

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ORANGE RETAIL FINANCE INDIA PRIVATE LIMITED WILL BE HELD ON 21ST JULY 2023, FRIDAY AT 12.00 NOON INDIAN STANDARD TIME (IST) THROUGH VIDEO CONFERENCE TO TRANSACT THE FOLLOWING BUSINESS.

SPECIAL BUSINESS:

1. TO APPROVE INVITATION TO SUBSCRIBE UPTO 35,00,000 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES OF RS. 100 EACH

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

“**RESOLVED THAT** pursuant to Section 42, 55 and 62 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013, and the rules, circular, notifications thereunder (as amended, modified and restated from time to time), the enabling provision of the Memorandum of Association and the Articles of Association of the Company, consent, authority, and approval of the members of the Company be and is hereby accorded to create, offer, issue, and allot 35,00,000 (Thirty Five Lakhs Only) 0.001% compulsorily convertible preference shares (CCPS) of Rs. 100 each aggregating upto Rs. 35,00,00,000 (Rupees Thirty-Five Crores Only) on a preferential basis to the following persons at the terms specified herein below and other terms mentioned in the Explanatory Statement and Articles of Association of the Company.

S No.	Name of the Proposed Investor
1	Ebenezer Daniel G
2	IAS Balamurugan
3	Kalpa Mehta & Shailesh J Mehta
4	Dominor Investment Holding LLP
5	Ashvin Chadha
6	Jitendra Gupta
7	V P Nandakumar
8	Kotravai Capital Advisory Services LLP
9	A R Chadha and Co India Private Limited
10	Atma Ram Builders Private Limited
11	Granite Hill Opportunities Fund II LP
12	Jyothi Prasannan
13	P.K Ekalavian
14	Ravy K.G
15	Devi Deepkumar
16	Raveendra Babu B.N
17	Pran Mehra
18	Prime Holdings Advisory LLP



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CIN No: U65191TN1989PTC018026
GST No: 33AADCA1219K1Z2

19	Chauhan Holdings Pvt Ltd
20	Toshvin Analytical Pvt Ltd
21	Pallavi Dugal
22	Pawan Kumar Gupta
23	Shailie Mody
24	Arif Halela
25	Randeep Singh
26	Kunal Vora
27	Inner Circle Partners LLP
28	JJ Family Office LLP
29	Bhanu Chopra
30	Dipak Raj Sood
31	Samir Sood
32	Harki Properties and Investments Pvt Ltd
33	Piano Forte Fiduciary Services Private Limited (Managing Trustee of Vikramaditya Mohan Thapar Family Trust)
34	Sunish Sharma
35	Nishant Sharma
36	UTPL Corporate Trustees Private Limited Managing Trustee of Rukam Capital Trust
37	A.Jayaseelan
38	Ajay Anand
39	Suresh Shetty
40	Atma Ram Properties Private Limited
41	Balaji Parthasarathy Srinivas
42	Venkatesh Ramarathinam

(A) Dividends:

The CCPS shall carry a dividend of 0.001% (zero point zero zero one percent) per annum (**CCPS Preferential Dividend**). The CCPS Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon Shares of any other class or series in the same fiscal year. If the dividend is declared on Equity Shares in a particular Financial Year, the CCPS shall be entitled to a dividend at the same rate as that of Equity Shares dividend or 0.001% (zero point zero zero one percent), whichever is higher, on an as-if-converted basis.



(B) Conversion terms:

1. Each of the CCPS Investor shall be entitled to convert the CCPS held by them into Equity Shares on the occurrence of the earlier of: (i) expiry of 20 (Twenty) years from the date of issuance of such CCPS; or (ii) immediately prior to the filing of a red herring prospectus in connection with a qualified initial public offering.
2. CCPS Shall convert into Equity Shares at any time at the option of each of the CCPS Investor upon or after the consummation of Next Round of Financing by the Company.
3. Upon consummation of the Next Round of Financing the Conversion Ratio of the CCPS will adjusted as per Clause below and other terms and conditions provided herein. Each CCPS shall be converted into Equity Shares at a conversion ratio as mentioned below:-
4. The CCPS Conversion Ratio will be determined by the following formula:
 - (i) Upon consummation of the Next Round of Financing, the CCPS conversion price shall be at a Price that is equivalent to the discount of 1.5% (One point five percent) (for each month from the Closing till the month in which the Next Round of Financing completed by the Company) of the price per security to be.

*For the purpose of the aforesaid Paragraph '**Next Round of Financing**' means the closing of the future round of fundraise of the Company with potential investors under the agreements executed in that regard, pursuant to which the potential investors (for such future fundraise) agree to subscribe to the Shares of the Company.*

- (ii) The CCPS Conversion Ratio shall be continuously adjusted until the Date of Conversion: (i) for all stock dividends, stock splits, consolidations, or such other similar events or corporate actions; and/or (ii) on a broad-based weighted average basis as mentioned in Paragraph C below, to ensure that the conversion rights of the CCPS Investors is not adversely affected by such events. The term Date of Conversion means the date on which the Equity Shares are allotted to the CCPS Investor upon the exercise of its right to convert their CCPS.
- (iii) No fractional Securities shall be issued upon conversion of CCPS, and the number of Equity Shares to be issued shall be rounded up to the nearest whole number.

C. Anti-Dilution

1. If the Company issues to any Person any Shares, at a price which is lower than the price of the investor Shares ("Dilutive Issuance"), the relevant Investors, as the case may be, shall be entitled to a broad-based weighted average anti-dilution adjustment in accordance with the formula set out below. If the Company issues to any Person any Shares, at a price which is lower than the subscription price/ purchase price of the Shares held by Investors, the Investors shall be allotted additional Shares at the lowest price permissible under Applicable Law such that the subscription price/ purchase price of the Shares held by the Investor is effectively at the issue price of the proposed issuance.

2. In the event of anti-dilution adjustment pursuant to Clause above, the Company shall be bound to, and the Promoter shall be bound to co-operate with Investors, such that, the Company forthwith takes all necessary steps to give effect to the anti-dilution right of the Investors, including obtaining necessary consents and government approvals, if necessary.
3. Notwithstanding anything contained herein, the anti-dilution rights of the Investors under this Clause shall not be applicable to (a) grant of options to its employees under the ESOP Plan and issuance of Shares against such options, or (b) issuance pursuant to a QIPO, or (c) conversion of the CCPS (as per the Terms of the CCPS) and/or any other preference Shares into equity Shares of the Company as per the respective terms of such preference Shares, or (d) conversion of the warrants into equity Shares of the Company as per the respective terms of such warrants, or (e) any issuance to give effect to the anti-dilution rights of the Investors under and in accordance with this Clause.

ANTI-DILUTION FORMULA

(a) Determination of Anti-Dilution price

(Number of Equity Shares (on a Fully Diluted Basis) outstanding immediately prior to the Dilutive Issuance X Subscription Amount/ price paid by the relevant Investor for subscription to purchase of relevant Investor Shares) + Aggregate consideration receivable by the Company from the Dilutive Issuance

Equity Shares (on a Fully Diluted Basis) outstanding immediately upon issuance of Shares pursuant to the Dilutive Issuance.

(b) Determination of the number of Equity Shares that the Investor would have received if the Investor had paid the anti-dilution price

Subscription Amount/ price paid by the relevant Investor for subscription to purchase of relevant Investor Shares

Anti-dilution price (as arrived at (a) above)

(c) Determination of the Number of additional Equity Shares to be issued to the Investor

(Number of Equity Shares that the Investor would have received if the Investor had paid the anti-dilution price (as arrived at (b) above)) – (Number of Equity Shares held by the Investor acquired at the Subscription Price/ price paid by the relevant Investor for subscription to purchase of relevant Investor Shares)



(D) Liquidation Preference

1. In the event of a Liquidation Event, the proceeds available for distribution pursuant to the Liquidation Event (less any amounts required by Law to be paid or set aside for the payment of creditors of the Company, if applicable) ("**Liquidation Proceeds**") shall be paid or distributed in the following order:

- (i) Firstly, the CCPS Investors shall be entitled to receive in preference to any payment or distribution to any other Shareholders an amount higher of: (i) Minimum CCPS Return plus accrued but unpaid dividends calculated to the date of such payment or (ii) their pro rata entitlement on fully diluted basis ("**CCPS Preference Amount**");
- (ii) After the payment of the Liquidation Proceeds as per the above Clause, the remaining assets of the Company shall be distributed, first to all Investors (excluding the CCPS) and then to the Promoters and then to the remaining Shareholders (other than Investors), if any, on a pro-rata basis.

2. In the event that the assets of the Company available for distribution do not exceed the amounts necessary to pay the CCPS Preference Amount, the entire amount so available shall be paid to the CCPS Investors *pro-rata* to their shareholding in the Company and no assets shall be distributed to any other Shareholders of the Company.

3. The Parties hereto hereby agree and undertake to fully co-operate with each other in making the payment of the Liquidation Proceeds in the order and manner provided above and to do all such things as may be reasonably necessary and that they shall use and employ all necessary efforts and commit best endeavours to ensure that payment of the Liquidation Proceeds is made in accordance with this Clause. The Parties covenant that they shall do all necessary acts, deeds and things to obtain any regulatory approvals and consents in a timely manner such that the Liquidation Proceeds are paid or distributed in the manner and within the time periods mentioned above.

(E) Voting rights:

Subject to Applicable Law, CCPS shall carry the same voting rights as are attached to Equity Shares on an as-if-converted basis. In the event that: (a) the Company is converted from a private company to a public company; or (b) the voting rights of the CCPS on an as-if-converted basis become unenforceable under Applicable Law, until the earlier of the conversion of CCPS into Equity Shares, the Promoter shall vote in accordance with the instructions of the CCPS Investor at a general meeting or provide proxies without instructions, to the CCPS Investor for the purposes of a general meeting, equal to the percentage of equity shares in the Company that the respective CCPS Investor would hold if they were to elect to convert the CCPS held by them into Equity Shares in accordance with the terms hereof. Prior to the closing of the Next Round of Financing, then, in each case, the conversion ratio to be determined, basis the Latest Round Price, to be appropriately reflected in the Articles. Further, post the Next Round of Financing the Conversion Ratio will be determined basis the Clause B mentioned above.

Definitions:

(I) "**Liquidation Event**" shall mean any liquidation, dissolution or winding up of the Company, as well as a merger, acquisition, change of control, consolidation, or other transaction or series of transactions in which the Company's shareholders prior to such transaction or transactions will not retain a majority of the voting power of the surviving entity, or a sale, lease, license or other transfer of all or a substantial amount of the Company's assets.

(II) "**As Converted Basis**" with respect to the Company shall mean the total number of equity shares that are issued and subscribed at any time, plus that total number of preference shares and other convertible securities would convert into, at that point in time were it to convert.

(III) "**Applicable Laws**" Applicable Laws as defined in the Articles of Association of the Company.

(IV) **Minimum CCPS Return** "Minimum CCPS Return" shall mean higher of the following: 1.5 times the Subscription Amount paid by the CCPS Investors to subscribe CCPS: or Subscription Amount paid by the CCPS Investors to subscribe CCPS + IRR of 18% (Eighteen Percent) on the Subscription Amount paid by the CCPS Investors to subscribe CCPS.

(V) **Investor Shares**" shall mean all the Shares held by the Investors.

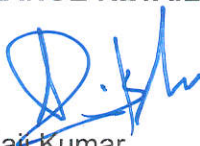
RESOLVED FURTHER THAT consent be and is hereby accorded for issuance of an offer letter in form PAS 4 a copy of which is placed at the meeting to be issued to the above-mentioned investors.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to execute, sign, maintain, dispatch, and circulate such documents, deeds, notices, letters, agreements, declarations, forms as may be required and to do such other acts, matters, deeds, and things in connection with or pursuant to the issuance and allotment of the CCPS and to give effect to the transaction contemplated herein for and on behalf of the Company.

RESOLVED FURTHER THAT any of the directors and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies ("**RoC**") in this regard and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board For

ORANGE RETAIL FINANCE INDIA PRIVATE LIMITED


Balaji Kumar
Company Secretary
Membership No.A44276



Place: Chennai

Date: 12th July 2023

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GST No: 33AADCA1219K1Z2

Notes:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the General Circular No.14/2020 dated April 8, 2020, General Circular No. 03/2022 dated May 5th 2022 read with General Circular No 11/2022 dated 28th December 2022 (the "MCA Circulars"), have allowed the Companies to conduct the Extraordinary General Meetings (EGM's) through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue, subject to the fulfillment of conditions as specified in the MCA Circulars. Pursuant to the aforementioned MCA Circulars, the Company has decided to provide an option for the members to attend the Company's EGM through VC or OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the option to attend the EGM through VC / OAVM is made available, the physical presence of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available and hence the proxy form, attendance slip and route map are not annexed to this notice.
3. Corporate member(s) intending to authorise their representative to attend the EGM are requested to send a certified copy of board resolution authorising such representative to attend and vote on their behalf at this EGM to the Company's email id – balaji.kumar@orangeretailfinance.com prior to the commencement of the meeting.
4. The members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Companies Act, 2013.
5. The members desiring to inspect the documents referred to in this notice are required to send a request to the Company's email address: balaji.kumar@orangeretailfinance.com. An extract of such documents would be sent to the members on their registered email address and the same shall be available for inspection up to the date of EGM.
6. Instructions for members for attending the EGM through VC / OAVM are as under:
 - (a) The meeting is scheduled to begin on 21st July 2022 at 12:00 Noon
 - (b) The meeting will be held through Zoom application.
 - (c) Following is the link through which the members can join the Company's EGM:
<https://us06web.zoom.us/j/86045461682?pwd=NEI1a050aE5NVEtrVlgxZFVOaUICQT09>
Meeting ID: 860 4546 1682 & Passcode: 611137
 - (d) An invitation of the link will also be sent to all members to their registered email id.

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- (e) The members may join the meeting from any web browser by logging into their zoom account and clicking on the link sent by the Company to their email id.
- (f) Alternatively, members may also join the EGM through their mobile phones by downloading the zoom app on their android or ios phones
- (g) Android users - use the below link to download the app from Google play store:
https://play.google.com/store/apps/details?id=us.zoom.videomeetings&hl=en_IN&gl=US
- (h) IOS users – use the below link to download the app from App store:
<https://apps.apple.com/us/app/zoom-cloud-meetings/id546505307>
- (i) In case of any queries or hindrances with regard to joining the meeting through zoom, you may send an email to balaji.kumar@orangeretailfinance.com or contact Mr Balaji Kumar at +91 9791071559
- (j) The members will be able to access the link 15 minutes before the scheduled time
- (k) Members are requested to join the meeting on time and from a place where they have proper internet connection to avoid any hassles.
- (l) Members are requested to join the meeting from a secluded place to maintain confidentiality.
- (m) Members are requested to ensure that they have granted access to zoom to use their camera and microphone so that the other participants can see and hear them.
- (n) Members having any questions on the matters to be resolved at the meeting, they may send their queries through email to the Company's email id – balaji.kumar@orangeretailfinance.com any time prior to the commencement of the meeting.
- (o) Post commencement of the meeting, the members may raise their queries directly through OAVM.
- (p) During the meeting, matters requiring members' approval shall be put to vote by show of hands.
- (q) In case a decision is made at the EGM to vote on any matter through poll, every member shall cast their vote through e-mail to the Company's email id – balaji.kumar@orangeretailfinance.com, only from their email id registered with the Company. In case of email being sent from any email id not registered with the Company, the same shall not be taken into consideration and shall be treated invalid.



7. Please note that shareholders connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Shareholders are also encouraged to join the meeting through Laptops for better experience.

8. All documents/registers referred to in the accompanying notice are open for inspection at the registered office of the Company during office hours on all working days up to the date of EGM.

9. Explanatory statement pursuant to section 102 of the Companies Act 2013 is not applicable to the company. However explanatory statement for Item no. 1 is annexed to this notice disclosing the necessary information as required under the Companies Act 2013 & the rules made thereunder.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Considering the capital requirement for the Company, the Board of Directors at their meeting held on 7th July 2023 approved the issue of CCPS upto Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) at the issue price of Rs. 100 per CCPS at the terms, rights, and obligations as mentioned in the aforesaid resolution.

The aforesaid issue and allotment are proposed to be done through preferential basis.

As per Section 42 & 62 read with Section 55 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("Act"), approval of shareholders by way of special resolution is required for issue and allotment of Compulsorily Convertible Preference Shares on preferential basis. Accordingly, the approval of the shareholders is being sought, by way of a special resolution, to offer, issue and allot aforesaid CCPS on a preferential basis.

Disclosure requirements as per Rule 9 and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 are detailed below:



1	Date of Board resolution approving the proposed preferential issue	7 th July 2023
2	Issue size, number of preference shares to be issued and nominal value of each share.	Issue size: Upto Rs. 35,00,00,000/- Number of Preference shares: 35,00,000 Nominal value: 0.001% compulsorily convertible preference shares of Rs.100 each.
3	The nature of such shares	Cumulative, participating, compulsorily convertible.
4	Objectives of the issue	In order to meet the capital requirements of the Company.
5	Manner of issue of shares	Preferential Basis
6	The price at which such shares are proposed to be issued;	The preference shares are proposed to be issued at a face value of Rs. 100/- per share.
7	Proposed time schedule	The offer will open on 22 nd July 2023 and will be open for a period of 30 days.
8	The proposed time within which the allotment shall be completed:	Shares are to be allotted within 60 days from the date of receipt of application money from the proposed investor.
9	The basis on which the price has been arrived at along with the report of the registered valuer	Not applicable
10	Name and address of valuer who performed valuation;	Not applicable
11	Relevant date with reference to which the price has been arrived at	The CCPS is being issued at the Face Value of Rs.100. However, the Conversion Price will be decided on the basis of the valuation report of the registered valuer given not earlier than sixty days of the date when the holder of the convertible security becomes entitled to apply for equity shares and the terms of Conversion of CCPS.
12	Terms of issue and rate of dividend on each share	As per terms of CCPS specified in the aforesaid resolution.
13	Terms of redemption including tenure of redemption, redemption of shares at premium and terms of conversion	Term of Redemption: Not applicable Terms of conversion: As mentioned in the resolution.
14	Manner and mode of redemption	Not Applicable
15	The class or classes of persons to whom the allotment is proposed to be made.	Individuals, Body corporate, LP's and Companies

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16	Contribution being made by the promoters or directors or KMP either as part of the offer or separately in furtherance of objects	Contribution may be made by Mr. Ashvin Chadha, Director and Mr. IAS Balamurugan Director as a part of the offer. Other than the aforesaid directors, none of the other directors / KMP propose to subscribe to the offer.
17	Principle terms of assets charged as securities	As this is the issue of preference shares, no assets are being charged as securities.
18	The current shareholding pattern of the Company	As mentioned hereinbelow in Table A.
19	Expected dilution in equity share capital upon conversion of preference shares	This cannot be ascertained now, as the price at which the preference shares will be converted to equity shares will be decided at the time of conversion.
20	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	Indicative details are mentioned hereinbelow in Table C if all the proposed investors, invest in their existing shareholding pattern.
21	The change in control, if any, in the company that would occur consequent to the preferential offer	There will not be any change of Control pursuant to the issuance of CCPS.
22	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	Nil
23	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable
24	The pre issue and post issue shareholding pattern of the company in the following format	Indicative details are mentioned hereinbelow in Table B if all the proposed investors, invest in their existing shareholding pattern.



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TABLE A
The current shareholding pattern of the company:

S No.	Name of the shareholder	Number of equity shares held	Percentage
1	Ebenezer Daniel G	28,728	7.48
2	IAS Balamurugan	47,180	12.29
3	Kalpa Mehta & Shailesh J Mehta	3,372	0.88
4	Dominor Investment Holding LLP	6,744	1.76
5	Ashvin Chadha	3,738	0.97
6	Jitendra Gupta	3,738	0.97
7	V P Nandakumar	12,730	3.32
8	Kotravai Capital Advisory Services LLP	4,421	1.15
9	A R Chadha and Co India Private Limited	1,74,677	45.49
10	Atma Ram Builders Private Limited	22,575	5.88
11	Granite Hill Opportunities Fund II LP	23,968	6.24
12	Jyothi Prasannan	4,469	1.16
13	P.K Ekalavian	1,490	0.39
14	Ravy K.G	298	0.08
15	Devi Deepkumar	1,192	0.31
16	Raveendra Babu B.N	1,490	0.39
17	Pran Mehra	2,979	0.78
18	Prime Holdings Advisory LLP	745	0.19
19	Chauhan Holdings Pvt Ltd	745	0.19
20	Toshvin Analytical Pvt Ltd	745	0.19
21	Pallavi Dugal	745	0.19
22	Pawan Kumar Gupta	745	0.19
23	Shailie Mody	745	0.19
24	Arif Halela	373	0.10
25	Randeep Singh	373	0.10
26	Kunal Vora	745	0.19
27	Inner Circle Partners LLP	745	0.19
28	JJ Family Office LLP	4,469	1.16
29	Bhanu Chopra	5,959	1.55
30	Dipak Raj Sood	1,117	0.29
31	Samir Sood	1,490	0.39
32	Harki Properties and Investments Pvt Ltd	1,490	0.39
33	Piano Forte Fiduciary Services Private Limited (Managing Trustee of Vikramaditya Mohan Thapar Family Trust)	2,979	0.78

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34	Sunish Sharma	1,862	0.48
35	Nishant Sharma	1,862	0.48
36	UTPL Corporate Trustees Private Limited Managing Trustee of Rukam Capital Trust	3,223	0.84
37	A.Jayaseelan	402	0.10
38	Ajay Anand	45	0.01
39	Suresh Shetty	3,189	0.83
40	Atma Ram Properties Private Limited	5,315	1.38
41	Balaji Parthasarathy Srinivas	75	0.02
42	Venkatesh Ramarathinam	5	0.00
	Total	3,83,977	100

TABLE B
EQUITY - PRE & POST ISSUE SHAREHOLDING PATTERN

S.No	Category	Pre-Issue		Post issue	
		No of shares Held	% of share holding	No of shares held	% of share holding
A	Promoters' holding:				
1	Indian:				
	Individual	28,728	7.48	28,728	7.48
	Bodies Corporate	-	-	-	-
	Sub Total	28,728	7.48	28,728	7.48
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	28,728	7.48	28,728	7.48
B	Non- Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution				
	Private Corporate Bodies	2,28,873	59.61%	2,28,873	59.61%
	Directors and Relatives	50,918	13.26%	50,918	13.26%
	Indian Public	46,255	12.05%	46,255	12.05%
	Others (Including NRIs)	29,203	7.61%	29,203	7.61%
	Sub Total (B)	3,55,249	92.53%	3,55,249	92.53%
	Grand Total	3,83,977	100%	3,83,977	100%

**PRE & POST ISSUE SHAREHOLDING PATTERN
COMPULSORILY CONVERTIBLE PREFERENCE SHARES**

S.No	Category	Pre-Issue		Post issue	
		No of shares Held	% of share holding	No of shares held	% of share holding
A	Promoters' holding:				
1	Indian:				
	Individual	-	-	2,61,860	7.48%
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	2,61,860	7.48%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	2,61,860	7.48%
B	Non- Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution				
	Private Corporate Bodies	-	-	20,86,207	59.61%
	Directors and Relatives	-	-	4,64,124	13.26%
	Indian Public	-	-	4,21,620	12.05%
	Others (Including NRIs)	-	-	2,66,189	7.61%
	Sub Total (B)	-	-	32,38,140	92.53%
	Grand Total	-	-	35,00,000	100%

* Indicative shareholding pattern

TABLE C

S No.	Name of the shareholder	No of CCPS	Percentage
1	Ebenezer Daniel G	2,61,860	7.48
2	IAS Balamurugan	4,30,052	12.29
3	Kalpa Mehta & Shailesh J Mehta	30,736	0.88
4	Dominor Investment Holding LLP	61,472	1.76
5	Ashvin Chadha	34,072	0.97
6	Jitendra Gupta	34,072	0.97
7	V P Nandakumar	1,16,036	3.32
8	Kotravai Capital Advisory Services LLP	40,298	1.15
9	A R Chadha and Co India Private Limited	15,92,203	45.49

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10	Atma Ram Builders Private Limited	2,05,774	5.88
11	Granite Hill Opportunities Fund II LP	2,18,471	6.24
12	Jyothi Prasannan	40,736	1.16
13	P.K Ekalavian	13,582	0.39
14	Ravy K.G	2,716	0.08
15	Devi Deepkumar	10,865	0.31
16	Raveendra Babu B.N	13,582	0.39
17	Pran Mehra	27,154	0.78
18	Prime Holdings Advisory LLP	6,791	0.19
19	Chauhan Holdings Pvt Ltd	6,791	0.19
20	Toshvin Analytical Pvt Ltd	6,791	0.19
21	Pallavi Dugal	6,791	0.19
22	Pawan Kumar Gupta	6,791	0.19
23	Shailie Mody	6,791	0.19
24	Arif Halela	3,400	0.10
25	Randeep Singh	3,400	0.10
26	Kunal Vora	6,791	0.19
27	Inner Circle Partners LLP	6,791	0.19
28	JJ Family Office LLP	40,736	1.16
29	Bhanu Chopra	54,317	1.55
30	Dipak Raj Sood	10,182	0.29
31	Samir Sood	13,582	0.39
32	Harki Properties and Investments Pvt Ltd	13,582	0.39
33	Piano Forte Fiduciary Services Private Limited (Managing Trustee of Vikramaditya Mohan Thapar Family Trust)	27,154	0.78
34	Sunish Sharma	16,972	0.48
35	Nishant Sharma	16,972	0.48
36	UTPL Corporate Trustees Private Limited Managing Trustee of Rukam Capital Trust	29,378	0.84
37	A.Jayaseelan	3,664	0.10
38	Ajay Anand	410	0.01
39	Suresh Shetty	29,068	0.83
40	Atma Ram Properties Private Limited	48,447	1.38
41	Balaji Parthasarathy Srinivas	684	0.02
42	Venkatesh Ramarathinam	46	0.00
	Total	35,00,000.00	100.00

* Indicative post shareholding pattern.

Except for Mr. Ebenezer Daniel G, Mr. IAS Balamurugan, and Mr. Ashvin Chadha, Directors of the Company, only to the extent of the probable investment in the CCPS, none of the Directors, key managerial personnel of the company and their relatives are interested in the aforementioned resolution.

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