



NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Purple Panda Fashions Limited will be held at shorter notice on Friday, 19th day of September, 2025 at 12:45 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following **special business**:

1. To approve the issue of Unsecured Zero Coupon Optionally Fully Convertible Debentures and in this regard, 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 Sections 62, 71 and other applicable provisions, if any of the Companies Act, 2013 (**"the Act"**), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot upto 50,00,000 Unsecured Zero Coupon Optionally Fully Convertible Debentures of face value of Rs.100/- each (**"OFCDs"**) for cash, at par aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores only) to the existing holders of equity shares of the Company on Rights Basis in one or more tranche(s), on terms as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for giving effect to this resolution."

By Order of the Board of Directors

Yashank Taneja
Company Secretary
Membership No.: A71360

Place: Noida

Date: September 19, 2025

Registered Office:

109-B, Plot No. 18, Rajendra Jaina Tower,
Wazirpur Commercial Complex, WPIA, New Delhi-110052, India
CIN: U52100DL2012PLC237371
Tel: +0120-4842200, Website: <http://www.purplepanda.in/>



PURPLE PANDA FASHIONS LIMITED

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

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

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated September 19, 2024 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") permitted convening the Extra Ordinary General Meeting ("EGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with MCA Circulars and provisions of the Companies Act, 2013 ("the Act"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the EGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at yashank.taneja@ril.com, a certified true copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting, before the commencement of the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at yashank.taneja@ril.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting



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8. In compliance with the MCA circulars, Notice of the EGM is being sent only through electronic mode to those members whose email address are registered with the Company / Depositories / Registrar and Share Transfer Agent.
9. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members can cast their vote by a show of hands during the EGM or by sending an e-mail on yashank.taneja@ril.com in case of a poll.
11. Members who need assistance before or during the EGM can contact Shri Yashank Taneja, Company Secretary at yashank.taneja@ril.com.
12. The instruction for participating in the meeting through VC:
 - a) Members would have received an email from the Company to participate in the Meeting through Video-conference on your email address registered with the Company.
 - b) The meeting through Video-conference would be conducted through “**Microsoft Teams**” which enables two-way audio and Video-conference. Members are requested to join the Meeting using the following link:

[Join the meeting now](#)

- c) Members who need assistance before or during the meeting can contact Mr. Yashank Taneja at yashank.taneja@ril.com or call on +91 8375978397.
- d) In case you already have Microsoft Teams installed on your Laptop/ Computer/ iPad/ Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
- e) In case you do not have Microsoft Teams installed on your Laptop/ Computer/ iPad/ Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



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A new Browser window would open. Select **“Join on the web instead”**. Once you reach to the **“Enter Name”** prompt, enter your name and click **“Join as a Guest”**



You will enter the Meeting. Make sure you start your camera and microphone may be kept on **“Mute”** when not speaking.

Option 2

For installing Microsoft Teams on your **iPad / apple devices / iPad / Android devices:**

Click on **“Join Microsoft Teams Meeting”** from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on **“Join Microsoft Teams Meeting”** from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on **“Join as a Guest”** option



Type your Name and once again click on **“Join as a Guest”**



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on **“Mute”** when not speaking.

Alternatively, you may follow procedure given in Option 1 from your iPad / apple devices Android devices to participate in the meeting.



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 1:

The Company proposes to raise funds for its business operations, by issue of up to 50,00,000 Unsecured Zero Coupon Optionally Fully Convertible Debentures (“OFCDs”) of face value of Rs. 100/- (Rupees One Hundred only) each in one or more series/tranche(s), for cash, at par, on Rights basis, up to an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore only) in aggregate. In terms of Sections 62 and 71(1) of the Companies Act, 2013, prior consent of the members of the Company by means of a special resolution is required to be obtained for the said issue.

Accordingly, Members approval by way of a special resolution is being sought for the same.

The OFCDs would be issued on the following broad terms:-

Face Value	Each OFCD shall have a face value of Rs. 100/- (Rupees One Hundred only) and will be issued for cash, at par.
Interest	OFCD shall not carry interest.
Option for Conversion	Both the Company and OFCD holder have an option for early conversion at any time after allotment of the OFCDs by giving one-month notice. 301 OFCDs are convertible into 1 (one) equity share of face value of Rs. 10 each.
Tenure	The tenure of each OFCD shall be 10 (ten) years from the date of its allotment.
Redemption	If not converted earlier, the Company will redeem the outstanding OFCDs on expiry of 10 (ten) years from the date of allotment. The Company may agree for early redemption of the outstanding OFCDs (an any date after expiry of 30 (thirty) days from the date of allotment of the OFCDs).
Ranking of Equity Shares arising out of conversion of OFCD	The Equity Shares arising out of conversion of the OFCDs will rank <i>pari passu</i> in all respects with the then outstanding Equity Shares of the Company on the date of such conversion.



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Transfer	The OFCDs shall be transferrable, subject to the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and any other statutory provisions, rules, directions as may be applicable to the Company, transferor and transferee concerned, by a separate instrument of transfer.
Listing / Trading	The OFCDs will not be listed / traded in any stock exchange in India.
Security	Since the OFCDs are unsecured, no security shall be created.
Application for additional OFCDs	Members in the Company will be allowed to apply for additional subscriptions to OFCDs over and above their rights entitlements.
Subscription amount	Rs. 50 crores (Rupees Fifty crores only), which can be undertaken in multiple series/ tranches.
Disposal of un-subscribed portion	Board to decide at its discretion
Voting Rights	The OFCDs shall not carry any voting rights.

None of the Directors / Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise (except to the extent of their shareholding in the Company, if any), in the Special Resolutions set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

By Order of the Board of Directors

Yashank Taneja
Company Secretary
Membership No.: A71360

Place: Noida

Date: September 19, 2025

Registered Office:

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