

## **NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Catwalk Worldwide Private Limited will be held on Tuesday, November 1, 2022 at **11:00 A.M. (IST)** at 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai – 400002 to transact the following business:

### **SPECIAL BUSINESS**

1. To appoint Shri Asif Merchant as a Whole-Time Director and in this regard, to consider and if thought fit, to pass, the following resolution as an **Special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded for the appointment of Shri Asif Merchant (DIN: 00287289) as a Whole-time Director of the Company for a period of 3 (three) years with effect from November 1, 2022, on such terms and conditions of appointment including remuneration, as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board”) to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit within the limits specified in the Statement annexed to the Notice;

**RESOLVED FURTHER THAT** the Board 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

**Sd/-**  
**Gaurav Jain**  
**(Chairman)**

Date: October 29, 2022

Place: Mumbai

**Registered Office:**

4<sup>th</sup> Floor, Court House,  
Lokmanya Tilak Marg, Dhobi Talao,  
Mumbai – 400002  
Ph: +91 22 35553800  
Website : [www.catwalk.net.in](http://www.catwalk.net.in)

**Catwalk Worldwide Private Limited**

Registered Office: 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400002.

Phone: +91 22 35553800; E-mail us at [helpline@catwalkworldwide.com](mailto:helpline@catwalkworldwide.com)

**CIN NO: U52324MH2003PTC139422 Website: [www.catwalk.net.in](http://www.catwalk.net.in)**

**Notes:**

1. 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. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten per cent of the total share capital of the company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the EGM, is annexed hereto.
5. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s). 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 Meeting.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company on or before Tuesday, November 1, 2022, through e-mail on [Riya.Lakhotia@ril.com](mailto:Riya.Lakhotia@ril.com). The same will be replied by the Company suitably.
8. Members can cast their vote by a show of hands during 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**

Shri Asif Merchant ceased as Managing Director of the Company w.e.f. November 01, 2022. The Board of Directors of the Company, at its meeting held on October 29, 2022, had proposed to appoint Shri Asif Merchant (DIN: 00287289) as a Whole-time Director of the Company for a term of 3 years with effect from November 1, 2022, on such terms of appointment including remuneration as detailed below:

#### **Remuneration:**

Shri Asif Merchant shall be paid remuneration within the range of Rs. 1.7 to 5 crore p.a. which includes salary, perquisites and allowances. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall form part of the remuneration specified above.

Increment in salary, perquisites and allowances and remuneration by way of incentive/bonus/performance linked incentive, payable to Shri Asif Merchant, as may be determined by the Board, shall be within the range specified above. The overall remuneration payable every year to the Whole-time Director by way of salary, perquisites and allowances, incentive/bonus/performance linked incentive etc. as may be, shall be within the limits specified under the Act and rules made thereunder.

#### **Reimbursement of Expenses**

Shri Asif Merchant shall be entitled to be reimbursed from the Company all the expenses incurred by him on behalf of the Company.

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**General:**

- (i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time.
- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ('the Act') with regard to duties of directors.
- (iii) The office of the Whole-time Director may be terminated by giving the Company or the Whole-time Director by giving 3 (three) months' prior notice or such shorter notice in writing as may be agreed by Whole-time Director and the Company.

It is proposed to seek members' approval for the appointment of and remuneration payable to Shri Asif Merchant as a Whole-time Director of the Company in terms of the applicable provisions of the Act.

Shri Asif Merchant fulfils the eligibility criteria set out in Section 196(3) and in Part I of Schedule V to the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The following information about the Company and Shri Asif Merchant are given below in terms of Section II, Part II of Schedule V to the Act:

<b>I. GENERAL INFORMATION</b>				
(1)	Nature of Industry	Commercial and Industrial		
(2)	Date or expected date of commencement of commercial production	Not Applicable		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial Performance based on given indicators	<p><b>Financial year ended March 31, 2022</b> (Amount in lakhs)</p> <table border="1"> <tr> <td>Total Income (including</td> <td>6715.01</td> </tr> </table>	Total Income (including	6715.01
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		other income)	
		(Loss) / Profit after tax	(461.09)
(5)	Foreign investments or collaborations, if any	Nil	
<b>II. INFORMATION ABOUT THE APPOINTEE:</b>			
(1)	Background details	Brief detailed profile of Shri Asif Merchant is given in annexure to the Notice.	
(2)	Past Remuneration	Rs. 94.18 lakhs (paid as MD during FY 2021-22)	
(3)	Recognition or awards	Nil	
(4)	Job Profile and his suitability	Shri Asif Merchant has a clear understanding of the company's core values and culture with sound business acumen and deep understanding of the business.	
(5)	Remuneration proposed	As mentioned above	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In view of the Company having inadequate profits, remuneration profile is not comparable with the industry.	
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Nil	
<b>III. OTHER INFORMATION:</b>			
(1)	Reasons for loss or inadequate profits	Impact of Covid-19 pandemic on financial performance of the Company.	
(2)	Steps taken or proposed to be taken for improvement	Focused plan to avoid any disruptions and planned marketing spends across India to help in	

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		brand building activity & to increase brand share.
(3)	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in profitability and continually undertakes measures to improve its productivity and profitability.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Asif Merchant under Section 190 of the Act.

A brief profile of Shri Asif Merchant 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 notice.

Shri Asif Merchant is interested in the Special Resolution set out at Item No. 1 with respect to his appointment. Save and except the above, none of the 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. 1 of the Notice.

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

By Order of the Board of Directors

**Sd/-**  
**Gaurav Jain**  
**(Chairman)**

Date: October 29, 2022

Place: Mumbai

**Registered Office:**

4<sup>th</sup> Floor, Court House,  
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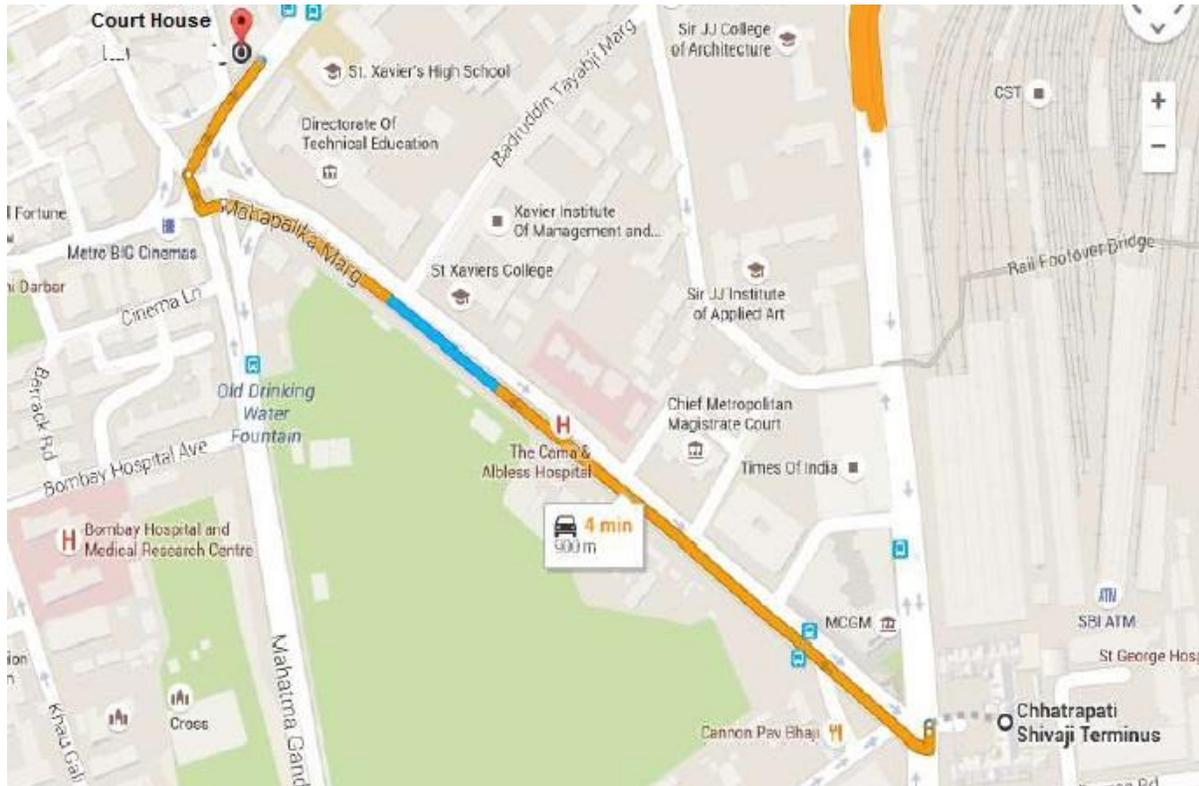
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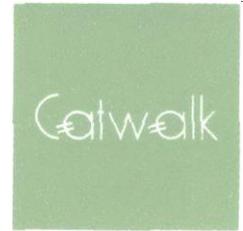
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**ROUTE MAP OF THE EGM VENUE****Catwalk Worldwide Private Limited**

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**ATTENDANCE SLIP**

**Catwalk Worldwide Private Limited**

CIN: U52324MH2003PTC I39422

Registered Office: 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP. Id\* ..... Folio No.  
.....

Client Id\* ..... No. of Shares  
.....

NAME AND ADDRESS OF THE SHAREHOLDER

.....

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on Tuesday, the 1<sup>st</sup> day of November 2022 at 11:00 a.m. at the Conference Room, 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400002.

\_\_\_\_\_  
Signature of Shareholder / proxy

\* Applicable for investors holding shares in electronic form

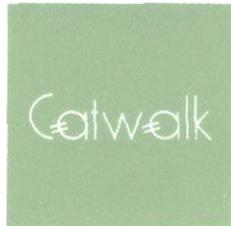
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**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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CIN: U52324MH2003PTC I39422

Registered Office: 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002

Name of the member(s): ..... e-mail id:  
.....

Registered address: .....Folio No./\*Client id:  
.....

..... \*DP Id:  
.....

I/We, being the member(s) of \_\_\_\_\_ shares of Catwalk Worldwide Private Limited, hereby appoint:

1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf **Extra-Ordinary General Meeting** of the Company held on Tuesday, the 1<sup>st</sup> day of November 2022 at 11:00 a.m. at the Conference Room, 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400002 and at any adjournment thereof in respect of such resolutions as are indicated below:

\_\_\_\_\_  
\_\_\_\_\_

\*\* I wish my above Proxy to vote in the manner as indicated in the box below :

	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1	Appointment of Shri Asif Merchant as Whole-Time Director of the Company		

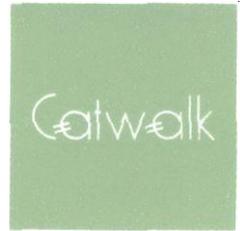
\*Applicable for investors holding shares in electronic form

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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder    Signature of second proxy holder    Signature of third proxy holder

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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