

SHORTER NOTICE TO THE SHAREHOLDERS – 9TH ANNUAL GENERAL MEETING

To
The Shareholders,
Board of Directors and
Auditors of Kaleidofin Private Limited

NOTICE IS HEREBY GIVEN THAT THE 9TH (NINTH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF KALEIDOFIN PRIVATE LIMITED (“THE COMPANY”) WILL BE HELD ON MONDAY, 28TH SEPTEMBER 2026 AT THE REGISTERED OFFICE SITUATED AT MODULE NO. A6-02, BLOCK A, 6TH FLOOR PHASE 2, KANAGAM ROAD, IIT MADRAS RESEARCH PARK, TARAMANI CHENNAI - 600113 AT 11:00 AM (IST) THROUGH VIDEO CONFERENCING FACILITY AT SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- 1. TO CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON:**

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

“RESOLVED THAT the audited Standalone and Consolidated financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Auditors and the Board of Director’s thereon, as circulated to the members, be and are hereby considered, approved and adopted”.

SPECIAL BUSINESS:

- 2. TO APPROVE THE RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026-27 UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass the following resolution with or without modification(s) 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), consent of the members be and is hereby accorded to the Company to enter into contract(s) or agreement(s) or transaction(s) with the related parties for the transactions laid before the meeting as **Annexure A** which are on Arms’ length basis and in the ordinary course of business, starting from 01-Apr-2026 till the first board meeting of the financial year 2027-28 .

RESOLVED FURTHER THAT all transactions entered by the Company with the Related parties from 01-Apr-2026 till the date of this approval be and is hereby ratified.

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RESOLVED FURTHER 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”.

3. TO APPROVE THE OVERALL BORROWINGS LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013 INCLUDING BUT NOT LIMITED TO ISSUE OF DEBT SECURITIES AND COMMERCIAL PAPERS

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71, 179 and 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, consent of the members be and is hereby accorded to borrow, from time to time, any sum or sums of money, for the purposes of the Company’s business, from banks, financial institutions, or any other persons (including through loans, debentures, bonds, commercial papers or other instruments, whether secured or unsecured, in India or abroad), on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT the aggregate amount of such borrowings (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of the Company, provided that the **total outstanding borrowings** of the Company at any point in time shall not exceed **Rs. 500 crores (Rupees Five Hundred Crores only)** over and above the paid-up share capital and free reserves;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such borrowings, including interest, tenure, security and repayment, as it may deem fit;

RESOLVED FURTHER THAT the powers conferred by this resolution be and are hereby delegated to the Investment and Borrowing Committee (or any other committee constituted by the Board), in accordance with its charter, to approve, negotiate and finalise borrowings within the aforesaid limits;

RESOLVED FURTHER THAT the Board and/or the said Committee be and are hereby authorised to issue debentures or other debt securities, in one or more tranches, and to do all such acts, deeds and things as may be necessary, including but not limited to:

- a) identifying investors and finalising terms of issuance;
- b) approving offer documents, information memoranda or private placement letters;
- c) appointing intermediaries such as arrangers, merchant bankers, debenture trustees, registrars, credit rating agencies and legal advisors;
- d) executing and delivering all agreements, deeds and other transaction documents, including security documents;

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- e) creating, modifying or releasing security over the Company's assets;
- f) issuing the securities in dematerialized form and in connection with that applying for ISIN, corporate action, payment of stamp duty;
- g) making necessary filings and obtaining approvals from regulatory and statutory authorities, including RBI, SEBI, stock exchanges and Registrar of Companies;
- h) listing of securities, if required, and compliance with depository requirements;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Sucharita Mukherjee, Managing Director (DIN: 02569078), Mr. Puneet Gupta, Director (DIN: 01957588), Ms. Natasha Harish Jethanandani, Whole-time Director (DIN: 06412372) and Ms. Sindhuja A M, Company Secretary (ACS 34052) of the Company (the "Authorised Officers") be and are hereby severally authorised to execute all documents, file forms, make applications, and take such actions as may be necessary or expedient to give effect to this resolution;

RESOLVED FURTHER THAT the Authorised Officers be and are hereby severally authorised to settle any questions, difficulties or doubts that may arise in relation to the borrowings and to do all acts, deeds and things as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT certified true copies of this resolution be provided to such persons as may be required."

4. TO APPROVE CREATION OF CHARGE FOR BORROWINGS U/S 180(1)(A) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution with or without modification(s) 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, the approval of the members be and is hereby accorded 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 amount**, at any point in time not exceeding **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 from time to time.

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RESOLVED FURTHER THAT the Board (and Committees formed by Board), including Investment and Borrowing Committee ("Committee") 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, Ms. Sucharita Mukherjee, Managing Director (DIN: 02569078), Mr. Puneet Gupta, Director (DIN: 01957588), Ms. Natasha Harish Jethanandani, Whole-time Director (DIN: 06412372) and Ms. Sindhuja A M, Company Secretary (ACS 34052) of the Company (the "Authorised Officers") 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."

5. TO APPROVE PROVIDING LOANS, INVESTMENTS, GUARANTEES AND SECURITY U/S 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution with or without modification(s) 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, the 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 any body corporate or for giving loans, guarantees or providing security to any body corporate (including but not limited to its Wholly owned Subsidiary – Kaleidofin Capital Private Limited) or other person/ entity whether in India or outside India, as may be appropriate for an **aggregate outstanding amount not exceeding INR 1000 Crores (Indian Rupees Thousand 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 the Investment and Borrowing Committee be and are hereby authorized above the purpose of the above resolution 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.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Sucharita Mukherjee, Managing Director (DIN: 02569078), Mr. Puneet Gupta, Director (DIN: 01957588), Ms. Natasha Harish Jethanandani, Whole-time Director (DIN: 06412372) and Ms. Sindhuja A M, Company Secretary (ACS 34052) of the Company (the "Authorised Officers") be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in their absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the investment(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 the authorized officers are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

6. TO APPROVE GRANTING LOANS, GUARANTEES OR SECURITY TO ENTITIES COVERED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for granting loan(s) in one or more tranches, including loan represented by way of book debts, and/or providing guarantee(s), and/or security in connection with any loan taken or to be taken by Kaleidofin Capital Private Limited ("the Wholly-owned Subsidiary") or any other entity or person covered under Section 185(2) of the Act (collectively referred to as the "Entities"), for an **aggregate outstanding amount** not exceeding **INR 1000 crores (Indian Rupees Thousand Crores Only)** at any point in time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Sucharita Mukherjee, Managing Director (DIN: 02569078), Mr. Puneet Gupta, Director (DIN: 01957588), Ms. Natasha Harish Jethanandani, Whole-time Director (DIN: 06412372) and Ms. Sindhuja A M, Company Secretary (ACS 34052) of the Company (the "Authorised Officers") be and are hereby authorised severally to negotiate, finalise and agree to the terms and conditions of such loans, guarantees and securities, and to take all necessary steps, execute all such documents, instruments and writings and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

7. TO REGULARISE THE APPOINTMENT OF MS. ANURADHA RAMACHANDRAN (DIN: 01983108) AS A NOMINEE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder, including any

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statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, the consent of the members be and is hereby accorded to regularize the appointment of Ms. Anuradha Ramachandran (DIN: 01983108), who was appointed as an Additional Director (Nominee) of the Company by the Board of Directors with effect from 10th February, 2026, as a Nominee Director of the Company representing ON Mauritius and ON Mauritius II.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution, including but not limited to signing and filing of necessary e-forms with Registrar of Companies, Chennai and making necessities entries in the Statutory Register of the Company.”

8. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for increase in the Authorized Share Capital of the Company **from existing** INR 7,00,00,000/- (Indian Rupees Seven Crores only) divided into INR 1,50,00,000 (Indian Rupees One Crore and Fifty Lakhs only) divided into 15,00,000 (Fifteen Lakhs) **Equity Shares of INR 10/-** (Indian Rupees Ten Only) each, INR 61,32,000 (Indian Rupees Sixty-One Lakh Thirty-Two Thousand Only) divided into 6,13,200/- (Six Lakh Thirteen Thousand Two Hundred Only) **Preference Shares of INR 10/-** (Indian Rupees Ten Only) each, INR 4,80,00,000/- (Indian Rupees Four Crores Eighty Lakh Only) divided into 24,00,000 (Twenty-Four Lakh only) **Preference Shares of INR 20/-** (Indian Rupees Twenty Only) each **and** INR 8,68,000 (Indian Rupees Eight Lakh Sixty-Eight Thousand Only) divided into 86,800 (Eighty-Six Thousand Eight Hundred Only) Optionally Convertible Redeemable Preference shares **(“OCPRS”) of INR 10/-** (Indian Rupees Ten Only) each **to** INR 8,00,00,000/- (Indian Rupees Eight Crores Only) divided into INR 1,50,00,000/- (Indian Rupees One Crore and Fifty Lakhs only) divided into 15,00,000 (Fifteen Lakhs) **Equity Shares of INR 10/-** (Indian Rupees Ten Only) each, INR 61,32,000/- (Indian Rupees Sixty-One Lakh Thirty-Two Thousand Only) divided into 6,13,200 (Six Lakh Thirteen Thousand Two Hundred Only) **Preference Shares of INR 10/-** (Indian Rupees Ten Only) each, INR 5,80,00,000/- (Indian Rupees Five Crores Eighty Lakhs Only) divided into 29,00,000 (Twenty Nine Lakh only) **Preference Shares of INR 20 /-** (Indian Rupees Twenty Only) each **and** INR 8,68,000 (Indian Rupees Eight Lakh Sixty-Eight Thousand Only) divided into 86,800 (Eighty-Six Thousand Eight Hundred Only) Optionally Convertible Redeemable Preference shares **(“OCPRS”) of INR 10/-** (Indian Rupees Ten Only) each and consequently the respective

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CIN: U65999TN2017PTC117862, GSTIN: 33AAGCK7048H1ZH

Capital clause in Memorandum of Association ("MOA") of the Company do stand altered accordingly.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause 5) of the Memorandum of Association of the Company is substituted with the following:

*"5. The Authorized Share Capital of the Company is INR 8,00,00,000/- (Indian Rupees Eight Crores only) divided into INR 1,50,00,000/- (Indian Rupees One Crores Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) **Equity Shares of INR 10/-** (Rupees Ten Only) each, INR 61,32,000/- (Indian Rupees Sixty-One Lakhs Thirty-Two Thousand Only) divided into 6,13,200 (Six Lakhs Thirteen Thousand and two Hundred) **Preference Shares of INR 10/-** (Indian Rupees Ten Only), INR 5,80,00,000/- (Indian Rupees Five Crores Eighty Lakhs Only) divided into 29,00,000 (Twenty-Nine Lakhs) **Preference Shares of INR 20/-** (Indian Rupees Twenty Only) each **and** INR 8,68,000/- (Indian Rupees Eight Lakhs Sixty-Eight Thousand Only) divided into 86,800 (Eighty-Six Thousand Eight Hundred) Optionally Convertible Redeemable Preference Shares ("**OCRPS**") of **INR 10/-** (Indian Rupees Ten Only) each."*

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and is hereby severally authorized to take all such steps, actions, and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution including filing of necessary forms in this regard with the Registrar of Companies and also to do such other acts to carry out the purpose and intent of the foregoing resolutions."

By the order of the Board
For KALEIDOFIN PRIVATE LIMITED



Sindhuja A M
Company Secretary
ACS 34052

Place: Chennai
Date: 18-Sep-2026

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NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM.
2. Members may join the AGM through VC/OAVM Facility 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the AGM.
3. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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 AGM.
5. Since the AGM will be held through VC/OAVM Facility, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the members and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. Corporate Members intending to send their authorized representative(s) to attend the General Meeting are requested to forward a certified copy of Board or Governing Body Resolution authorizing their representative or a letter on their letter head giving details of the authorized person to attend and vote at the General Meeting to the Company in advance either in person or send to the Company's e-mail address at secretarial@kaleidofin.com.
7. The Company has been maintaining, inter alia, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and the Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act at its Registered Office. In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.
8. All documents referred to in this Notice and the Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company

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on all working days except Saturdays, during business hours up to the date of the Annual General Meeting.

9. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
10. The Company shall send Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request to the Company
11. The address of Registrars and Transfer Agents of the Company is as follows:

Cameo Corporate Services Limited

Subramanian Building, 1, Club House Rd,
Near Spencers Signal on, Anna Salai, Royapettah,
Chennai, Tamil Nadu 600002
Ph: 044 4002 0700
Email: cameo@cameoindia.com

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

ITEM NO. 2- TO APPROVE THE RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026-27 UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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.

The Board recommends the resolution set out in Item No. 2 of the notice for your approval by way of an Ordinary Resolution to enable the 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:

Annexure A

Name of the Related Party: Kaleidofin Capital Private Limited ("KCPL")

Name of the Director or Key Managerial Personnel who is related, if any: Ms. Sucharita Mukherjee, Managing Director, Mr. Puneet Gupta, Director, and Ms. Sindhuja A M, Company Secretary of the Company also hold Board/KMP positions in KCPL.

Nature of Relationship: Wholly owned Subsidiary Company

Particulars	RPT	RPT	RPT	RPT	RPT
The nature, duration of the contract and particulars of the contract or arrangement	Expenses Sharing Duration- from 01-Apr-2026 till the first board meeting of the Company to	Interest on Loan and related cost Duration- from 01-Apr-2026 till the first board meeting of the Company to	Platform related services Duration- from 01-Apr-2026 till the first board meeting of the Company to	Intercompany loans Duration- from 01-Apr-2026 till the first board meeting of the Company to	Reimbursement of expenses Duration- from 01-Apr-2026 till the first board meeting of the Company to be held for FY 2027-28

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	be held for FY 2027-28	be held for FY 2027-28	be held for FY 2027-28	be held for FY 2027-28	
The material terms of the contract or arrangement including the value, if any	Not exceeding INR [60 millions]	Not exceeding INR [200 millions]	Not exceeding INR [70 millions]	INR [1250 millions] in transactions for the year, but total outstanding not exceeding INR [1750 millions] at any time.	Not exceeding INR [60 millions]
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	Yes	Yes	Yes	Yes	Yes

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CIN: U65999TN2017PTC117862, GSTIN: 33AAGCK7048H1ZH

considered with the rationale for not considering those factors					
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

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested in the aforesaid resolution, except Mr. Puneet Gupta, Ms. Sucharita Mukherjee, Mr. Vipul Sekhsaria and Ms. Sindhuja A M who are Directors / co-founders / KMPs of both companies. Their interest in this resolution is limited solely to their shareholding, directorship and KMP position in the Company.

ITEM NO. 3 & 4 - TO APPROVE THE OVERALL BORROWINGS LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013 INCLUDING BUT NOT LIMITED TO ISSUE OF DEBT SECURITIES AND COMMERCIAL PAPERS & TO APPROVE CREATION OF CHARGE FOR BORROWINGS U/S 180(1)(A) OF THE COMPANIES ACT, 2013

Keeping in view the Company's ongoing and future funding requirements for its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, borrow funds through various modes including the issuance of debentures (listed or unlisted), bonds, commercial papers or any other debt instruments, whether secured or unsecured, in Indian or foreign currency, from permitted sources for 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. 5 - TO APPROVE PROVIDING LOANS, INVESTMENTS, GUARANTEES AND SECURITY U/S 186 OF THE COMPANIES ACT, 2013 U/S 186 OF THE COMPANIES ACT, 2013

The Company has been making investments in the ordinary course of business. Further, the company also provides loans and/or corporate guarantees to Kaleidofin Capital Private Limited, the wholly owned subsidiary Company from time to time in the ordinary course of its business. Hence, it is proposed to obtain the approval of the shareholders by way of a special resolution authorizing the Company to make investments, extend loans, provide guarantees and/or security, from time to time, up to an aggregate outstanding amount not exceeding Rs. 1,000 Crores (Rupees Thousand Crores Only)

The proposed approval is intended to cover strategic investments, inter-corporate loans, guarantees, securities and provides the Company with the necessary operational flexibility to efficiently manage its funding and investment requirements.

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. 6 - TO APPROVE GRANTING LOANS, GUARANTEES OR SECURITY TO ENTITIES COVERED UNDER SECTION 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 that the Company may, from time to time, advance loan(s), provide guarantee(s), and/or offer security(ies) to entities which may be Subsidiaries, Associates, Joint Ventures, group companies,

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or any other person(s) in which a Director of the Company is interested (collectively referred to as the “Entities”), for an aggregate amount not exceeding Rs. 1,000 Crores (Rupees Thousand Crores only) in one or more tranches outstanding at any point in time.

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. 7- TO REGULARISE THE APPOINTMENT OF MS. ANURADHA RAMACHANDRAN (DIN: 01983108) AS A NOMINEE DIRECTOR OF THE COMPANY

Ms. Anuradha Ramachandran (DIN: 01983108) was appointed as an Additional Director (Nominee) on the Board of the Company representing **ON Mauritius and ON Mauritius II** by the Directors at their meeting held on 10-Feb-2026, pursuant to the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161(1) of the Act, Ms. Anuradha Ramachandran holds office only up to the date of the Annual General Meeting of the Company and is eligible for appointment as a Nominee Director. Accordingly, the approval of the Members is sought for regularizing her appointment as a Nominee Director of the Company.

Except Ms. Anuradha Ramachandran, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives are 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.

The Board of Directors recommended the resolution set forth in Item No. 7 of the Notice for your approval as an Ordinary Resolution.

Pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the requisite information relating to the Director proposed to be appointed is provided in the table below:

S. No.	Particulars	Details of Ms. Anuradha Ramachandran (DIN: 01983108)
1.	Date of Birth	19 th December 1973
2.	Age	52 years

3.	Date of first appointment on the Board	10 th February 2026
4.	Expertise in specific functional area	Venture Capital (VC), Private Equity (PE), Financial Services, Fintech, Technology Investments, Portfolio Management, Fund Management, Mergers & Acquisitions, Corporate Strategy, Corporate Governance and Early/Growth Stage Investing.
5.	Experience	Over 25 years of professional experience across Venture Capital, Private Equity, Investment Management, Fintech, Financial Services, M&A and Corporate Finance. Held leadership positions with TVS Capital Funds, Flourish Ventures, Omidyar Network India, Ventureast Fund Advisors and Lazard India.
6.	Brief resume	Ms. Anuradha Ramachandran is an experienced investment professional with extensive experience in the Indian VC/PE ecosystem. She was most recently Managing Partner at TVS Capital Funds, leading investments in companies such as Sarvagam, Vivriti Capital and Finnable. Prior to TVS Capital, she spent about 11 years with the Omidyar Group (including Flourish Ventures and Omidyar Network India), leading fintech and technology investments. Earlier, she was Principal at Ventureast Fund Advisors, heading seed-stage investment funds and supporting several successful portfolio companies. She also worked with Lazard India in its M&A practice and has served on the boards of several fintech, technology and financial services companies.
7.	Qualification	• B.Sc. (Physics), Fatima College (Autonomous), Madurai • MBA (Finance), Madurai Kamaraj University • Executive Leadership Programme in Venture Capital/Private Equity, Indian School of Business (ISB)
8.	Terms and conditions of appointment	Non-Executive Director
9.	Remuneration Last Drawn	Nil
10.	Remuneration proposed to be paid	Nil
11.	No. of Board Meeting attended	4 (Four) Since the date of appointment on the Board till the date of this notice, four board meetings were held and she attended all the meetings.
12.	List of other than Indian Directorship /Membership /	Directorships/Designated Partnerships (As on the date of this Notice): 1. M2P Solutions Private Limited – Nominee Director

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	Chairmanship of Committees of Board)	2. Scripbox Wealth Managers Private Limited – Additional Director 3. Pranaventures Manager LLP – Designated Partner 4. Prana Ventures Sponsor LLP – Designated Partner 5. Prana Venture Management LLP – Designated Partner
13.	Number of Shares held in the Company	Nil
14.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related

ITEM NO. 8 - TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

To accommodate the proposed capital raise of the Company, it has been decided to increase the Authorized Share Capital **from** INR 7 Crores **to** INR 8 Crores by creation of additional 5,00,000 Preference Shares of INR 20/- each.

Pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the Authorized Share Capital of a Company can be increased only with the approval of its Members. Accordingly, it is necessary to alter Clause V of the Memorandum of Association of the Company. Approval of the Board for the same was accorded in its meeting held on 29-May-2026.

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

The Board of Directors recommended the resolution set forth in Item No. 8 of the Notice for your approval as an Ordinary Resolution for increasing the Authorized Share Capital of the Company and for consequent amendment of Clause V of the Memorandum of Association.

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




Sindhuja A M

Company Secretary

ACS 34052

Place: Chennai

Date: 18-Sep-2026

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