



NOTICE

Notice is hereby given that the 3rd Extra Ordinary General Meeting (“EGM”) of the Members of Purple Panda Fashions Private Limited will be held on **Thursday, December 29, 2022** at **11:30 A.M.** (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following special business:

Special Business

1. To approve the conversion of the status of Company from Private Company to a Public Company 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 13, 14 and 18 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the Company be converted into a Public Company and the name of the Company be and is hereby changed from “Purple Panda Fashions Private Limited” to “Purple Panda Fashions Limited” and accordingly the name “Purple Panda Fashions Private Limited” wherever it appears in the Memorandum and Articles of Association of the Company be substituted with the name “Purple Panda Fashions Limited;

RESOLVED FURTHER THAT the Article I (6) of Articles of Association of the Company be and is hereby omitted;

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.”

By order of the Board of Directors

Kajal Gupta
Company Secretary

Place: Noida
December 07, 2022

Registered Office:
Purple Panda Fashions Private Limited
109-B, Plot No. 18, Rajendra Jaina Tower,
Wazirpur Commercial Complex, WPIA, New Delhi-110052, India
CIN: U52100DL2012PTC237371
Tel: +0120-4842200



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: legal@clovia.com **Phone:** 0120-4842200 | **CIN:** U52100DL2012PTC237371



Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and December 14, 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.
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. 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.
4. 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.
5. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. 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.
7. 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.
8. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the EGM are requested to write to the Company on or before the commencement of the meeting through e-mail 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.
9. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



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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.

11. 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 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



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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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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

In terms of Section 2(71) of the Companies Act, 2013 ("the Act"), the Company, being a subsidiary of a public company, is deemed to be a public company for all purposes of the Act, even where the Company continues to be a private company in its Articles of Association.

Considering the above, it is proposed to convert the Company from a private company to a public company and consequently delete the word 'Private' from the name of the Company i.e., from "Purple Panda Fashions Private Limited" to "Purple Panda Fashions Limited". Further, the name of the Company wherever appearing in Memorandum and Articles of Association would be substituted with "Purple Panda Fashions Limited".

The Company is required to comply with the procedure set out in Sections 13, 14 and 18 of the Act read with the Companies (Incorporation) Rules, 2014. Further, consequential changes in Memorandum and Articles of Association of the Company are also required to be made.

The altered Memorandum and Articles of Association are available electronically for inspection by the members of the Company as per Note 8 of the Notes to the accompanying Notice.

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

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

By order of the Board of Directors

Kajal Gupta
Company Secretary

Place: Noida
December 07, 2022

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