

## **NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Catwalk Worldwide Private Limited will be held on Monday, February 20, 2023 at 11:30 a.m. 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 the Company from private company to 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, 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 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 'Catwalk Worldwide Private Limited' to 'Catwalk Worldwide Limited' and accordingly the name 'Catwalk Worldwide Private Limited' wherever it appears in the Memorandum and Articles of Association of the Company be substituted with the name 'Catwalk Worldwide Limited';

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorised to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

By Order of the Board of Directors

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

Date: January 24, 2023  
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. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 05, 2022, read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 (collectively referred to as "MCA Circulars") permitted convening the Extraordinary 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 addresses 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 an email at [Riya.Lakhotia@ril.com](mailto:Riya.Lakhotia@ril.com), a certified true copy of the relevant Board Resolution authorising their representative(s) 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 inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at [Riya.Lakhotia@ril.com](mailto:Riya.Lakhotia@ril.com) same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.

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9. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members can cast their vote by a show of hands during the EGM or by sending an e-mail on [Riya.Lakhotia@ril.com](mailto:Riya.Lakhotia@ril.com) 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 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. Sonu Patel at [Riya.Lakhotia@ril.com](mailto:Riya.Lakhotia@ril.com) call on: +91 9004531311.
  - 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

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Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.

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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**”

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You have entered the Board Meeting Video Call Make sure you start your camera and keep the microphone “Mute” when not speaking.

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## **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.

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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 change the status of the Company from private company to public company and to consequently, delete the word "Private" from the name of the Company i.e., from 'Catwalk Worldwide Private Limited' to 'Catwalk Worldwide Limited'. Further, the name of the Company wherever appearing in Memorandum and Articles of Association would be substituted with 'Catwalk Worldwide Limited'.

The Company is required to comply with the procedure set out in Sections 13, 14 and 18 of the Act read with 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 of Association and Articles of Association of the Company are available for inspection by the members of the Company as per Note No.8 of the Notes to the accompanying Notice.

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

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

By Order of the Board of Directors

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

Date: January 24, 2023  
Place: Mumbai

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