



NOTICE

Notice is hereby given that the 12th Annual General Meeting of the Members of Purple Panda Fashions Limited will be held on **Wednesday, September 11, 2024 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, 2024 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, 2024 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 Ms. Neha, 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Neha (DIN:06380757), 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

Yashank Taneja
Company Secretary

Date: August 16, 2024
Place: Delhi

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

(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 September 25, 2023 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 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 the MCA Circulars and provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, 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 2023-24 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 2023-24 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 yashank.taneja@purplepanda.in, a certified true copy of the relevant Board Resolution/ Power of Attorney/ Authority Letter authorising their representative(s) to attend and vote on their behalf at the meeting.
6. In terms of Section 152 of the Act, Ms. Neha, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend her re-appointment.

Ms. Neha, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. The relatives of Ms. Neha may be deemed to be interested in the resolution set out



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



at Item No. 2 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the 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 Nos. 1 to 2 to the Notice.

7. Brief profile of Ms. Neha, Director retiring by rotation and other requisite details are annexed to the Notice and marked as Annexure, 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.
8. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email address is registered with the Company/ Depositories/ Registrar and Share Transfer Agent.
9. 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.
10. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an email to yashank.taneja@purplepanda.in

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 September 04, 2024, through e-mail on yashank.taneja@purplepanda.in. The same will be replied by the Company suitably.
12. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of 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 yashank.taneja@purplepanda.in in case of a poll.



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

14. 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:

[Click here to join the meeting](#)

- c) Members who need assistance before or during the meeting can contact Mr. Yashank Taneja at yashank.taneja@purplepanda.in 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.



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.



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

Option 2

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



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

Annexure to the Notice dated August 16, 2024

Profile of the Director retiring by rotation at the Meeting

Ms. Neha (DIN: 06380757)

Ms. Neha, aged 42 years has done PGDBM, Marketing, from FORE School of Management and B.A (Hons.), Mathematics from Miranda House, Delhi University, 2002. She has a vast experience of almost 18 years in various industries. Her areas of expertise are revenue, customer experience, marketing, brand and sales related operations. She has played a pivotal in setting up and growing the e-commerce engines for the India Today Group and had a short stint as Head of digital marketing for a leading Indian e-com venture.

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

Name	Ms. Neha
Terms and conditions of appointment/re-appointment	Whole-time Director liable to retire by Rotation
Remuneration drawn in the Company for 2023-24	Rs. 1,33,05,779/- p.a.
Remuneration sought to be paid	As per the terms and conditions of her appointment as the Whole-time Director of the Company
Date of the first Appointment on the Board	September 13, 2012
Shareholding in the Company as on March 31, 2024	10166 equity shares
Relation with other Director/ Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the financial year 2023-24	4
Directorship of other Boards as on March 31, 2024	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil



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



By Order of the Board of Directors

Yashank Taneja
Company Secretary

Date: August 16, 2024

Place: Delhi

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

(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