



Purple United Sales Limited

(Formerly known as Purple United Sales Private Limited)

Corporate Office: Tower B, Ground Floor, Smartworks Corporate Park, Plot 1 & 2, Amity Road, Sector 125, Noida, UP - 201303 Ph: +91-9667792635/ 36, Email: info@purpleunited.in

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF PURPLE UNITED SALES LIMITED (Formerly known as Purple United Sales Private Limited) WILL BE HELD ON MONDAY, THE 08TH DAY OF JULY 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY KHASRA NO. 55/14 & 55/15, MUNDKA, NEAR RANI KHERA ROAD, DELHI - 110041 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED AS ON 31.03.2024 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT the audited financial statements of the Company for the Financial Year ended March 31, 2024, together with Schedules and annexures thereto and the reports of the Board of Directors and the Auditors as circulated, be and are hereby received, considered and adopted."

ITEM NO. 2

TO RE-APPOINT MR. NIRAJ RAJPAL (DIN: 10344731) WHO RETIRES BY ROTATION THIS YEAR AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder Mr. Niraj Rajpal (DIN: 10344731), who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company on the same terms and conditions as approved earlier."

ITEM NO. 3

TO APPOINT NGMKS & ASSOCIATES (FRN 024492N), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS



To consider and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) NGMKS & Associates (FRN 024492N) be and are hereby re-appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of 10th Annual General Meeting till the conclusion of 15th Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution"

SPECIAL BUSINESS

ITEM NO. 4

APPROVAL OF INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **"Special Resolution"**.

"RESOLVED THAT pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange(s) where the equity shares and/or other securities of the Company are proposed to be listed on the SME platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory



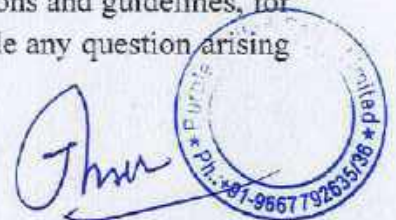
and/or regulatory authorities granting such and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted for the said purpose), subject to approval of the members of the Company be and is hereby accorded for the Company to issue, offer and allot equity shares of face value of Rs. 10/- each ("Equity Shares") and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations and subsequent amendments thereto, not exceeding [•] Equity Shares Only including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of Regulation 261 of chapter IX of the SEBI ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration on such terms and conditions as may be finalised by the Board (such issue referred to as "Public Issue") and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board may also invite existing shareholders of the Company to participate in the IPO by Offer for Sale of all or part of the Equity Shares held by them at the same price as decided in the Initial Public Offer and issue such letters or execute such agreements, writings etc. as may be required for the purposes of the Offer for Sale.

RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement basis (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to SEBI ICDR Regulations and other regulations, as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager / Lead Manager(s), Registrar to the Issue/Offer, Bankers to the Issue/Offer, Depository Participant, custodians, Legal Advisors to the Issue/Offer, Market Makers, Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising



out of or in relation to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).

RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity Shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Issue/Offer, including the price of the Equity Shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

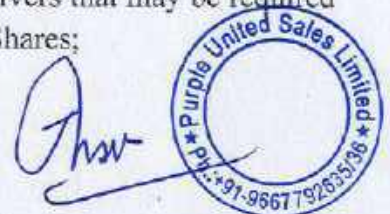
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RESOLVED FURTHER THAT

- i. All monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- ii. Details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- iii. Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

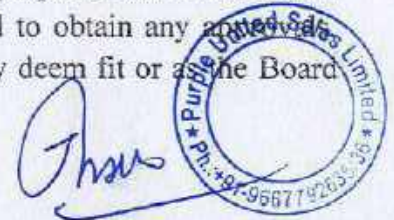
RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Public Issue, including, without limitation, the following:

- i. constituting a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Public Issue ("IPO Committee");
- ii. authorization to any director or directors of the Company, Key Managerial Personnel or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/ her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
- iii. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- iv. appointing the Book Running Lead Manager(s), Market Maker(s), Underwriters(s), Legal Advisor(s), Registrar(s), Escrow Bank(s), Syndicate Member(s), Sponsor Bank and other intermediaries to the Public Issue in accordance with the provisions of the SEBI ICDR Regulations and other applicable statutory and/ or regulatory requirements;
- v. seeking, if required, any approval, consent, no-objection or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents, no-objection or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;



- vi. deciding the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Public Issue;
- vii. approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Book Running Lead Manager(s), in accordance with all applicable laws, rules, regulations and guidelines;
- viii. seeking the listing of the Equity Shares on any recognized stock exchange(s) in India, submitting the listing application to such Stock Exchange(s) and taking all actions that may be necessary in connection with obtaining such listing;
- ix. finalization of and arrangement for the submission of the draft prospectus to be submitted to the Stock Exchange(s) for receiving comments from the public and the prospectus to be filed with the Stock Exchange(s), Registrar of Companies, SEBI and/ or any other regulatory authorities, and any corrigendum, amendments supplements thereto;
- x. authorization of the maintenance of a register of holders of the Equity Shares;
- xi. finalization of the public announcement w.r.t. price band disclosure in consultation with the Book Running Lead Manager(s) and to give the public advertisement in the newspaper(s) as per the applicable provisions;
- xii. finalization of the basis of allotment of the Equity Shares;
- xiii. finalization of the allotment of the Equity Shares on the basis of the applications received;
- xiv. acceptance and appropriation of the proceeds of the Public Issue; and
- xv. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Public Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the equity shares in the Public Issue and the utilisation of the issue proceeds in relation to the expansion plans, acquisitions, working capital requirements, repayment of secured loans, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint Book Running Lead Manager(s), Banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board



may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and such new equity shares shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate all or any of their powers herein conferred to a committee of directors to be constituted or the Chairman and/or any Director of the Company or Chief Financial Officer or Company Secretary of the Company to give effect to the aforesaid resolutions.”

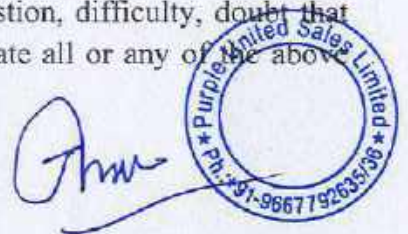
ITEM NO. 5

TO CONSIDER AND APPROVE THE BORROWING LIMITS OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “The Board”) of the Company to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), from the financial institutions, Company’s bankers and/ or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 60 Crores (Rupees Sixty crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above



powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

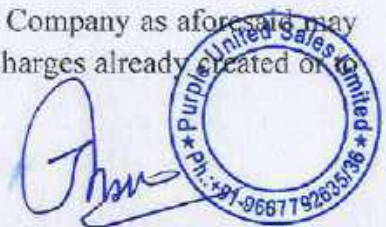
ITEM NO. 6

TO CONSIDER AND APPROVE CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE OF LENDERS U/S 180(1)(a) & OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to be as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or



be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FUTHER THAT for the purpose of giving effect to this resolution, Mr. Jatinder Dev Seth, Managing Director and Mrs. Bhawna Seth, Whole-time Director, of the Company be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in in regard to create mortgages / charges as aforesaid."

Registered office
Khasra No. 55/14 & 55/15, Mundka,
Near Rani Khara Road, Delhi – 110041



Place: Noida
Date: 21.06.2024

By order of the Board
For Purple United Sales Limited
For Purple United Sales Limited

Managing Director
Jatinder Dev Seth
Managing Director
DIN: 06944942

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTMENT PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to notify their change of address, if any, to the Company.
3. Members / Proxies should bring Attendance slips at the meeting.
4. All the documents including the financial statements referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11.00 a.m. to 1.00 P.M. except Sunday and public holidays at the Registered Office of the Company.

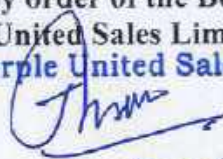


5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
6. The register of Members and share Transfer Books of the Company will remain closed from Sunday, 07th July 2024 to Monday, 08th July, 2024 (both days inclusive)
7. Based on the terms of appointment, all Executive & Non - Executive Directors of the Company are subject to retirement by rotation at every AGM. Accordingly, the following director are liable to retire by rotation at the ensuing AGM:
 - Mr. Niraj Rajpal (DIN: 10344731);
8. A route map providing directions to reach the venue of the AGM is provided in the Notice.

Registered office
Khasra No. 55/14 & 55/15, Mundka,
Near Rani Khara Road, Delhi - 110041



Place: Noida
Date: 21.06.2024

By order of the Board
For Purple United Sales Limited
For Purple United Sales Limited

Jatinder Devesh **Managing Director**
Managing Director
DIN: 06944942

EXPLANATORY STATEMENT

(Under Section 102 of The Companies Act, 2013)

ITEM NO. 4

The Company needs to raise funds to contribute towards the equity infusion which is required for expansion of the business of Company which will be utilized inter-alia: (a) To meet Issue Expenses (b) To meet Issue Expenses (c) To meet working capital needs. (d) General corporate purposes (e) Offering for sale [x] shares by the selling shareholders (f) Obtaining the benefits of listing the shares on a stock exchange (g) Acquisition of businesses in similar or complementary fields (h) Investment in strategic acquisitions/joint ventures (i) Spending on marketing and branding (j) Financing expenses for opening new stores (h) Repayment of loans or any such other purpose as the Board may deem fit. Therefore, to meet such requirements it is proposed to offer, issue and allot equity shares to the public.

The detailed terms and conditions will be determined in consultation with the Book Running Lead Manager(s), Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the issue. Wherever necessary and applicable, the pricing of the issue will be finalized in accordance with the applicable guidelines, in force, of GOI, RBI, SEBI and other relevant authorities.

In terms of provisions of the Companies Act, 2013, consent of members is required to issue further equity shares to any person other than the Promoters and promoter group (categorized as per SEBI ICDR Regulations) pursuant to the Initial Public Offer (IPO). Consent of the members is therefore sought to authorize the Board to offer, issue and allot equity shares.

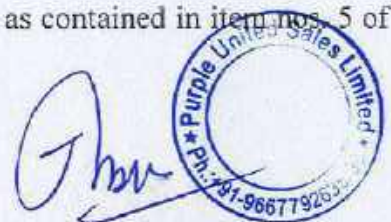
The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution. The Board of Directors recommends passing of Special resolution as contained in item no. 4 of the notice.

Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

ITEM NO. 5

In terms of Section 180(1) (c) of Companies Act, 2013 and the prescribed rules, if any, the Board cannot, except with the consent of the company in a general meeting, borrow monies in excess of the aggregate of the paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose. The Board of directors now seek consent of the members of this meeting to exceed the limit of borrowing upto Rs. 60 Crores (Rupees Sixty Crores).

The Board of Directors recommends passing of Special resolution as contained in item nos. 5 of the notice.



None of the Directors of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

ITEM NO. 6

Pursuant to the provision of Section 180 of Companies Act, 2013, the Members grant powers for borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of the limit so specified, and power to create charge / mortgage / hypothecation on the Company's assets, both present and future, in favour of the lenders / trustees for the holders of debentures / bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers / other bank in the ordinary course of the business) respectively.

Under the provisions of Section 180(1)(c) and Section 180(1)(a) of the Act, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain the approval of the shareholders by means of Special resolution, to enable the Board of Directors of the Company to borrow monies, apart from temporary loans obtained from the Company's Bankers / other bank in the ordinary course of business, in the excess of the aggregate of paid-up share capital and free reserves of the Company and to create charge / mortgage / hypothecation of the Company's assets, both present and future, in favour of the lenders, trustees for the holders of the debentures / bonds, to secure the repayment of the monies borrowed by the Company (including temporary loans obtained from the Company's banker / Other Bank in ordinary course of business).

The approval for the borrowing limit being sought is Rs. 60 Crore (Rupees Sixty Crore Only) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher, and to create charge / mortgage / hypothecation on the Company's assets to secure such borrowings, under section 180(1)(c) and 180(1)(a) of the Act. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

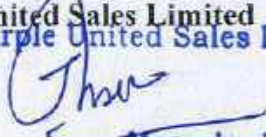
None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution as set out in Item No. 6.

Registered office
Khasra No. 55/14 & 55/15, Mundka,
Near Rani Khara Road, Delhi - 110041



Place: Noida
Date: 21.06.2024

By order of the Board
For Purple United Sales Limited
For Purple United Sales Limited


Managing Director
Jatinder Dev Seth
Managing Director
DIN: 06944942

PROXY FORM
Form No. MGT-11

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

Name of the Member(s)	
Registered address	
E-mail id	
Folio No.	

I/We, being the Member (s) holding _____ equity shares of Purple United Sales 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 at the Annual General Meeting of the Company to be held at shorter notice on Monday, 08th July, 2024 at 11:00 A.M. at the Registered Office of the Company at Khasra No. 55/14 & 55/15, Mundka, Near Rani Khera Road, Delhi – 110041 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:

<u>S. No.</u>	<u>Resolution</u>	<u>For</u>	<u>Against</u>
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended as on 31.03.2024 and the report of the board of directors and auditors thereon		
2.	To re-appoint Mr. Niraj Rajpal (Din: 10344731) who retires by rotation this year and being eligible offers himself for re-appointment		
3.	Appointment of Statutory Auditors		
4.	Approval of initial public offering of equity shares of the company.		
5.	To consider and approve the borrowing limits of the company		

6.	To consider and approve creation of security on the properties of the company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies act, 2013		
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Signed this..... day ofJuly, 2024.

Affix Rs.1/- Revenue Stamp

.....
Signature of Member

.....
**Signature of first Proxy holder
holder**

.....
**Signature of second Proxy
holder**

Notes:

- (1) 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.
- (2) A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/herself. A Proxy need not be a member of the Company.
- (3) It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ATTENDANCE SLIP

Folio No.	
Name and address of the Member	
Name (s) of Joint Member(s), if any	
No. of Shares held	

I/we certified that I/we am/are member(s)/proxy for the member(s) of the company.

I hereby record my presence at the Annual General Meeting of Purple United Sales Limited held at shorter notice on Monday, 08th July 2024 at 11:00 A.M. at the Registered Office of the Company at Khasra No. 55/14 & 55/15, Mundka, Near Rani Khera Road, Delhi – 110041.

Signature of First Holder/ Proxy/Authorized Representative

Signature of joint holder(s)

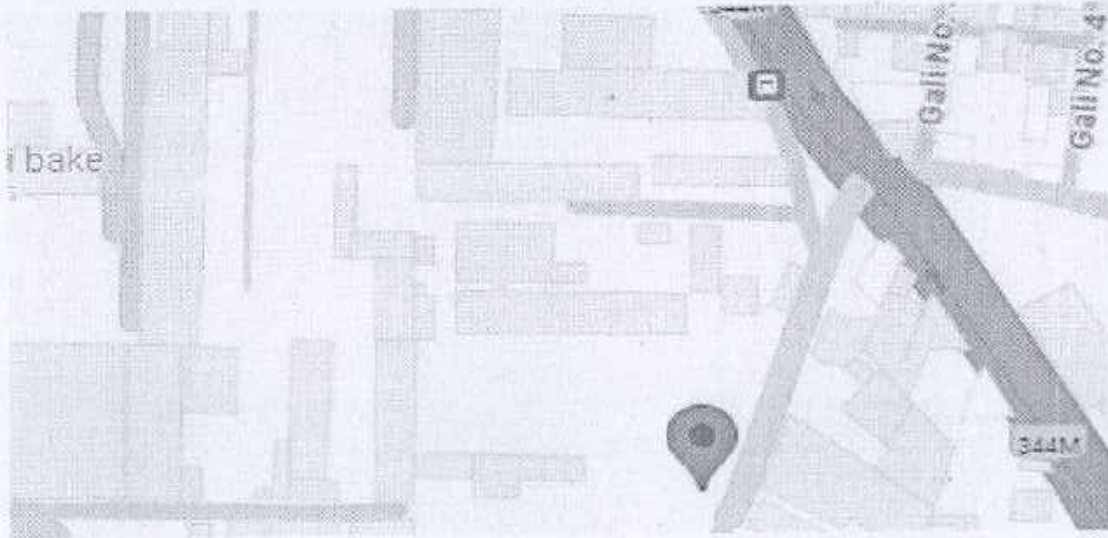
Place:

Date:

Note:

1. Members/Proxies who come to attend the meeting are requested to bring the copy of the Notice and Admission Slip with them.
2. This Admission slip is valid only in case shares are held on the date of this Annual General Meeting.

ROUTE MAP



Link for the Map:

https://maps.app.goo.gl/5Hrcch9QTAux5ixb9?g_st=com.google.maps.preview.copy

THE COMPANIES ACT, 2013

Consent by Shareholder for shorter notice
[Pursuant to section 101]

To

The Board of Directors

PURPLE UNITED SALES LIMITED

(Formerly known as Purple United Sales Private Limited)

KHASRA NO. 55/14 & 55/15, MUNDKA, NEAR RANI KHERA ROAD, DELHI - 110041

I/We _____, member of the Company, holding _____ Equity Shares of the Company of Rs. 10 per share, hereby give my consent, pursuant to the provisions of Section 101(1) of the Companies Act, 2013 and the Rules made thereunder, to convene the Annual General Meeting of the members of the Company to be held on Monday, 8th July 2024 at 11:00 a.m. at the Registered Office of the Company at shorter notice to transact the items as specified in the notice.

[Name]

Dated: