Notice of the 5th Annual General Meeting

To
The Shareholders and
Board of Directors of Kaleidofin Capital Private Limited

NOTICE IS HEREBY GIVEN THAT THE 5TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF KALEIDOFIN CAPITAL PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, AUGUST 05, 2026, AT 10:15 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MODULE NO. A6-02, BLOCK A, 6TH FLOOR, PHASE 2, KANAGAM ROAD, IIT MADRAS, RESEARCH PARK, TARAMANI, CHENNAI – 600113 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FY ENDED 31ST MARCH 2026, THE AUDITORS' REPORT AND BOARD'S REPORT THEREON:**

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

"RESOLVED THAT *the Audited Financial Statements of the Company for the financial year ended March 31, 2026 along with the Auditors' Report and the Board's Report thereon, 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.*

***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 INCREASE IN OVERALL BORROWINGS LIMIT 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. 1,000 Crores (Rupees One Thousand 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;
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, Mr. Puneet Gupta, Managing Director (DIN 01957588), Ms. Sucharita Mukherjee, Director (DIN: 02569078), Mr. Vipul Sekhsaria, Whole-time Director (DIN: 09771161), Mr. Chetan Rao, Senior Vice President – Treasury, Mr. Parthasarathy S, Senior Vice President – Finance 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 THE INCREASE IN THE LIMIT FOR CREATION OF CHARGE FOR BORROWINGS U/S 180(1)(A) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to the following resolution pass 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. 1,000 Crores (Rupees One Thousand Crores 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") 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, Mr. Puneet Gupta, Managing Director (DIN 01957588), Ms. Sucharita Mukherjee, Director (DIN: 02569078), Mr. Vipul Sekhsaria, Whole-time Director (DIN: 09771161), Mr. Chetan Rao, Senior Vice President – Treasury, Mr. Parthasarathy S, Senior Vice President – Finance 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 INVESTMENTS, LOANS, GUARANTEES AND SECURITIES 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 or other person/ entity whether in India or outside India, as may be appropriate for an aggregate outstanding amount not exceeding* ***Rs. 300 Crores***

***(Rupees Three 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 limits approved under this resolution shall apply only to loans, guarantees, securities or other financial assistance proposed to be extended by the Company **outside the ordinary course of its business as a Non-Banking Financial Company**. Loans and other credit facilities extended to customers in the ordinary course of the Company's lending business shall not be subject to the aforesaid limits and shall be excluded for the purpose of computing such limits.*

***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.

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Puneet Gupta, Managing Director (DIN 01957588), Ms. Sucharita Mukherjee, Director (DIN: 02569078), Mr. Vipul Sekhsaria, Whole-time Director (DIN: 09771161), Mr. Chetan Rao, Senior Vice President – Treasury, Mr. Parthasarathy S, Senior Vice President – Finance 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.*

***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 OF LOANS, GUARANTEES OR 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 (the "Act") and 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 debt (the "Loan"), and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other entity or person in which any of the Director of the Company is deemed to be interested under Section 185(2) of the Act (collectively referred to as the "Entities"), for an outstanding amount not exceeding **Rs. 100 Crores [Rupees One Hundred Crores Only]** at any point in time.*

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Puneet Gupta, Managing Director (DIN 01957588), Ms. Sucharita Mukherjee, Director (DIN: 02569078), Mr. Vipul Sekhsaria, Whole-time Director (DIN: 09771161), Mr. Chetan Rao, Senior Vice President – Treasury, Mr. Parthasarathy S, Senior Vice President – Finance and Ms. Sindhuja A M, Company Secretary (ACS 34052) of the Company (the "Authorised Officers") 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."*

7. TO APPROVE THE SALE OF ASSETS THROUGH DIRECT ASSIGNMENT, PASS THROUGH CERTIFICATES OR ANY OTHER STRUCTURE AND TO FIX LIMITS

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

*"**RESOLVED THAT** pursuant to RBI Act, 1934, Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Securitisation Transactions) Directions, 2025, Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025, both dated November 28, 2025, and any other applicable provisions of any other law (hereinafter called as "Applicable Laws") for the time being in force (including any statutory modifications & re-enactments thereof), the consent of the members be and is hereby accorded for sale and/ or transfer of assets (both corporeal or incorporeal assets) and/ or actionable claims through Direct Assignment, Novation, Pass Through Certificates or any other structure as may be permissible under the applicable laws and within the limits approved by Members under Section 180(1) of the Companies Act 2013 from time to time, inclusive of limits given below:*

a	*Direct Assignment*	*500 Crores*
b	*Pass Through Certificates*	

c	*Sale of Individual Assets*	

RESOLVED FURTHER THAT *Asset Liability Committee, Credit Committee or any other Committee (hereinafter referred to as "Committees") of the Company be and are hereby authorized to consider, review, discuss and approve any business proposal, transaction, event, arrangement, assignment or take up such other matters, from time to time, within the aforesaid limit, related to the above subject, in accordance with the powers of such Committee as stated in its [1]respective Charter, as amended by the Board, from time to time.*

RESOLVED FURTHER THAT *the Board / Committees of the Company be and are hereby authorized to delegate, appoint and / or authorize any employee or officer of the Company or any other person, as may be required from time to time, to modify, negotiate, finalize, execute and /or sign any documents, returns, forms, applications, agreements, working documents, cash flow statements, deeds, contracts, declarations, affidavits, power of attorneys, indemnities or such other instruments / documents, as may be required for execution of aforesaid transactions.*

RESOLVED FURTHER THAT *any one of the Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds or things which are necessary to give effect to the above resolution.*

RESOLVED FURTHER THAT *a certified true copy of the resolution be provided to such authorities or any other parties as and when necessary, under the signature of any of the Directors or the Company Secretary of the Company."*

8. TO APPROVE THE AMENDMENT OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

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

*"**RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) amendments thereto or re-enactment(s) thereof), and subject to such other approvals, as may be required from Reserve Bank of India (RBI) or other Regulatory/Statutory/ Government Authorities, and pursuant to the recommendation of the Board of Directors, the consent of the shareholders be and are hereby accorded to the Board of Directors to alter the Object Clause(s) of the Memorandum of Association of the Company by making the following changes as tabled below:*

S. No.	***Clause Number***	***Existing Clause***	***Proposed Clause***	***Type of Modification (Insertion/***

				Deletion/ Amendment)
1	*III. (A) - 5 (i) to 5 (iii) and 6*	*--*	*5. (i) To carry on the business of a non-banking financial company and to provide financial assistance by way of loans, advances, credit facilities or otherwise, whether on its own account or in partnership with, or in association with, banks, financial institutions, non-banking financial companies, or other eligible entities, including under digital lending with other Loan Service Providers (LSPs) or co-lending or similar arrangements, and to enter into business partnership agreements or other arrangements for undertaking, facilitating, or participating in all kinds of lending activities, in accordance with applicable laws.* *(ii) Without prejudice to the generality of the foregoing provisions, to undertake and carry on the business of digital lending and allied financial services, including acting as a Loan Service Provider (LSP), and to provide, facilitate, arrange, process or service loans, advances, credit facilities and other financial products through digital platforms, mobile applications, online portals, websites or other electronic or technological interfaces developed, owned, operated or managed by the Company or through third-party digital lending applications or platforms, to individuals, firms, companies, bodies corporate, associations, institutions or other entities.* *(iii) To enter into, undertake and participate in co-lending, co-financing*	*Insertion*

			or similar lending arrangements with banks, non-banking financial companies, financial institutions or other permitted entities for the purpose of jointly originating, funding, servicing or managing loans or credit facilities, on such terms as may be mutually agreed, including arrangements where the risks and returns are shared between the participating parties, and to design, structure, implement, administer and manage such co-lending programs and related financial arrangements. *6. To carry on the business as a Finance Company or Finance Unit undertaking core activities in an International Financial Services Centre (IFSC), including but not limited to operating as a Core IFSC Finance Company in accordance with the applicable regulations issued by the International Financial Services Centres Authority, and to undertake such financial activities as may be permitted under the applicable laws and regulations governing IFSC entities, including lending, credit facilities, guarantees, securitisation, investment in securities and other financial instruments or such other permissible core activities, and to establish, open and operate branches, offices or other places of business outside India or in such jurisdictions as may be considered necessary for the purposes of the Company's business.*	
2	*III. (B) - 1 to 7*	--	*1. To apply for and obtain approval / registration from the International Financial Services Centres Authority and/or any other*	*Insertion*

			regulatory authority as may be required, as a recognized IFSC Private Limited Company or IFSC Branch unit, in accordance with applicable regulatory framework. 2. *To raise, borrow, or arrange funds through loans, bonds, debentures, or other permitted instruments in any currency from permitted sources, for use in GIFT City, IFSC or for group-wide treasury operations.* 3. *To invest in, subscribe to, acquire, hold, deal in, or dispose of securities, financial instruments, money market instruments, derivatives, mutual funds, and other structured products, including those issued or traded in international markets or through GIFT City, IFSC platforms.* 4. *To design, develop, acquire, implement, and operate digital platforms, systems, and technology infrastructure for facilitating the Company's lending and related financial activities, including customer onboarding, credit assessment, loan processing, and servicing.* 5. *To enter into arrangements or partnerships with banks, financial institutions, non-banking financial companies, fintech entities, and other service providers, and to act as a service provider or intermediary, in connection with and for furtherance of the main objects of the Company.* 6. *To undertake or facilitate, whether on its own account or on behalf of*	

			other lenders, activities relating to the lifecycle of lending, including sourcing, origination, onboarding, verification, credit appraisal, documentation, disbursement, servicing, monitoring, collection, recovery, and closure of loans, in connection with the main objects of the Company and in compliance with applicable laws. *7. To collect, process, store, and analyse data; integrate with authorized entities; open and operate necessary accounts; appoint agents or service providers; outsource permissible activities; and to assign, transfer, securitise, or otherwise deal with loans, receivables, or financial assets, and to establish systems for compliance, risk management and data protection, and generally to do all such acts as may be necessary or incidental to the attainment of the aforesaid objects.*	
3	*III. (B) - 30*	*23. Subject to the provisions of the Companies Act 2013 (as amended from time to time) including the rules and regulations made therein and the directions issued by the Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as a loan, at interest*	***30.*** *Subject to the provisions of the Companies Act 2013 (as amended from time to time) including the rules and regulations made therein and the directions issued by the Reserve Bank of India* ***and the applicable regulations issued by the Securities and Exchange Board of India****, to borrow, raise or secure the payment of money or to receive money as a loan, at interest for any of the objects of the Company and at such time or times as may be expedient by promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures* ***(including***	*Amendment of existing clause.* *Clause Number is changed due to above insertions*

		for any of the objects of the Company and at such time or times as may be expedient by promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures, and any such negotiable or transferable instruments of all types or by taking credit in or opening current accounts or overdraft accounts with any person, firm, bank or company and whether with or without security or by such other means as may deem expedient and to mortgage, pledge or charge the whole or part of the Company's present and / or future properties and assets, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient	***secured or unsecured, listed or unlisted, redeemable and non-convertible debentures)**, and any such negotiable or transferable instruments of all types **and to issue such debentures or other debt securities by way of private placement or public issue and to list the same on recognized stock exchanges,** or by taking credit in or opening current accounts or overdraft accounts with any person, firm, bank or company and whether with or without security or by such other means as may deem expedient and to mortgage, pledge or charge the whole or part of the Company's present and / or future properties and assets, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949 (as amended from time to time).*	

		and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act 1949 (as amended from time to time).		

RESOLVED FURTHER THAT *the Directors and the Company Secretary of the Company be and are hereby severally authorized to execute and file necessary forms and other necessary documents as may be required with the concerned authorities including with concerned Registrar of Companies and to do all such acts and deeds and things as may be necessary for giving effect to the above resolution."*

9. TO APPROVE THE AMENDMENT OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) ("Act") and subject to such other approvals, as may be required from Reserve Bank of India (RBI) or other Regulatory/Statutory/ Government Authorities, and pursuant to the recommendation of the Board of Directors, the consent of the shareholders be and are hereby accorded to amend the existing Articles of Association of the Company by making the following changes as tabled below:*

S. No.	***Clause Number***	***Existing Clause***	***Proposed Clause***	***Type of Modification (Insertion/ Deletion/ Amendment)***
1	*2 (iv) a) & b)*	--	*(iv) Dematerialization of Securities* *a) Notwithstanding anything contained in these Articles, the*	*Insertion*

			Company may dematerialise its securities, including shares, debentures and other securities, and to offer, issue, hold and transfer such securities in dematerialised form in accordance with the provisions of the Depositories Act, 1996 and the Companies Act, 2013 and the rules and regulations made thereunder. *b) The Company shall recognise the beneficial owner of securities as the absolute owner thereof in accordance with the provisions of the Depositories Act, 1996, and all securities held by a depository shall be in dematerialised form.*	
2	*43 (ii)*	*Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.*	*Save as otherwise provided **in these Articles**, the quorum for a general meeting **of the Company shall be two members present, either personally or through proxy.***	*Amendment of existing clause*
3	*43 (iii) to (v)*	*--*	*(iii) A corporate member being present through its duly authorised representative shall be deemed to be personally present for the purposes of quorum.* *(iv) A proxy shall be entitled to attend and vote (including on a show of hands and on a poll) on behalf of the member represented by such proxy, and shall be counted for the purpose of quorum, in accordance with the provisions of the Companies Act, 2013.* *(v) If the quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned in accordance with applicable law, and at the*	*Insertion*

			adjourned meeting, the members present (whether personally or through proxy) shall constitute the quorum.	
4	*45*	*If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.*	*If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting* ***<u>or if the members wish to appoint another Chairperson for any meeting</u>****, the directors present shall elect one of their members to be Chairperson of the meeting.*	*Amendment of existing clause*
5	*48(a)*	*Subject to any rights or restrictions for the time being attached to any class or classes of shares,— (a) on a show of hands, every member present in person shall have one vote; and*	*Subject to any rights or restrictions for the time being attached to any class or classes of shares,— (a) on a show of hands, every member present in person* ***<u>including proxy</u>*** *shall have one vote; and*	*Amendment of existing clause*
6	*57 (i) to (iii)*	*A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the*	***<u>(i)</u>*** *A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:*	*Amendment of existing clause*

		proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: *Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.*	*Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.* ***(ii) A proxy so appointed shall be entitled to attend and vote on show of hands or on a poll on behalf of the member represented by such proxy, and shall be counted for the purpose of quorum at such meeting, and unless otherwise provided in the instrument of proxy, such proxy may vote at his/her/its discretion on any resolution put to vote at the meeting.*** ***(iii) A person appointed as proxy need not be a member of the Company.***	
7	62	*All cheese, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by*	*All **Cheques**, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.*	*Amendment of existing clause*

		resolution determine.		
8	*64 (iii)*	*--*	*(iii) Subject to the provisions of section 149, the Board may appoint, from time to time, any person nominated by any institution, investor, lender, government authority or any other person pursuant to any law or agreement, as a Nominee Director.*	*Insertion*
9	*65 (iii) & (iv)*	*--*	*(iii) A meeting of the Board of Directors shall be convened by giving not less than seven days' notice in writing to every director at his/her/its address registered with the Company, and such notice may be sent by hand delivery, post or by electronic means.* *(iv) A meeting of the Board may be called at shorter notice to transact urgent business, subject to compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.*	*Insertion*
10	*73 (i) & (ii)*	*73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or*	***73. (i)*** *Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.* ***(ii) Circular resolution:*** ***(a) Save as otherwise provided in these Articles, a resolution in writing circulated to all the Directors, together with the necessary papers, if any, and approved by a majority of the Directors entitled to vote on the resolution, shall be as valid and***	*Amendment of existing clause*

		committee, duly convened and held.	***effective as if the same had been passed at a meeting of the Board duly convened and held.*** ***(b) Where not less than one-third of the total number of Directors for the time being require that any resolution under circulation be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.***	
11	*89 (iii)*	*The directors may subject to Sections 73 and 179 of the Act from time to time accept money or deposit or raise, borrow any sum of money for and in the name of the Company from the members or other persons, companies, financial institutions, Government or semi Government or public and or from banks or any other source upon such terms and conditions as the directors may think and approve and in particular issue debentures and debenture stocks (perpetual or otherwise).*	*The directors may subject to Sections 73 and 179 of the Act from time to time accept money or deposit or raise, borrow any sum of money for and in the name of the Company from the members or other persons, companies, financial institutions, Government or semi Government or public and or from banks or any other source upon such terms and conditions as the directors may think and approve and in particular issue debentures and debenture stocks (perpetual or otherwise)* ***including secured or unsecured, listed or unlisted, redeemable and non-convertible debentures, and to issue such debentures by way of private placement or public issue and to list the same on recognised stock exchanges in accordance with applicable regulations issued by the Securities and Exchange Board of India.*** *The directors may secure repayment of such deposits money borrowed or raised by mortgage, hypothecation, charge and or lien upon all or any of the Company's property movable or*	*Amendment of existing clause*

		The directors may secure repayment of such deposits money borrowed or raised by mortgage, hypothecation, charge and or lien upon all or any of the Company's property movable or immovable assets (both present and future) including its uncalled capital and also by a similar charge, mortgage, hypothecation or lien to secure guarantee the performance by the Company of any obligation undertake by the directors for and on behalf of the Company.	*immovable assets (both present and future) including its uncalled capital and also by a similar charge, mortgage, hypothecation or lien to secure guarantee the performance by the Company of any obligation undertake by the directors 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 execute and file necessary forms and other necessary documents as may be required with the concerned authorities including with concerned Registrar of Companies and to do all such acts and deeds and things as may be necessary for giving effect to the above resolution."*

By the order of the Board
For KALEIDOFIN CAPITAL PRIVATE LIMITED

KALEIDOFIN CAPITAL PRIVATE LIMITED CHENNAI

Sindhuja A M
Company Secretary
ACS 34052

Place: Chennai
Date: 29-July-2026

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. HOWEVER, THE COMPANY HAS ONLY 2 (TWO) MEMBERS AND HENCE TO FORM A VALID QUORUM, PROXY CAN'T BE APPOINTED.**

2. 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 kcpl-secretarial@kaleidofincapital.com.

3. 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.

4. Members / Authorised Representatives attending the Meeting should bring the Attendance Slip, duly filled, to hand over at the venue of the meeting, as applicable.

5. 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 this general meeting.

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

7. 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

8. 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. The said registers shall be made available for inspection at the registered office, which shall remain open and be accessible to any member during the continuance of the meeting.

9. Route map of the venue is enclosed.

10. 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 U/S 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.

None of the Related Parties shall vote in the resolution. However, pursuant to the third proviso to Section 188(1) of the Companies Act, 2013, since ninety per cent or more members of the Company, in number, are relatives of promoters or related parties, the restriction on voting by related party members shall not apply, and accordingly, the related party members shall be entitled to vote on the resolution.

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:

Name of the Related Party: Kaleidofin Private Limited

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

Nature of Relationship: Holding Company

Particulars	RPT	RPT	RPT	RPT	RPT
The nature, duration of the contract and	Expenses Sharing	Interest on Loan and related cost	Platform related services	Intercorporate loans	Reimbursement of expenses

particulars of the contract or arrangement	**Duration**- from 01-Apr-2026 till the first board meeting of the Company to be held for FY 2027-28	**Duration**- from 01-Apr-2026 till the first board meeting of the Company to be held for FY 2027-28	**Duration**- from 01-Apr-2026 till the first board meeting of the Company to be held for FY 2027-28	**Duration**- from 01-Apr-2026 till the first board meeting of the Company to be held for FY 2027-28	**Duration**- from 01-Apr-2026 till the first board meeting of the Company to 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 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

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 Mukkherjee, 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. 03 & 04: TO APPROVE THE INCREASE IN THE LIMIT FOR CREATION OF CHARGE FOR BORROWINGS U/S 180(1)(A) OF THE COMPANIES ACT, 2013 AND TO APPROVE THE INCREASE IN THE LIMIT FOR 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 Non-convertible 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. 05: TO APPROVE PROVIDING INVESTMENTS, LOANS, GUARANTEES AND SECURITIES U/S 186 OF THE COMPANIES ACT, 2013

Members may note that the Company, being a Non-Banking Financial Company (NBFC), is exempt from the applicability of the limits prescribed under Section 186 of the Companies Act, 2013 read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, in respect of loans, guarantees, securities and investments made in the ordinary course of its business.

Notwithstanding the above exemption, and as a matter of good corporate governance, 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. 300 Crores (Rupees Three Hundred Crores Only), in respect of transactions that are outside the ordinary course of the Company's business of lending to customers.

The proposed approval is intended to cover strategic investments, inter-corporate loans, guarantees, securities and other similar transactions that do not form part of the Company's regular lending and financing activities as an NBFC. Accordingly, the approval shall not apply to loans and other credit facilities extended to customers in the ordinary course of the Company's business.

The proposed approval will provide 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. 06: TO APPROVE GRANTING OF LOANS, GUARANTEES OR 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 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, 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. 100 Crores (Rupees One Hundred 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 APPROVE THE SALE OF ASSETS THROUGH DIRECT ASSIGNMENT, PASS THROUGH CERTIFICATES OR ANY OTHER STRUCTURE AND TO FIX LIMITS

In accordance with the provisions of the Reserve Bank of India Act, 1934, the Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Securitisation Transactions) Directions, 2025, Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025, both dated November 28, 2025 and other applicable laws, regulations and guidelines in force from time to time, the Company may undertake sale and/or transfer of assets (including corporeal or incorporeal assets and actionable claims) through various permitted structures such as Direct Assignment, Novation, Pass Through Certificates (PTCs), or any other structure permitted under the applicable laws.

It would be prudent to obtain the necessary approval of the Members of the Company to undertake such transactions within prescribed limits, and to authorize relevant committees and personnel to carry out related operational, commercial and documentation aspects of such transactions.

The objective of the resolution is to provide the Company with operational flexibility to manage its loan book and capital efficiently by monetizing assets through permissible transfer structures, in compliance with applicable RBI guidelines and statutory requirements.

This resolution does not create any immediate financial commitment but provides an enabling framework to act as and when suitable business opportunities arise.

The Board of Directors recommend the resolution set forth in Item no. 7 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. 8: TO APPROVE THE AMENDMENT OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

The Shareholders are informed that, in view of the Company's evolving business plans and to align its corporate objectives with future growth opportunities, it is proposed to amend the Object Clause of the Memorandum of Association ("MOA") of the Company.

The draft of the amended MOA is available for inspection at the registered office of the Company during business hours on all working days till the date of this General Meeting.

The Board of Directors recommend the resolution set forth in Item No. 8 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. 9: TO APPROVE THE AMENDMENT OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

The Shareholders are informed that under the Companies Act, 2013, private limited companies are granted significant flexibility to tailor their internal governance procedures through the Articles of Association (AOA). In view of this, it is proposed to amend the existing AOA to incorporate several enabling provisions and relaxations, including but not limited to: shortened notice periods for general meetings, customized quorum requirements, etc. and other procedural simplifications permitted under the Act and Secretarial Standards (SS-1 and SS-2).

A copy of the Amended AOA is available for inspection at the registered office of the Company during business hours until the date of this General Meeting.

The Board of Directors recommend the resolution set forth in Item No. 9 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.

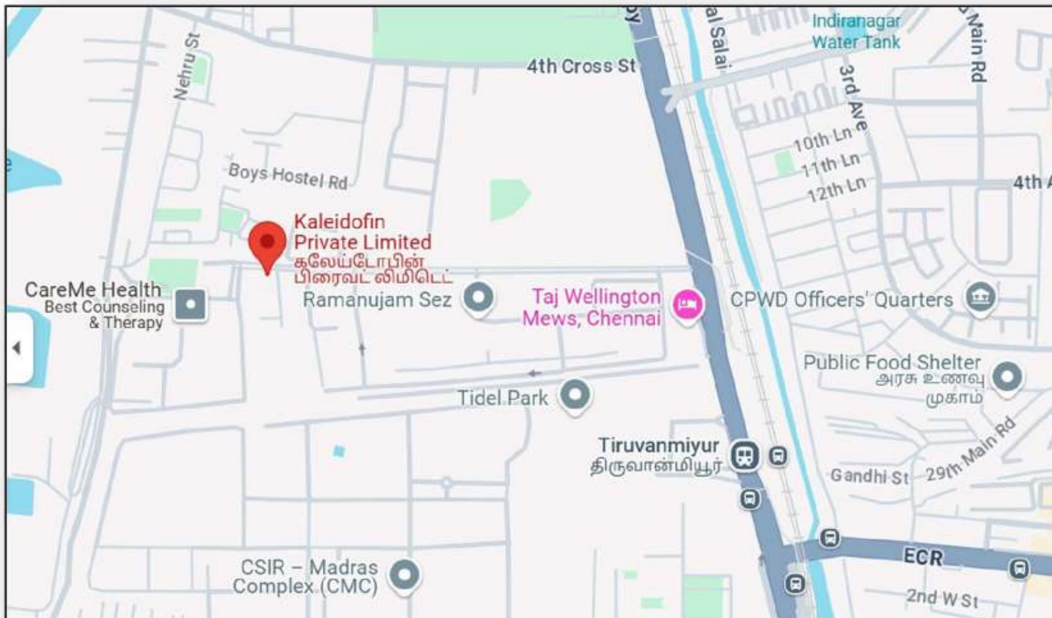
By the order of the Board
For KALEIDOFIN CAPITAL PRIVATE LIMITED

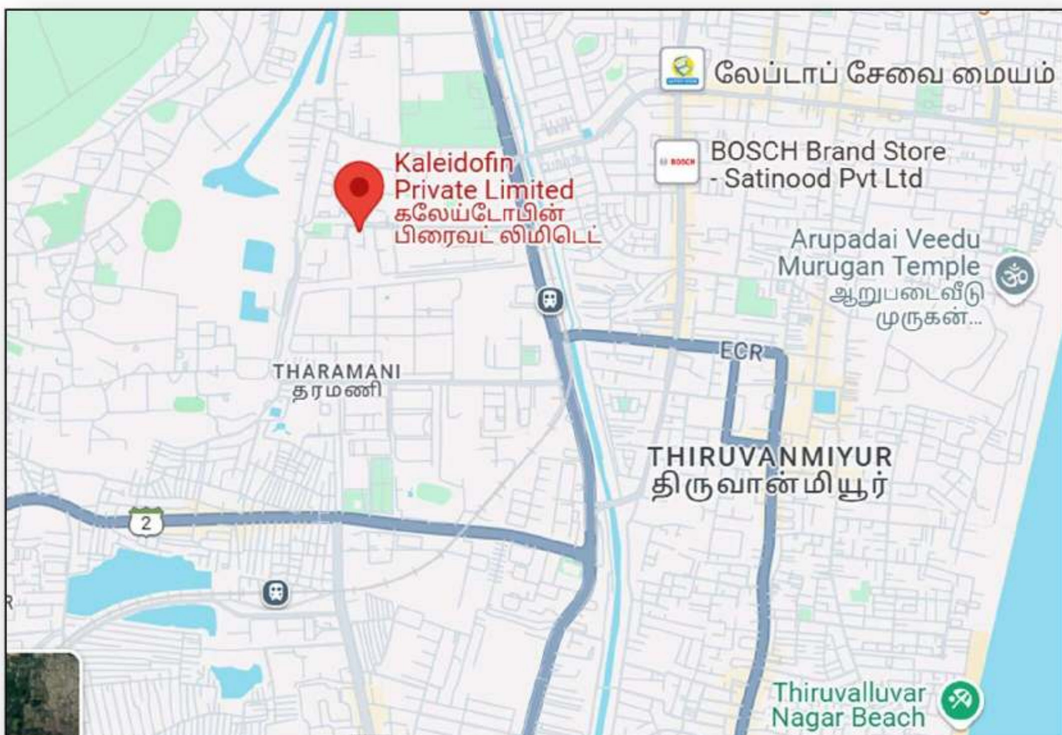
KALEIDOFIN CAPITAL PRIVATE LIMITED CHENNAI

Sindhuja A M
Company Secretary
ACS 34052

Place: Chennai
Date: 29-July-2026

ROUTE MAP





<u>Landmark</u>: Near NIFT Students Multi Activity Centre and Hostel Block, Taramani