

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Catwalk Worldwide Limited will be held on **Monday, the 25th day of September, 2023 at 11:00 A.M. (IST)** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 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, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Shri Kumar Nitesh, 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** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Kumar Nitesh (DIN: 06876230), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company

By Order of the Board of Directors

**Sd/-
Gaurav Jain
Chairman
DIN: 02697278**

Date: September 1, 2023
Place: Mumbai

Registered Office:
4th Floor, Court House,
Lokmanya Tilak Marg, Dhobi Talao,
Mumbai – 400002
CIN: U52324MH2003PLC139422
Tel: +91-22-35553800
Website: www.catwalk.net.in

Catwalk Worldwide Limited

(Formerly known as Catwalk Worldwide Private Limited)

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

Phone: +91 22 35553800; E-mail us at helpline@catwalkworldwide.com

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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circulars dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (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 2022-23 is being sent only through electronic mode to those Members whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.catwalk.net.in.
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 shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at Gaurav.Jain@ril.com, a certified true copy of the relevant Board Resolution / Power of Attorney / Authority Letter authorising their representative(s) to attend and vote on their behalf at 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 the provisions of Section 152 of the Act, Shri Kumar Nitesh, Director of the Company retires by rotation at the Meeting. The Board of Directors of the Company commends his re-appointment. Brief profile of Shri Kumar Nitesh and other requisite details are annexed to the Notice, pursuant to the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government.

Shri Kumar Nitesh, Director of the Company is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Shri Kumar Nitesh may be deemed to be interested in the said Resolution to the extent of their

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shareholding, if any, in the Company. 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 Items Nos.1 to 2 of the Notice.

8. Details of Director retiring by rotation 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, 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 Gaurav.Jain@ril.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 on September 18, 2023, by sending an e-mail on Gaurav.Jain@ril.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 Gaurav.Jain@ril.com in case of a poll.
13. The instruction for participating in the meeting through VC:
 - 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 Mr. Gaurav Jain at Gaurav.Jain@ril.com or call on: +022-35553800.
 - 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.

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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.

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Profile of Director retiring by rotation at the Meeting:
Shri Kumar Nitesh (DIN: 06876230)

Shri Kumar Nitesh, aged 47 years, has completed Bachelor of Science (Major: Chemistry) from Magadh University, India and PGDBM from Institute of Productivity & Management, India. Shri Kumar Nitesh has worked for many reputed companies and international brands in many different countries as MD/CEO/Footwear Business Head and has overall experience of more than 21 years in Footwear industry.

Other details of Directors retiring by rotation at the ensuing Annual General Meeting are as under:

Terms and conditions of appointment / re-appointment	Non-Executive Director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	04.07.2022
Shareholding in the Company as on March 31, 2023	Nil
Relation with any Director, Manager and other Key Managerial Personnel of the Company	None
No. of Meetings of the Board attended during the FY 2022-23	6
Directorships of other Boards as on March 31, 2023	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Nil

By Order of the Board of Directors

Sd/-
Gaurav Jain
Chairman
DIN: 02697278

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Place: Mumbai

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