

FASHIONAGE CORPORATION PVT. LTD.

★ **Star Export House**
(Recognised by Govt. of India)

Head Office: 14/1, Milestone, Mathura Road
Sector-27B, Faridabad-121003 Haryana (India)
Tel: +91-129-4289200, Fax: +91-129-4048077
E-mail: asb@fashcorp.com, Website: www.fashcorp.com
GSTIN: 06AAACF6135G1ZX, CIN: U74999DL2002PTC115567

NOTICE
OF
EXTRA-ORDINARY GENERAL MEETING

**Fashionage Corporation Private
Limited**

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2023 Extraordinary General Meeting (EGM) of the members of Fashionage Corporation Private Limited ("the Company") 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 transact the following business:

Item No.1

Removal of Mr. Amarjit Singh Bagga, Director (DIN: 00321455)

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 100, Section 115 read with Section 169 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act"), Mr. Amarjit Singh Bagga, Director (Director Identification Number: 00321455) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do and perform any and all such acts, including execution of any and all documents as such Director shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolution."

By the Order of Board of Directors
FASHIONAGE CORPORATION PRIVATE LIMITED



HARBHAJAN SINGH BAGGA
(Director)

DIN: 00321451

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

Date: 18.03.2023

Place: Faridabad

Note: Proceedings of this meeting will be recorded pursuant to regulatory and Compliance norms.

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Notes:

1. The Board of Directors at its meeting held on March 17, 2023, have approved the convening of the EGM and the issue of the Notice of the said meeting. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business as set out in the Notice is annexed hereto.
2. **THE MINISTRY OF CORPORATE AFFAIRS ("MCA") HAS VIDE ITS CLARIFICATION DATED 28.12.2022 READ WITH GENERAL CIRCULAR NO. 03/2022 DATED MAY 05, 2022, AND, CIRCULAR NO. 14/2020 APRIL 8, 2020 PERMITTED THE COMPANIES TO CONDUCT THEIR EXTRAORDINARY GENERAL MEETING ("EGM") THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC/OAVM), WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE UP TO SEPTEMBER 30, 2023. ACCORDINGLY, IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 AND MCA CIRCULARS, THIS EGM OF THE COMPANY IS BEING CONDUCTED THROUGH VC/OAVM.**
3. Since this EGM is being held through VC/OAVM facility, physical attendance of the members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the Members is not available at this EGM and hence Proxy Form and Attendance Slips are not annexed to this Notice.
4. The attendance of the Members attending the EGM through Video Conferencing/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Members may also note that the Notice of the EGM is available on the website of the Company at <http://www.fashcorp.com>
6. This EGM has been convened through Video Conference/Other Audio-Visual Means facility in compliance with the applicable provisions of Companies Act, 2013 read with MCA Circular no.14/2020 dated 8th April, 2020, Circular no.17/2020 dated April 13, 2020, MCA Circular no.22/2020 dated 15th June, 2020 as applicable to the Company.
7. The details of VC link for joining this meeting shall be communicated to the Members separately.

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8. As per MCA above mentioned circulars, the Notice of the EGM has been sent through electronic mode to all members. The Statutory Registers, as applicable to the Company, are available for inspection of the Members through electronic mode. Members desiring inspection of Statutory Registers during the EGM may send their request in writing to the Company at fcpl@fashcorp.com.
9. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business given in this Notice in Item No. 1 is annexed hereto. Further Special notice issued by the shareholder Mr. Rajinder Singh Bagga is attached as Annexure-2.
10. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
11. Relevant documents referred to in the Notice are also open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

By the Order of Board of Directors
FASHIONAGE CORPORATION PRIVATE LIMITED



HARBHAJAN SINGH BAGGA
(Director)

DIN: 00321451

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

Date: 18.03.2023

Place: Faridabad

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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 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. 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 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 the Order of Board of Directors
FASHIONAGE CORPORATION PRIVATE LIMITED


HARBHAJAN SINGH BAGGA

(Director)

DIN: 00321451

Date: 18.03.2023

Place: Faridabad

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

Regd. Office: F-80, Lajpat Nagar-II, New Delhi - 110 024 (India)

Special Notice

Dated : 07/03/2023

To
The Board of Directors,
Fashionage Corporation Private Limited

Subject: Issue of Special Notice and Requisition pursuant to Section 100, 115, 169 & 152 and other related provisions of the Companies Act, 2013 to convene an Extra-ordinary General Meeting of Fashionage Corporation Private Limited

Dear Sir,

1. The undersigned shareholder of Fashionage Corporation Private Limited ("the Company"), holding in aggregate as on the date of this letter Equity Shares representing 20 percent of shareholding of the Company's voting capital.
2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of Fashionage Corporation Private Limited, in the manner prescribed under applicable law, to pass the following resolution:

Item No. 1:

REMOVAL OF MR. AMARJIT SINGH BAGGA, DIRECTOR (DIN: 00321455)

"RESOLVED THAT pursuant to Section 115 read with Section 169 of the Companies Act., 2013 and rules made thereunder, Mr. Amarjit Singh Bagga, Director (DIN: 00321455) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do and perform any and all such acts, including execution of any and all documents as such Director shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolution."

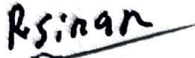
Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- i. The undersigned being the director of the Company has come to know that the Company has received written complaints against Mr. Amarjit Singh Bagga, Director (DIN: 00321455) from Sanjay Mehray, Tuhiram Bharadwaj, Satinder Teotia, employees of the Company with respect to criminal intimidation and threatening employees at workplace.
- ii. Vide meeting dated 09.01.2023, the Board of Directors of the Company constituted Disciplinary Committee of 2 members Adv. Jitesh Pandey, HR & Labour Law Expert (Member) Himanshu Bansal, Senior HR Professional (Member) in terms of Human Resource Policy, 2016 for investigating the matter.
- iii. After investigating the matter, the Disciplinary gully of professional misconduct and in order to make the workplace safer for the employees, so that they can contribute towards the goal of the Company, the Committee recommends the management of Fashionage Corporation Private Limited to proceed in terms of HR Policy, 2016.
- iv. Based upon the recommendation of the Disciplinary Committee, the board in the meeting 18.01.2023 suspend Mr. Amarjit Singh Bagga, Director (DIN: 00321455) for a period of 6 months.

- v. Mr. Amarjit Singh Bagga 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.
- vi. Therefore the undersign request the Company to conduct an Extra-Ordinary General Meeting for removal of Mr. Amarjit Singh Bagga, Director (DIN: 00321455) from his directorship.

Please also treat this as a special notice under Section 169(2), read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.

Thanking You



Yours Faithfully

Rajinder Singh Bagga

Shareholder

Holding – 20 % of total paid up capital