Notice of the 12th Annual General Meeting

NOTICE is hereby given that the 12th Annual General Meeting (the "AGM") of the Members of Go Fashion (India) Limited (formerly known as Go Fashion (India) Pvt.Ltd) (the "Company") will be held on Monday, September 12, 2022 at 10.00 hrs IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements.

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Mr.Prakash Kumar Saraogi (00496255) as a Director liable to retire by rotation.

To appoint a Director in place of Mr.Prakash Kumar Saraogi (00496255) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. Approval from members for nomination of one Investor Nominee Director as required under clause 105A of Articles of Association of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Article 105A of the Articles of Association of the Company and applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to approve the nomination of one Investor Director by Sequoia Capital India Investments IV ('Sequoia') until Sequoia holds 10% of the shareholding of the Company (on a fully diluted

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr.Gautam Saraogi, Executive Director & Chief Executive Officer and Ms.V.Gayathri, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

4. Increase in payment of remuneration by way of Independent Director Fees to Mr.Srinivasan Sridhar (DIN: 00004272), Non- Executive Director for the Financial Year 2022-23, above fifty percent of the total annual remuneration payable to all the Non-**Executive Directors of the Company**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Regulation 17(6)(ca) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company, be and is hereby accorded for increase in payment of remuneration from ₹12,00,000 to ₹18,00,000, for the Financial Year 2022-23, by way of Independent Director Fees to Mr.Srinivasan Sridhar, (DIN: 00004272), who is a Non-Executive Director in receipt of remuneration in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said Financial Year.

RESOLVED FURTHER THAT the Mr.Gautam Saraogi, Executive Director & Chief Executive Officer and Ms.V.Gayathri, Company Secretary be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.

Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of Companies Act, 2013 (hereinafter referred as the "Companies Act") read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to re-classify the Authorized Share Capital of the Company as below:

Corporate Overview

The existing Authorized Share Capital of the Company i.e., ₹ 105,00,00,000/- (Rupees One Hundred and Five Crores Only) comprising of 5,60,00,000 (Five Crores Sixty Lakhs only) equity shares of face value of ₹ 10/each and 49,00,000 (Forty Nine Lakhs) Compulsorily Convertible Redeemable Preference Shares of ₹ 100/each, be and is hereby re-classified to ₹ 105,00,00,000/-(Rupees One Hundred and Five Crores Only) comprising of 10,50,00,000 (Ten Crores Fifty Lakhs only) equity shares of face value of ₹ 10/- each.

RESOLVED FURTHER THAT pursuant to Section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders be and is hereby accorded to substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

The Authorized Share Capital of the Company is ₹ 105,00,00,000/- (Rupees One Hundred and Five Crores Only) comprising of 10,50,00,000 (Ten Crores Fifty Lakhs only) equity shares of face value of ₹ 10/- each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr.Gautam Saraogi,

Executive Director and Chief Executive Officer and Ms.V.Gayathri, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies."

By order of the Board

For Go Fashion (India) Limited (formerly Go Fashion (India) Private Limited)

V. Gayathri

Company Secretary & Compliance Officer Membership No. A25942

Registered Office:

Sathak Center, No.4, 5th Floor, Nungambakkam, Chennai - 600034

> Date: August 10, 2022 Place: Chennai

NOTES:

- 1. In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 2/2022 dated 5th May, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only.
- 2. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020, MCA Circular No. 2/2021 dated 13th January, 2021 and MCA Circular No. 2/2022 dated 5th May, 2022 and Circular no. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI.
- 3. Pursuant to the aforesaid Circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. For this purpose the corporate members are requested to send resolution/

- authorization authorizing their representatives to attend the AGM through VC and vote on its behalf to the following e-mail address: companysecretary@gocolors.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is

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providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as electronic voting on the date of the AGM will be provided by NSDL.

- 7. In line with the Circulars issued by Ministry of Corporate Affairs (MCA), the Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.gocolors.com. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility i.e. www.evoting. nsdl.com).
- Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Register of the Company will remain closed from Tuesday, 06th September, 2022 to Monday, 12th September, 2022 (both days inclusive).
- 9. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the members in electronic mode. Members can send an e-mail to companysecretary@gocolors.com requesting for inspection of the Registers.
- 10. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice and the Annual Report of the Company is uploaded on the Company's website www.gocolors.com/investorrelations
- 11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, 05th September 2022 only shall be entitled to avail the remote e-voting facility as well as electronic voting in the AGM.
- 12. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, 05th September, 2022 ("Incremental Members") may obtain the User ID and Password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll Free No. 1800 1020 990 and 1800 22 44 30. If the member is already registered with NSDL e-voting platform, then he

- can use his existing User ID and password for casting the vote through remote e-voting
- 13. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. Pursuant to SEBI LODR Amendments, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form and the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.
- 14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar & Transfer Agents. The nomination forms can be downloaded from the company's website www.gocolors.com/investor-relations. In respect of shares held in Electronic / Demat form, the nomination form may be filed with the respective Depository Participant.
- 15. As required in terms of SEBI (LODR) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / reappointment in the AGM is appended to this Notice.
- 16. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.gocolors.com/investorrelations.
- 17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company / Depository Participant(s)

- for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 18. Since the AGM will be held through VC / OAVM, the Attendance slip, and Route Map are not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Thursday, 08th September 2022 at 9:00 A.M. and ends on Sunday, 11th September 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 05th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid- up equity share capital of the Company as on the cut-off date, being Monday, 05th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Types of shareholders

Login Method

Individual shareholders holding securities in demat mode with NSDL

- Existing IDeAS user can visit the e-services website of NSDL Viz, https://eservices. nsdl.com either ona personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing user ID and password. After successful authentication, you will be able to see e-voting services under value added services. Click on "Access to e-Voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & Voting during the meeting
- 2. If you are not registered for IDeAS e-services, option to register is available at http://eservices.nsdl.com/select "Register Online for IDeAS Portal" or click at https:// eservices.nsdl.com/ secureWeb/ldeasDirectReg.jsp
- 3. Visit the e-voting Website of NSDL. open Web browser by typing the following URL: http://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'shareholder /member' section. A new screen will open. You will have to enter your userID (ie..Your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meetings & voting during the meeting
- 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









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Types of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	 Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https:// web. cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the meeting

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL helpdesk by sending a
securities in demat mode with NSDL	request at evoting@nsdl.co.in or call at Toll Free No.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL helpdesk by sending
securities in demat mode with CDSL	a request at helpdesk.evoting@cdslindia. com or contact at 022- 23058738 or 022-
	23058542-43

A) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CSDL) or physical	Your User ID is:	
(a) For Members who hold shares in demat account with NSDL.	8-character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and client ID is 12***** then your user ID is IN300***12*****	
(b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID for example if your Beneficiary ID is 12************************************	
(c) For members holding shares in physical form.	EVEN Number followed by folio Number registered with the company for example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	

- 5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial
 - (c) password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - (b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting. nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by email to companysecretary@gocolors.com.
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) companysecretary@gocolors.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform.
- Members who have cast their votes through remote e-voting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM.
- A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done

through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request alongwith the questions in advance atleast 3 days prior to the meeting (by 2.00 p.m. on 09th September 2022), mentioning their name, demat account number / folio number, email id, mobile number at companysecretary@gocolors.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- 6. Shareholders who would like to send their questions are requested to do so in advance atleast 3 days prior to the meeting (by 2.00 p.m. on 09th September 2022), mentioning their name demat account number/folio number, email id, mobile number at companysecretary@ gocolors.com.

General:

- 1. Ms. Srinidhi Sridharan (ACS No. 47244; C.P. No. 17990) of M/s. Srinidhi Sridharan & Associates, Practicing Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- 2. The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes

- cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 3. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gocolors.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE
- 4. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. September 12, 2022

By order of the Board For Go Fashion (India) Limited

(formerly known as Go Fashion (India) Private Limited.)

Gayathri Venkatesan

Company Secretary & Compliance officer Member No: A25942

Registered office:

Sathak Center, No.4, 5th Floor, Nungambakkam High Road, Chennai- 600034

Date: August 10, 2022 Place: Chennai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Approval from members for nomination of one Investor Director as required under clause 105A of Articles of Association of the Company

Clause 105A of the Articles of Association of the Company is reproduced below:

"Subject to the applicable law and the approval of the Shareholders by way of a special resolution in the first general meeting, until (a) Sequoia Capital India Investments IV ("Investor 1") holds 10% (ten percent) of shareholding of the Company (on a fully diluted basis) and (b) Dynamic India Fund S4 US I ("Investor 2") and India Advantage Fund S4 I ("Investor 3"), collectively hold 10% (ten percent) of shareholding of the Company (on a fully diluted basis),

they shall each have the right to nominate 1 (one) nominee director to the Board of the Company. It is hereby clarified that if the holding of any of the (a) Investor 1; and (b) Investor 2 (together with Investor 3) in share capital of the Company (on a fully diluted basis) goes below 10% (ten percent), such nomination rights will be extinguished forever with respect to such Investor, whose shareholding goes below 10%."

Since the forthcoming AGM is the first AGM after the listing of Equity Shares on the Exchanges the shareholders' approval will be required to be taken for appointment of one Investor Director representing M/s.Sequoia Capital India Investments IV ("Sequoia") on the Board of the Company till such time M/s.Sequoia holds atleast 10% of the paid-up share capital of the Company on a fully diluted basis.

A copy of the Articles of Association (AOA) is available for inspection members by sending an email to companysecretary@gocolors.com.

GO COLORS!

The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval by the Members.

Except for Mr. Ravi Shankar Venkataraman Ganapathy Agraharam, Investor Nominee Director appointed by M/s. Sequoia Capital India Investments IV on the Board of the Company, none of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Item No.4

Increase in payment of remuneration by way of Independent Director Fees to Mr. Srinivasan Sridhar, Non-Executive Director for the Financial Year 2022-23, above fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company

Mr. Srinivasan Sridhar (DIN: 00004272) was appointed as an Independent Director of the company by the Members of the Company at the EGM held on August 09, 2021 to hold office for a term of five years commencing from July 22, 2021 at a fixed Independent Director fees of ₹12 lakhs per annum.

Mr. Srinivasan Sridhar has over 38 years of experience in commercial and development banking and is an associate of the Indian Institute of Bankers. Previously he was the chairman and managing director of National Housing Bank and Central Bank of India, the executive director of Export Import Bank of India and was also associated with the State Bank of India. He has been felicitated with honorary fellowship by the Indian Institute of Banking and Finance in recognition of his invaluable contribution in the field of banking and finance.

Considering the time devoted by Mr.Sridhar as Chairman (Non - Executive) of the Company & Independent Director in the Committees of the Board, in providing his valuable advice and strategic inputs to the Company on various critical business aspects, the Board recommends to increase the remuneration of Mr.Sridhar from ₹12,00,000 to ₹18,00,000 and that the remuneration payable to Mr.Sridhar for the Financial Year 2022-23 may exceed 50% of the total remuneration that may be payable to all Non - Executive Directors of the Company. The total Independent Director fee payable to Mr.Sridhar is reasonable given the size and scale of operations of the Company.

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed entity is required to obtain approval of Members of the Company by way of Special Resolution for payment of remuneration to Non - Executive Director which is in excess of 50% of the total remuneration payable to all Non -Executive Directors of the Company during a year.

Taking into account the time given and valuable contributions

made towards the Company by Mr.S.Sridhar, the Board recommends the Resolution as set out under business item no. 4 in the notice of this meeting for approval of the Members by means of a Special Resolution.

The details of remuneration of Mr.S.Sridhar for the Financial Year 2021-22, is given under the Corporate Governance Report forming part of the Annual Report. Mr.S.Sridhar holds NIL shares in the Company.

Except Mr.S.Sridhar, none of the Directors and Key . Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the said resolution, as Special Resolution for approval of the Members.

Item No. 5

The Board of Directors vide resolution passed on August 10, 2022 decided to alter the Capital clause of the Memorandum of Association of the Company, to re-classify the Authorised Share Capital of the Company with the approval of the shareholders.

The authorised share capital of the Company, at present, is ₹ 105,00,00,000/- (Rupees One Hundred and Five Crores Only) comprising of 5,60,00,000 (Five Crores Sixty Lakhs only) equity shares of face value of ₹ 10/- each and 49,00,000 (Forty Nine Lakhs) Compulsorily Convertible Redeemable Preference Shares of ₹ 100/- each.

These preference shares were issued at the initial stages of the Company's growth as a pre-requisite under the shareholders' agreement entered into with the respective Investors. Pre-IPO, these shares were converted to equity shares and the preference shares held by the Investors were fully diluted. Besides, the Company does not contemplate issuance of preference shares in future and accordingly, it is deemed appropriate to re-classify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be altered in the manner specified in resolution at Item No. 5 of the accompanied notice.

The alteration in the Memorandum of Association of the Company is only consequential changes to reflect the reclassification in the Authorised share capital of the Company.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the said resolution, as Special Resolution for approval of the Members.

ANNEXURE A

Details of Director seeking appointment/ re-appointment in the forthcoming Annual General Meeting

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

Name of the Director	Prakash Kumar Saraogi
Director Identification Number	00496255
Category	Managing Director
Date of Birth	November 4, 1958
Age	64 years
Nationality	Indian
Date of First Appointment on the Board	09th September 2010
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Gautam Saraogi - Son Rahul Saraogi - Nephew
Brief Resume of the Director	Mr.Prakash Kumar Saraogi has a Bachelor's degree in Chemical Engineering from Anna University, Chennai.
	He is the Managing Director of the Company. He is a promoter of the Company and has over 28 years of experience in garment manufacturing, fashion industry and retail industry.
Expertise in specific functional area.	28 years of experience in garment manufacturing, fashion industry and retail industry
Board Membership of other listed companies as on 31st March, 2022	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Membership/ Chairmanship of Committees across other Public Companies	NIL
Membership of Committees of Go Fashion (India) Limited	Corporate Social Responsibility Committee
Remuneration last drawn	₹1,20,70,767/- per annum
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on 31st March, 2022.	60 shares
Details of Board Meetings attended by the director during the year	Please refer Corporate Governance Section of the 12 th Annual Report 2021-2022.