concerned authorities with regards to the same.

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, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), 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 appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity Shares and listing thereof with the Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification(s) to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any of the Directors, the President and Key Managerial Personnel be and are hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT subject to approval of the members of the Company, all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 04:

TO CHANGE THE DESIGNATION OF MR. SANDEEP JINDAL FROM NON-EXECUTIVE NON-INDEPENDENT DIRECTOR TO EXECUTIVE DIRECTOR AND REMUNERATION THEREOF:

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

"RESOLVED THAT pursuant to provisions of Sections 152, 196, 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the 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 the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and any other concerned authority, consent of the Members of the Company be and is hereby accorded for the change in designation of Mr. Sandeep Jindal (DIN: 00402046) from Non-Executive Non-Independent Director to Whole Time Director designated as an Executive Director of the Company, not liable to retire by rotation for a period of 3 (three) Years with effect from September 01, 2026 to August 31, 2029 at a remuneration of Rs. 1,10,00,000/- (Rupees One Crore Ten Lakhs Only) comprising of:

Components of Remuneration	**Amount (in Rs. p.a.)**
Basic Salary	51,08,002
House Rent Allowance	25,54,001
Personal Allowance	20,21,601
Leave Travel Allowance	5,10,800
PF Contribution	21,600
Fuel and Maintenance	7,83,996
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.
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 in case of inadequacy of profits in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT any Director or the President or the Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things as may be necessary 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: August 06, 2026
Place: Mumbai

NOTES & GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VC/OAVM FACILITY:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, Circular no. 21/2021 dated December 14, 2021, Circular no. 2/2022 dated May 5, 2022, Circular no. 10/2022 dated December 28, 2022, Circular no. 09/2023 dated September 25, 2023 and Circular no. 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Extra-Ordinary General Meeting ("EGM") through video conferencing ("VC") or Other Audio Visual Means ("OAVM")" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the EGM of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the EGM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting system on the date of the EGM, will be provided by CDSL.

3. The words 'Members' and 'Shareholders' shall be used interchangeably in this Notice.

4. The explanatory statements as required under Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Businesses to be transacted at the Extra Ordinary General

Meeting ("EGM") is annexed hereto and forms part of this notice.

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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, and the Company at 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 at the EGM.

9. In compliance with the MCA Circulars and Regulation 36(1)(a) of the SEBI LODR Regulations and SEBI Circulars, the Notice of the EGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EGM are also available on the Company's website www.purplefinance.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Purva Sharegistry (India) Private Limited ("PSIPL") at www.purvashare.com.

10. The Members may join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first

come first served basis.

11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

12. 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. up to the date of the Extra Ordinary General Meeting.

13. The Shareholders, seeking any information with regard to any matter to be placed at the EGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act are requested to write to the Company on or before **Sunday, August 30, 2026** through email on compliance@purplefinance.in. The same will be replied by/on behalf of the Company suitably in due course of time.

14. Members holding shares either in physical form or in dematerialized form, as on **Friday, August 07, 2026 i.e. cut-off date,** who would like to express their views or ask questions during the EGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at compliance@purplefinance.in or by sending an application for the same at the Corporate Office of the Company situated at 5/502, 5th Floor, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp. Gurunanak Hospital, Bandra(East), Mumbai-400051, Maharashtra, India, on or before August 27, 2026. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

15. 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 EGM, 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, where the equity shares of the Company are listed and will be placed on the Notice Board at the Registered Office of the Company.

16. Shareholders holding shares in physical mode are requested to register/update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN,

mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the Company's Registrar and Transfer Agent ("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, or contact at 022- 49614132 and 022-49700138, Email: evoting@purvashare.com, Website: www.purvashare.com. The relevant forms prescribed by SEBI for furnishing the above details are available on the Company's website at www.purplefinance.in as well as on RTA's website at www.purvashare.com. For any clarifications/queries with respect to the submission of the above-mentioned forms, shareholders may contact the RTA at the above-mentioned details.

17. Any query in relation to the Resolution proposed to be passed by this EGM Notice may be addressed to Ms. Ruchi Nishar, Company Secretary and Compliance Officer at Email: compliance@purplefinance.in.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

i. The voting period begins at 09:00 a.m. (IST) on Thursday, August 27, 2026, and ends at 05:00 p.m. (IST) on Sunday, August 30, 2026. 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 **Monday, August 24, 2026** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

ii. Shareholders who have already voted before the meeting date will not be entitled to vote at the meeting venue

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 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 July 11, 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 EGM, through remote e-voting only.

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

(i) The voting period begins on Thursday, August 27, 2026 at 09.00 A.M. and ends on Sunday, August 30, 2026 at 05.00 P.M. During this period Shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, August 24, 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

	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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

1) The shareholders should log on to the e-voting website 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	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)	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. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@purplefinance.in, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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 Businesses:

ITEM NO. 01:

Presently, the Authorised Share Capital of the Company is Rs. 82,60,00,000/- (Rupees Eighty-Two Crores Sixty Lakhs Only) divided into 8,26,00,000 (Eight Crores Twenty Six Lakhs) Equity Shares of face value of Rs. 10 (Rupees Ten only).

In order to provide adequate headroom for the proposed issuance of equity shares pursuant to the proposed preferential issue as stated in Item No. 02 and 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 August 06, 2026, have recommended to increase the Authorised Share Capital to Rs. 97,60,00,000 /- (Rupees Ninety Seven Crores Sixty Lakhs Only) divided into 9,76,00,000 (Nine Crores and Seventy Six Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each. 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. Articles of Association empowers the Company to authorize or make any changes in the authorized, issued, subscribed or paid-up share capital of the Company.

Further, the increase in the authorized share capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The amended Memorandum of Association is available on the following link: www.purplefinance.in

The draft copy of the amended Memorandum of Association is available 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.

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 EGM Notice for the approval of the Members by way of Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI LODR Regulations.

ITEM NO. 02:

The Company is focused on pursuing long-term growth by expanding its business through strategic investments and acquisitions that complement its business objectives and enhance shareholder value. In furtherance of its growth strategy, the Company continuously evaluates suitable investment opportunities and acquisition prospects, which may require deployment of funds in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013 ("the Act").

Pursuant to the provisions of Section 186(2) of the Act, a company is permitted to make investments, give loans, provide guarantees or security up to the higher of:

- sixty per cent (60%) of its paid-up share capital, free reserves and securities premium account; or
- one hundred per cent (100%) of its free reserves and securities premium account,

without obtaining the prior approval of the members by way of a special resolution.

Considering the Company's strategic growth plans and the need to maintain adequate financial flexibility for undertaking investments and acquisitions as opportunities arise, the Board of Directors, at its meeting held on August 06, 2026, approved, subject to the approval of the members, an enabling limit under Section 186 of the Act for making investments in, and/or acquiring by way of subscription, purchase or otherwise, the securities of one or more body corporates, from time to time, up to an aggregate outstanding amount not exceeding Rs. 2,00,00,00,000 (Rupees Two Hundred Crores Only), notwithstanding the limits specified under Section 186(2) of the Act.

The proposed approval is an enabling authorisation and will provide the Company with the necessary flexibility to evaluate and execute suitable investment and acquisition opportunities in a timely and efficient manner without seeking separate shareholders' approval on each occasion, while ensuring compliance with the applicable provisions of the Companies Act, 2013, the rules framed thereunder, the applicable directions issued by the Reserve Bank of India, the Securities and Exchange Board of India regulations and other applicable laws.

Accordingly, the approval of the members is sought by way of a Special Resolution pursuant to Section 186(3) and other applicable provisions of the Act.

The Board of Directors is of the opinion that the proposed resolution is in the best interests of the Company and its shareholders and recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

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

ITEM NO. 03:

The Members of Purple Finance Limited (the "Company" or "PFL") are hereby informed that the Board of Directors of the Company, at its meetings held on July 21, 2026 and August 06, 2026, approved the acquisition of 1,81,33,588 (One Crore Eighty-One Lakhs Thirty-Three Thousand Five Hundred Eighty Eight) equity shares (“Acquisition”), representing 100% of the issued and paid-up equity share capital of Saksham Gram Credit Private Limited ("Saksham"), subject to execution of definitive agreements and receipt of all applicable statutory, regulatory and other requisite approvals.

Pursuant to the Term Sheet executed between the parties, the Company proposes to acquire the entire issued and paid-up equity share capital of Saksham for an aggregate consideration of approximately Rs.99,00,00,000 (Rupees Ninety-Nine Crores only). The consideration shall be discharged partly in cash and partly by consideration other than cash i.e. share swap arrangement of the Company under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The proposed acquisition consideration is proposed to be discharged in the following manner:

Particulars	**Amount (Rs.)**	**Mode of Settlement**
Cash consideration (including any amount payable towards settlement of fractional entitlements arising pursuant to the proposed share swap)	27,00,03,456	Cash
Consideration other than cash i.e. by Share swap	71,99,96,544	Issue and allotment of 99,99,952 (Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Two) equity shares of the Company at an issue price of Rs.72 (Rupees Seventy-Two only) per equity share with face value of Rs. 10/- (Rupees Ten only) and premium of Rs.62 (Rupees Sixty-Two only) per equity share.
Total Consideration	**99,00,00,000**	

In order to discharge the above consideration, the Company proposes to undertake a preferential issue of equity shares aggregating up to 1,39,99,952 (One Crore Thirty-Nine Lakh

Ninety-Nine Thousand Nine Hundred Fifty-Two) equity shares at an issue price of Rs.72 (Rupees Seventy-Two only) per equity share (including a premium of Rs.62 [Rupees Sixty-Two only] per equity share), the details whereof are set out below:

Category	Proposed Allottee(s)	No. of Equity Shares	Consideration
Consideration other than cash i.e. by Share swap	Existing Shareholders of Saksham Gram Credit Private Limited (as specified in Annexure A)	99,99,952	Consideration other than cash towards acquisition of Saksham
Cash consideration	Ms. Manisha Agarwal	40,00,000	Cash
Total		**1,39,99,952**	

The preferential issue of 40,00,000 (Forty Lakhs) equity shares to Ms. Manisha Agarwal, aggregating to Rs. 28,80,00,000 (Rupees Twenty-Eight Crores Eighty Lakhs only), is proposed primarily to fund the cash consideration payable to the existing shareholders of Saksham pursuant to the proposed acquisition. Any balance amount remaining thereafter shall be utilised towards the general corporate purposes of the Company, provided that such utilisation shall not exceed 25% of the total funds proposed to be raised through the present preferential issue, in compliance with BSE Circular No. 20221213-47 dated December 13, 2022.

The proposed preferential issue is intended to facilitate the acquisition of Saksham while strengthening the Company's capital base. The investment is expected to enhance the Company's operational and financial flexibility, support the integration of Saksham's business with that of the Company, and strengthen the Company's long-term growth strategy.

In terms of Section 62(1)(c) read with Sections 42 of the Act and rules made thereunder, and in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, 2018, the Preferential Issue requires approval of the Members of the Company by way of a Special Resolution.

Accordingly, consent of the members is being sought in terms of Section 42 and 62 of the Act and Chapter V of the ICDR Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the ICDR Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

purple FINANCE

1. **The date of Passing Board Resolution for approving Preferential Issue & Maximum number of securities offered and the price at which security is being offered**

   The Board of Directors at their meeting held on August 06, 2026 has approved the preferential Issue of 1,39,99,952 (One Crore Thirty-Nine Lakhs Ninety-Nine Thousand Nine Hundred Fifty-Two only) on a private placement basis to the proposed allottees partly by way of a consideration other than cash i.e by share swap arrangement and partly by way of cash.

   Out of the total cash consideration of Rs. 28,80,00,000 (Rupees Twenty-Eight Crores Eighty Lakhs only) proposed to be raised through the preferential issue, Rs. 27,00,03,456 (Rupees Twenty-Seven Crore Three Thousand Four Hundred Fifty-Six only) shall be utilised towards payment of the cash consideration payable to the existing shareholders of Saksham, including settlement of fractional entitlements arising pursuant to the proposed share swap arrangement. The balance amount, if any, shall be utilised towards the general corporate purposes of the Company, subject to such utilisation not exceeding 25% of the total funds proposed to be raised through the present preferential issue, in compliance with BSE Circular No. 20221213-47 dated December 13, 2022.

   The share exchange ratio has been determined at 100:76, i.e., for every 100 (Hundred) equity shares of Saksham, the proposed allottees will get 76 (Seventy-Six) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of equity shares is in accordance with the terms of the ICDR Regulations and applicable laws.

2. **Object of the preferential issue:**

   The Company proposes to issue and allot up to 1,39,99,952 (One Crore Thirty-Nine Lakhs Ninety-Nine Thousand Nine Hundred Fifty-Two) fully paid-up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.72/- (Rupees Seventy-Two Only) per equity share (including a premium of Rs.62/- (Rupees Sixty-Two Only) per equity share), determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount (Rs.)</th><th>Utilisation</th></tr>
<tr><td colspan="4">Issuance of 1,39,99,952 (One Crore Thirty-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Two) fully paid-up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.72/- (Rupees Seventy-Two Only) per equity share (including a premium of Rs.62/- (Rupees Sixty-Two Only) per equity share) aggregating to Rs. 1,00,79,96,544 (Rupees One Hundred Crore Seventy-Nine Lakh Ninety-Six Thousand Five Hundred Forty-Four) shall be utilised towards the below-mentioned objects:</td></tr>
<tr><td>1</td><td>Issuance of 99,99,952 (Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Two) equity shares at Rs. 72/- (Rupees Seventy-Two only) per share</td><td>71,99,96,544</td><td>For acquisition of 1,81,33,588 (One Crore Eighty-One Lakhs Thirty-Three Thousand Five Hundred Eighty-Eight) equity shares (“Acquisition”), representing 100% of the issued and paid-up equity share capital of Saksham Gram Credit Private Limited ("Saksham"), through share swap arrangement</td></tr>
<tr><td rowspan="2">2</td><td rowspan="2">Issuance of 40,00,000 (Forty Lakhs) equity shares at Rs. 72/- (Rupees Seventy-Two only) per share</td><td rowspan="2">28,80,00,000</td><td>I . Rs. 27,00,03,456 (Rupees Twenty-Seven Crores Three Thousand Four Hundred Fifty-Six only) towards discharging Cash consideration to the existing shareholders of Saksham (including any amount payable towards settlement of fractional entitlements arising pursuant to the proposed share swap) in accordance with the definitive agreements</td></tr>
<tr><td>II. Rs. 1,79,96,544 (Rupees One Croee Seventy-Nine Lakhs Ninety Six Thousand Five Hundred Forty Four only)towards General Corporate Purposes</td></tr>
<tr><td colspan="2">Total Consideration</td><td>1,00,79,96,544</td><td></td></tr>
</table>

The aggregate consideration for the acquisition has been determined at Rs. 99,00,00,000 (Rupees Ninety-Nine Crores Only)

The acquisition is structured as a secondary buyout transaction, whereby the aggregate acquisition consideration shall comprise a combination of cash consideration and consideration other than cash. The non-cash component of the acquisition consideration shall be discharged through the issue and allotment of Equity Shares of the Company to the shareholders of Saksham under a share swap arrangement, in accordance with the share exchange ratio determined on the basis of valuation reports obtained in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws.

The acquisition is in line with the Company's long-term strategy of pursuing sustainable growth through strategic acquisitions of complementary businesses that strengthen its market position, expand its distribution capabilities and enhance long-term shareholder value.

About Purple Finance Limited:
Purple Finance Limited has been engaged in the financial services business for over three decades, having been incorporated in 1993 and registered with the Reserve Bank of India as a Non-Banking Financial Company ("NBFC"). Since 2022, the Company has been pursuing a focused strategy of building a technology-enabled, MSME-focused lending franchise by providing secured business loans to micro and small enterprises that remain underserved by the formal financial system. Leveraging an experienced leadership team with extensive experience across leading financial institutions, the Company has adopted a digital-first approach to deliver faster credit decisions, simplified lending processes and transparent customer-centric financial solutions, with the objective of promoting financial inclusion and supporting entrepreneurship across the MSME sector.

The proposed acquisition of Saksham represents a significant strategic milestone in furtherance of the Company's long-term growth strategy.

About Saksham Gram Credit Private Limited:
Saksham, incorporated in 2019, is a rapidly growing Business Correspondent ("BC") and lending distribution platform focused on microfinance and MSME lending. Within a short span of time, Saksham has established a scalable pan-India operating platform supported by strong banking relationships, a diversified lending product portfolio and an experienced management team. As on June 2026, Saksham operates through 147 branches across 10 States, serves more than 1.63 lakh active customers, employs over 900 personnel, manages an Assets Under Management (AUM) of approximately Rs.562 crore, and has cumulatively facilitated loan disbursements exceeding Rs.1,438 crore. Saksham has established business correspondent relationships with leading financial institutions, including Utkarsh Small Finance Bank and DCB Bank, and operates across diversified lending segments comprising Joint Liability Group (JLG) microfinance, micro business loans and secured MSME loans through a technology-enabled operating platform supported by an extensive rural and semi-urban distribution network.

Rationale for the Proposed Acquisition

The acquisition of Saksham is expected to strengthen the Company's business platform by providing access to an established distribution network, experienced field force, diversified sourcing channels and a large customer base. The acquisition is expected to support the Company's strategic objective of expanding its presence in rural and semi-rural markets while strengthening its position in the financial inclusion ecosystem.

The acquisition is also expected to complement the Company's existing secured MSME lending business by enabling the Company to leverage Saksham's branch network, banking relationships and sourcing capabilities for expanding customer reach, enhancing customer acquisition and creating business opportunities. The combined platform is expected to facilitate a wider range of financial products and support customer progression from microfinance products to secured MSME lending, thereby enhancing customer lifecycle value.

Further, the integration of Saksham's Business Correspondent operations with the Company's existing lending platform is expected to create a diversified origination model, improve operational efficiencies through better utilisation of infrastructure and human resources, strengthen banking partnerships and provide economies of scale. The proposed acquisition is therefore expected to enhance the Company's operational capabilities, strengthen its market presence and support its long-term growth strategy.

Accordingly, the principal objects of the proposed Preferential Issue are:

a) to discharge a part of the acquisition consideration payable by the Company to the shareholders of Saksham towards acquisition of 100% of the issued, subscribed and paid-up equity share capital of Saksham by way of issue and allotment of Equity Shares of the Company for consideration other than cash pursuant to a share swap arrangement;

b) to facilitate the acquisition of Saksham and integrate its business operations with those of the Company;

Strategic Advantages of the Proposed Acquisition

1. **Expanded Market Presence and Distribution Network:** The acquisition is expected to significantly strengthen the Company's presence in rural and semi-rural markets by leveraging Saksham's established network of 147 branches across 10 states, Business Correspondent (BC) platform and extensive customer reach, thereby accelerating the Company's geographic expansion and enhancing its origination and distribution capabilities.

2. **Enhanced Customer Franchise and Business Synergies:** The acquisition is expected to provide immediate access to a customer base of approximately 2 lakh customers, including 1.63 lakh active customers, creating significant opportunities for customer acquisition, cross-selling, higher sourcing and deeper customer engagement by leveraging Saksham's established banking relationships and sourcing capabilities.

3. **Diversified and Integrated Lending Platform:** The acquisition is expected to expand the Company's product portfolio by adding microfinance, Joint Liability Group (JLG), micro business lending and other unsecured lending capabilities, while creating an integrated customer lifecycle from Microfinance → Business Loans → Secured MSME/Micro LAP, thereby strengthening the Company's lending and credit distribution platform.

4. **Operational Efficiency and Scalable Growth Platform:** The integration of technology, infrastructure, workforce and distribution channels is expected to improve operational efficiencies, generate economies of scale, reduce the time and cost of expansion, strengthen origination capabilities and unlock operational and commercial synergies across the combined platform.

5. **Diversified Sourcing and Strategic Growth:** The acquisition is expected to diversify the Company's sourcing capabilities across rural and semi-rural markets through a scalable origination platform, strengthen its competitive positioning and enhance its strategic readiness for future growth initiatives, including a potential banking licence, subject to applicable regulatory requirements.

6. **Long-term Shareholder Value:** The proposed acquisition is expected to create a larger, more diversified and scalable financial services platform, strengthen the Company's competitive position and support sustainable long-term value creation for its shareholders.

Justification for arriving at total Purchase Consideration:

The Purchase Consideration has been determined based on a valuation report issued by an independent registered valuer, considering recognized valuation methodologies including asset-based, market-based and income-based approaches.

The Board believes that the consideration is fair and reasonable and in the best interest of the Company and its shareholders.

3. Kinds of securities offered and maximum / total number of securities to be issued:

The resolution set out at Item No. 3 of the Notice seeks approval of the Members to issue and allot up to 1,39,99,952 (One Crore Thirty-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Two) equity shares of face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.72/- (Rupees Seventy-Two Only) per equity share (including a premium of Rs.62/- (Rupees Sixty-Two Only) per equity share), aggregating to Rs. 1,00,79,96,544 (Rupees One Hundred Crore Seventy-Nine Lakh Ninety-Six Thousand Five Hundred Forty-Four only), on a preferential basis by way of private placement.

The proposed preferential issue comprises the following:

Particulars	No. of Equity Shares	Consideration	Aggregate Amount (Rs.)
Issue of equity shares to the shareholders of Saksham Gram Credit Private Limited ("Saksham") pursuant to the proposed share swap arrangement	99,99,952	Consideration other than cash	71,99,96,544
Issue of equity shares to Ms. Manisha Agarwal	40,00,000	Cash	28,80,00,000
Total	**1,39,99,952**		**1,00,79,96,544**

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

In terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price for the shares proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, the Articles of Association ("AOA") is silent on the pricing methodology and does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018. In view of the aforesaid, the Company has engaged M/s. BDO Valuation Advisory LLP, (bearing IBBI Registration No.: IBBI/RV-E/02/2019/103) as the registered valuer for obtaining the certificate as stated in Regulation 164 of the ICDR Regulations, which provided minimum floor price as Rs. 71.4/- (Rupees Seventy-One and Forty Paise Only).

The equity shares of the Company are listed only on the BSE Limited in accordance with the ICDR Regulations and are frequently traded on the above Stock Exchange.

Issue Price of Rs. 72/- (Rupees Seventy-Two only) per Equity share, 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, being higher of the following:

In terms of the applicable provisions of SEBI ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

1) the 90-trading days' volume weighted average price (i.e. Rs. 66.7) of the Company's shares quoted on the stock exchange preceding the "Relevant Date";

or

2) the 10-trading days' volume weighted average price (i.e. Rs. 71.4) of the Company's shares quoted on the stock exchange preceding the "Relevant Date";

or

3) the price determined (i.e. Rs. 71.4) under the valuation report obtained by the Company from an independent registered valuer.

Additionally, the Company has determined the swap ratio for the preferential issue of equity shares basis the valuation of both the Companies PFL and Saksham for which the valuation report dated August 05, 2026, has been issued by M/s. BDO Valuation Advisory LLP, Independent registered valuer bearing Registration No. IBBI/RV-E/02/2019/103.

5. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:**

The Company proposes to discharge the consideration payable for the acquisition of upto 1,81,33,588 (upto 100%) Equity Shares of Saksham by issuing upto 1,39,99,952 Equity Shares to the proposed allottees along with the cash component aggregating to Rs. 27,00,03,456.

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

The Valuation of Equity Shares has been done by M/s. BDO Valuation Advisory LLP, bearing IBBI Registration No. IBBI/RV-E/02/2019/103, being an Independent Registered Valuer having its office at The Ruby, Level 9, North West Wing, Senapati Bapat Marg, Dadar (West), Mumbai-400028, Maharashtra, India. Based on the valuation report dated August 05, 2026 obtained from the Independent Registered Valuer.

The Board of Directors of the Company has approved and passed a resolution for the issuance of upto 1,39,99,952 (One Crore Thirty-Nine Lakhs Ninety Nine Thousand Nine Hundred Fifty Two) Equity Shares at a price of Rs. 72 (Rupees Seventy-Two only) per share to proposed allottees aggregating to Rs. 1,00,79,96,544 (Rupees One Hundred Crore Seventy-Nine Lakh Ninety-Six Thousand Five Hundred Forty-Four only)

6. **Relevant Date with reference to which the price has been arrived at:**

   The "Relevant Date" as per Regulation 161 of the ICDR Regulations for the determination of the floor price for issue of the Equity shares is Saturday, August 01, 2026, i.e., 30 (thirty) days prior to the date of the shareholders' approval, i.e., Monday, August 31, 2026.

   However, pursuant to the Explanation of Regulation 161 of ICDR Regulations, the relevant date is hereby be fixed as Friday, July 31, 2026.

7. **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:**

   For the Pre and Post Shareholding of the Proposed allotees in the Company, kindly refer to 'Annexure A'

8. **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 intends to subscribe to the offer.

9. **Proposed time limit within which the issue or allotment shall be completed:**

   Pursuant to the requirements of ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the proposed allottees on or before the expiry of 15 days (fifteen days) from the date of passing of the Special Resolution by the shareholders of the Company.

   The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that the allotment of Equity Shares is subject to receipt of any approval from Recognized Stock Exchanges and/ or any other competent authorities as may be applicable, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.

10. **The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

    For the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them, kindly refer to 'Annexure A'

11. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

12. 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:

During the period from April 01, 2026 till the date of this notice, the Company has made the following issue:

1. Preferential Issue of 1,26,00,000 Convertible Warrants to 8 allotees at Rs. 55 (Rupees Fifty-Five only) each.
2. Issue and allotment of 500 Subordinated, Unsecured, Rated, Listed, Redeemable, Transferable, Non- Convertible Debentures having face value of Rs. 1,00,000 each aggregating to 5,00,00,000 (Rupees Five Crores only) on April 06, 2026 to one allottee.
3. Issue and allotment of 20,000 Senior, Secured, Rated, Listed, Redeemable, Transferable, INR Denominated Non- Convertible Debentures having face value of Rs. 10,000/- each aggregating to Rs. 20,00,000 (Rupees Twenty Crores only) on April 28, 2026 to two allottees.
4. Issue and allotment of 20,000 Senior, Secured, Rated, Listed, Redeemable, Transferable, INR Denominated Non- Convertible Debentures having face value of Rs. 10,000/- each aggregating to Rs. 20,00,00,000 (Rupees Twenty Crores only) on July 28, 2026 to one allottee.

13. Shareholding Pattern before and after the Issue:

Please refer to Annexure B for the before and after shareholding w.r.t to the proposed issue

14. 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 Allottees, following ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control following the Proposed Allotees:

Sr. No.	Name of Proposed Allottee	Name of Ultimate Beneficial Owner	PAN of Ultimate Beneficial Owner
1	DCB Bank Limited	Aga Khan Fund for Economic Development	AAACA4172G
2	Utkarsh Small Finance Bank Limited	Muthiha Ganapathy	AGUPG3565E
3	KJMC Financial Services Limited	Girish Jain	AABPJ6450G

4	KJMC Corporate Advisors (India) Limited	Rajnesh Jain	AABPJ6444L

15. The class or classes of person to whom allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:

All the proposed allottees belong to the Public/Non-Promoter category and shall remain in the same category post allotment of the proposed preferential shares.

16. 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 Members upon request. Kindly send your request at compliance@purplefinance.in.

A copy of the certificate is also made available on the website of the Company at: https://www.purplefinance.in/wp-content/uploads/2026/08/PCS-Certificate.pdf

17. Particulars of the offer including date of passing of Board resolution:

The Board of Directors at their meeting held on August 06, 2026 has approved the preferential Issue of 1,39,99,952 (One Crore Thirty-Nine Lakhs Ninety-Nine Thousand Nine Hundred Fifty Two only) on a private placement basis to the proposed allottees partly by way of a consideration other than cash i.e by share swap arrangement and partly by way of cash.

Out of the total cash consideration of Rs. 28,80,00,000 (Rupees Twenty-Eight Crores Eighty Lakhs only) proposed to be raised through the preferential issue, Rs. 27,00,03,456 (Rupees Twenty-Seven Crore Three Thousand Four Hundred Fifty-Six only) shall be utilised towards payment of the cash consideration payable to the existing shareholders of Saksham, including settlement of fractional entitlements arising pursuant to the proposed share swap arrangement. The balance amount, if any, shall be utilised towards the general corporate purposes of the Company, subject to such utilisation not exceeding 25% of the total funds proposed to be raised through the present preferential issue, in compliance with BSE Circular No. 20221213-47 dated December 13, 2022.

The share exchange ratio has been determined at 100:76, i.e., for every 100 (Hundred) equity shares of Saksham, the proposed allottees will get 76 (Seventy-Six) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of equity shares is in accordance with the terms of the ICDR Regulations and applicable laws.

18. Name and address of the valuer who performed the valuation:

The valuation of the Equity Shares of the Company and Saksham has been performed by M/s. BDO Valuation Advisory LLP, an independent registered valuer under the provisions of Companies Act, 2013, SEBI ICDR Regulations, 2018 with registration no. IBBI/RV-E/02/2019/103 having its office at The Ruby, Level 9, North West Wing, Senapati Bapat Marg, Dadar (West), Mumbai-400028, Maharashtra, India vide its report dated August 05, 2026.

The Valuation Report so obtained from the Independent Registered Valuer is also placed on the website of the Company at www.purplefinance.in and can be accessed through the following link: https://www.purplefinance.in/wp-content/uploads/2026/08/Valuation-Report.pdf

19. Amount which the company intends to raise by way of such securities:

i. Upto 99,99,942 (Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Two) Equity Shares are being issued and allotted at Rs. 72 (Rupees Seventy-Two only) per equity share [which includes a premium of Rs. 62/- (Rupees Sixty-Two Only) per Equity Share] for consideration other than cash against 1,81,33,588 (One Crore Eighty-One Lakh Thirty-Three Thousand Five Hundred Eighty-Eight) Equity Shares of Saksham having a face value of Rs.10/- (Rupees Ten Only) per Equity Share at a value of Rs. 54.60/- (Rupees Fifty-Four and Sixty Paise Only) per equity share.

ii. Upto 40,00,000 (Forty Lakhs) Equity Shares are being issued and allotted to raise upto Rs. 28,80,00,000/- (Rupees Twenty Eight Crores Eighty Lakhs only) by way of Preferential Issue.

20. Material Terms of raising of such securities:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the BSE Limited where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory approvals, as the case may be;

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

c) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that the allotment of Equity Shares is subject to receipt of any approval from BSE Limited, and/ or any other competent authorities as may be applicable, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the ICDR Regulations, as amended from time to time.

d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lockin for such period as specified under the provisions of Chapter V of the ICDR Regulations.

e) The entire pre-preferential equity shareholding of the proposed allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.

f) The price determined and the number of Equity Shares to be allotted and issue price per share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of the Act and ICDR Regulations and any other applicable laws for the proposed preferential issue.

g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.

h) The Equity Shares will be issued on a preferential basis partly for consideration other than cash, against the share swap arrangement and the transfer of such Swap Shares to the Company will constitute part of the consideration for the Equity Shares to be issued by the Company to the proposed allotees pursuant to this resolution.

i) All other terms and conditions set out in the respective Investor Offer Letters.

21. Principle terms of assets charged as securities: Not Applicable

22. Lock-in period:

The Equity Shares proposed to be issued and allotted pursuant to the Preferential Issue shall be subject to lock-in requirements as prescribed under Chapter V of the ICDR Regulations, as amended from time to time.

Further, the pre-preferential shareholding of the proposed allottees, is also subject to lock-in, as applicable, in accordance with the provisions of the ICDR Regulations.

23. Listing of the proposed shares:

The Company shall make an application to the BSE Limited on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

24. Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company, nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower by any bank(s) or financial institution(s) or any consortium thereof, as defined under the ICDR Regulations and in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. The proposed Preferential Issue is not being made to any person who shares a land border with India.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

26. Undertakings:

i. The Company undertakes that they shall recompute the price of the specified securities in terms of the provision of ICDR Regulations, as amended where it is required to do so.

ii. The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of ICDR Regulations , the specified securities shall continue to be locked–in till the time such amount is paid by the proposed allottees.

27. Other Disclosures:

a) None of the Directors or Promoters of the Company is a fugitive economic offender as defined under the ICDR Regulations.

b) The Proposed Allottees has not sold any equity shares of the Company during the 90 trading days preceding the Relevant date.

c) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Act.

d) The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.

The approval of the shareholders by way of a Special Resolution is required for the proposed issue and allotment of equity shares to allottees on a preferential basis pursuant to the applicable provisions of the Act read with applicable rules made there under and ICDR

Regulations.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 3 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

ITEM NO. 04:

Mr. Sandeep Jindal has been appointed as Non-Executive Director of the Company with effect from November 17, 2025.

Prior to the open offer, Mr. Sandeep Jindal had expressed his intention to be redesignated from a Non-Executive Non-Independent Director to a Whole-time Director designated as Executive Director and to assume executive responsibilities in the management of the Company. Pursuant to the completion of the open offer and recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on 21 July 2026, approved his re-designation, subject to the approval of the Shareholders of the Company, for a term of 3 (three) years commencing from September 01, 2026 to August 31, 2029, at a remuneration of INR 1,10,00,000 per annum.

Mr. Sandeep Jindal has confirmed that he satisfies all the conditions specified under Section 196(3) read with Schedule V of the Companies Act, 2013 ("the Act") and is eligible for appointment as an Executive Director of the Company. He has further confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority. Mr. Sandeep Jindal has also consented to act as the Executive Director of the Company.

The proposed remuneration of Mr. Sandeep Jindal shall comprise the following components:

Components of Remuneration	**Amount (in Rs.) (p.a)**
Basic Salary	51,08,002
House Rent Allowance	25,54,001
Leave Travel Allowance	20,21,601
Other Allowances	5,10,800
PF Contribution	21,600
Car Related Expenses	7,83,996
Total	**1,10,00,000**

In addition to the above remuneration, Mr. Sandeep Jindal shall be entitled to gratuity as per the rules of the Company and other entitlements including ESOPs/shares, incentives or allowances as may be applicable under the policies of the Company and as may be decided by the Company from time to time.

Travelling and other expenses incurred by Mr. Sandeep Jindal for the business of the Company shall be reimbursed in accordance with the rules and policies of the Company.

The change in designation is proposed with a view to enabling Mr. Sandeep Jindal to devote greater time and attention to the affairs and operations of the Company and to contribute to the Company's business strategy, growth and overall management.

The appointment and remuneration of Mr. Sandeep Jindal are subject to the applicable provisions of the Companies Act, 2013 ("Act"), including Sections 152, 196 and 197 read with Schedule V to the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Board of Director recommends the redesignation of Mr. Sandeep Jindal from Non-Executive Non-Independent Director to Whole Time Director designated as Executive Director of the Company mentioned at Item no. 4 of the Notice for approval of members of the Company by way of a Special Resolution.

Except Mr. Sandeep Jindal, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution. The other relatives of Mr. Sandeep Jindal may be deemed to be interested in the said resolution at Item No. 3 of the Notice to the extent of their shareholding in the Company.

The other information required under Section II of Part II of Schedule V of the Act and the brief profile of Mr. Sandeep Jindal in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - C** to this Notice.

By order of Board of Directors
Purple Finance Limited

Sd/-
Ruchi Nishar
Company Secretary & Compliance Officer **M. No. A68260**
Place: Mumbai **Date:** August 06, 2026

purple FINANCE

Annexure A

Details of the Proposed Allottees and other relevant details.

Sr. No.	Proposed Allottees	Consideration Type	Maximum no. of Shares of Saksham proposed to be transferred to PFL	Maximum no. of Shares of PFL proposed to be allotted	Cash Consideration (in Rs.)	Pre-issue holding in PFL		Fresh Issue	Post issue holding in PFL		Cash to shareholders of the Saksham
						Number of shares	%		Number of shares	%	Rupees
1	Gyanandra Mishra	Other than cash	31,86,500	17,57,236	NA	0	0.0	17,57,236	17,57,236	2.4	4,74,45,407
2	Preeti Mishra	Other than cash	22,77,500	12,55,956	NA	0	0.0	12,55,956	12,55,956	1.7	3,39,10,874
3	DCB Bank Limited	Other than cash	17,49,991	9,65,055	NA	0	0.0	9,65,055	9,65,055	1.3	2,60,56,486
4	Utkarsh Small Finance Bank Limited	Other than cash	12,19,512	6,72,515	NA	0	0.0	6,72,515	6,72,515	0.9	1,81,57,960
5	Kashmira Shah	Other than cash	9,91,200	5,46,609	NA	0	0.0	5,46,609	5,46,609	0.7	1,47,58,539
6	G Naga Reddy	Other than cash	8,50,500	4,69,019	NA	0	0.0	4,69,019	4,69,019	0.6	1,26,63,528
7	Keshav Mishra	Other than cash	8,00,000	4,41,170	NA	0	0.0	4,41,170	4,41,170	0.6	1,19,11,617
8	Peter Monteiro	Other than cash	4,74,000	2,61,393	NA	0	0.0	2,61,393	2,61,393	0.4	70,57,649
9	Abizer Diwanji	Other than cash	4,15,000	2,28,857	NA	0	0.0	2,28,857	2,28,857	0.3	61,79,147
10	Mukesh Pande	Other than cash	3,05,000	1,68,196	NA	0	0.0	1,68,196	1,68,196	0.2	45,41,309
11	Deepak Gaddhyan	Other than cash	3,00,000	1,65,438	NA	0	0.0	1,65,438	1,65,438	0.2	44,66,910
12	Rohit Agrawal	Other than cash	2,65,000	1,46,137	NA	0	0.0	1,46,137	1,46,137	0.2	39,45,764
13	Harsh Gupta	Other than cash	2,62,500	1,44,758	NA	0	0.0	1,44,758	1,44,758	0.2	39,08,565
14	Anil Kumar Birla	Other than cash	2,50,000	1,37,865	NA	0	0.0	1,37,865	1,37,865	0.2	37,22,425
15	Raj Kumar Singh	Other than cash	2,50,000	1,37,865	NA	0	0.0	1,37,865	1,37,865	0.2	37,22,425

Sr. No.	Proposed Allottees	Consideration Type	Maximum no. of Shares of Saksham proposed to be transferred to PFL	Maximum no. of Shares of PFL proposed to be allotted	Cash Consideration (in Rs.)	Pre-issue holding in PFL		Fresh Issue	Post issue holding in PFL		Cash to shareholders of the Saksham
						Number of shares	%		Number of shares	%	Rupees
16	Siddarth Shetty	Other than cash	2,50,000	1,37,865	NA	0	0.0	1,37,865	1,37,865	0.2	37,22,425
17	Suhas Sahakari	Other than cash	2,42,000	1,33,454	NA	0	0.0	1,33,454	1,33,454	0.2	36,03,259
18	KJMC Financial Services Limited	Other than cash	2,26,771	1,25,055	NA	0	0.0	1,25,055	1,25,055	0.2	33,76,562
19	Shilpa K Menon	Other than cash	2,05,000	1,13,049	NA	0	0.0	1,13,049	1,13,049	0.2	30,52,410
20	Abha Singhania	Other than cash	1,99,909	1,10,242	NA	0	0.0	1,10,242	1,10,242	0.2	29,76,572
21	Namrata Singhania	Other than cash	1,99,909	1,10,242	NA	0	0.0	1,10,242	1,10,242	0.2	29,76,572
22	Shreya Singhania	Other than cash	1,99,909	1,10,242	NA	0	0.0	1,10,242	1,10,242	0.2	29,76,572
23	Saumil Bhanshali	Other than cash	1,82,708	1,00,756	NA	0	0.0	1,00,756	1,00,756	0.1	27,20,479
24	Rajesh Lahori	Other than cash	1,61,000	88,785	NA	0	0.0	88,785	88,785	0.1	23,97,246
25	Sanjay Kumar Mishra	Other than cash	1,25,000	68,932	NA	0	0.0	68,932	68,932	0.1	18,61,249
26	Mugdha Mishra	Other than cash	1,20,000	66,175	NA	0	0.0	66,175	66,175	0.1	17,86,779
27	Amitabh Iyer	Other than cash	1,15,000	63,418	NA	0	0.0	63,418	63,418	0.1	17,12,308
28	Gopala Ramaratnam	Other than cash	1,15,000	63,418	NA	0	0.0	63,418	63,418	0.1	17,12,308
29	Ravi Gupta	Other than cash	1,12,500	62,039	NA	0	0.0	62,039	62,039	0.1	16,75,109
30	KJMC Corporate Advisors (India) Limited	Other than cash	1,10,671	61,030	NA	0	0.0	61,030	61,030	0.1	16,47,903
31	Rishab Jain	Other than cash	1,06,705	58,843	NA	0	0.0	58,843	58,843	0.1	15,88,844

Sr. No.	Proposed Allottees	Consideration Type	Maximum no. of Shares of Saksham proposed to be transferred to PFL	Maximum no. of Shares of PFL proposed to be allotted	Cash Consideration (in Rs.)	Pre-issue holding in PFL		Fresh Issue	Post issue holding in PFL		Cash to shareholders of the Saksham
						Number of shares	%		Number of shares	%	Rupees
32	Yogitha Gopidi	Other than cash	1,05,000	57,903	NA	0	0.0	57,903	57,903	0.1	15,63,440
33	Severine Monteiro	Other than cash	1,04,000	57,352	NA	0	0.0	57,352	57,352	0.1	15,48,517
34	Venkatraman Krishnamoorthy	Other than cash	1,00,000	55,146	NA	0	0.0	55,146	55,146	0.1	14,88,970
35	Varun Bansal	Other than cash	94,000	51,837	NA	0	0.0	51,837	51,837	0.1	13,99,649
36	Pragya Mishra	Other than cash	90,000	49,631	NA	0	0.0	49,631	49,631	0.1	13,40,102
37	Deepak Bindal	Other than cash	75,000	41,359	NA	0	0.0	41,359	41,359	0.1	11,16,764
38	Shilpa Gundewar	Other than cash	75,000	41,359	NA	0	0.0	41,359	41,359	0.1	11,16,764
39	Rajesh Baheti	Other than cash	64,571	35,608	NA	0	0.0	35,608	35,608	0.0	9,61,466
40	Suresh Pai	Other than cash	57,500	31,709	NA	0	0.0	31,709	31,709	0.0	8,56,154
41	Sundeep Kakar	Other than cash	53,571	29,542	NA	0	0.0	29,542	29,542	0.0	7,97,675
42	Aniruddha Kekatpure	Other than cash	50,000	27,573	NA	0	0.0	27,573	27,573	0.0	7,44,485
43	Deepak Khanna	Other than cash	50,000	27,573	NA	0	0.0	27,573	27,573	0.0	7,44,485
44	Jui Bhattacharjee	Other than cash	50,000	27,573	NA	0	0.0	27,573	27,573	0.0	7,44,485
45	Krishna Dhoot	Other than cash	50,000	27,573	NA	0	0.0	27,573	27,573	0.0	7,44,485
46	Krishna Kumar Agarwal (HUF)	Other than cash	50,000	27,573	NA	0	0.0	27,573	27,573	0.0	7,44,485
47	Saket Kumar	Other than cash	50,000	27,573	NA	0	0.0	27,573	27,573	0.0	7,44,485

Sr. No.	Proposed Allottees	Consideration Type	Maximum no. of Shares of Saksham proposed to be transferred to PFL	Maximum no. of Shares of PFL proposed to be allotted	Cash Consideration (in Rs.)	Pre-issue holding in PFL		Fresh Issue	Post issue holding in PFL		Cash to shareholders of the Saksham
						Number of shares	%		Number of shares	%	Rupees
48	Kishor Dongarwar	Other than cash	45,000	24,815	NA	0	0.0	24,815	24,815	0.0	6,70,087
49	Aryana Shekary	Other than cash	40,000	22,058	NA	0	0.0	22,058	22,058	0.0	5,95,617
50	Rupali Gore	Other than cash	40,000	22,058	NA	0	0.0	22,058	22,058	0.0	5,95,617
51	Salil Datar	Other than cash	40,000	22,058	NA	0	0.0	22,058	22,058	0.0	5,95,617
52	Samir Mehta	Other than cash	37,500	20,679	NA	0	0.0	20,679	20,679	0.0	5,58,418
53	Shruti Mishra	Other than cash	35,714	19,694	NA	0	0.0	19,694	19,694	0.0	5,31,831
54	Ajay Lakhotiya	Other than cash	35,700	19,687	NA	0	0.0	19,687	19,687	0.0	5,31,571
55	Rana Vikram Anand	Other than cash	27,000	14,889	NA	0	0.0	14,889	14,889	0.0	4,02,052
56	Namrata Mishra	Other than cash	26,830	14,795	NA	0	0.0	14,795	14,795	0.0	3,99,539
57	Saloni Kekatpure	Other than cash	25,000	13,786	NA	0	0.0	13,786	13,786	0.0	3,72,279
58	Sneha Agarwal	Other than cash	25,000	13,786	NA	0	0.0	13,786	13,786	0.0	3,72,279
59	Sugandha Kochhar	Other than cash	25,000	13,786	NA	0	0.0	13,786	13,786	0.0	3,72,279
60	Sunanda Shaha	Other than cash	25,000	13,786	NA	0	0.0	13,786	13,786	0.0	3,72,279
61	Vandita Sharma	Other than cash	25,000	13,786	NA	0	0.0	13,786	13,786	0.0	3,72,279
62	Vishesh Jain	Other than cash	25,000	13,786	NA	0	0.0	13,786	13,786	0.0	3,72,279
63	Abhang Jadhav	Other than cash	22,500	12,407	NA	0	0.0	12,407	12,407	0.0	3,35,079
64	Aarti Chawla	Other than cash	20,000	11,029	NA	0	0.0	11,029	11,029	0.0	2,97,808
65	Tanvi Mahajan	Other than cash	20,000	11,029	NA	0	0.0	11,029	11,029	0.0	2,97,808

Sr. No.	Proposed Allottees	Consideration Type	Maximum no. of Shares of Saksham proposed to be transferred to PFL	Maximum no. of Shares of PFL proposed to be allotted	Cash Consideration (in Rs.)	Pre-issue holding in PFL		Fresh Issue	Post issue holding in PFL		Cash to shareholders of the Saksham
						Number of shares	%		Number of shares	%	Rupees
66	Venkatesh Katgeri	Other than cash	20,000	11,029	NA	0	0.0	11,029	11,029	0.0	2,97,808
67	Girish Jain	Other than cash	16,400	9,043	NA	0	0.0	9,043	9,043	0.0	2,44,259
68	Anmol Jain	Other than cash	16,142	8,901	NA	0	0.0	8,901	8,901	0.0	2,40,398
69	Shraddha Jain	Other than cash	14,900	8,216	NA	0	0.0	8,216	8,216	0.0	2,21,911
70	Arati Thacker	Other than cash	12,500	6,893	NA	0	0.0	6,893	6,893	0.0	1,86,139
71	Anita Musudage	Other than cash	12,500	6,893	NA	0	0.0	6,893	6,893	0.0	1,86,139
72	Atish Mulay	Other than cash	10,000	5,514	NA	0	0.0	5,514	5,514	0.0	1,48,940
73	Kunal Mahamuni	Other than cash	10,000	5,514	NA	0	0.0	5,514	5,514	0.0	1,48,940
74	Pravin Dubbewar	Other than cash	10,000	5,514	NA	0	0.0	5,514	5,514	0.0	1,48,940
75	Rakesh Kumar	Other than cash	10,000	5,514	NA	0	0.0	5,514	5,514	0.0	1,48,940
76	Vaibhav Kamble	Other than cash	8,750	4,825	NA	0	0.0	4,825	4,825	0.0	1,30,305
77	Ganesh Mathkar	Other than cash	7,500	4,135	NA	0	0.0	4,135	4,135	0.0	1,11,741
78	Santosh Kumar Raut	Other than cash	7,500	4,135	NA	0	0.0	4,135	4,135	0.0	1,11,741
79	Yash Shaha	Other than cash	7,500	4,135	NA	0	0.0	4,135	4,135	0.0	1,11,741
80	Nishi Porwal	Other than cash	7,000	3,860	NA	0	0.0	3,860	3,860	0.0	1,04,244
81	Basavaraj Durg	Other than cash	5,625	3,101	NA	0	0.0	3,101	3,101	0.0	83,824
82	Pradeep Kakar	Other than cash	5,000	2,757	NA	0	0.0	2,757	2,757	0.0	74,470
83	Rajesh Saini	Other than cash	5,000	2,757	NA	0	0.0	2,757	2,757	0.0	74,470

Sr. No.	Proposed Allottees	Consideration Type	Maximum no. of Shares of Saksham proposed to be transferred to PFL	Maximum no. of Shares of PFL proposed to be allotted	Cash Consideration (in Rs.)	Pre-issue holding in PFL		Fresh Issue	Post issue holding in PFL		Cash to shareholders of the Saksham
						Number of shares	%		Number of shares	%	Rupees
84	Ganpatil Mali	Other than cash	4,000	2,205	NA	0	0.0	2,205	2,205	0.0	59,619
85	Mujammil Patel	Other than cash	3,000	1,654	NA	0	0.0	1,654	1,654	0.0	44,696
86	Lalbabu Rai	Other than cash	2,500	1,378	NA	0	0.0	1,378	1,378	0.0	37,271
87	Prakash Yadav	Other than cash	2,500	1,378	NA	0	0.0	1,378	1,378	0.0	37,271
88	Pravin Awalekar	Other than cash	2,500	1,378	NA	0	0.0	1,378	1,378	0.0	37,271
89	Shaunak Atre	Other than cash	2,500	1,378	NA	0	0.0	1,378	1,378	0.0	37,271
90	Nagesh Joshi	Other than cash	1,250	689	NA	0	0.0	689	689	0.0	18,636
91	Ravi Rathod	Other than cash	1,250	689	NA	0	0.0	689	689	0.0	18,636
92	Rani Gehani	Other than cash	100	55	NA	0	0.0	55	55	0.0	1,499
93	Manisha Agarwal	Cash	0	40,00,000	28,80,00,000	5,95,238	0.01	40,00,000	45,95,238	6.3	NA
Total			**1,81,33,588**	**1,39,99,952**	**28,80,00,000**	**5,95,238**	**0.01**	**1,39,99,952**	**1,45,95,190**	**20.0**	**27,00,03,456**

1. *NA is to be read as Not Applicable*
2. *Issue Price for the proposed issuance is Rs. 72/- (Rupees Seventy-Two only) per Equity Share [which includes a premium of Rs. 62/- (Rupees Sixty-Two Only) per Equity Share].*
3. *All the proposed allottees belong to the Public/Non-Promoter category and shall remain in the same category post allotment of the proposed preferential shares.*
4. *In the event that the proposed share swap transaction cannot be completed, including due to withdrawal by any proposed allottee or for any other reason, the Board shall be authorised, subject to applicable laws, to acquire such shares for cash consideration or through any other legally permissible mode, on such terms and conditions as it may deem fit.*

Annexure B – Shareholding Pattern Pre and Post the Preferential Issue

Pre and Post Shareholding of Purple as on 31.07.2026							
No.	**Category**	**No. of shares held**	**Percentage (%) of shareholding**	**No. of shares held**	**Percentage (%) of shareholding**	**No. of shares held**	**Percentage (%) of shareholding**
		Pre Investment		**Post Investment**		**Diluted Post Investment**	
A	**Promoters' holding**						
1	Indian						
i.	Individual	84,62,341	14.36	84,62,341	1.60	1,19,77,341	12.68
ii.	Bodies Corporate	1,34,73,485	22.86	1,34,73,485	18.47	2,54,73,485	26.96
	Sub-Total	2,19,35,826	37.22	2,19,35,826	30.07	3,74,50,826	39.64
2	Foreign promoters	-	0.00	-	0.00	-	0.00
Sub- Total (A)		**2,19,35,826**	**37.22**	**2,19,35,826**	**30.07**	**3,74,50,826**	**39.64**
B	**Non-promoters' holding**						
1	Institutional Investors	18,97,389	3.22	18,97,389	2.60	18,97,389	2.01
2	Non-Institutional Investors						0.00
i	Private Corporate Bodies	39,57,021	6.71	57,80,676	7.93	57,80,676	6.12
ii.	Key Managerial Personnel	1,100	0.00	1,100	0.00	1,21,100	0.13
iii.	Indian public	2,69,60,913	45.74	3,91,37,210	53.66	4,50,41,753	47.67
iv.	Others: (IEPF, NRI, Trust, Escrow Account, LLP, HUF, Clearing Member)	41,85,713	7.10	41,85,713	5.74	41,85,713	4.43
Sub-total (B)		**3,70,02,136**	**62.78**	**5,10,02,088**	**69.93**	**5,70,26,631**	**60.36**
GRAND TOTAL (A+B)		**5,89,37,962**	**100.00**	**7,29,37,914**	**100.00**	**9,44,77,457**	**100**

Annexure – C

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT AT THE EGM
(Pursuant to Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard-2)

Particulars	Mr. Sandeep Jindal
Director Identification Number	00402046
Age	54 years
Date of first appointment on the Board	November 17, 2025
Nationality	Indian
Qualifications	Chartered Accountant
Brief Profile/Resume	Mr. Sandeep Jindal, a Chartered Accountant with over 25 years of experience in strategic, operational, and business leadership, has a proven track record in NBFCs, securities, and capital markets. His expertise spans corporate governance, risk management, regulatory compliance, capital raising, and business growth, with deep knowledge of RBI, SEBI, and MCA regulations. Recognized for his integrity and transformational leadership, he has successfully steered organizations toward sustainable profitability through innovation, strong stakeholder engagement, and robust compliance frameworks.
Experience and expertise in specific functional areas	1. Bachelor of Commerce (University of Calcutta), 1994 2. Chartered Accountant (ICAI) 1997
Terms and conditions for appointment / re-appointment	As set out in Explanatory Statement.
Remuneration last drawn (including sitting fees, if any)	Rs. 3,00,000 /- (in FY 2025-26)
Remuneration proposed to be paid	Rs. 1,10,00,000/- per annum

Directorship held in other public companies	Intellect Stock Broking Limited
Memberships/ Chairmanships of committees of other public companies	NIL
Directorships held in companies (Other than Public Companies)	1. Allied Commodities Private Limited 2. Pixel Commercial Private Limited 3. Intellect Insurance Brokers Private Limited 4. Intellect Commodities Private Limited
Number of Equity Shares held in the Company	NIL. Mr. Sandeep Jindal holds 23,00,000 convertible warrants of the Company.
Number of meetings of the Board attended during the financial year	3
Relationship with other Directors/ Key Managerial Personnel inter se	Not Applicable
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	We hereby affirm that Mr. Sandeep Jindal is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.
Listed entities from which the director has resigned in past three years	Not Applicable

The other information as required under Section II of Part II of Schedule V of the Act are given below:

1.	**General Information**	**Particulars**
	Nature of Industry	Service Sector
	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.
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
	Financial performance based on given indicators	Gross Revenue (operations): INR 4783.50 lakhs Profit after Tax: INR (644.10) Lakhs
	Foreign investments or collaborations, if any	The Company has not made any foreign investments and neither entered any foreign collaborations
2.	**Information About the appointee**	
	Name	Mr. Sandeep Jindal
(i)	**Background details:**	
(ii)	Past remuneration:	Amount (in lakhs)
(iii)	FY 2025-26	3.00 (sitting fees)
(iv)	FY 2024-25	-
(v)	FY 2023-24	-
3.	**Recognition or Awards**	NIL
4.	**Job profile and his suitability**	Mr. Sandeep Jindal is a Chartered Accountant with over 25 years of experience in strategic, operational, and business leadership and has a proven track record in NBFCs, securities, and capital markets. His expertise spans capital raising, corporate governance, regulatory

		compliance, with deep knowledge of RBI, SEBI, and MCA regulations. Recognized for his integrity and transformational leadership, he has successfully steered organizations toward sustainable profitability through innovation, strong stakeholder engagement, and robust compliance frameworks
5.	**Remuneration proposed**	INR 1,10,00,000 w.e.f. September 01, 2026.
6.	**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.
7.	**Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:**	None
8.	**Other information**	
(i)	Reasons of loss or inadequate profits	The Company has started its operations since October, 2022. The Company is in its early growth phase and although currently making loss, but the Company is investing in the future growth. The Company attained profitability quarter on quarter for the quarter ended March 31, 2026 and was profitable for the quarter ended June 30, 2026. 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.
(ii)	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.
(iii)	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.