

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U52100DL2012PLC237371

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCP7148D

(ii) (a) Name of the company

PURPLE PANDA FASHIONS LIM

(b) Registered office address

109 B -PLOT NO. 18, RAJENDRA JAINA TOWER WAZIRPUR COMMERCIAL COMPLEX, WPIA NA
NEW DELHI
West Delhi
Delhi
110052

(c) *e-mail ID of the company

legal@clovia.com

(d) *Telephone number with STD code

01204842200

(e) Website

(iii) Date of Incorporation

12/06/2012

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 18/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Reliance Industries Limited	L17110MH1973PLC019786	Holding	0
2	Reliance Retail Ventures Limited	U51909MH2006PLC166166	Holding	91.06

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000	254,510	254,510	254,510
Total amount of equity shares (in Rupees)	10,000,000	2,545,100	2,545,100	2,545,100

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	1,000,000	254,510	254,510	254,510
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000	2,545,100	2,545,100	2,545,100

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	315,000	0	0	0
Total amount of preference shares (in rupees)	31,500,000	0	0	0

Number of classes

6

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	235,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	23,500,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series A1 Subscription Preference Shares				
Number of preference shares	15,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,500,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B1 Subscription Preference Shares				
Number of preference shares	7,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	700,000	0	0	0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B Subscription Preference Shares				
Number of preference shares	30,500	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	3,050,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B2 Subscription Preference Shares				
Number of preference shares	7,500	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	750,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B3 Subscription Preference Shares				
Number of preference shares	20,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	2,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	246,490	8,020	254510	2,545,100	2,545,100	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0

vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
Dematerialisation of Shares						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Dematerialisation of Shares						
At the end of the year	246,490	8,020	254510	2,545,100	2,545,100	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		30/09/2022	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	31,000,000	100	3,100,000,000
Total			3,100,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	3,100,000,000	0	3,100,000,000

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,209,297,911

(ii) Net worth of the Company

-1,131,497,023

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	231,744	91.05	0	
10.	Others	0	0	0	
	Total	231,744	91.05	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	22,766	8.95	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	22,766	8.95	0	0
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Total number of shareholders (other than promoters)

6

Total number of shareholders (Promoters+Public/
Other than promoters)

7

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	1
Members (other than promoters)	30	6
Debenture holders	0	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	0	0	0	0
B. Non-Promoter	0	4	1	3	3.99	0
(i) Non-Independent	0	4	1	1	3.99	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	3	3.99	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Akhilesh Prasad	01757265	Director	0	
Neha	06380757	Whole-time director	10,166	
Krishnan Sudarshan	01029826	Director	0	
Shiv Kumar Bhardwaj	00001584	Director	0	
Kajal Gupta	BUMPG0772Q	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

20

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Vikram Gupta	03358337	Director	14/04/2022	Cessation
Ashish Wadhwani	06620044	Director	14/04/2022	Cessation
Nikhil Kumar Kalra	08428062	Director	14/04/2022	Cessation
Shiv Kumar	08738759	Director	14/04/2022	Cessation
Nikhil Chakrapani	03585055	Additional director	14/04/2022	Appointment
Radhika Disale	03107045	Additional director	14/04/2022	Appointment
Kajal Gupta	BUMPG0772Q	Company Secretary	15/04/2022	Appointment
Neha	06380757	Whole-time director	14/04/2022	Cessation
Neha	06380757	Whole-time director	15/04/2022	Appointment
Akhilesh Prasad	01757265	Additional director	01/07/2022	Appointment
Venkatachalam Subram	00009621	Additional director	01/07/2022	Appointment
Krishnan Sudarshan	01029826	Additional director	01/07/2022	Appointment
S K Bhardwaj	00001584	Additional director	01/07/2022	Appointment
Nikhil Chakrapani	03585055	Additional director	01/07/2022	Cessation
Radhika Disale	03107045	Additional director	01/07/2022	Cessation
Akhilesh Prasad	01757265	Director	30/09/2022	Change in designation
Venkatachalam Subram	00009621	Director	30/09/2022	Change in designation
Krishnan Sudarshan	01029826	Director	30/09/2022	Change in designation
S K Bhardwaj	00001584	Director	30/09/2022	Change in designation
Venkatachalam Subram	00009621	Director	23/12/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	7	7	100
Extraordinary General Meet	25/04/2022	6	6	100
Extraordinary General Meet	01/07/2022	7	7	100
Extraordinary General Meet	29/12/2022	7	7	100

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/04/2022	7	7	100
2	15/04/2022	3	3	100
3	20/07/2022	5	5	100
4	29/09/2022	5	4	80
5	15/10/2022	5	5	100
6	17/01/2023	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/07/2022	3	3	100
2	Audit Committee	29/09/2022	3	2	66.67
3	Audit Committee	15/10/2022	3	3	100
4	Audit Committee	17/01/2023	3	3	100
5	Nomination and Remuneration	20/07/2022	4	4	100
6	Nomination and Remuneration	29/09/2022	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	18/09/2023
								(Y/N/NA)
1	Akhilesh Prasad	4	4	100	3	3	100	No
2	Neha	6	6	100	0	0	0	Yes
3	Krishnan Sudarshan	4	4	100	6	6	100	Yes
4	Shiv Kumar Bhardwaj	4	4	100	6	6	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Neha	Whole-time Director	12,000,000	0	0	0	12,000,000
	Total		12,000,000	0	0	0	12,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kajal Gupta	Company Secretary	1,050,000	0	0	0	1,050,000
	Total		1,050,000	0	0	0	1,050,000

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shiv Kumar Bhardwaj	Director	0	0	0	330,000	330,000
2	Krishnan Sudarshan	Director	0	0	0	330,000	330,000
	Total		0	0	0	660,000	660,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Keyur Mirani

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

24035

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Neha

DIN of the director

06380757

To be digitally signed by

KAJAL
GUPTA

☒ Company Secretary

☐ Company secretary in practice

Membership number

51617

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT 8.pdf
List of Shareholders and Debentureholders
PPFL - Optional attachment.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

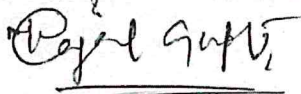
This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

LIST OF EQUITY SHAREHOLDERS AS ON MARCH 31, 2023

S. No.	DP Id/ Client Id	Name of Shareholder	Address	Number of Shares held (Face Value of Rs. 10 each)
1	IN302927/10104961	Reliance Retail Ventures Limited	4th Floor Court House, Lokmanya Tilak Marg, Dhobitalao, Mumbai – 400 002	231,744
2	IN303028/20198193	Neha	C-902, Sector 78, Sunshine Helios, Gautam Buddha Noida-201301, Uttar Pradesh	10,166
3	IN301862/10010807	Pankaj Vermani	C-902, Sector 78, Sunshine Helios, Gautam Buddha Noida-201301, Uttar Pradesh	8,998
4	IN303028/94114501	Suman Chowdhury	E 1537, 5TH Avenue, Gaurcity 1, Plot No. 4, Greater Noida West, Gautam Budh Nagar, U.P- 201 301	3,058
5	IN303028/24145789	Soumya Kant	E-2001 Sector 78, Sunshine Helios, Gautam Buddha Noida-201 301, Uttar Pradesh	334
6	IN301862/10012249	Abhay Batra	A-2, South extension Part-1, New Delhi 110049	209
7	IN306114/12274334	Sridhar Kothandaraman jointly with Reliance Retail Ventures Limited *	B 2101, Bhumi Raj Hermitage Palm, Beach Road, Sector 18, Sanpada, Navi Mumbai, Maharashtra, 400705 4th Floor Court House, Lokmanya Tilak Marg, Dhobitalao, Mumbai – 400 002	1
		Total		254,510

*1 Share held by nominee (other than promoters) jointly with Reliance Retail Ventures Limited. Beneficiary interest in these shares is with Reliance Retail Ventures Limited, holding Company.

For Purple Panda Fashions Limited



Kajal Gupta
Company Secretary
Membership No.: A51617

Date: September 29, 2023

● ●
PURPLE PANDA FASHIONS LIMITED

(Formerly known as Purple Panda Fashions Private Limited)

Corporate Office: 4th Floor, F-1, Sector-6, Noida, Uttar Pradesh- 201 301

Regd. Office: 109-B, Plot No. 18, Rajendra Jaina Tower Wazirpur Commercial Complex, WPIA, New Delhi-110052, India

E-mail: legal@clovia.com Phone: 0120-4842200 | CIN: U52100DL2012PLC237371



www.clovia.com

**LIST OF ZERO COUPON OPTIONALLY FULLY CONVERTIBLE DEBENTUREHOLDER AS ON
MARCH 31, 2023**

S. No.	ISIN	DP Id / Client Id	Debenture holder's Name	Address	Number of Debentures held (Face Value of Rs. 100 each)
1	INE0CZR08020	IN302927/ 10104961	Reliance Retail Ventures Limited	4th Floor Court House, Lokmanya Tilak Marg, Dhobitalao, Mumbai – 400 002	210,00,000
2	INE0CZR08038				50,00,000
3	INE0CZR08046				50,00,000
			Total		310,00,000

For Purple Panda Fashions Limited

Kajal Gupta
Company Secretary
Membership No.: A51617

Date: September 29, 2023

PURPLE PANDA FASHIONS LIMITED

(Formerly known as Purple Panda Fashions Private Limited)

Corporate Office: 4th Floor, F-1, Sector-6, Noida, Uttar Pradesh- 201 301

Regd. Office: 109-B, Plot No. 18, Rajendra Jaina Tower Wazirpur Commercial Complex, WPIA, New Delhi-110052, India

E-mail: legal@clovia.com Phone: 0120-4842200 | CIN: U52100DL2012PLC237371



Keyur H Mirani
Practising Company Secretary

Office : 410, Bhaveshwar Arcade Annexe
Opp. Shreyas Cinema, LBS Marg,
Ghatkopar (West), Mumbai 400086
Tel : 022- 4970 7990
Mob : 99301 78317
Email : mirani.keyur@gmail.com

MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Purple Panda Fashions Limited** (formerly known as **Purple Panda Fashions Private Limited**) (hereinafter referred to as "**the Company**") having CIN: U52100DL2012PLC237371 as required to be maintained under the Companies Act, 2013 ("**the Act**") and the rules made thereunder for the financial year ended on March 31, 2023 (the "**Financial Year**"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. during the aforesaid Financial Year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within / beyond the prescribed time without/with additional fees, as the case may be;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, ~~if any~~, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions ~~and resolutions passed by postal ballot, if any~~, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders, as the case may be ~~There was no closure of Register of Members/ Security holders during the Financial Year;~~



K. H. Mirani



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6. advance/ loan to its directors and/or persons or firms or companies referred in Section 185 of the Act- **There were no transactions under Section 185 of the Act during the Financial Year;**
7. contracts and arrangements with related parties as specified in the provisions of Section 188 of the Act – **During the Financial Year, contracts/arrangements with related parties were in ordinary course of business and on arm's length basis as specified in section 188 of the Act;**
8. issue or allotment or transfer ~~or transmission or buy back~~ of securities/~~redemption of preference shares or debentures/ alteration or reduction of share capital / conversion of shares/ securities~~ and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act – **No such requirement occurred during the Financial Year;**
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act - **Not applicable to the Company during the Financial Year;**
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/re-appointments/~~retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel ("KMP") and the remuneration paid to them;~~
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;
14. approvals required to be taken from the ~~Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities~~ under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits – **No deposits were accepted/ renewed/ repaid during the Financial Year;**
16. ~~borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;~~



K.H. Mirani



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17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act- **There were no such transactions during the Financial Year;**
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company

Place: Mumbai
Date: October 3, 2023
UDIN: A026354E001164251

Signature: _____

K. H. Mirani



Keyur H Mirani
Practising Company Secretary
Membership Number: A26354
Certificate of Practice Number: 24035
PR No: 3247/2023

Optional Attachment to MGT-7

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

Sr. No	Name of the Company	CIN/FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Applicable Section of Companies Act, 2013
1	Reliance Industries Limited	L17110MH1973PLC019786	Ultimate Holding	91.06%*	2(46)
2	Reliance Retail Ventures Limited	U51909MH2006PLC166166	Immediate Holding	91.06%*	2(46)

*Representing aggregate % of shares held by the said Company at its own and /or together with its subsidiary(ies).

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) Share Capital

(d) Break-up of paid-up share capital

Class of Shares	Number of Shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	Demat	Total			
Equity Shares						
At the Beginning of the Year	2,46,490	8,020	2,54,510	25,45,100	25,45,100	0
Increase during the year	0	2,46,490	2,46,490	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	2,46,490	2,46,490	0	0	0
Dematerialisation of Shares						
Decrease during the year	2,46,490	0	2,46,490	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	2,46,490	0	2,46,490	0	0	0
Dematerialisation of Shares						
At the end of the year	0	2,54,510	2,54,510	25,45,100	25,45,100	0

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ISIN of the equity shares of the company - INE0CZR01017

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *
Transfers in respect of Shares held in Physical Form –

Date of the previous annual general meeting – September 30, 2022

Sr. No.	Date of registration of transfer (Date Month Year)	Type of transfer (Equity/ Preference Shares/ Debentures/ Stock)	Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/ Unit (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	14-04-22	Equity	70,404	28251.08	6	M/s Cloe Holdings Private Limited (formerly known as Mountain Apollo Capital Private Limited)	33	Reliance Retail Ventures Limited
2	14-04-22	Equity	55250	28251.08	8	IvyCap Ventures Trust (Trustee being Vistra ITCL (India) Ltd.)	33	Reliance Retail Ventures Limited
3	14-04-22	Equity	36237	28251.08	10	M/s IvyCap Ventures Trust – Fund II	33	Reliance Retail Ventures Limited
4	14-04-22	Equity	12334	28251.08	3	Neha	33	Reliance Retail Ventures Limited
5	14-04-22	Equity	7499	28251.08	4	Pankaj Vermani	33	Reliance Retail Ventures Limited
6	14-04-22	Equity	3,059	28251.08	14	Suman Chowdhury	33	Reliance Retail Ventures Limited
7	14-04-22	Equity	17,901	28251.08	15	Japonica Holdings PTE Limited	33	Reliance Retail Ventures Limited
8	14-04-22	Equity	3,819	28251.08	27	Golden Birch Investments Ltd	33	Reliance Retail Ventures Limited
9	14-04-22	Equity	2,599	28251.08	28	She Capital Trust	33	Reliance Retail Ventures Limited
10	14-04-22	Equity	2,469	28251.08	13	Babu Vinod Sivadasan	33	Reliance Retail Ventures Limited
11	14-04-22	Equity	837	28251.08	23	Baaya International	33	Reliance Retail Ventures Limited
12	14-04-22	Equity	2001	28251.08	5	Aditya Chaturvedi	33	Reliance Retail Ventures Limited
13	14-04-22	Equity	1976	28251.08	12	Ravindra Dhariwal	33	Reliance Retail Ventures Limited
14	14-04-22	Equity	1385	28251.08	17	Sameer Taneja and Geetika Maria	33	Reliance Retail Ventures Limited

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15	14-04-22	Equity	1284	28251.08	11	Singularity Ventures Pvt. Ltd.	33	Reliance Retail Ventures Limited
16	14-04-22	Equity	1187	28251.08	16	Nalin Advani	33	Reliance Retail Ventures Limited
17	14-04-22	Equity	418	28251.08	19	Atul Anjaria	33	Reliance Retail Ventures Limited
18	14-04-22	Equity	999	28251.08	9	Ved Sharma Prakash	33	Reliance Retail Ventures Limited
19	14-04-22	Equity	586	28251.08	29	Ajay Bansal	33	Reliance Retail Ventures Limited
20	14-04-22	Equity	209	28251.08	20	Ajay Anjaria	33	Reliance Retail Ventures Limited
21	14-04-22	Equity	209	28251.08	24	Vini Keni	33	Reliance Retail Ventures Limited
22	14-04-22	Equity	209	28251.08	32	Abhay Batra	33	Reliance Retail Ventures Limited
23	14-04-22	Equity	334	28251.08	31	Harshdeep Singh	33	Reliance Retail Ventures Limited
24	14-04-22	Equity	104	28251.08	21	Vinit Asher	33	Reliance Retail Ventures Limited
25	14-04-22	Equity	104	28251.08	22	Jiten Asher	33	Reliance Retail Ventures Limited
26	14-04-22	Equity	104	28251.08	25	Zohra Hajiani	33	Reliance Retail Ventures Limited
27	14-04-22	Equity	104	28251.08	26	Radha Shelat	33	Reliance Retail Ventures Limited
28	14-04-22	Equity	104	28251.08	18	Synergy Capital Partners LLP	33	Reliance Retail Ventures Limited

In respect of shares held in demat mode, transfers are not recorded by the Company.

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013):

- (i) Turnover - Rs. 320,92,97,911/- (including GST of Rs. 29,21,97,060/-)

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(ii) Calculation of net worth as on March 31, 2023:

Particulars	Amount (in Rs.)
Paid Up Share Capital	25,45,100
Reserves Created out of Profits	-
Securities Premium Account	95,83,48,054
Credit Balance of P & L Account	-
Share Options Outstanding Account	-
Less:	96,08,93,154
Accumulated Losses	(2,09,23,90,177)
Deferred Expenditure	-
Miscellaneous Expenditure not written off	-
	(1,13,14,97,023)

Notes:

In calculation of net worth, other comprehensive income is not included, as it is not mentioned in the definition of net worth as provided under section 2(57) of the Companies Act, 2013 in as much as it is not even a free reserve under the Companies Act, 2013.

VI. (b) SHARE HOLDING PATTERN- Public/Other than promoters

Sr. No 10. 'Others' – Details of nominees of Holding Company i.e Reliance Retail Ventures Limited, holding 1 share jointly with holding company is given below. In this connection, the Company has filed necessary forms under Section 89 of the Companies Act, 2013, with Registrar of Companies. The nominees hold the shares for the benefit of the holding company and have been shown under the category "Other than Promoters".

Sr. No.	Name of the Holders	No. of Equity Shares held
1	Sridhar Kothandaraman jointly with Reliance Retail Ventures Limited	1

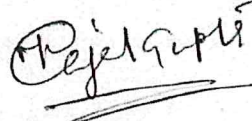
X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of other directors whose remuneration details to be entered

2

Sitting fee paid for attending meetings

For Purple Panda Fashions Limited



Kajal Gupta
Company Secretary
Membership No.: A51617
Date: September 29, 2023

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