



NOTICE

Notice is hereby given that the 11th Annual General Meeting of the Members of Purple Panda Fashions Limited will be held on **Monday, September 18, 2023** at **11:30 A.M.** (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Shri Akhilesh Prasad, who retires by rotation as a Director, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Akhilesh Prasad (DIN: 01757265), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

By Order of the Board of Directors

Kajal Gupta
Company Secretary

Place: Delhi
Date: August 25, 2023

Registered Office:
Purple Panda Fashions Limited
(Formerly known as Purple Panda Fashions Private Limited)
109-B, Plot No. 18, Rajendra Jaina Tower,
Wazirpur Commercial Complex, Wpia, New Delhi-110052, India
CIN: U52100DL2012PLC237371
Tel: +0120-4842251
Website: <http://www.purplepanda.in/>



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

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022, (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM"/ "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 applicable provisions of the Companies Act, 2013 ("the Act"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <http://www.purplepanda.in/>.
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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM 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 email at kajal.gupta@clovia.com, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution 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 AGM.
7. In terms of Section 152 of the Act, Shri Akhilesh Prasad, Director of the Company, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commends his re-appointment. Brief profile of Shri Akhilesh Prasad and other requisite details are annexed to the Notice and marked as Annexure - I, pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government.

Shri Akhilesh Prasad is interested in the Ordinary Resolution set out at Item No. 2 with regard to his re-appointment. The relatives of Shri Akhilesh Prasad may be deemed to be interested in the Resolution set out at Item No. 2 of the notice, to the extent of their shareholding in the Company if any. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 1 and 2 to the Notice.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
9. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
10. Members seeking to inspect such documents can send an email to kajal.gupta@clovia.com
11. Members seeking any information with regard to the accounts or any matter to be considered at the AGM are requested to write to the Company on or before 12:00 noon on September 11, 2023, through e-mail on kajal.gupta@clovia.com. The same will be replied by the Company suitably.
12. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of reckoning the quorum under Section 103 of the Act.
13. Members can cast their vote by a show of hands during the AGM or by sending an e-mail on kajal.gupta@clovia.com in case of a poll.
14. Instructions for **Joining the AGM through VC/OAVM:**
 - a. Members would have received an email from the Company to participate in the Meeting through VC on your email address registered with the Company.
 - b. Members are requested to note that the Meeting in accordance with the MCA circulars, the meeting through VC, would be conducted through “**Microsoft Teams**” which enables two-way audio and VC. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)
 - c. Members who need assistance before or during the meeting can contact Ms. Kajal Gupta at kajal.gupta@clovia.com or call on: +91 84477 95471.

- 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 invitation. 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 to participate.

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.



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 have entered the Board Meeting Video Call Make sure you start your camera and keep the microphone “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 have entered the Board Meeting Video Call Make sure you start your camera and keep the microphone “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.

Annexure - I

Profile of the Director retiring by rotation at the Meeting

Shri Akhilesh Prasad (DIN: 01757265)

Shri Akhilesh Prasad aged 62 years, leads Reliance Retail's Fashion & Lifestyle business in driving strategy, business and expansion for scale & sustained growth. With more than 31 years in Retail in India, Shri Akhilesh Prasad brings rich experience in retail-operations & business leadership, across food, telecom and fashion. Shri Akhilesh Prasad joined Trends in 2006 as Head-Operations and went on to become Chief Operations Officer. He has also worked with Reliance Webstore Ltd.as Chief Operating Officer.

Shri Akhilesh Prasad is today leading Reliance Retail's Fashion and Lifestyle business as President and Chief Executive. Shri Akhilesh Prasad is an alumni of St. Stephen's College, Delhi and has acquired Economics (Hons) and went on to do his Post graduation from Delhi school of Economics.

Other details of the Director retiring by rotation are as under:

Name	Shri Akhilesh Prasad
Terms and conditions of appointment/ re-appointment	Non-Executive Director liable to retire by Rotation
Remuneration drawn in the Company for 2022-23	Not Applicable
Remuneration sought to be paid	Nil
Date of the first Appointment on the Board	July 01, 2022
Shareholding in the Company as on March 31, 2023	Nil
Relation with other Director/ Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the financial year 2022-23 till the date of this Notice	4
Directorship of other Boards as on March 31, 2023	1. Kalanikethan Fashions Limited 2. Kalanikethan Silks Limited 3. Mesindus Ventures Limited 4. Urban Ladder Home Decor Solutions Limited 5. Cover Story Clothing Limited 6. V-Retail Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	1. Kalanikethan Silks Limited o Corporate Social Responsibility Committee (Chairman) 2. Urban Ladder Home Décor Solutions Limited o Corporate Social Responsibility

Name	Shri Akhilesh Prasad
	<p data-bbox="890 253 1174 286">Committee (Member)</p> <ul style="list-style-type: none"> <li data-bbox="842 331 1436 405">○ Nomination and Remuneration Committee (Chairman) <p data-bbox="794 450 1161 483">3. V- Retail Private Limited</p> <ul style="list-style-type: none"> <li data-bbox="842 528 1436 602">○ Corporate Social Responsibility Committee (Chairman) <li data-bbox="842 647 1436 721">○ Nomination and Remuneration Committee (Member)