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NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Purple Panda Fashions Private Limited will be held at shorter notice on Monday, 25th day of April, 2022 at 11 A. M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following **special business**:

1. To adopt the amended and restated Articles of Association of the Company, 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft regulations contained in the amended and restated articles of association submitted to this meeting be and are hereby approved and adopted as the articles of association of the Company in substitution of and to the entire exclusion of the regulations contained in the existing articles of association of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To appoint Ms. Neha (DIN: 06380757), as Whole-time Director 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 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (**“the Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded for the appointment of Ms. Neha (DIN: 06380757) as a Whole-time Director of the Company for a period of 3 (three) years with effect from April 15, 2022, on such terms and conditions of appointment including remuneration, as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee of the Board constituted if any to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, and as may be acceptable to Ms. Neha subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

3. To approve the Borrowing limits under Section 180 (1) (C) of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:



PURPLE PANDA FASHIONS PRIVATE LIMITED

Corporate Office: A-110, Ground Floor, Sector-5, Noida-201301, UP, India

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

E-mail: info@clovia.com Phone: 0120-484250 | CIN: U52100DL2012PTC237371

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to borrow any sum(s) of moneys from time to time, at its discretion, for the purpose of the business of the Company, which together with the monies already borrowed and remaining outstanding (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium by a sum not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary or expedient to give effect to this resolution.”

4. 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 and 71 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 3,64,00,000 Unsecured Zero Coupon Optionally Fully Convertible Debentures of face value of Rs.100/- each (**“OFCD”**) for cash, at par aggregating to Rs. 3,64,00,00,000/- (Rupees Three Hundred and Sixty Four 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 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.”

For Purple Panda Fashions Private Limited



Kajal Gupta
Company Secretary
Membership No.: A51617
Place: Noida
Date: April 15, 2022


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NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 (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. Detailed instructions to attend, participate and vote at the Meeting through VC is attached as **Annexure I**.
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 kajal.gupta@clovia.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 kajal.gupta@clovia.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
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.
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 kajal.gupta@clovia.com in case of a poll.



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11. Members who need assistance before or during the EGM can contact Ms. Kajal Gupta, Company Secretary at kajal.gupta@clovia.com.

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 accompanying Notice:

Item No.1

The Company had entered into a Share Purchase Agreement dated March 17, 2022 with Reliance Retail Ventures Limited, Ms. Neha and Mr. Pankaj Vermani (hereinafter referred as “SPA”) and the Company had also entered into a Shareholders Agreement dated March 17, 2022 with Reliance Retail Ventures Limited, Ms. Neha, Mr. Pankaj Vermani, Mr. Suman Chowdhury, Mr. Abhay Batra and Ms. Soumya Kant (hereinafter referred as “SHA”)

As per Clause 6.2(d)(i)(H) and 6.2(d)(iii) of the SPA, the Company is required to approve and adopt the Restated Articles of Association, subject to the approval of the Shareholders of the Company, to incorporate the terms of the SHA.

The draft amended and restated articles of association shall be available for inspection of the members of the Company as per the Notes to the accompanying Notice.

The adoption of new set of regulations in the amended and restated articles of association would require approval of the members of the Company in terms of Section 14 of the Companies Act, 2013 by way of a special resolution.

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 Resolutions set out at Item No. 1 of the Notice for approval by the members.

Item No.2

The Board of Directors of the Company, at its meeting held on April 15, 2022 subject to the approval of members, have approved the appointment of Ms. Neha (DIN:06380757) as a Whole-time Director of the Company for a period of 3 years with effect from April 15, 2022, on such terms and conditions including remuneration as approved by the Board. It is proposed to seek members’ approval for the appointment of and remuneration payable to Ms. Neha as Whole-time Director in terms of the applicable provisions of the Companies Act, 2013 (the “Act”). Broad particulars of the terms of appointment of and remuneration payable to Ms. Neha are as under:

Remuneration:

Ms. Neha shall be paid a remuneration of Rs.1,20,00,000/- (Rupees One Crore and Twenty lakhs Only) per annum which includes salary, perquisites and allowances. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in



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the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

Increment in salary, perquisites and allowances and remuneration by way of incentive/bonus/performance linked incentive, payable to Ms. Neha, as may be determined by the Board and / or any Committee of the Board, shall be in addition to the remuneration above.

The overall remuneration payable every year to the Whole-time Director by way of salary, perquisites and allowances, incentive/bonus/ performance linked incentive etc. as may be, shall be within the limits specified under the Act and rules made thereunder.

Reimbursement of Expenses

Expenses incurred for travelling, boarding and lodging during business trips and other business expenses shall be reimbursed at actuals as per the Company's policy and not considered as perquisites.

General:

- (i) The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time.
- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The office of the Whole-time Director may be terminated by giving the Company or the Whole-time Director by giving 3 (three) months' prior notice in writing.

The terms of payment of remuneration shall be governed by the conditions specified under section II of Part II of Schedule V of the Act relating to inadequacy of profit in any financial year during the currency of the tenure of her services.

Ms. Neha fulfils the eligibility criteria set out in Section 196(3) and in Part I of Schedule V to the Act. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The following information about the Company and Ms. Neha are given below in terms of Section II, Part II of Schedule V to the Act:

I. GENERAL INFORMATION		
(1)	Nature of Industry	Retail
(2)	Date or expected date of commencement of commercial production	Not Applicable



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(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable						
(4)	Financial Performance based on given indicators	(Amount in Rs.) <table border="1"><thead><tr><th>Particulars</th><th>FY2021</th></tr></thead><tbody><tr><td>Total Income (including other income)</td><td>1,07,74,37,716</td></tr><tr><td>(Loss) / Profit after tax</td><td>(5,56,68,120)</td></tr></tbody></table>	Particulars	FY2021	Total Income (including other income)	1,07,74,37,716	(Loss) / Profit after tax	(5,56,68,120)
Particulars	FY2021							
Total Income (including other income)	1,07,74,37,716							
(Loss) / Profit after tax	(5,56,68,120)							
(5)	Foreign investments or collaborations, if any	Nil						
II. INFORMATION ABOUT THE APPOINTEE:								
(1)	Background details	Given in Annexure enclosed to Notice.						
(2)	Past Remuneration	Rs. 50,24,455/- p.a.						
(3)	Recognition or awards	“Best Woman Entrepreneur” at the Dun & Bradstreet - RBL Bank, SME Business Excellence Awards 2017.						
(4)	Job Profile and her suitability	Job profile pertains to overseeing business operations of the Company in accordance with the plans and directions given by the Board. Ms. Neha has been working with the Company from the last 10 years in various capacities and her experience would be relevant for her role in the Company.						
(5)	Remuneration proposed	Rs. 1,20,00,000/- p.a.						
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	In view of the Company having inadequate profits, remuneration profile is not comparable with the industry.						
(7)	Any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly	Ms. Neha is holding 3.99% Equity Shares in the Company.						
(8)	Pecuniary relationship directly or indirectly with the company, other Directors, promoters of the Company or holding/ subsidiary company at any time during the last two years before or on or after the date of appointment or relationship with the	Nil						



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	managerial personnel, if any	
III. OTHER INFORMATION:		
(1)	Reasons for loss or inadequate profits	The Company is in the brand building stage and is investing heavily in brand marketing and is hence incurring losses.
(2)	Steps taken or proposed to be taken for improvement	The business operations are expanding rapidly and projections are in place for speedy growth.
(3)	Expected increase in productivity and profits in measurable terms	Continuous efforts are being made to optimize economy in operations and expanding business.

The above may be treated as a written memorandum setting out the terms of appointment of Ms. Neha under Section 190 of the Act.

A brief profile of Ms. Neha and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice and the same form part of this statement.

Ms. Neha is interested in the Special Resolution set out at Item No. 2 with respect to her appointment including remuneration. The relatives of Ms. Neha may be deemed to be interested in the said Resolution to the extent of their shareholding interest, 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 resolution set out at Item No. 2 of the accompanying Notice.

The Board commends the Special Resolution set out at Item No.2 of the accompanying Notice for approval by the members.

Item No.3

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"), the Board of Directors shall not, except with the consent of members of the Company by way of a Special Resolution, borrow monies in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company.

In view of the above provisions of the Act and to enable the Company to borrow moneys as may be required for its business requirements, it is proposed to seek approval of members, to borrow monies up to Rs. 500 Crore (Rupees Five Hundred Crore only) in excess of aggregate of its paid-up share capital, free reserves and securities premium.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, set out at Item No. 3 of the Notice.



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The Board commends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by members of the Company.

ITEM NO: 4:

The Company has proposed to raise funds for its business operations, by issue of up to 3,64,00,000 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. 3,64,00,00,000/- (Rupees Three Hundred and Sixty Four Crores 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	<p>Both the Company and OFCD holder have an option for early conversion at any time after allotment of the OFCDs by giving 1 (one) month notice.</p> <p>The conversion ratio of the OFCDs shall be the ratio derived out of the higher value per share of the following two methods:</p> <p>(a) 565 (Five Hundred Sixty Five) OFCDs of face value of Rs. 100/- (Rupees One Hundred only) are convertible into 2 (Two) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each. For clarity, the OFCDs issued for Rs. 364 crores (Rupees Three Hundred and Sixty Four crores only) in accordance with the terms hereof shall be convertible into an aggregate of 128,845 (One Lakh Twenty Eight Thousand Eight Hundred Forty Five) Equity Shares of face value of Rs. 10 (Rupees Ten only) each; and</p> <p>(b) such number of Equity Shares of face value of Rs. 10 (Rupees Ten only) each, at a fair value determined as per Rule 11UA of Income Tax Rules, 1962, as on the date of issue of OFCD, for every 1 (one) OFCD.</p> <p>Provided such conversion ratio shall be adjusted for any recapitalization, reclassification, bonus issue, rights issue, stock split, free distribution of, reclassification or share combination of, any of the equity-linked instruments or recapitalization, reorganization, merger, consolidation, split-up, spin-off,</p>



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	combination, exchange of shares, warrants or rights offering to purchase any equity shares or instruments convertible into Equity Shares, or other similar event affecting any of the Equity Shares.
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, except for dividend, which if declared, shall be paid on <i>pro-rata</i> basis from the date of allotment of such Equity Shares.
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. 364 crores (Rupees Three Hundred and Sixty Four crores only), which can be undertaken in multiple series/ tranches.
Disposal of un-subscribed portion	Board to decide at its discretion

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. 4 of the Notice.



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The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

For Purple Panda Fashions Private Limited

A handwritten signature in blue ink that reads "Kajal Gupta". The signature is written in a cursive style and is underlined.

Kajal Gupta
Company Secretary
Membership No.: A51617

Place: Noida

Date: April 15, 2022



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Annexure I

Profile of Director (seeking appointment):

Ms. Neha (DIN: 06380757)

Qualifications: PGDBM, Marketing, FORE School of Management, March 2004
B.A (Hons.), Mathematics, Miranda House, Delhi University, 2002

Experience:

Ms. Neha, has a vast experience of almost 18 years in various industries. Her area of expertise is 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 the Director seeking appointment are as under:

Name	Ms. Neha
Age	40 years
Terms and conditions of appointment	Whole-time Director liable to retire by rotation
Remuneration last drawn	Rs. 50,24,455/- p.a.
Remuneration sought to be paid	Rs. 1,20,00,000/- p.a.
Date of the first Appointment on the Board	September 13, 2012
Shareholding in the Company as on April 15, 2022	10,166 Equity Shares
Relation with other Director / Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the financial year 2022-23 till the date of this Notice	2
Directorship of other Board as on the date of this Notice	NA
Membership / Chairmanship of Committees of other Boards as on the date of this Notice	NA



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For Purple Panda Fashions Private Limited

Kajal Gupta

**Kajal Gupta
Company Secretary
Membership No.: A51617**

Place: Noida

Date: April 15, 2022



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Annexure I

1. Instructions for Joining the EGM 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 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:
- c. Members who need assistance before or during the meeting can contact Ms. Kajal Gupta, Company Secretary 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**



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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.



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