

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (02/2024-25)

Notice is hereby given that the Extra-Ordinary General Meeting No. 02/2024-25 of the members of Tipping Mr Pink Private Limited ("Company") will be held on Monday, 28th day of October, 2024 at 9:00 AM (IST) at Burger Singh HQ, 6th floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana - 122018 to transact the following business:

SPECIAL BUSINESS:

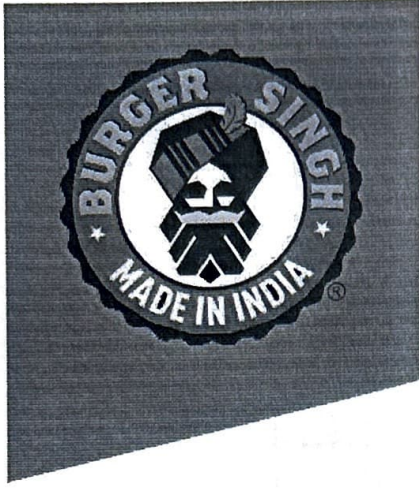
Item No. 1: ISSUANCE OF 3085 EQUITY SHARES (ON PARTLY PAID-UP BASIS) ON PREFERENTIAL BASIS VIA PRIVATE PLACEMENT

The equity shareholders (Shareholders) of the Company are hereby informed that as part of management discretion it has been proposed to issue 3085 partly paid-up equity shares, each, with a face value INR 10/- each at a premium of INR 95,229/- aggregating to INR 95,239 to Mr. Kabirjeet Singh (identified Investor as per Form PAS-5) by way of Preferential issue via Private Placement.

The draft offer letter in form PAS-4 shall be placed before the Shareholders for their consideration at the meeting.

The Shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 and other applicable rules of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules (including any statutory modification/ amendments or re-enactments thereof) and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and/ or sanction(s) of such other statutory/ regulatory or other authorities, if so, required and further subject to such terms, alterations, conditions, changes, variations and/ or modifications as may be prescribed by any of the authorities while granting such approvals and subject to such conditions and modifications, as may be considered appropriate by the Shareholders, the consent of the Shareholders be and is hereby accorded to issue and offer the partly paid-up equity shares mentioned in the table below on private placement/ preferential basis in dematerialised form to the proposed allottee as per the details mentioned below.

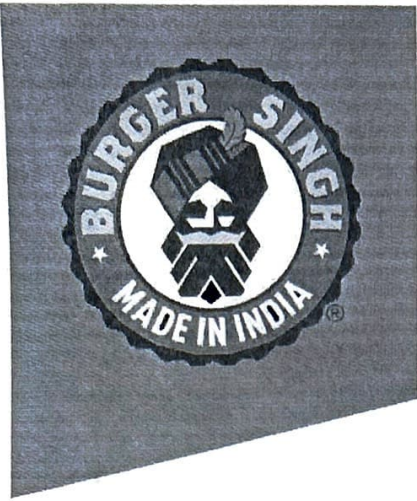


S. No.	Name and Address of the proposed Allottee	Nature of Security	No. of Securities	Total Consideration (INR)
1.	Name: Mr. Kabirjeet Singh Address: D-20, 101, IREO Victory Valley, Sector 67, Gurgaon - 122001	Equity Shares having face value of INR 10/- each and at premium of INR 95,229/- per Equity Share	3085 (Three thousand Eighty-Five)	INR 29,38,12,315/- out of which INR 308,500/- shall be paid upfront and INR 29,35,03,815/- shall be paid when called upon by the Board in accordance with the articles of association of the Company.

RESOLVED FURTHER THAT the above equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the valuation report dated August 03, 2024 (under Companies Act, 2013) obtained from Saurabh Kumar Barick, Registered Valuer (IBBI No: IBBI/RV/11/2019/12454), the registered valuer (duly initialled by the Chairman for the purpose of identification) as circulated and tabled at the Shareholder's meeting, be and is hereby considered and noted;

RESOLVED FURTHER THAT pursuant to provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rule 14 and other applicable rules of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules (including any statutory modification/ amendments or re-enactments thereof) as may be applicable for the time being in force, the draft Letter of Offer Cum Application in Form PAS 4 along with other related documents, as placed before the Shareholders, be and are hereby approved;



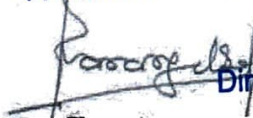
RESOLVED FURTHER THAT pursuant to provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rule 14 and other applicable rules of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules (including any statutory modification/ amendments or re-enactments thereof) as may be applicable for the time being in force, the approval of the Shareholders be and is hereby accorded to authorise any director of the Company to sign and circulate the draft Letter of Offer Cum Application in Form PAS-4 and record the private placement offer in Form PAS 5;

RESOLVED FURTHER THAT the Board of the Company be and are hereby authorised to extend or reduce the offer period, subject to applicable law and the validity period of the offer letter;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised on behalf of the Company to file necessary e-form with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
TIPPING MR PINK PRIVATE LIMITED**

Tipping Mr Pink Pvt. Ltd.


Director

Name: Charanjit Singh

Designation: Director

DIN:02353811

Address: House No. GH-16, Garden Home,

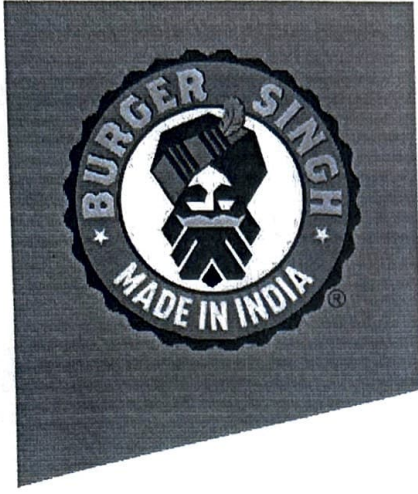
Celebrity Homes, Palam Vihar, Gurugram-122017, Haryana

Date: 04.10.2024

Place: Gurugram

Tipping Mr Pink Pvt. Ltd.

Director



Notes:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this EGM, is enclosed as "Annex. A".
2. Members of the Company being body corporates are entitled to appoint their respective authorized representatives to attend and vote at the meetings as per section 113 of the Companies Act, 2013.
3. Documents and other statutory registers/records including the draft Offer Letter shall be available for inspection at the registered office of the Company during business hours from date of this notice till the date of Extra Ordinary General Meeting ("EGM") and also available at the venue of EGM.
4. Members should submit duly filled attendance slips, as attached to this notice and marked as "Annex. B".
5. **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. The proxy need not be a member of the company. A blank form of the proxy is enclosed. Proxies in order to be effective, must be received by the company forty-eight hours before the scheduled time of extra-ordinary general meeting. The Proxy Form is enclosed herewith as "Annex. C"**
6. Members are requested to notify the Company immediately of any change in their address.
7. Route map to the venue of EGM is attached to this notice and marked as "Annex. D".

By Order of the Board of Directors
For Tipping MR Pink Private Limited

Tipping Mr Pink Pvt. Ltd.

Director

Name: Charanjit Singh
Designation: Director
Address: House No. GH-16, Garden Home,
Celebrity Homes, Palam Vihar, Gurugram-122017, Haryana
DIN: 02353811
Date: 04.10.2024
Place: Gurugram



ANNEXURE A

Explanatory statement as required by Section 102 of the Companies Act, 2013

In terms of Section 102 of the Companies Act, 2013, the statement setting out the material information concerning the item of special business to be transacted at the general meeting, as annexed to the notice calling such meeting, is detailed hereunder:

Item No. 1:

ISSUANCE OF 3085 PARTLY PAID-UP EQUITY SHARES ON PREFERENTIAL BASIS VIA PRIVATE PLACEMENT

The Shareholders are hereby informed that the Company intends to raise INR 29,38,12,315/- by issuance of 3085 partly paid-up equity shares having face value of INR 10 at a premium amount of INR 95,229/- each on preferential basis and private placement basis, to Mr. Kabirjeet Singh as per the details below.

Pursuant to the provisions of sections 42 and 62 of the Companies Act, 2013 read with relevant rules thereunder, the approval of the Shareholders is sought for the said issue.

The allottee, Mr Kabirjeet Singh, the Managing Director, and Chief Executive Officer of the Company, i.e., a Key Managerial Personnel of the Company, and is interested in the subject matter of the resolution.

The Board, accordingly, recommends the Special resolution as stated as Item No. 1 for approval of the Shareholders.

Material facts concerned with and relevant to the issue of such shares are according to disclosures as required to be given under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

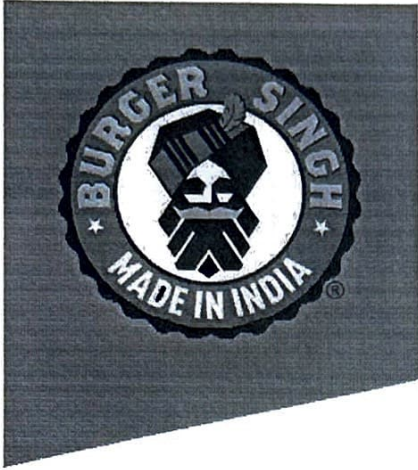
Size of the issue and the number of securities to be issued and nominal value of each share:	
1. Particulars of the offer including date of passing of Board resolution	Issuance of 3085 partly paid-up Equity Shares of face value INR 10/- each issued at a premium of INR 95,229/- aggregating to INR 95,239/-, each, on preferential basis and private placement basis to Mr. Kabirjeet Singh. Date of Board Meeting – 03 rd October, 2024



<p>2. Kinds of securities offered and the price at which security is being offered</p>	<p>Equity shares of INR 10/- each issued at a premium of INR 95,239/-.</p>
<p>3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made</p>	<p>Fair Market Value basis per valuation report dated August 03, 2024 (under Companies Act 2013) obtained from Saurabh Kumar Barick, Registered Valuer (IBBI No: IBBI/RV/11/2019/12454).</p>
<p>4. Name and address of valuer who performed valuation</p>	<p>Name: Saurabh Kumar Barick Address: Anandlok, Block - A, 2nd Floor, Room- No.- 207,227 , A.J.C. Bose Road , Kolkata , West Bengal - 700020</p>
<p>5. Amount which the company intends to raise by way of such securities</p>	<p>INR 29,38,12,315/-, out of which INR 3,08,500/- shall be paid upfront and INR 29,35,03,815/- shall be paid as and when called upon by the Board in accordance with the articles of association of the Company.</p>
<p>6. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities</p>	<p>The offer is proposed to be closed within the statutorily permissible period. The offer will be open for 7 days from receipt of the offer letter or the date of receipt of subscription money, whichever may be earlier.</p> <p>The Equity Shares are being offered to an existing shareholder of the Company and no assets are charged as a security for the purposes of this offer.</p> <p>Other terms of issuance:</p> <p>Upfront payment: 0.1049% of INR 95,239/- ("Subscription Amount"), i.e. INR 100/- ("Upfront Price") in relation to each allotted Offer Share shall be paid upfront prior to the allotment, by way of remittance to the Company Bank Account. It is clarified that out of the Upfront Price, INR 10/- shall be considered towards face value of the partly paid-up equity Shares.</p> <p>Calls: The balance Subscription Amount shall be paid in the manner determined by the Board, in accordance with the terms of the articles of association of the Company.</p>



	<p>Lock-in restriction: The Offer Shares shall be subject to a mandatory lock-in for a period of 36 (thirty-six) months commencing from the date of allotment of the Offer Shares ("Lock-In Period"). During the Lock-In Period, except as otherwise approved by the Board, the subscriber of the offer shares undertakes to not, directly or indirectly, sell, transfer, assign, pledge, hypothecate, create a security interest in or lien on, place in trust (voting or otherwise), exchange, gift or otherwise dispose of or encumber (each, a "Transfer") any of the offer shares, or any interest therein.</p> <p>By agreeing to subscribe to the offer shares, the subscriber agrees and acknowledges that any purported or attempted Transfer of the offer shares in violation of the aforementioned lock-in restriction shall be null and void <i>ab initio</i> and of no force or effect, and the Company shall not be required to give any effect to such Transfer in its records.</p>
7. Objects of the issue	To raise funds for the operations of the Company.
8. Total number of shares or other securities to be issued	3085 Equity Shares
9. Price or price band at/within which the allotment is proposed	3085 Equity Shares of INR 10 each issued at a premium of INR 95,229/- aggregating to INR 95,239/-.
10. Basis on which the price has been arrived at along with report of the registered valuer	Fair Market Value basis per valuation report dated August 03, 2024 (under Companies Act 2013) obtained from Saurabh Kumar Malick, Registered Valuer (IBBI No: IBBI/RV/11/2019/12454).
11. Relevant date with reference to which the price has been arrived at	March 31, 2024
12. Class or classes of persons to whom the allotment is proposed to be made	Allotment is proposed to be made to Mr. Kabirjeet Singh (i.e., existing equity shareholder of the Company).
13. Intention of promoters, directors or key managerial personnel to subscribe to the offer	Mr. Kabirjeet Singh is the managing director, chief executive officer, and key managerial personnel of the Company and is intending to subscribe to the offered equity shares.



14. Proposed time within which the allotment shall be completed	Within the prescribed statutory time allowed for allotment.
15. Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Kabirjeet Singh The post preferential offer capital held by Mr. Kabirjeet Singh will be 25.09%.
16. The change in control, if any, in the company that would occur consequent to the preferential offer	N.A.
17. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not applicable.
18. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable.



Pre issue and post issue shareholding pattern of the company:

S. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	8052	19.50	11,137	25.09
	Bodies corporate				
	Sub-total	8052	19.50	11,137	25.09
2	Foreign promoters	-	-	-	-
	sub-total (A)	8052	19.50	11,137	25.09
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	13847	33.60	13847	31.20
	Directors and relatives	2193	5.31	2193	4.94
	Indian public	13,251	32.09	13,251	29.85
	others (including NRIs)	3952	9.57	3952	8.90
	Sub-total (B)	33243	80.50	33243	74.91
	Grand Total	41,295	100	44,380	100

By Order of the Board of Directors
For Tipping Mr Pink Private Limited

Tipping Mr Pink Pvt. Ltd.

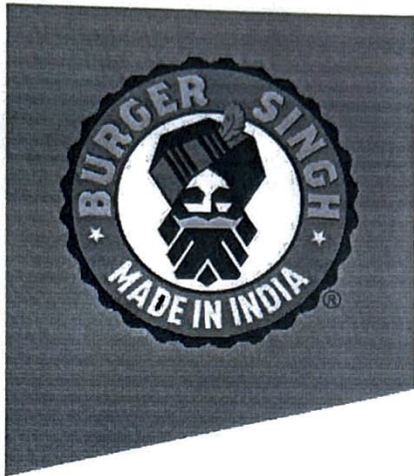
Director

Name: Charanjit Singh
Designation: Director
DIN:02353811

Address: House No. GH-16, Garden Home,
Celebrity Homes, Palam Vihar, Gurugram-122017, Haryana

Date: 04.10.2024

Place: Gurugram



Attendance Slip

ANNEXURE B

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 Extra Ordinary General Meeting No. 02/2024-25 of the Company being held on Monday, 28th day of October, 2024 at 9:00 AM (IST) at Burger Singh HQ, 6th floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018.

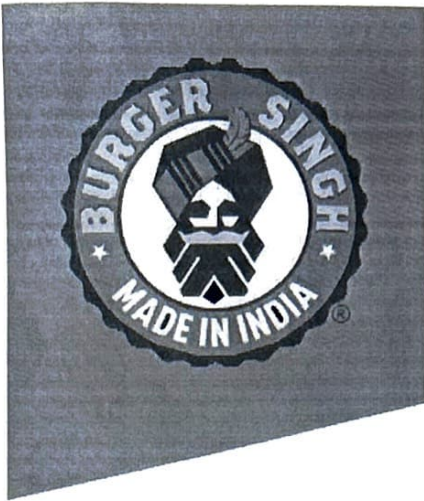
Folio No:

No of Shares held:

Signature of the member/ proxy_____.

Tipping Mr Pink Pvt Ltd.

Director



ANNEXURE C

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):	
Registered Address:	
E-mail Id:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting No. 02/2024-25 of the Company, to be held on Monday, 28th day of **October**, 2024 at 9:00 AM (IST) at Burger Singh HQ, 6th floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana - 122018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

- 1. ISSUANCE OF 3085 EQUITY SHARES (ON PARTLY PAID-UP BASIS) THROUGH PREFERENTIAL BASIS VIA PRIVATE PLACEMENT**

Signed this..... day of 2024

Signature of shareholder

Signature of Proxy holder(s)

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 forty-eight hours before the commencement of the Meeting.

Affix
Revenue
Stamp



ANNEXURE D

ROUTE MAP OF THE VENUE OF THE EGM

