



NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of Purple Panda Fashions Private Limited will be held on **Friday, September 30, 2022** at **01:00 P.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, 2022 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, 2022 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 Smt. 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 pursuant to 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, liable to retire by rotation."

3. To appoint Statutory Auditors and fix their remuneration 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this (10th) Annual General Meeting till the conclusion of the 15th Annual General Meeting, at such remuneration as shall be recommended by the Audit Committee and approved by the Board of Directors of the Company."

Special Business

4. To appoint Shri Akhilesh Prasad as 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**:



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:** 0120-4642201 | **CIN:** U52100DL2012PTC237371

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Akhilesh Prasad (DIN: 01757265), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

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.”

5. To appoint Shri Venkatachalam Subramaniam as 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 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Venkatachalam Subramaniam (DIN: 00009621), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

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.”

6. To appoint Shri Krishnan Sudarshan as an Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Krishnan Sudarshan (DIN: 01029826), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing

under Section 160 of the Act from a member proposing his candidature for the office of Director and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years, i.e. up to June 30, 2025;

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.”

7. To appoint Shri S K Bhardwaj as an Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri S K Bhardwaj (DIN: 00001584), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years, i.e. up to June 30, 2025;

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
For Purple Panda Fashions Pvt. Ltd.


Authorised Signatory/Director

Kajal Gupta
Company Secretary

Place: Delhi

September 29, 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: +0120-4842251

Notes:

1. Considering the present Covid-19 pandemic, 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 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 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 2021-22 is being sent only through electronic mode to those members whose email address are registered with the Company / Depositories.
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, Smt. Neha, retires by rotation at the Meeting. The Board of Directors of the Company recommends her re-appointment. Brief profile of Smt. Neha and other requisite details are annexed to the Notice and marked as Annexure - I, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government.

Smt. Neha is interested in the Ordinary Resolution set out at Item No. 2 with regard to her re-appointment. The relatives of Smt. Neha may be deemed to be interested in the said Resolution to the extent of their shareholding interest

in the Company if any. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 to the Notice.

8. Details of Director retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and 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. 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. Members seeking to inspect such documents can send an email to kajal.gupta@clovia.com
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 12:00 noon on September 30, 2022, through e-mail on kajal.gupta@clovia.com. The same will be replied by the Company suitably.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. 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.
13. 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 Directors retiring by rotation/seeking appointment/re-appointment at the Meeting

Smt. Neha (DIN: 06380757)

Smt. Neha (DIN: 06380757), aged 40 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 the Directors retiring by rotation/seeking appointment/ re-appointment are as under:

Name	Smt. Neha
Terms and conditions of appointment/ re-appointment	Wholetime director liable to retire by rotation
Remuneration drawn in the Company for 2021-22	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 August 30, 2022	10,166 Equity Shares
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	3
Directorship of other Board as on date of this Notice	Nil
Membership / Chairmanship of Committees of other Boards as on the date of this Notice	Nil

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. 4

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company, Shri Akhilesh Prasad (DIN: 01757265) as an Additional Director of the Company w.e.f. July 01, 2022.

As per the provisions of Section 161(1) of the Act, Shri Akhilesh Prasad holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

The Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Shri Akhilesh Prasad for the office of Director of the Company.

A brief profile of Shri Akhilesh Prasad 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 statement and marked as **Annexure - II**.

Shri Akhilesh Prasad is interested in the Ordinary Resolution set out at Item No 4 with respect to his appointment. The relative(s) of Shri Akhilesh Prasad may be deemed to be interested in the said Resolution to the extent of the shareholding interest if any in the Company. Save, and except the above, none of the Directors of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 4 of the Notice.

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

Annexure - II

Profile of the Directors retiring by rotation/seeking appointment/re-appointment at the Meeting

Shri Akhilesh Prasad (DIN: 01757265)

Shri Akhilesh Prasad aged 60 years, leads Reliance Retail’s Fashion & Lifestyle business in driving strategy, business and expansion for scale & sustained growth. With more than 30 years in Retail in India, Shri Akhilesh Prasad brings rich experience in retail-operations & business leadership, across food, telecom and fashion. Mr. Akhilesh 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.

He is today leading Reliance Retail's Fashion and Lifestyle business as President and Chief Executive. Akhilesh 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 Directors retiring by rotation/seeking appointment/ re-appointment 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 2021-22	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 August 31, 2022	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	1
Directorship of other Board as on August 31, 2022	<ol style="list-style-type: none"> 1. Kalanikethan Fashions Limited 2. Kalanikethan Silks Limited 3. Mesindus Ventures Limited 4. Urban Ladder Home Decor Solutions Limited 5. Cover Story Clothing Limited
Membership / Chairmanship of Committees of other Boards as on August 31, 2022	<ol style="list-style-type: none"> 1. Kalanikethan Silks Private Limited -Corporate Social Responsibility Committee (Chairman) 2. Urban Ladder Home Décor Solutions Limited - Corporate Social Responsibility Committee (Member) - Nomination and Remuneration Committee (Chairman)

ITEM NO. 5

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, Shri Venkatachalam Subramaniam (DIN: 00009621) as an Additional Director of the Company w.e.f. July 01, 2022.

As per the provisions of Section 161(1) of the Act, Shri Venkatachalam Subramaniam holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

The Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Shri Venkatachalam Subramaniam for the office of Director of the Company.

A brief profile of Shri Venkatachalam Subramaniam 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 statement and marked as **Annexure - III**.

Shri Venkatachalam Subramaniam is interested in the Ordinary Resolution set out at Item No 5 with respect to his appointment. The relative(s) of Shri Venkatachalam Subramaniam may be deemed to be interested in the said Resolution to the extent of the shareholding interest if any in the Company. Save, and except the above, none of the Directors of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Annexure - III

Profile of the Directors retiring by rotation/seeking appointment/re-appointment at the Meeting

Shri Venkatachalam Subramaniam (DIN: 00009621)

Shri Venkatachalam Subramaniam (DIN: 00009621), aged 56 years is the Managing Director of Reliance Retail Ventures Limited (RRVL) as well as Whole time Director of Reliance Retail Limited (RRL), subsidiary of RRVL. He has over 25 years of experience in the fields of Finance, accounts, taxation and business management. He has over the years served at various leadership positions in industries ranging from consumer products, petrochemicals, refining to automobiles and retail during his corporate tenure..

Other details of the Directors retiring by rotation/seeking appointment/ re-appointment are as under:

Name	Shri Venkatachalam Subramaniam
Terms and conditions of appointment/ re-appointment	Non-Executive Director liable to retire by Rotation

Remuneration drawn in the Company for 2021-22	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 August 31, 2022	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	1
Directorship of other Board as on August 31, 2022	<ol style="list-style-type: none"> 1. Just Dial Limited 2. Reliance Retail Limited 3. Tira Beauty Limited 4. Genesis Colors Limited 5. Reliance Brands Limited 6. Reliance Retail Ventures Limited 7. Mesindus Ventures Limited 8. Reliance Brands Luxury Fashion Private Limited 9. MM Styles Private Limited 10. Addverb Technologies Private Limited
Membership / Chairmanship of Committees of other Boards as on August 31, 2022	<ol style="list-style-type: none"> 1. Reliance Retail Ventures Limited <ul style="list-style-type: none"> - Finance Committee (Member) - Risk Management Committee (Member) 2. Reliance Retail Limited <ul style="list-style-type: none"> - Compliance Committee (Chairman) - Risk Management Committee (Member) 3. Reliance Brands Limited <ul style="list-style-type: none"> - Audit Committee (Chairman) - Compliance Committee (Chairman) - Nomination and Remuneration Committee(Member) 4. Genesis Colors Limited <ul style="list-style-type: none"> - Audit Committee (Chairman) - Nomination and Remuneration Committee (Member)

	<p>5. Reliance Brands Luxury Fashion Private Limited</p> <ul style="list-style-type: none"> - Audit Committee (Chairman) - Nomination and Remuneration Committee (Member)
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ITEM NO. 6

The Board of Directors of the Company had appointed Shri Krishnan Sudarshan (DIN: 01029826) as Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Sections 149, 161(1) of the Act and the Articles of Association of the Company with effect from July 01, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent director requires approval of members.

The Nomination and Remuneration Committee ("NRC ") and the Board of Directors of the Company, has recommended appointment of Shri Krishnan Sudarshan as an Independent Director, for a term of 3 (three) consecutive years, on the Board of the Company.

Shri Krishnan Sudarshan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Shri Krishnan Sudarshan that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Shri Krishnan Sudarshan fulfils the conditions of his appointment as Independent Director as specified in the Act.

The Company has received a notice in writing from the member under Section 160 of the Act proposing the candidature of Shri Krishnan Sudarshan for the office of Director of the Company.

A brief profile of Shri Krishnan Sudarshan 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 statement and Marked as Annexure - IV.

A copy of draft letter of appointment of Shri Krishnan Sudarshan setting out the terms and conditions of appointment is available for inspection electronically by the members.

Shri Krishnan Sudarshan is interested in the Ordinary Resolution set out at Item Nos. 6 with respect to his appointment. The relatives of Shri Krishnan Sudarshan may be deemed to be interested in the said Resolution to the extent of his shareholding interest, if any, in the Company. 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 resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval by the members.

Annexure - IV

Profile of the Directors retiring by rotation/seeking appointment/re-appointment at the Meeting

Shri Krishnan Sudarshan (DIN: 01029826)

Shri Krishnan Sudarshan (DIN: 01029826), aged 52 years co-founded EMA Partners in India in 2003. He is a member of the firm's executive management committee and is responsible for Business Development. Shri K. Sudarshan is based in Mumbai, and leads the EMA Partners across India, Singapore, and the Middle East. He has more than 22 years of experience in Executive search and has led successful domestic and cross border search assignments for both Indian and multinational corporations across industry sectors and functional disciplines. He is an engineering graduate from the National Institute of Technology, Kurukshetra. Shri K. Sudarshan is widely networked and recognized as an industry thought leader in India, and his views are often sought by leading business media. He is one of the most recognized voices in the executive search industry in India..

Other details of the Directors retiring by rotation/seeking appointment/ re-appointment are as under:

Name	Shri Krishnan Sudarshan
Terms and conditions of appointment/ re-appointment	Independent Director
Remuneration drawn in the Company for 2021-22	Not Applicable
Remuneration sought to be paid	Sitting Fees
Date of the first Appointment on the Board	July 01, 2022
Shareholding in the Company as on August 31, 2022	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	1
Directorship of other Board as on August 31, 2022	1. Reliance Retail Limited 2. Genesis Colors Limited 3. Reliance Brands Limited 4. Cnergyis Infotech India Private Limited 5. EMA Partners India Private Limited 6. Select EMA Consulting India Private Limited 7. Reccloud Technologies Private Limited

	8. Reliance Brands Luxury Fashion Private Limited 9. Urban Ladder Home Decor Solutions Limited 10. Emagine People Technologies Private Limited 11. EMA Decision Dynamics Private Limited 12. James Douglas Professional Search India Private Limited 13. Vitalic Health Limited 14. EMA Partners Executive Search Private Limited 15. Shopsense Retail Technologies Ltd
Membership / Chairmanship of Committees of other Boards as on August 31, 2022	1. Reliance Retail Limited <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Stakeholder Relationship Committee (Member) - Corporate Social Responsibility Committee (Member) 2. Genesis Colors Limited <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) 3. Reliance Brands Luxury Fashion Private Limited <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) 4. Reliance Brands Limited <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) 5. Vitalic Health Limited <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) 6. Urban Ladder Home Décor Solutions Limited <ul style="list-style-type: none"> - Audit Committee (Member)

	<ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) <p style="text-align: center;">7. Shopsense Retail Technologies Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member)
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ITEM NO. 7

The Board of Directors of the Company had appointed Shri S K Bhardwaj (DIN: 00001584) as Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Sections 149, 161(1) of the Act and the Articles of Association of the Company with effect from July 01, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent director requires approval of members.

The Nomination and Remuneration Committee ("NRC ") and the Board of Directors of the Company, has recommended appointment of Shri S K Bhardwaj as an Independent Director, for a term of 3 (three) consecutive years, on the Board of the Company.

Shri S K Bhardwaj is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Shri S K Bhardwaj that he meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Shri S K Bhardwaj fulfils the conditions of his appointment as Independent Director as specified in the Act.

The Company has received a notice in writing from the member under Section 160 of the Act proposing the candidature of Shri S K Bhardwaj for the office of Director of the Company.

A brief profile of Shri S K Bhardwaj 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 statement and marked as **Annexure – V**.

A copy of draft letter of appointment of Shri S K Bhardwaj setting out the terms and conditions of appointment is available for inspection electronically by the members.

Shri S K Bhardwaj is interested in the Ordinary Resolution set out at Item Nos. 7 with respect to his appointment. The relatives of Shri S K Bhardwaj may be deemed to be interested in the said Resolution to the extent of his shareholding interest, if any, in the Company. 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 resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval by the members.

Annexure - V

Profile of the Directors retiring by rotation/seeking appointment/re-appointment at the Meeting

Shri S K Bhardwaj (DIN: 00001584)

Shri S K Bhardwaj (DIN: 00001584), aged 78 years is M.A. from Punjab University and LLB from University of Delhi. He held position of Chief Commissioner of Customs, Chief Commissioner of Central Excise and Service Tax, Joint Secretary in Ministry of Defence and Under/Deputy Secretary, Ministry of Finance, Department of Revenue, Government of India..

Other details of the Directors retiring by rotation/seeking appointment/ re-appointment are as under:

Name	Shri S K Bhardwaj
Terms and conditions of appointment/ re-appointment	Independent Director
Remuneration drawn in the Company for 2021-22	Not Applicable
Remuneration sought to be paid	Sitting Fees
Date of the first Appointment on the Board	July 01, 2022
Shareholding in the Company as on August 31, 2022	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	1
Directorship of other Board as on August 31, 2022	<ol style="list-style-type: none"> 1. Reliance Sibur Elastomers Private Limited 2. Reliance Prolific Traders Private Limited 3. Reliance Progressive Traders Private Limited 4. Reliance Eminent Trading & Commercial Private Limited 5. Actoserba Active Wholesale Limited 6. Reliance Projects & Property Management Services Limited

	<p>7. Reliance Services and Holdings Limited</p> <p>8. The Indian Film Combine Pvt Ltd</p> <p>9. Shopsyense Retail Technologies Ltd</p>
<p>Membership / Chairmanship of Committees of other Boards as on August 31, 2022</p>	<p>1. The Indian Film Combine Private Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Chairman) - Corporate Social Responsibility Committee (Member) <p>2. Reliance Sibur Elastomers Private Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) <p>3. Reliance Gas Pipelines Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Chairman) - Corporate Social Responsibility Committee (Member) <p>4. Reliance Ambit Trade Private Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member)

By order of the Board of Directors

For Purple Panda Fashions Pvt. Ltd.


 Authorised Signatory/Director

Kajal Gupta
Company Secretary

Place: Delhi

September 29, 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