



NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (03/2024-25)

Notice is hereby given that the Extra-Ordinary General Meeting No. 03/2024-25 of the members of Tipping Mr Pink Private Limited ("Company") will be held on **Friday, 24th day of January, 2025** at 09:00 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: TO APPROVE THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“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 shareholders of the Company be and is hereby accorded to approve and adopt the amendment to the Articles of Association of the Company incorporating the following changes:

A. Substitution of the existing Article 16 (Calls on Shares) of the Articles, 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 securities (whether on the face value, premium, or otherwise) and not by the conditions of allotment thereof.*
- (ii) *Subject to Article 16(iv) below, 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 securities.*
- (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 securities solely upon occurrence of any of the following: (i) a Liquidation Event, provided that the Company will endeavor to give at least 30 days prior notice before calling any unpaid amounts on the securities to its holders; or (ii) on an earlier date as mutually agreed by the Company and the holder of the securities.

For the purpose of this Article 16(iv), the term 'Liquidation Event' shall have the following meaning:

"Liquidation Event" shall mean the occurrence of the initial public offering of the Company or immediately prior to the last date by which the Company is required by applicable law to call any unpaid amounts on its securities for it to undertake the initial public offering or any mandatory steps leading to the initial public offering of the Company."

B. Addition of Article 4A to the existing Articles, in relation to allotment of shares to Kabirjeet Singh:

4A.1. Mr. Kabirjeet Singh shall be allotted partly paid-up equity shares and/or any other partly paid-up securities of the Company convertible into equity shares (**Equity Securities**) equivalent to 5% of the issued and paid-up equity share capital of the Company on a fully diluted basis, in such manner and price and on such terms as are set out in the employment letter dated 01st April 2024 executed between Mr. Kabirjeet Singh, the Company and RB Investments Pte. Ltd. (**Employment Letter**).

4A.2. It is hereby clarified that the percentage threshold of each entitlement as mentioned in the Employment Letter, shall be determined on the basis of the shareholding pattern of the Company on a fully diluted basis, on the date of allotment of the relevant Equity Securities, such that on allotment of such Equity Securities, Mr. Kabirjeet Singh is allotted the required percentage of Equity Securities as indicated in the Employment Letter on a fully diluted basis.

4A.3. In the event the Company undertakes issuance of any securities (including pursuant to 4A.1 above), the Company shall, subject to compliance with applicable law, offer such number of additional partly paid-up securities of the Company convertible into equity shares to Mr. Kabirjeet Singh in the manner and at the price set out in the Employment Letter in relation to the Equity Securities, as will permit Mr. Kabirjeet Singh to maintain his shareholding percentage (on a fully diluted basis) existing at the time of such issuance by the Company.



4A.4 In case of a Liquidation Event occurring on or prior to any Annual Trigger Date (as defined in the Employment Letter), Mr. Kabirjeet Singh shall have the right to accelerate and exercise his subscription rights for all or part of the Equity Securities entitled to him under the Employment Letter. Subject to applicable laws, the Company undertakes to take all reasonable steps to facilitate Mr. Kabirjeet Singh's accelerated subscription rights, on the terms set out in the Employment Letter, prior to the Liquidation Event and any unpaid amounts being called.

4A.5. The Board and the shareholders shall, in compliance with applicable law, undertake all such actions as may be necessary to give effect to the terms of the agreements entered into with Mr. Kabirjeet Singh and the provisions of this Article 4A."

C. Addition of Article 25B to the existing Articles after Article 25A of the Articles, in relation to transfer of securities held by Relatives of Mr. Kabirjeet Singh, with the following wordings:

"25B

Notwithstanding anything to the contrary contained in the Articles or any agreement executed between the Company and its shareholders, all shares and/ or securities held by the Relatives (as such term is defined under the Companies Act, 2013) of Mr. Kabirjeet Singh shall be freely transferable to any person, without requirement of any prior consent or notice to any other shareholder of the Company

D. Addition of Article 61A to the existing Articles after Article 61 of the Articles, in relation to designation of Mr. Kabirjeet Singh as the chairperson of the Board:

"61A

Subject to the provisions of the Act, Mr. Kabirjeet Singh shall have the right to be appointed on the Board at all times. The Company and the shareholders shall undertake all actions as may be required including voting at a shareholders' meeting, if necessary, to ensure that Mr. Kabirjeet Singh continues to be appointed on the Board at all times. The Board shall nominate Mr. Kabirjeet Singh as the chairperson of the Board for its meetings."



- E. **Addition of Article 92 to the existing Articles after Article 91 of the Articles, in relation to designation of Mr. Kabirjeet Singh as the Promoter of the Company:**

“PROMOTER

- 92 *Mr. Kabirjeet Singh shall be the only Promoter of the Company. Subject to the provisions of applicable law, no security-holder/ shareholder of the Company or any other person, other than Mr. Kabirjeet Singh, will be designated as a 'promoter' of the Company.”]*

- F. **Addition of Article 93 to the existing Articles, in relation to approval of annual operating plan of the Company:**

“APPROVAL OF ANNUAL OPERATING PLAN

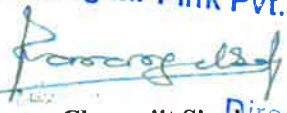
- 93 *The Board shall implement the annual operating plan as may be presented by Mr. Kabirjeet Singh without any deviation.”*

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.

RESOLVED FURTHER THAT any of the director of Board be and is hereby authorized to issue a 'true copy' of this resolution as may be required from time to time.”

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: 31.12.2024

Place: Gurugram



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. Members should submit duly filled attendance slips, as attached to this notice and marked as “**Annex. B**”.
4. **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”**
5. Members are requested to notify the Company immediately of any change in their address.
6. Route map to the venue of EGM is attached to this notice and marked as “**Annex. D**”.

**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: 31.12.2024

Place: Gurugram



ANNEXURE A

EXPLANATORY STATEMENT PURSUANT TO 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: TO APPROVE THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors has proposed amendments to the Articles of Association (AOA) to reflect strategic changes essential for the Company's growth, governance, and operations. These revisions are designed to align the Company's governance structure and shareholder rights with evolving business needs, ensuring an agile and transparent framework that supports long-term objectives.

The amendments focus on formalizing Mr. Kabirjeet Singh's role and rights, as outlined in his Employment Letter dated 1st April 2024 executed between Mr. Kabirjeet Singh, the Company, and RB Investments Pte. Ltd. (the "Employment Letter"). These changes are crucial for solidifying his role in the Company's strategic direction and growth, and ensuring his entitlements are reflected in the governing documents.

These revisions will align the Company's operations with its business goals while safeguarding the interests of all stakeholders, reinforcing the Company's commitment to strong corporate governance and future success.

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.

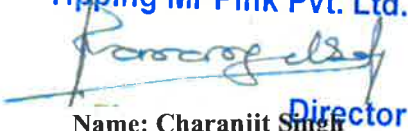
Accordingly, the Board of Directors of the Company has recommended the resolution as set out in Item No. 1 of this notice, for approval of the Members by way of a Special Resolution.



As on the date of this notice, Except Mr. Kabirjeet Singh (Managing Director and CEO), none of the other Directors of the Company is personally concerned or interested in 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: 31.12.2024

Place: Gurugram



ANNEXURE B

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 Extra Ordinary General Meeting No. 03/2024-25 of the Company being held on **Friday, 24th day of January, 2025** at 09:00 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_____.



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. 03/2024-25 of the Company, to be held on **Friday, 24th day of January, 2025** at 09:00 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:

Resolution: To approve the amendment to the Articles of Association of the Company

Signed this day of 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.



ANNEXURE D

ROUTE MAP OF THE VENUE OF THE EGM

