

FASHIONAGE CORPORATION PVT. LTD.

Star Export House
(Recognised by Govt. of India)

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ADDENDUM TO THE NOTICE OF THE 1ST EXTRA- ORDINARY GENERAL MEETING SCHEDULED TO BE HELD ON APRIL 13, 2023

Fashionage Corporation Private Limited ("the Company") has issued Notice of 1st Extraordinary General Meeting (EGM) of the members of on the requisition of Mr. Rajinder Singh Bagga holding 20 percent of voting capital of the Company, will be held on Thursday on April 13, 2023, at 11:30 a.m. through Video Conference (VC) facility. The Notice of the EGM has been sent to all the shareholders of the Company in compliance with the provisions of the Companies Act, 2013 read with Rules made there under.

It has been observed that Mr. Amarjit Singh Bagga vide mail dated March 13,2023 shared his representation to be shared with shareholders of the Company, however, due to some technical issues, the Company was not aware about the same till March 26, 2023, when the Company again received the response of Mr. Amarjit Singh Bagga to email dated March 18, 2023.

It is to be informed that because of the said bona fide reason the written representation could not place alongwith the notice and also into the explanatory statement. Vide this addendum to the notice of Extra- Ordinary General Meeting dated March 18, 2023, we hereby share the representations receipt from Mr. Amarjit Singh Bagga with the shareholders, so that they can take an informed decision.

In view of the aforementioned reasons the Company modify the contents of explanatory statement of Item No.1 to the extent that instead of "***At the time of issue of the present notice, we have not been informed by Mr. Amarjit Singh Bagga regarding his intension to provide any written representation to be sent to the Members of the Company. However, in case the Company receives any representation from Mr. Amarjit Singh Bagga, the same will be duly communicated to the shareholders on the registered e-mail Id and the same will also be made available to the shareholders during the EGM.***" The following sentence should be incorporated: **Mr. Amarjit Singh Bagga has shared his written representation to the Company with an intention to share the same with the members of the Company. The said representation will be duly communicated to the shareholders on the registered e-mail Id and the same will also be made available to the shareholders during the EGM.**

The said omission is bonafide and does not attracts an violation of law on part of the Company. The representation is being shared to the shareholders in terms of the requirements mentioned under the law.

None of the directors of the Company is concerned or interested financially or otherwise, in the modification as set out in Addendum.

The Addendum to the Notice shall form an integral part of the Notice of Extra-Ordinary General Meeting dated 18.03.2023 and the same has been approved by the Board of Directors in the Board Meeting dated 28.03.2023.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 1

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out material facts relating to the special business mentioned at Item No. 1 of the accompanying Notice dated 18.03.2023:

Special Business:

Item No.1:

Mr. Rajinder Singh Bagga (the Requisitionist) is the Director and shareholder of the Company and holds 13,46,000 Equity Shares aggregating 20.006 % of the Company's voting capital. Fashionage Corporation Private Limited has pursuant to the Requisition and Special Notice dated 07.03.2023 and in recognition of the legal rights vested in them as a Shareholder, decided to convene an Extraordinary General Meeting (EGM), to consider and if thought fit, pass an Ordinary Resolution for removal of Mr Amarjit Singh Bagga as Directors of the Company.

Mr. Amarjit Singh Bagga (DIN: 00321455) is currently the director of the Company. He was appointed as Director by the shareholders on 28/05/2002.

Under Section 169 (4) of the Companies Act, 2013, the director being sought to be removed has a right to make a representation to the Members in the manner stated therein. **Mr. Amarjit Singh Bagga has shared his written representation to the Company with an intention to share the same with the members of the Company. The said representation will be duly communicated to the shareholders on the registered e-mail Id and the same will also be made available to the shareholders during the EGM.**

The Board of Directors of the Company would like to clarify that a copy of the Special Notice issued by the Requisitionist is being sent along with this Notice with a view to provide the relevant background concerning Item No. 1 of Special business to be transacted at the EGM. A copy of this Special Notice and Requisition is annexed hereto (Annexure).

Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same. Other than Mr. Amarjit Singh Bagga, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are interested in Item No. 1 of the Notice.

By order of Board of Directors of
FASHIONAGE CORPORATION PRIVATE LIMITED



HARBHAJAN SINGH BAGGA
(Director)

DIN: 00321451

Date: 28.03.2023

Place: Faridabad

R/o H.NO. 1089, SECTOR- 15, FARIDABAD, HARYANA- 121007

**WRITTEN REPRESENTATION
ON BEHALF OF AMARJIT SINGH BAGGA**

INTRODUCTION

- 1 The present written representation (“**Representation**”) is being submitted on behalf of Mr Amarjit Singh Bagga (“**ASB**”), Director of Fashionage Corporation Private Limited (“**Company**”) under sections 169(3) and 169(4) of the Companies Act, 2013 (“**Companies Act**”), in response to the notice dated 9 March 2023 (“**Notice**”) which schedules a meeting of the Board of Directors of the Company, Meeting No 11/2022-23 on 17 March 2023, Friday, at 11:30 am, for ASB’s removal from directorship (Agenda Item No 7).
- 2 Purportedly, the Notice was issued by the Company in furtherance of the special notice dated 7 March 2023 (“**Special Notice**”) of Mr Rajinder Singh Bagga (“**RSB**”), who allegedly holds 20% equity in the Company. It is stated that at the time of the inception of the Company, RSB only held 300 equity shares out of 10000 equity shares (3% equity). At that time, ASB held 9000 equity shares (90% equity), a large chunk of which he gifted to various benefactors in the future, including RSB.

CONTEXT TO THE MEETING OF 17 MARCH 2023

- 3 At the very outset, it is stated that the entire exercise of removing ASB from directorship is an attempt by certain directors/ members of the Company to oust him from the day-to-day affairs so that they can pilfer and use the Company for their own selfish and illegal motives.
- 4 It is stated that since 2022, ASB has realised that the Company is being run in a manner contrary to applicable law, including the provisions of the Companies Act. The Company’s violations of applicable law are so egregious that they may merit the winding up of the Company. Certain directors/ members of the Company are using the Company’s accounts to fill their coffers by making withdrawals on demand, and are also mismanaging the Company’s assets in furtherance of their own greed. At the premises of the Company, ASB has also encountered evidence of illicit activity, including assistants to certain directors/ members of the Company walking around with huge stacks of cash.
- 5 After noticing these incidents, ASB started raising questions, and resultantly, since February 2022, he has been denied access to all the financial information of the Company despite repeated emails, calls, and WhatsApp communications. This has

not only prevented him from performing his duties as a director of the Company, but also violated his right to this information as a member of the Company.

- 6 It is stated that the present attempt to oust ASB from the Company is also a continued effort by these self-interested directors/ members of the Company who wish to ensure that ASB does not continue to keep asking questions regarding the illegalities going on in the Company. These directors/ members of the Company do not realise that these continued violations of the Companies Act and other applicable law not only prejudice the stakeholders in the Company, which include its members, financial and other creditors, and employees and workers, but are also prejudicial to India's economy. These violations are not only harsh, burdensome, and oppressive to ASB and the other members, but would also result in the winding up of the Company, which has far-reaching ramifications.
- 7 As per the Special Notice, RSB notes that the Company has received written complaints against ASB from a Sanjay Mehra, a Tuhiram Bharadwaj, and a Satinder Teotia, who are all employees of the Company. RSB further states that on 9 January 2023, the Board of the Company had constituted a Disciplinary Committee comprising of a Mr Jitesh Pandey, Advocate, and a Mr Himanshu Bansal in terms of Human Resource Policy, 2016. RSB states that the said Disciplinary Committee found ASB guilty of professional misconduct, on the basis of which ASB was suspended from directorship for six months on 18 January 2023. RSB states that since ASB *“has not abided by the code of conduct specified in HR Policy, consequently, it is felt that it would not be appropriate for Mr Amarjit Singh Bagga to continue as Director of the Company”*.
- 8 This exercise of attempting to remove ASB from directorship is predicated on false pretexts and farcical complaints, as has been demonstrated in the succeeding paragraphs below. These directors/ members of the Company are guilty of corporate malfeasance, misfeasance, and nonfeasance, among others.

MATERIAL FACTS

- 9 At this juncture, it would be imperative to list *ad seriatim* the facts material for a fair and complete determination by the members of the Company:
- a On 7 January 2023, at 1:45 pm, ASB received an email from the Company informing him about the scheduling of a meeting on 9 January 2023. To his shock, the agenda for the said meeting included Agenda Item No 5, which was regarding the formation of a purported Disciplinary Committee in line with the Company's alleged Human Resource Policy of 2016 to investigate certain complaints against ASB.
- b On the same day, at 4:27 pm, ASB responded, and asked for copies of the complaints made against him, copies of the applicable human resources policy/ standing orders, and profiles of the proposed members of the disciplinary committee.
- c On ASB's request, copies of the said complaints were shared. In summation, these complaints state the following:

Date	Complainant	Allegation(s)
2 Jan 2023	Tuhiram Bhardwaj	ASB " <i>has been coming to my office at will but his behaviour has been such that he has been shouting and threatening me</i> ".
17 Dec 2022	Sanjay Mehray	ASB " <i>visited my office on 13/12/2022 spoke to me in threatening and intimidating tone and language</i> ".
2 Jan 2023	Satinder Teotia	ASB " <i>visited premises of Ergo Auto Limited at around 12 PM and spoke to me in intimidating tone which left me fearful of continuing the services</i> ".

- d On 8 January 2023, ASB sent another email responding to the allegations raised against him by the three complainants. This was never responded to.
- e At the virtual meeting on 9 January 2023, ASB's request for a mediation session to settle the issues raised by the three complainants was ignored, and when ASB asked the Board if they have reviewed his response of 8 January 2023, the meeting was abruptly ended.

- f** On 17 January 2023, ASB received an email scheduling a meeting of the Board of the Company on 18 January 2023. Agenda Item No 5 to this meeting was concerning the taking of “appropriate action” against ASB based on the recommendations of the purported Disciplinary Committee.
- g** On 18 January 2023, ASB sent an email in response, stating that he has not been provided with a copy of the human resources policy of the Company. He stated that he has also not been contacted by the said Disciplinary Committee.
- h** On 19 January 2023, ASB received an email stating that in tune with the recommendations of the Disciplinary Committee, he has been suspended from directorship for six months.
- i** On 20 January 2023, ASB responded to the above email, stating that this amounted to an act of oppression and mismanagement.
- j** On 9 March 2023, ASB received an email stating that on the basis of a special notice dated 7 March 2023 sent by RSB, the Board was convening a meeting of the Board of Directors of the Company on 17 March 2023 to vote on whether ASB ought to be removed from directorship.

SUBMISSIONS ON MERIT

- 10** As has been stated above, the instant proceedings are being conducted against ASB only to ensure that he has no access to the Company’s financial information and day-to-day activities so that he cannot raise any questions against illicit activities like financial misappropriation, among others, that are taking place in the Company.

Copy of Disciplinary Committee’s report has not been supplied to either ASB or to the other members of the Company

- 11** Despite the fact that the decision to suspend ASB has been previously taken on the basis of the recommendations of the said Disciplinary Committee, its report has not been made available to either ASB or to other members of the Company. This report appears to have been made in an extremely irregular manner as ASB was never even contacted by the Disciplinary Committee to make submissions or answer queries. This investigative process appears to be alien to law and the principles of natural justice.

Responses to allegations made by Mr Tuhiram Bhardwaj

- 12 Mr Bhardwaj's accusation appears to be that ASB *"has been coming to my office at will but his behaviour has been such that he has been shouting and threatening me"*.
- 13 As has earlier been stated by ASB, on 13 December 2022, around 5 pm, ASB saw Mr Bhardwaj with large stacks of cash on his table. Naturally concerned, ASB enquired about the source of the cash, and this question resulted in Mr Bhardwaj filing a farcical complaint.

Responses to allegations made by Mr Sanjay Mehray

- 14 Mr Mehray's accusation appears to be that ASB *"visited my office on 13/12/2022 spoke to me in threatening and intimidating tone and language"*.
- 15 This fabricated complaint has only been raised because ASB has been incessantly requesting for financial information so that he can discharge his fiduciary duties as a director and protect the fiscal and ethical interests of the members of the Company. Specifically, on 13 December 2022, Sanjay Mehray had accidentally emailed Nordic Bazaar's financial statements to ASB. This was the first time ASB has ever received or reviewed Nordic Bazaar's financials and immediately noticed the discrepancies whereby Nordic Bazaar listed Current Assets – Investments in Shares of the Company.

Responses to allegations made by Mr Satish Teotia

- 16 Mr Teotia's accusation appears to be that ASB *"visited premises of Ergo Auto Limited at around 12 PM and spoke to me in intimidating tone which left me fearful of continuing the services"*.
- 17 At the first place, Mr Teotia is not even an employee of the Company. Therefore, it is shocking that he has raised a complaint with the Board of Directors of the Company instead of officials of Ergo Auto Limited.
- 18 Moreover, it came to ASB's notice that despite working with Ergo Auto Limited, Mr Teotia was drawing a salary from the Company. Towards discharging his fiduciary duties as a director and protecting his interests as a member, ASB raised this issue, which resulted in Mr Teotia filing this complaint to silence ASB. Furthermore, Mr Teotia confirmed Sanjay Mehray, who is not even an employee of

Ergo Auto Limited, has the signatory authority for all cheques issued by Ergo Auto Limited. ASB is also a Director of Ergo Auto Limited and was never informed or involved in providing the bank signatory authority to Mr Mehray.

OVERALL REMARKS

- 19** On the face of it, it is clear that the three complaints made against ASB lack any material particulars or substance. They are exceptionally vague, and the charges levied against ASB also do not seem to concern grave issues of moral turpitude that would otherwise attract a disqualification as a director under the Companies Act.
- 20** Moreover, neither has ASB been supplied with a copy of the Human Resources Policy, 2016 (which he was not aware existed), nor has he been provided with the report of the purported Disciplinary Committee. It is clear that the said committee is bogus and has only been constituted with an ulterior motive to rid the Company of ASB as quickly as possible.
- 21** It is stated that these thinly veiled attempts at both ousting and silencing ASB are not only harsh, burdensome, and oppressive, they are also against the covenants of the Companies Act. The propensity of several directors/ members of the Company to illicitly use the Company for their financial gain makes it liable to be wound up.