

Notice of the 33rd Extra-Ordinary General Meeting

To
The Shareholders and
Board of Directors of Kaleidofin Private Limited

NOTICE IS HEREBY GIVEN THAT THE 33RD EXTRA ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF KALEIDOFIN PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, JUNE 5, 2025 AT 10.30 AM (IST) THROUGH VIDEO CONFERENCING FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

ITEM NO. 1: TO CONSIDER AND ISSUE SERIES Z₃ PARTLY PAID COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO ALTERIA CAPITAL FUND II – SCHEME I & ALTERIA CAPITAL FUND III - SCHEME A

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

"RESOLVED THAT pursuant to Section 42, 55 and 62(1)(C) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (the "Act"), any other law for the time being in force, the provisions in the Memorandum and Articles of Association of the Company and subject to receipt of any approval or permission from any regulatory authority or Government of India, if any, approval of the Members of the Company be and is hereby accorded to create, offer, issue Series Z₃ partly paid Compulsorily Convertible Cumulative Preference Shares having a face value of Rs. 20/- (Indian Rupees Twenty only) and Premium of Rs.1811.87 (Rupees One Thousand eight hundred and Eleven and Eighty-Seven Paise only) to the following proposed allottees Alteria Capital Fund II – Scheme I and Alteria Capital Fund III - Scheme A (the "Proposed Allottees") as below at an issue price of Rs. 1831.87/- (Rupees One Thousand Eight Hundred and Thirty-One and Eighty-Seven paise) in one or more tranches, by way of private placement through issue of private placement offer letter on such terms and conditions in accordance with the provisions of the Act and in the manner set out in the proposed Securities subscription agreement ("SSA") to be executed by the Company, its Promoters and the proposed allottees in the following manner:

S No	Proposed Allottees	Address	No of Series Z₃	Value	Amount Rs
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			partly paid CCPS		
1	Alteria Capital Fund II – Scheme I - represented by its Investment Manager, Alteria Capital Advisors LLP	1002A, 10 th Floor, Tower 1, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013	2,729	Face value of Rs 20/- + Premium of Rs. 1811.87/-	49,99,173.23
2	Alteria Capital Fund III - Scheme A - represented by its Investment Manager, Alteria Capital Advisors LLP	1002A, 10 th Floor, Tower 1, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013	12,555	Face value of Rs. 20/- + Premium of Rs. 1811.87/-	2,29,99,127.85
		Total	15,284		2,79,98,301.08

RESOLVED FURTHER THAT terms and condition of issue and allotment of Series Z3 Partly paid up CCPS as detailed in **Annexure-A** be and are hereby approved.

RESOLVED FURTHER that a copy of the valuation certificate, issued by Mr. Bhavesh Mansukhbhai Rathod having registration number: IBBI/RV/06/2019/10708 and tabled before the meeting, duly initialed by the Chairman for the purpose of identification be and is hereby noted by the Board.

RESOLVED FURTHER that the draft of the private placement offer letter recorded as Form PAS –4 (“the Offer Letter”) in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, along with the draft of serially numbered application forms, tabled before the meeting, duly initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER pursuant to the provision of Section 61(1)(e) of the Act, the board of the directors of the Company to cancel the Series Z3 CCPS Partly Paid which have not been taken by person to whom so offered from the issued capital of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make and accept any modifications in the Offer Letter and to settle all questions or difficulties that may arise in regard to the Issue including amending or modifying any of the terms of such Issue or allotment, as may made pursuant to and in accordance with the Transaction Documents.

RESOLVED FURTHER that, monies received by the Company from each of the Proposed Allottees as share application monies to allot partly paid CCPS respectively, pursuant to the Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with section 42 of the Act.

RESOLVED FURTHER THAT the directors and the Company Secretary of the Company be and are hereby severally authorised to:

- a) execute securities subscription agreement and other deeds, documents, letters and writings as may be required in connection with the proposed issuance of compulsorily convertible preference shares,
- b) negotiate, approve of and decide the terms and conditions of the Issue,
- c) decide upon the date of opening and closing of the issue and the period for which the aforesaid issue will remain open,
- d) finalize the date of allocation and deemed date of allotment of the securities,
- e) issue Letters of Allotment / share Certificates in favour of shareholders, under the seal of the Company where necessary,
- f) file the necessary forms with the Registrar of Companies and other relevant governmental authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above the Directors and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things that are deemed necessary, desirable, incidental or expedient to the issue or allotment of the Partly paid CCPS for and on behalf of the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties."

ITEM NO. 2: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2025-26

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

"RESOLVED THAT pursuant to provisions of section 188 and read with rule 15 of the Companies (Meeting of Board and its powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approvals, consents, permissions from any regulatory authority, as may be required from time to time, the consent of the members be

and is hereby accorded to enter into contract(s) or agreement(s) or transaction(s) with the related parties for the transactions laid before the meeting as **Annexure-B** which are on Arms' length basis and in the ordinary course of business, starting from 01-Apr-2025 till the first board meeting of the financial year 2026-27.

FURTHER RESOLVED THAT pursuant to the provisions of section 189 read with rule 16 of the companies (meeting of board and its powers) rules 2014 and other applicable provisions of the companies act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors and the Company Secretary of the Company be and are hereby severally authorized to do the necessary entries in the register of contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolution"

ITEM NO. 03: TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C), INCLUDING BUT NOT LIMITED TO ISSUE OF DEBT SECURITIES AND COMMERCIAL PAPERS

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

"RESOLVED THAT pursuant to the provisions of Section 23,42, 71, 179 and Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), as may be applicable, consent of members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or un-listed debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors, including any committee thereof, any sum or sums of monies which together with the monies already borrowed by the Company from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the

Company, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is **Rs. 500 crores (Rupees Five Hundred crores only)** over and above the aggregate of the paid-up share capital of the Company and its free reserves and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board (and Committees formed by Board), including Investment and Borrowing Committee ("Committee") to consider the particular terms of each Tranche / Issue and to more effectively implement any of the resolutions of the Board contained herein. The Board / Committee is hereby authorized to, within the overall ambit of this resolution (a) identify Investors as it deems fit (b) consider, negotiate and approve any terms or modifications thereof for issue of Debentures and any Tranche / Issue thereof, (c) authorize, direct or delegate to any Authorized Officers (authorized in terms of this resolution) to do such things and to take such actions as the Company is entitled to do or take (as the case may be) in terms of this resolution, and (d) to generally do any other acts, deeds, or things, as may be necessary to remove any difficulties or impediments in the effective implementation of this resolution including, without limitation to the following:

- i. execute the term sheet in relation to the Debentures or any Tranche / Issue of the Debentures;
- ii. seeking, if required, any approval, consent or waiver from any / all concerned government and regulatory authorities, and / or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- iii. if required by the holders of the Debentures or any Tranche / Issue of the Debentures (the "Debenture Holders"), seeking the listing of any of the Debentures or any Tranche / Issue of the Debentures on any Stock Exchange, submitting the listing application and taking all actions that may be necessary in connection with obtaining such listing;
- iv. entering into arrangements with the depository in connection with issue of Debentures or any Tranche / Issue of the Debentures in dematerialised form;
- v. approving the Draft prospectus / final prospectus / debt disclosure document containing general information document / key information document / information memorandum / Offer cum application letter / private placement Offer cum application letter (as may be required) (including amending, varying or modifying the

same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

- vi. appointment and finalising the terms and conditions of the appointment of an arranger (if so required), investment banker, merchant banker, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository, valuer and such other intermediaries as may be required including their successors and their agents;*
- vii. creating and perfecting the Security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures;*
- viii. negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the Registrar of Companies, the sub-registrar of assurances, Central Registry of Securitisation Asset Reconstruction and Security Interest, depository and such other authorities as may be required;*
- ix. sign and/or despatch all documents and notices to be signed and / or despatched by the Company under or in connection with the Transaction Documents (as defined below);*
- x. to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents (as defined below), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and / or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):*
- xi. Draft prospectus/ final prospectus/ debt disclosure document containing general information document / Key information document / information memorandum / Offer cum application letter / private placement Offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures (as may be required) (the "Disclosure Documents");*
- xii. debenture certificate for the Debentures or any Tranche / Issue of the Debentures;*

- xiii. subscription agreements, investment agreements, debenture trust deed, debenture trustee agreement, deed of hypothecation, security agreements and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures (including any powers of attorney in connection thereto) and any other agreement / document in relation thereto (collectively, the ("Transaction Documents"));*
- xiv. documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche / Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;*
- xv. any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and*
- xvi. any other document designated as a security document by the debenture trustee / Debenture Holders.*
- xvii. to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to (i) to (xvi) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.*

RESOLVED FURTHER THAT the above borrowing limits and powers shall continue to be exercised and stand delegated to the Investment and Borrowing Committee, or any other committee as may be decided by the Board from time to time ("Committee") for considering, reviewing, negotiating and approving any borrowings on behalf of the Company from time to time, in line with the Investment and Borrowing Committee's charter, as amended from time to time.

RESOLVED FURTHER THAT any Director of the Company and / or the Company Secretary or such other persons / officers as may be jointly/severally authorized by the Board or the Committee (collectively, the "Authorised Officers") to do such acts, deeds and take such actions as they deem fit, in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures, be and are hereby authorized by the Board.

RESOLVED FURTHER THAT the Board / Committee be and are hereby Jointly/severally authorized to approve payment of all stamp duty required to be paid for the issue, offer and

allotment of the Debentures or any Tranche / Issue of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant government authorities.

RESOLVED FURTHER THAT *the Board / Committee be and are hereby Jointly/severally authorised to approve and finalise, sign, execute and deliver documents in relation to the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures as set out in this resolution and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche / Issue of the Debentures to be issued by the Company.*

RESOLVED FURTHER THAT *the Board / Committee be and are hereby authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or government authority competent in that behalf.*

RESOLVED FURTHER THAT *the copies of the foregoing resolutions certified to be true copies by any one of the Directors and/or Company Secretary of the Company be furnished to such persons as may be deemed necessary.*

RESOLVED FURTHER THAT *for the purpose of giving effect to this resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."*

ITEM NO. 04: TO APPROVE THE CREATION OF CHARGE FOR BORROWINGS U/S 180(1)(a) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT *pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties of the Company wherever situated, both present and future, including where such*

assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding Rs. 500 crore/- (Rupees Five Hundred Crore Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves from time to time.

RESOLVED FURTHER THAT *the Board (and Committees formed by Board), including Investment and Borrowing Committee ("Committee") is hereby authorized to sell, transfer and/or dispose of, through securitization or direct assignment of cash flows, the loan assets and receivables including Used vehicle portfolio and Corporate lending Portfolio **not exceeding Rs. 500 Crore** (including without limitation all rights, title, interests and benefits of the Company in such assets and receivables and the corresponding security interests, if any which have been created in favour of the Company) over and above the limit of **Rs. 500/- Crores** in such manner and upon such terms and conditions as may be decided by the Board of Directors of the Company.*

RESOLVED FURTHER THAT *the Board be and is hereby authorized to finalize with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.*

RESOLVED FURTHER THAT *for the purpose of giving effect to this resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."*

ITEM NO. 05: TO APPROVE MAKING INVESTMENTS, LOANS, GUARANTEES OR PROVIDING SECURITY BEYOND THE LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of section 186 (3) of the Companies Act, 2013 ("the Act"), read with relevant rules made as applicable thereunder and any other applicable provisions of the Act, including any statutory modification(s) thereto or re-enactment (s) thereto for time being in force, consent of the members be and is hereby accorded for making investment(s), give loans, guarantees and security in excess of the limits specified under section 186 of the Act from time to time in acquiring any securities of anybody corporate or for giving loans, guarantees or providing security to anybody corporate or other person/entity whether in India or outside India, as may be appropriate for an amount not exceeding **INR 500,00,00,000/- (Indian Rupees Five Hundred Crores only)**, notwithstanding such investment and acquisition together with existing investments of the company in all other body corporates, loans and guarantees given and securities provided shall be in excess of the limits prescribed under Section 186 (3) of the Act, i.e. the limit available to the company is sixty percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more .

RESOLVED FURTHER THAT the Board of Directors including any committees of the Company be and are hereby authorized to determine the:

- (a) persons/bodies corporate to whom the loans can be granted and
- (b) terms and conditions (including the rate of interest which shall not be less than the prevailing yield on the government securities closest to the tenor of the loan), tenor, margin required, security to be provided, etc., relating to such loans.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any directors of the company and/or Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

ITEM NO. 06: TO APPROVE TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013

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

***"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by Kaleidofin Capital Private Limited ("the Subsidiary") or any other entity or person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time, in its absolute discretion deem beneficial and in the best interest of the Company.*

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company be and are hereby authorized severally to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."*

ITEM NO. 07: TO REGULARIZATION OF APPOINTMENT OF MR. AMOL WARANGE (DIN: 08730398) AS THE NOMINEE DIRECTOR OF THE COMPANY

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

***"RESOLVED THAT** pursuant to the provisions of Section 150, 152, 161 and other applicable provisions, of the Companies Act, 2013 read with relevant rules made thereunder (including any modification or re-enactment thereof for the time being in force) **Mr. Amol Warange (DIN: 08730398)** who was appointed as an Additional Director by the Board of Directors with effect from 20-Feb-2025 and who holds office upto the date of the forthcoming Annual General Meeting be and is hereby appointed as a Nominee Director of the Company with immediate effect who shall represent **ON Mauritius** and **ON Mauritius II** on the Board.*

***RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution including but not limited to signing and filing of eform DIR-*

12 with the Registrar of Companies and making necessary entries in the Statutory Register of the Company”

ITEM NO. 08: TO REGULARIZATION OF APPOINTMENT OF MR. ADRIAAN BOOGAARD (DIN: 10950507) AS THE NOMINEE DIRECTOR OF THE COMPANY

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

***"RESOLVED THAT** pursuant to the provisions of Section 150, 152, 161 and other applicable provisions, of the Companies Act, 2013 read with relevant rules made thereunder (including any modification or re-enactment thereof for the time being in force) **Mr. Adriaan Boogaard (DIN: 10950507)** who was appointed as an Additional Director by the Board of Directors with effect from 20-Feb-2025 and who holds office upto the date of the forthcoming Annual General Meeting be and is hereby appointed as a Nominee Director of the Company with immediate effect who shall represent **Rabo Partnerships B.V.** on the Board.*

***RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution including but not limited to signing and filing of eform DIR-12 with the Registrar of Companies and making necessary entries in the Statutory Register of the Company”*

ITEM NO. 09: TO REGULARIZATION OF APPOINTMENT OF MR. RAKESH GOYAL (DIN: 09501606) AS THE NOMINEE DIRECTOR OF THE COMPANY

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

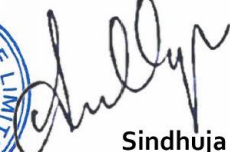
***"RESOLVED THAT** pursuant to the provisions of Section 150, 152, 161 and other applicable provisions, of the Companies Act, 2013 read with relevant rules made thereunder (including any modification or re-enactment thereof for the time being in force) **Mr. Rakesh Goyal (DIN: 09501606)** who was appointed as an Additional Director by the Board of Directors with effect from 20-Feb-2025 and who holds office upto the date of the forthcoming Annual General Meeting be and is hereby appointed as a Nominee Director of the Company with immediate effect who shall represent **Dell Foundation** on the Board.*

***RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution including but not limited to signing and filing of eform DIR-*

12 with the Registrar of Companies and making necessary entries in the Statutory Register of the Company”

By the order of the Board
For KALEIDOFIN PRIVATE LIMITED




Sindhuja A M
Company Secretary
ACS 34052

Place: Chennai

Date: 13-May-2025

NOTES:

1. Pursuant Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 09, 2024 issued by Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC / OAVM.
2. Explanatory statement under Section 102(1) is enclosed.
3. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company.
4. Since the EGM will be held through VC / OAVM Facility, the Route Map is not annexed in this Notice. Members may join the EGM through VC / OAVM Facility 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC / OAVM Facility 30 minutes after the scheduled time to start the EGM.
5. Attendance of the Members participating in the EGM through VC / OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the provisions of Section 107 of the Companies Act 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”), the Company is providing Voting by Show of Hands facility to its Members in respect of the business to be transacted at the EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO CONSIDER AND ISSUE SERIES Z₃ PARTLY PAID COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO ALTERIA CAPITAL FUND II – SCHEME I & ALTERIA CAPITAL FUND III - SCHEME A

On 27-Mar-2025 Kaleidofin Capital Private Limited allotted Non-Convertible Debentures to Alteria Capital Fund III - Scheme A (1000 NCDs) and Alteria Capital Fund II – Scheme I (500 NCDs) pursuant to the Second Amendment Agreement date March 25, 2025 to the Debentures Subscription Agreement (“DSA”) dated July 30, 2024 executed by and between Kaleidofin Capital Private Limited, Kaleidofin Private Limited, Alteria Capital Fund II – Scheme I, Alteria Capital Fund III - Scheme A and Alteria Capital Fund III – Shorter Duration Scheme.

One of the conditions of the above said agreement is to Kaleidofin Private Limited issue and allot Compulsorily Convertible Preference shares aggregating to a sum of INR 2,80,00,000 (Indian Rupees Two Crores Eighty Lakhs Only) to the subscribers (out of this INR 50,00,000 to Alteria Capital Fund II – Scheme I and balance to Alteria Capital Fund III - Scheme A at the per share price equal to the Series B2 Tranche II CCPS.

Pursuant to the above, the Board of Kaleidofin Private Limited approved the issue of 15,284 Series Z₃ Partly Paid CCPS to the above said allottees by way of private placement. The approval of the members is being sought by way of Special resolution for the said issue. The Board of Directors in their meeting held on 11th April 2025 approved the proposal for the issue of Series Z₃ Partly Paid CCPS to below allottees by way of private placement for an issue price of Rs. 1,831.87 per share i.e., at the face value of Rs. 20/- per share and at premium of Rs. 1,811.87/- per share:

S No	Proposed Allottees	Address	No of Series Z ₃ CCPS	Amount Rs
1	Alteria Capital Fund II – Scheme I - represented by its Investment Manager, Alteria Capital Advisors LLP	1002A, 10 th Floor, Tower 1, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013	2,729	49,99,173.23
2	Alteria Capital Fund III - Scheme A - represented by its Investment Manager, Alteria Capital Advisors LLP	1002A, 10 th Floor, Tower 1, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013	12,555	2,29,99,127.85
		Total	15,284	2,79,98,301.08

Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities Rules) 2014 and as per Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 the necessary disclosures are made hereunder:

S.No	Subject	Particulars
1.	Size of the issue; Total number of Securities to be issued Nominal value of each share Premium value of each share	The total fund raise proposed by the Company is to an amount of Rs. 2,79,98,301.08/- (Rupees Two Crores Seventy-Nine Lakhs Ninety Eight Thousand Three hundred one and eight paise only). Number of Securities proposed to be issued are:15,284 (Fifteen thousand two hundred and eighty-four) Series Z3 Partly Paid CCPS having Rs 20/- as face value for each share with an Rs 1,811.87/- as premium value for each share.
2.	Nature of shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	Series Z3 Partly Paid CCPS which are compulsory, cumulative and convertible preference shares having terms as set out in Annexure-A hereto, on preferential basis.
3.	Objective of the issue.	To meet the capital expenditure, working capital needs, investment in subsidiaries, if any and business expansion.
4.	Manner of issue of shares	Private Placement on a preferential basis under Section 42, 55, 62(1)(c) and other applicable provisions under the Companies Act, 2013.
5.	The class or classes of persons to whom the allotment is proposed to be made	SEBI registered Alternative Investment Fund
6.	Price at which the shares are proposed to be issued	<u>Series Z3 CCPS:</u> Each Series Z3 CCPS having a face value of Rs. 20 (Rupees Twenty only) and premium of Rs. 1811.87/- (Rupees One Thousand Eight Hundred and Eleven and Eighty-Seven Paise only) aggregating to Rs. 2,79,98,301.08/- (Rupees Two Crores Seventy-Nine Lakhs Ninety Eight Thousand Three hundred one and eight paise only) for issuance of 15,284 Series Z3 Partly Paid CCPS.
7.	Name and address of valuer who performed valuation	Mr. Bhavesh Mansukh bhai Rathod, Registered Valuer – SFA, 12D, White Spring, A Wing, Rivali Park Complex,

		western Express Highway, Borivali East, Mumbai 400 066 (Reg No: IBB/RV/06/2019/10708)
8.	<p>(a) basis on which the price has been arrived at along with report of the registered valuer and relevant date with reference to which the price has been arrived at;</p> <p>(b) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</p>	<p>The valuation has been computed using the Discounted Cash Flow Method based on the next 5 (Five) years projections of the Company. Pursuant to Rule 14(2)(a) of the Companies (Prospectus and allotment of Securities Rules) 2014 the justification for arriving at the price including premium is provided as follows: according to the valuation report from the registered valuer, i.e. Mr. Bhavesh Mansukhbhai Rathod, having registration no.: (Reg No: IBB/RV/06/2019/10708) dated 10th April 2025</p> <p>Relevant Date: 31st March 2025.</p> <p>Not Applicable.</p>
9.	<p>(a) material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities</p> <p>(b) intention of promoters, directors or key managerial personnel to subscribe to the offer;</p>	<p>The material terms of issuance of Series Z3 Partly Paid CCPS are as set forth in <u>Annexure-A</u>.</p> <p>The proposed time for which the private placement offer letter cum application form shall be valid is 60 days (Sixty days) from the date of circulation of the private placement offer letters cum application form.</p> <p>This offer may be issued in one or more tranches. The Offer closes on expiry of 60 days or soon after receipt of entire offer issue amount.</p> <p>The purpose of issuance is mentioned in S. No. 3 of this table.</p> <p>No assets of the Company are charged under this offer.</p> <p>None of the promoters, directors or key managerial personnel is being offered any securities and nor are any of them subscribing to any of the offered securities.</p>

	(c) the change in control, if any, in the company that would occur consequent to the preferential offer;	Not Applicable
10.	Terms of issue, including terms and rate of dividend on each share	The Series Z3 Partly Paid CCPS will have the terms as set out in <u>Annexure-A hereto.</u>
11.	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	Please refer to response in #10 above.
12.	Manner and modes of redemption	Not Applicable, as the Series Z3 Partly Paid CCPS are not redeemable in nature
13.	<p>the names of the proposed allottees and the percentage of post preferential offer capital [on fully diluted basis] that may be held by them [Table 1]</p> <p>The pre issue and post issue shareholding pattern of the company in the following format. [Table 2]</p> <p>The current shareholding pattern of the company [on fully diluted basis. [Table 2]</p>	<p>Refer Table 1,</p> <p>Refer Table 2</p> <p>Refer Table 2</p>
14.	(a) Expected dilution in the equity share capital upon conversion of preference shares.	<p>Before the Offer (Share capital on Nominal Value): Equity: INR 1,02,57,570 CCPS: INR 5,12,27,570. Total: INR 6,14,85,140(including the nominal value of partly paid securities to the extend partly paid)</p> <p>After the Offer expected dilution on Equity share capital on fully diluted basis (Share Capital on Nominal Value on fully diluted basis) on the assumption that CCPS converts at 1:1 resulting in 3,46,97,527 (Three Crore</p>

		<p>Forty-Six Lakhs Ninety-Seven Thousand Five Hundred Twenty-Seven) Equity share capital.</p> <p>If all shares offered on a Private Placement basis are accepted and the conversion of the CCPS occurs at a conversion ratio at the time of conversion on the assumption that the conversion happens at 1:1, the number of equity shares on a fully diluted basis shall be 35,06,531 (Thirty-Five Lakhs Six Thousand Five Hundred Thirty-two) Equity Shares.</p>
	(b) the number of persons to whom allotment on preferential basis have already been made during the financial year, in terms of number of securities as well as price;	None in FY 2025-26

Table 1

S.No	Proposed Allottees	No. of Series Z3 Partly Paid CCPS	Percentage of post preferential offer capital (excluding ESOP pool dilution) on fully diluted basis
1	Alteria Capital Fund II – Scheme I - represented by its Investment Manager, Alteria Capital Advisors LLP	2,729	0.62% (including the existing holding)
2	Alteria Capital Fund III - Scheme A - represented by its Investment Manager, Alteria Capital Advisors LLP	12,555	0.36%

Table 2

Category		Pre-Issue		Post-Issue	
Code	Category of Shareholder	No. of Shares held	% to Total Holding	No. of Shares held	% to Total Holding
A	Promoter's Holding:				
1	Indian:				
	Individual	1,000,000	28.64%	1,000,000	28.52%
	Bodies Corporate	-	-	-	-
	Sub Total	1,000,000	28.64%	1,000,000	28.52%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	1,000,000	26.8%	1,000,000	28.52%
B	Non-Promoter's Holding:				
1	Institutional Investors				
2	Non-Institution:				
	Private Corporate Bodies				
	Directors and Relatives				
	Indian Public	74,015	2.12%	74,015	2.11%
	Others				
	1 Foreign individuals	51,930	1.49	51,930	1.48%
	2) Foreign Body Corporate	18,74,518	53.69%	18,74,518	53.46%
	3) Co-operative Society	3,09,843	8.87%	3,09,843	8.84%

	4) Alternate Investment Fund	1,80,941	5.18%	196,225	5.60%
	Sub Total (B)	24,91,247	71.36%	25,06,532	66.86%
	GRAND TOTAL (A+B)	34,91,247	100.00%	35,06,531	100.00%

The proposed issuance of Series Z3 Partly Paid CCPS requires the approval of the Members in the General Meeting by way of special resolution. The Board accordingly recommends the resolution set out in item no. 1 of the notice for kind approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1 of the Notice expect to the extent of their shareholding.

ANNEXURE-A TERMS OF SERIES Z3 CCPS

[Note*: The capitalized terms used here but not defined shall have the meaning ascribed to them in the SSA]

I. Face Value

Each Series Z3 CCPS shall be of a face value of INR 20 (Indian Rupee Twenty Only).

II. Price

Series Z3 CCPS shall have a face value of INR 20/- (Indian Rupee Twenty Only) subscribed to by Subscribers at price per share of INR 1,831.87 (Indian Rupees One Thousand Eight Hundred and Thirty One and Eighty Seven paise only). The shares will be issued to the Subscriber at the payment of INR 1 (Indian Rupee One only) per Series Z3 CCPS. The rights exercised by holder shall be in accordance of law i.e. exercisable to the extent of amount paid up, except with respect to anti-dilution rights.

III. Calls

- a. The Board shall after receiving written notice from the Series Z3 CCPS Holders on the relevant date, make calls upon the Series Z3 CCPS Holders in respect of monies unpaid on the Series Z3 CCPS (whether on account of the nominal value of the shares or premium) and not by the conditions of allotment thereof made payable at fixed times. Further, if the Company wishes to make a call on the outstanding partly paid Series Z3 CCPS, it shall obtain written consent from the Series Z3 CCPS Holders as on that relevant date. Only after receiving such consent, the Company shall make calls on the outstanding partly paid Series Z3 CCPS.

- b. The Series Z3 CCPS Holders shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on Series Z3 CCPS.
- c. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
- d. Any sum which by the terms of issue of a Series Z3 CCPS becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Series Z3 CCPS or by way of premium, shall, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- e. Notwithstanding anything to the contrary, the Series Z3 CCPS Holders shall be required to pay the monies unpaid on the Series Z3 CCPS upon the expiry of the 8th (eighth) anniversary of the date of allotment of each such Series Z3 CCPS or on occurrence of a Liquidity Event, whichever is earlier. It is hereby clarified that the Company shall notify Series Z3 CCPS Holder at least 30 (thirty) days prior to the occurrence of a Liquidity Event.
- f. In case of non-payment of such sum, all the relevant provisions of the Act as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

IV. Conversion

a. Timeline

Series Z3 CCPS shall be converted into Equity Shares upon happening of the following events:

- i. at the election of the Series Z3 CCPS Holder; or
- ii. in the event Series Z3 CCPS Holder does not elect to convert the Series Z3 CCPS held by it, the Company shall cause the Company to convert the Series Z3 CCPS into Equity Shares upon occurrence of events specified in clause III (e) of this Annexure.
- iii. The Series Z3 CCPS shall be compulsorily converted to Equity Shares of the Company within 8 (eight) years from the date of issuance of the same.

b. Price

Subject to the terms of this Agreement and Applicable Law, the conversion price of each Series Z3 CCPS shall be the price per share as determined in the Series B2-Tranche II CCPS round which is equivalent to price per share of INR 1,831.87 (Indian Rupees One Thousand Eight Hundred and Thirty One and Eighty Seven paise only). Accordingly, the conversion price and mechanism applicable to the Series Z3 CCPS shall be same as Series B2-Tranche II CCPS round ("Conversion Price").

Series Z3 CCPS Holder shall have the option, exercisable at its sole discretion, to fully pay up the Series Z3 CCPS, at any time up to 8 (eight) years from date of allotment or on the occurrence of a Liquidity Event, whichever is earlier.

V. Voting Rights

The Series Z3 CCPS shall have the voting rights, prescribed under applicable Law.

VI. Dividend

Each Series Z3 CCPS shall be entitled to a cumulative dividend of 0.001% (Zero point zero zero one percent) in preference of Equity Shares. Dividend shall be paid as and when it is paid and declared on Equity Shares.

VII. Rank

Series Z3 CCPS shall be pari passu to the holders of the Securities issued in the Series B2-Tranche II CCPS round of the Company and will be senior to the Equity Share.

VIII. Liquidation Preference

In the event of a Liquidity Event, the Series Z3 CCPS shall have liquidation preference as available to the holders of the Securities issued in the Series B2-Tranche II CCPS round.

IX. Conversion Mechanism

- a. At its election, the Series Z3 CCPS Holders shall cause the Company to convert the Series Z3 CCPS into Equity Shares by delivering a written notice ("Conversion Notice") to the Company. The Company shall take all such steps as may be necessary and convert such Series Z3 CCPS into Equity Shares at the Conversion Price, within a period of 15 (fifteen) Business Days from the date of receipt of the Conversion Notice ("**Conversion Date**").
- b. Upon the occurrence of such conversion, the Company shall provide written notice to the applicable Series Z3 CCPS who in turn shall within a reasonable time surrender the share certificates representing the Series Z3 CCPS at the office of the Company. Thereupon, as soon as reasonably practicable, but in no event later than 10 (ten) Business Days from the date of surrender of the share certificates, the Company shall issue the Equity Shares in respect of the Series Z3 CCPS so converted. All certificates evidencing converted Series Z3 CCPS shall thereupon be deemed to have been retired and cancelled.
- c. The Company shall take all actions required or permitted under applicable Law to implement such conversion of the Series Z3 CCPS, including without limitation making all applications necessary and obtaining all required approvals to effect the aforesaid conversion.
- d. The Conversion Price will be adjusted for any subdivision or combination of the Company's outstanding shares or in the event of a reclassification, share split, bonus issue, share dividend or other distribution payable in securities of the Company.

X. Replacement of Share Certificates

If any share certificate is mutilated or defaced then, upon production thereof to the Company, or if any share certificate is destroyed or misplaced, then upon providing the Company with an undertaking to that effect by the Series Z3 CCPS Holders, the Company shall cancel the same and/or issue a new certificate in lieu thereof.

XI. Conflict

In the event of any conflict between the terms contained in the share certificate and the Agreement, the terms of the Agreement shall prevail.

XII. Certificate Split

As and when the Investors so require, the Series Z3 CCPS Holder shall have the right to require the Company to split the share certificate and the Company shall execute all documents as may be required pursuant to the Companies (Share Capital and Debentures) Rules, 2014, the Restated Articles and other relevant provisions of the Act to effectuate the same.

XIII. Anti-Dilution

Notwithstanding anything contrary in Clause IV of this Part A of Annexure-A, in the event Company issues any Equity Securities ("Dilutive Instrument") at a price lower than the price of the Series Z3 CCPS, the Subscriber of the Series Z3 CCPS shall be entitled to the same adjustment mechanism as provided to the holders of the Securities issued in the Series B2-Tranche II CCPS round to protect its investment in the Series Z3 CCPS. It is hereby clarified that in case the Company is required to issue additional shares pursuant to the aforementioned anti-dilution mechanism, the Subscriber shall subscribe such shares by partly-paying to the extent INR 1 per share and shall have an option to pay remaining amount.

XIV. Other Terms

Notwithstanding anything to the contrary set out herein, in addition to the rights set out in this Agreement, the Series Z3 CCPS shall carry the same economic rights as available to investors in the Series B2-Tranche II CCPS round. Provided that, the Series Z3 CCPS Holders shall be entitled to dividend and voting rights in accordance with the Act and applicable Law.

ITEM NO. 2: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2025-26

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions. Though the provisions exempt the transactions entered into by the Company in its ordinary course of business and done at arm's length price, from the requirement of prior approval of the shareholders by way of ordinary resolution, as a good governance practice the approval of members are hereby proposed to be sought.

Accordingly, the related party transactions as recommended and approved by the Board of Directors at its meeting held on 13-May-2025 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 the particulars of transactions to be entered into by the Company with related parties are as under:

Particulars	RPT	RPT	RPT	RPT	RPT
Name of the related party	Kaleidofin Capital Private Limited	Kaleidofin Capital Private Limited	Kaleidofin Capital Private Limited	Kaleidofin Capital Private Limited	Kaleidofin Capital Private Limited
Nature of relationship	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary
The nature, duration of the contract and particulars of the contract or arrangement	Expenses Sharing Duration- from 01-Apr-2025 till the first board meeting of the Company to be held for FY 2026-27	software services Duration- from 01-Apr-2025 till the first board meeting of the Company to be held for FY 2026-27	Platform related services Duration- from 01-Apr-2025 till the first board meeting of the Company to be held for FY 2026-27	Intercompany loans Duration- from 01-Apr-2025 till the first board meeting of the Company to be held for FY 2026-27	Reimbursement of expenses Duration- from 01-Apr-2025 till the first board meeting of the Company to be held for FY 2026-27
The material terms of the contract or arrangement including the value, if any	Not exceeding INR 30 million	Not exceeding INR 30 million	Not exceeding INR 30 million	INR 750 million in transactions for the year, but total outstanding	Not exceeding INR 20 million

				not exceeding INR 1000 million at any time.	
Any advance paid or received for the contract or arrangement, if any	Nil	Nil	Nil	Nil	Nil
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The pricing is commensurate with the general trend in the industry	The pricing is commensurate with the general trend in the industry	The pricing is commensurate with the general trend in the industry	The pricing is commensurate with the general trend in the industry	The pricing is commensurate with the general trend in the industry
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes	Yes	Yes	Yes	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction	The proposed transactions are at arm's length basis and in the ordinary course of business	The proposed transactions are at arm's length basis and in the ordinary course of business	The proposed transactions are at arm's length basis and in the ordinary course of business	The proposed transactions are at arm's length basis and in the ordinary course of business	The proposed transactions are at arm's length basis and in the ordinary course of business

Particulars	RPT	RPT
Name of the Related Party	Cashpor Micro Credit	Cashpor Micro Credit
Nature of Relationship	Having common directors	Having common directors
The nature, duration of the contract and particulars of the contract or arrangement	Ki-Cash Duration- from 01-Apr- 2025 till the first board	Ki-Score Duration- from 01-Apr- 2025 till the first board

	meeting of the Company to be held for FY 2026-27	meeting of the Company to be held for FY 2026-27
The material terms of the contract or arrangement including the value, if any	Not exceeding INR 10 Million	Not exceeding INR 10 Million
Any advance paid or received for the contract or arrangement, if any	Nil	Nil
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The pricing is commensurate with the general trend in the industry	The pricing is commensurate with the general trend in the industry
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction	The proposed transactions are at arm's length basis and in the ordinary course of business	The proposed transactions are at arm's length basis and in the ordinary course of business

The Board recommends the resolution set out in the Item no. 2 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Puneet Gupta, Ms. Sucharita Mukkherjee and Mr. Vipul Sekhsaria who are directors / co-founders of both the companies is concerned or interested financial or otherwise in the aforesaid ordinary resolution.

ITEM NO. 03 & 04:

APPROVAL FOR OVERALL BORROWING LIMITS U/S 180(1)(C) AND APPROVAL FOR CREATION OF CHARGE FOR BORROWINGS U/S 180(1)(A) OF THE COMPANIES ACT, 2013

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

However, the above provisions are exempt for a private limited company. As a good governance practice, the board proposes to seek the approval of the members.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 3 & 4 for approval by the members of the Company as Special Resolutions.

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

ITEM NO. 05: TO APPROVE MAKING INVESTMENTS, LOANS, GUARANTEES OR PROVIDING SECURITY BEYOND THE LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company as Special Resolution.

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

ITEM NO. 06: TO APPROVE TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by Kaleidofin Capital Private Limited ("the Subsidiary") or any other entity or person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 6 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 6 of the notice for your approval as a Special Resolution.

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

ITEM NO. 07: TO REGULARIZATION OF APPOINTMENT OF MR. AMOL WARANGE (DIN: 08730398) AS THE NOMINEE DIRECTOR OF THE COMPANY

Mr. Amol Warange (DIN: 08730398) was appointed as an Additional Director on the Board of the Company by the Directors in their Board Meeting held on 20-Feb-2025 in accordance with Section 161 of the Companies Act, 2013. Mr. Amol Warange was appointed to represent the investors namely ON Mauritius and ON Mauritius II. The Company has received consent Mr. Amol Warange to act as a Director of the Company in Form DIR 2, a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and disclosure of interest in other entities in form MBP-1.

In accordance with the provisions of Section 161 of the Companies Act, 2013 Mr. Amol Warange was appointed to hold office till the date of the forthcoming Annual General Meeting. Other details / information of the Director seeking appointment at the Extra Ordinary General Meeting as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given in the below table.

The board proposes in Item no. 7 the regularization of the appointment of Mr. Amol Warange as Nominee Director. Approval of the shareholders is sought by way of an Ordinary resolution for this appointment.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 7, except for Mr. Amol Warange.

ITEM NO. 08: TO REGULARIZATION OF APPOINTMENT OF MR. ADRIAAN BOOGAARD (DIN: 10950507) AS THE NOMINEE DIRECTOR OF THE COMPANY

Mr. Adriaan Boogaard (DIN: 10950507) was appointed as an Additional Director on the Board of the Company by the Directors in their Board Meeting held on 20-Feb-2025 in accordance with Section 161 of the Companies Act, 2013. Mr. Adriaan Boogaard was appointed to represent Rabo Partnerships B.V. (Investor) on the Board. The Company has received consent Mr. Adriaan Boogaard to act as a Director of the Company in Form DIR 2, a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and disclosure of interest in other entities in form MBP-1.

In accordance with the provisions of Section 161 of the Companies Act, 2013 Mr. Adriaan Boogaard was appointed to hold office till the date of the forthcoming Annual General Meeting. Other details / information of the Director seeking appointment at the Extra Ordinary General Meeting as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given in the below table.

The board proposes in Item no. 8 the regularization of the appointment of Mr. Adriaan Boogaard as Nominee Director. Approval of the shareholders is sought by way of an Ordinary resolution for this appointment.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 8, except for Mr. Adriaan Boogaard.

ITEM NO. 09: TO REGULARIZATION OF APPOINTMENT OF MR. RAKESH GOYAL (DIN: 09501606) AS THE NOMINEE DIRECTOR OF THE COMPANY

Mr. Rakesh Goyal (DIN: 09501606) was appointed as an Additional Director on the Board of the Company by the Directors in their Board Meeting held on 20-Feb-2025 in accordance with Section 161 of the Companies Act, 2013. Mr. Rakesh Goyal was appointed to represent Dell Foundation (Investor) on the Board. The Company has received consent Mr. Rakesh Goyal to act as a Director of the Company in Form DIR 2, a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and disclosure of interest in other entities in form MBP-1.

In accordance with the provisions of Section 161 of the Companies Act, 2013 Mr. Rakesh Goyal was appointed to hold office till the date of the forthcoming Annual General Meeting. Other details / information of the Director seeking appointment at the Extra Ordinary General Meeting as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given in the below table.

The board proposes in Item no. 9 the regularization of the appointment of Mr. Rakesh Goyal as Nominee Director. Approval of the shareholders is sought by way of an Ordinary resolution for this appointment.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 9, except for Mr. Rakesh Goyal.

**Details / Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2)
regarding Director seeking appointment / re- appointment**

Sl.	Particulars	Details of Mr. Amol Warange DIN: 08730398	Details of Mr. Adriaan Boogaard DIN: 10950507	Details of Mr. Rakesh Goyal DIN: 09501606
1.	Date of Birth	25-Jan-1980	17-Nov-1971	07-Aug-1979
2.	Age	45 years	53 years	46 years
3.	Date of appointment	20-Feb-2025	20-Feb-2025	20-Feb-2025
4.	Expertise in specific functional area	Expertise in early-stage investing, financial inclusion, and strategic advisory across private equity and investment banking.	Expertise in agri-finance, digital innovation, and impact-driven financial solutions to enhance smallholder farmer inclusion across emerging markets.	Expertise in scaling healthcare ventures, cross-border deal-making, and impact investing across financial inclusion, education, and livelihoods.
5.	Experience	12+ years	20+ years	15+ years
6.	Brief resume	Seasoned investor with over 15 years of experience in private equity, investment banking, and early-stage ventures across India and Europe.	Global agri-finance leader with two decades of experience driving digital and impact-focused financial solutions for smallholder farmers.	Impact investment professional with a strong background in healthcare, strategy, and global financial advisory across developed and emerging markets.
7.	Qualification	MBA from London Business School and a Bachelor of Commerce from the University of Mumbai. He is also a Chartered Accountant (ACA) and a national-level gold medallist	MSc in Economics of Development (Specialization: Rural Financial Institutions & Agricultural Marketing) – Wageningen University, Netherlands	MBA in Finance and Strategy from Faculty of Management Studies, University of Delhi and a Post Graduate Program in Banking & Finance from the National Institute of Bank Management
8.	Terms and conditions of appointment including remuneration	Nominee Director (Non-Executive) to represent ON Mauritius and ON Mauritius II on the Board	Nominee Director (Non-Executive) to represent Rabo Partnerships B.V.	Nominee Director (Non-Executive) to represent Dell Foundation
9.	No. of board meetings attended	Since appointment 2 meetings held on 20-Feb-2025 and 11-Apr-2025. Attended one meeting	Since appointment 2 meetings held on 20-Feb-2025 and 11-Apr-2025. Attended both meetings	Since appointment 2 meetings held on 20-Feb-2025 and 11-Apr-2025. Attended both meetings
10.	List of other than Indian Directorship / Membership /	-	-	-

	Chairmanship of Committees of Board)			
11.	Number of shares held in the Company	Nil	Nil	Nil
12.	Relationship with other Directors	Not related to any of the directors of the Company	Not related to any of the directors of the Company	Not related to any of the directors of the Company

**By the order of the Board
For KALEIDOFIN PRIVATE LIMITED**


Sindhuja A M
Company Secretary
ACS 34052

Place: Chennai
Date: 13-May-2025