



## **NOTICE OF TWELFTH ANNUAL GENERAL MEETING**

Notice is hereby given that the **Twelfth Annual General Meeting** of the Members of **Tipping Mr Pink Private Limited** ("the Company") will be held on **Monday, 30<sup>th</sup> September, 2024** at 09:00 a.m. (IST) at Burger Singh HQ, 6<sup>th</sup> floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana - 122018, to transact the following business:

### **ORDINARY BUSINESS:**

**1. TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE REPORT OF THE AUDITORS AND DIRECTORS THEREON FOR FY 2023-24**

To discuss and consider the audited statement of profit and loss and cash flow statement of the Company for the year ended on 31<sup>st</sup> March 2024 and the balance sheet as on that date together with schedules and notes annexed thereto and the report of the Auditors and Directors thereon and, if thought fit, to pass, with or without modification, the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** the audited balance sheet as on 31<sup>st</sup> March 2024, the statement of profit and loss for the year ended on that date along with Cash Flow Statement as at 31<sup>st</sup> March 2024, together with schedules and notes annexed thereto and the report of the Auditors and Directors thereon, as circulated to the members and also placed before the meeting, be and is hereby received, approved and adopted."

### **SPECIAL BUSINESS:**

**2. TO APPROVE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 5 read with Section 14 read with rules made thereunder (including any modification(s) thereto or re-enactment(s) thereof, for the time being in force) other applicable provision, if any, of the Companies Act, 2013 (and subject to the approval of/acknowledgement by the Registrar of Companies), the consent of the Members of the Company be and is hereby accorded to approve and adopt the amended and restated Articles of Association of the Company incorporating the following changes:

**A. Addition of the following wordings to the Articles, for issuing securities in dematerialized form in future:**

1. Insertion of the following definitions in Article "Interpretation" in the AOA:

- (a) *"Beneficial Owner" shall mean the person holding Beneficiary Interest in the shares/securities in the nature of equity/convertible preference share of any nature.*
- (b) *"Beneficial Interest" shall have the meaning ascribed to it under the Companies Act, along with the rules/regulations framed thereunder (as amended from time to time).*
- (c) *"Depositories Act" shall mean The Depositories Act, 1996, and shall include any statutory modification or re-enactment thereof. Unless otherwise indicated through the use, the term shall also include the rules and regulations framed thereunder.*
- (d) *"Depository" shall mean a depository as defined in Clause (e) of sub-section (1) of Section 2 of the Depositories Act.*
- (e) *"Depository Participant" shall mean an agent of the depository through which it interfaces with the investor and provides depository services. A public financial institution, scheduled commercial banks, foreign banks operating in India with the approval of the Reserve Bank of India, state financial corporations, custodians, stock brokers, clearing corporations / clearing houses, NBFCs and registrar to an issue or share transfer agent complying with the requirements prescribed by SEBI can be registered as DP. Banking services can be availed through a bank branch whereas depository services can be availed through a DP.*

2. Insertion of the following wordings in the Article "Capital" in the AOA:

- (a) *Subject to the provisions of the Act, and other applicable laws in place (including the Depositories Act) the Company shall be entitled to dematerialize its securities and to offer and issue securities in a dematerialized form.*
- (b) *Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.*
- (c) *If the shares of the Company have been dematerialized pursuant to the provisions of the Depositories Act, the "register of beneficial owners" maintained by the relevant Depository under the Depositories Act in respect of the shares of the Company shall be deemed to be the register.*

3. Insertion of the following wordings in the Article "Transfer and Transmission of shares" in the AOA:

- (a) *Notwithstanding anything contained in these Articles, in case of transfer of shares or other securities where the Company has not issued any certificate(s) and where such shares or securities are being held in any electronic form with the Depository, the provisions of the Depositories Act shall apply. The transfer shall, however, be subject to the approval of the Board or such other approval as may be required under the Act. The Board is authorised to direct the registrar and share transfer agent and/or the relevant Depository Participant not to accept any transfer request in contravention of these Articles and the Act.*
- (b) *Notwithstanding anything contained in these Articles, in case of transmission of shares or other securities where the Company has not issued any certificate(s) and where such shares or securities are being held in any electronic form with the Depository, the provisions of the Depositories Act shall apply. The transmission shall, however, be subject to the approval of the Board or such other approval as may be required under the Act. The Board is authorised to direct the Registrar and Share Transfer Agent and/or Depository Participants not to accept any transmission request in contravention of these Articles and the Act.*

**B. Substitution of the Article (Calls on Shares) of the AOA, in relation to call on partly paid-up shares, with the following wordings:**

16.

- (i) *Subject to Article 16(iv) below, the Board may, from time to time, make calls upon the members in respect of any monies unpaid on their preference shares (whether on the face value, premium, or otherwise) and not by the conditions of allotment thereof.*
- (ii) *Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.*
- (iii) *A call may be revoked or postponed at the discretion of the Board.*
- (iv) *Notwithstanding anything to the contrary contained in these Articles, the Board shall make calls in connection with the unpaid amounts of the partly paid-up equity shares solely upon occurrence of any of the following: (i) the owner/beneficial owner of equity shares having indicated a date on which he/she has expressed willingness to pay the unpaid amount, or (ii) within 30 (thirty) days from occurrence of a Liquidation Event .*

*For the purpose of this Article 16(iv), the following terms shall have the following definitions:*

*"Liquidation Event" shall mean the occurrence of (a) the sale and/ or transfer of the concerned partly paid equity shares; or (b) issuance of any shares, convertible preference shares or other equity securities by the Company constituting at least 30% (thirty per cent.) of the issued and paid-up share capital of the Company.*

17. *A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.*

18. *The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.*

19.

(i) *If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.*

(ii) *The Board shall be at liberty to waive payment of any such interest wholly or in part.*

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby severally authorized to sign and file all requisite forms with the Registrar of Companies and to do all such other acts, matters, deeds or things as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the aforementioned resolution.”

**By order of the Board of Directors of  
For Tipping Mr Pink Private Limited**

TIPPING MR. PINK PVT. LTD.  
  
Director

**Kabirjeet Singh  
Managing Director & Chief Executive Officer  
DIN: 03559313  
Address: House No. GH-16, Celebrity Homes, Near Ansal  
Plaza, Palam Vihar, Gurugram, Haryana-122017  
Place: Gurugram  
Date: 07.09.2024**

**NOTES:**

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself/ herself and the proxy need not be a member of the company. A blank form of proxy is enclosed which, if used, should be submitted to the company at the registered office, not less than 48 hours before the commencement of the annual general meeting.**
2. Kindly bring your copies of Notice to the meeting.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members are requested to notify their change of address, if any to the Company immediately.
6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered office of the Company during the normal business hours (9:00 a.m. to 6:00 p.m.) on all working days, except Saturdays upto and including the date of Annual General Meeting of the Company.
7. The route map of the venue of the Meeting is enclosed and forms part of Notice of this meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 2

#### TO APPROVE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The board of directors ("**Board**"), vide resolution passed in the Board meeting held on 6<sup>th</sup> September, 2024, proposed to amend the provisions of the existing AOA to incorporate the below mentioned additional enabling provisions in the AoA.

**(a) To allow the Company to issue securities in dematerialized form in the future:**

The Company proposes to dematerialize its securities and offer and issue securities in dematerialized form pursuant to the provisions of the Act. In this regard, the Board has proposed to amend the AoA to add Articles providing for the governance and procedure for holding and issuing securities in dematerialized form and applicability of the Depositories Act and/or by the provisions of any other applicable law in force from time to time. Broadly, the articles proposed to be added/ revised are as follows:

- (i) Persons subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository;
- (ii) Entitlement of the Company to dematerialize its securities and to offer and issue securities in a dematerialized form;
- (iii) The "register of beneficial owners" maintained by the relevant Depository under the Depositories Act in respect of the shares of the Company shall be deemed to be the register;
- (iv) Application of the provisions of the Depositories Act in case of transfer of shares or other securities where the Company has not issued any certificate(s) and where such shares or securities are being held in any electronic form with the Depository; and
- (v) Authority of the Board to direct the Registrar and share Transfer Agent (as appointed by the Company from time to time) and/or Depository Participants not to accept any transmission request in contravention of the Articles and the Act.

**(b) To amend the rights of the Board to make calls for unpaid monies on partly paid-up shares only on occurrence of certain events:**

The Company proposes to, and has in the past, issued partly paid-up equity shares. The Board proposes to amend the AoA to the effect that the Board may call upon members for full payment on their partly paid equity shares only on the occurrence of any of the following (i) the owner/beneficial owner of equity shares having indicated a date on which he/she has expressed willingness to pay the unpaid amount, (ii) within 30 (thirty) days from occurrence of a Liquidation Event; or (iii) 5 (five) business days prior to the expiry of 20 (twenty) years from the date of issuance of such equity shares.

Wherein the term "**Liquidation Event**" shall mean occurrence of (a) the sale and/ or transfer of the concerned partly paid equity shares; or (b) issuance of any shares, convertible preference shares or other equity securities by the Company constituting at least 30% (thirty per cent.) of the issued and paid-up share capital of the Company.

Pursuant to Section 14 of the Companies Act, 2013 and the rules made thereunder, consent of the Members of the Company by way of Special Resolution is required for the alteration of the AOA of the Company.

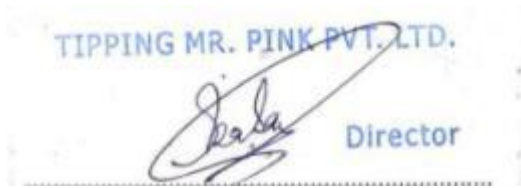
Accordingly, the Board of Directors of the Company at its meeting held on 6<sup>th</sup> September, 2024, has recommended the resolution as set out in Item No. 2 of this notice, for approval of the Members by way of a Special Resolution.

The amended AOA shall be available for inspection at the Registered Office of the Company on all working days during the working hours.

As on the date of this notice, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not

required to mention about the nature of concern or interest, financial or otherwise of a Manager in this agenda item.

**By order of the Board of Directors of  
For Tipping Mr Pink Private Limited**



TIPPING MR. PINK PVT. LTD.  
Director

**Kabirjeet Singh**  
**Managing Director & Chief Executive Officer**  
**DIN: 03559313**  
**Address: House No. GH-16, Celebrity Homes, Near Ansal**  
**Plaza, Palam Vihar, Gurugram, Haryana-122017**  
**Place: Gurugram**  
**Date: 07.09.2024**

**Form No. MGT-11**

**Proxy form**

[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 Company:** Tipping Mr Pink Private Limited  
**Registered office:** H-45, Block -H, Connaught Circus, New Delhi-110001  
**CIN:** U55101DL2012PTC238232

Name of the member(s):	
E-mail Id:	
Folio No.	

I/We, being the member(s) of **Tipping Mr Pink Private Limited** holding ..... shares of the above-named company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
  
2. Name: .....  
Address:  
E-mail Id:  
Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twelfth Annual General Meeting** of Members of the Company, to be held on **Monday, 30<sup>th</sup> September, 2024 at 09:00 a.m. (IST)** at Burger Singh HQ, 6<sup>th</sup> floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana - 122018, and at any adjournment thereof in respect of such resolution as indicated below:

1. To adopt the Audited Financial Statements of the Company and the report of the Auditors and Directors thereon for FY 2023-24
2. To approve adoption of the amended and restated Articles of Association of the Company

Signed this ..... day of..... 2024

Signature of shareholder

Signature of Proxy holder(s)

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

**Attendance Slip**

Time :

Place :

**FULL NAME OF THE FIRST SHAREHOLDER:**

Joint shareholders, if any:

Father's/Husband name:

Address in full:

**FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY**

I/We hereby record my /our attendance at the **Twelfth Annual General Meeting** ("AGM") of Members of the Company, held on **Monday, 30<sup>th</sup> September, 2024** at 09:00 a.m. (IST) at Burger Singh HQ, 6<sup>th</sup> floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018.

Folio No.:

No of shares held:

Signature of the Member/Proxy/Authorized Representative \_\_\_\_\_



# ROUTE MAP FOR THE VENUE OF 12<sup>TH</sup> AGM

