



## **NOTICE**

Notice is hereby given that the 2<sup>nd</sup> Extraordinary General Meeting of the Members of Purple Panda Fashions Private Limited will be held at shorter notice on Friday, 01<sup>st</sup> day of July, 2022 at 06:00 P. M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following **special business**:

1. To appoint **M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W/W-100018)**, as the Statutory Auditors of the Company, 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 Sections 139, 141, 142 and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the members of the Company at a general meeting, **M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W/W-100018)**, be and are hereby appointed as the Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiook & Co LLP, (Firm Registration No. 001076N/ N500013), to hold the office of the Auditors till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company;

**RESOLVED FURTHER THAT** the Board of Directors 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;

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary of the Company, be forwarded to the persons / authorities concerned for necessary action."

**For Purple Panda Fashions Private Limited**

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

**Place:** Noida

**Date:** July 01, 2022



**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](mailto:info@clovia.com) Phone: 0120-484250 | CIN: U52100DL2012PTC237371

**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](mailto: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](mailto: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](mailto: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](mailto: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 received a letter dated June 27, 2022 of M/s. Walker Chandiook & Co LLP, (Firm Registration No. 001076N/ N500013), expressing their inability to continue as Auditors of the Company resulting into a casual vacancy in the office of the Auditors of the Company.

Pursuant to provisions of Section 139 (8) of the Companies Act, 2013 (the "Act"), any casual vacancy which occurs as a result of the resignation of the Auditor, be filled by the Board of Directors within thirty days, and such appointment shall also be approved by the Company at a general meeting within three months of the recommendation of the Board, and such Auditors shall hold office till the conclusion of the next annual general meeting.

Subject to the approval of the members, the Board of directors through circulation on July 01, 2022, has appointed **M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W/W-100018)**, as Auditors of the Company.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have consented to act as the Auditors of the Company and provided a certificate to that effect that their appointment, if made, shall satisfy conditions and criteria provided under Section 139 and Section 141 of the Act read with rules framed thereunder.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, shall hold the office of the Auditors till the conclusion of the next Annual General Meeting of the Company.

None of the Directors and Key Managerial Personnel of the Company or any of their relatives is in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval by the members of the Company.

**For Purple Panda Fashions Private Limited**

**Kajal Gupta**  
**Company Secretary**  
**Membership No.: A51617**  
**Place: Noida**  
**Date: July 01, 2022**



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**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](mailto: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**



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www.clovia.com

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.

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