



NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (01/2024-25)

Notice is hereby given that the Extra-Ordinary General Meeting No. 01/2024-25) of the members of Tipping Mr Pink Private Limited ("**Company**") will be held on Sunday, 16th day of June, 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:

1. TO CONSIDER AND APPROVE EXPLORING OF POTENTIAL INVESTORS FOR EQUITY INVESTMENT IN THE COMPANY

The Company proposes to pursue opportunities for its business growth and seeks to explore avenues for achieving organic and inorganic growth, which requires sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. Accordingly, prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management, and such requirement is proposed to be met from issuance of equity shares of the Company and/or any securities convertible or exchangeable into equity shares of the Company from domestic and international markets.

It is therefore prudent for the Company to obtain requisite approvals in place to explore potential investors who seek to invest in equity securities of the Company so that on identification of suitable investors, the Company can inform the members of such potential investors and subsequently seek their approval for issuance and allotment of equity securities. This will allow the Company to maintain sufficient liquidity for meeting funding requirements for business activities, existing and new projects, future business growth, organic or inorganic growth, capital expenditure, long-term working capital, repayment of the borrowings of the Company and such other corporate purposes and activities, as may be permitted under the applicable laws. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available. Accordingly, the Board of Directors recommends the resolutions as for the approval of the members by way of ordinary resolution.

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

"RESOLVED THAT consent of the members is accorded for exploring and identifying potential investors willing to invest in the equity shares and/ or securities convertible into equity shares of the



Company.

RESOLVED FURTHER THAT any of the Directors appointed to the Board of Directors of the Company, or such other officials as may be determined by the Board of Directors of the Company, be and are hereby severally authorized to undertake all actions, deeds, matters and things, necessary and appropriate to give effect to the aforementioned resolution without further approval from the members other than undertaking any action requiring affirmative approval from the members pursuant to the terms of the Amended and Restated Share Subscription and Shareholders' Agreement dated 27 May 2022, including the amendments thereto."

2. TO CONSIDER AND APPROVE THE ADOPTION OF THE INCENTIVE POLICY

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

"**RESOLVED THAT** in accordance with the provisions of the Companies Act, 2013 and all other applicable provisions of the Companies Act 2013 and any other law being in force, (including any statutory modifications or re-enactment thereof for time being in force) the consent of the members of the Company, be and is hereby accorded for adoption of the incentive policy of the Company ("**Incentive Policy**") as initialed and identified by the Chairman and presented before the members of the Company.

RESOLVED FURTHER THAT any of the Directors appointed to the Board of Directors of the Company or such other officials as may be determined by the Board of Directors of the Company, be and are hereby severally authorized to undertake all actions, deeds, matters and things, necessary and appropriate to give effect to the aforementioned resolution."

3. TO APPROVE THE AMENDMENT OF ESOS 2018 BY WAY OF ADOPTION OF ESOS 2024

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

"**RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act 2013, (including any statutory modifications or re-enactment thereof for time being in force) (the **Act**) the consent of the shareholders be and is hereby accorded for the amendment of the existing Employee Stock Option Scheme, i.e., the "TIPPING MR PINK PVT LTD



ESOS 2018' (**ESOS 2018**) of Tipping Mr Pink Private Limited (the **Company**) by way of adoption of the amended Employee Stock Option Scheme (**ESOS 2024**) as per the draft of the ESOS 2024, initialed by Chairman for identification and placed before the shareholders.

RESOLVED FURTHER THAT it is hereby noted that the terms of amendments are not prejudicial to the interests of the option holders.

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board of Directors of the Company (the **Board**) or any committee as identified the Board or any other authority designated by Board be and is hereby authorised to administer, superintend and implement ESOS 2024, in its absolute discretion and to settle all questions, difficulties or doubts that may arise in relation to the implementation and formulation of the ESOS 2024 without being required to seek further approval from the shareholders of the Company.

"RESOLVED FURTHER THAT any of the Directors appointed to the Board of Directors of the Company, or such other officials as may be determined by the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things (unless required otherwise under any legislation and/ or statutory form), including but not limited to signing, declarations, undertakings, documents, agreements, papers etc., as may be necessary to be executed in relation to the said amendments to ESOS 2018."

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

Name: Kabirjeet Singh
Designation: Director
Address: House No. GH-16, Garden Home,
Celebrity Homes, Palam Vihar, Gurugram-122017, Haryana
DIN: 03559313
Date: May 22, 2024



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 draft ESOS 2024 and draft Incentive Policy 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**

Name: Kabirjeet Singh
Designation: Director
Address: House No. GH-16, Garden Home,
Celebrity Homes, Palam Vihar, Gurugram-122017, Haryana
DIN: 03559313
Date: May 22, 2024



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:

TO CONSIDER AND APPROVE EXPLORING OF POTENTIAL INVESTORS FOR EQUITY INVESTMENT IN THE COMPANY

The Company proposes to pursue opportunities for its business growth and seeks to explore avenues for achieving organic and inorganic growth, which requires sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. Accordingly, prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management, and such requirement is proposed to be met from issuance of equity shares of the Company and/or any securities convertible or exchangeable into equity shares of the Company from domestic and international markets.

It is therefore prudent for the Company to obtain requisite approvals in place to explore potential investors who seek to invest in equity securities of the Company so that on identification of suitable investors, the Company can inform the members of such potential investors and subsequently seek their approval for issuance and allotment of equity securities. This will allow the Company to maintain sufficient liquidity for meeting funding requirements for business activities, existing and new projects, future business growth, organic or inorganic growth, capital expenditure, long-term working capital, repayment of the borrowings of the Company and such other corporate purposes and activities, as may be permitted under the applicable laws. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available. Accordingly, the Board of Directors recommends the resolution as specified in Item No. 1 for the approval of the members by way of ordinary resolution.

None of the directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.



Item No. 2:

TO CONSIDER AND APPROVE THE ADOPTION OF THE INCENTIVE POLICY

The key terms of the Incentive Policy have been summarized hereunder. All capitalized terms shall have the meaning assigned to them in the Incentive Policy.

1. Purpose and objectives of the Incentive Policy: The Incentive Policy provides the terms for grant of incentives to Employees, including without limitation, issuance of Other Equity Linked Instruments, such as Shares (including partly paid-up Shares/Convertible Preference Shares), Stock Appreciation Rights, Sweat Equity, restricted stock units, Convertible Preference Shares and such other equity linked instruments as may be determined by the board of directors of the Company or any committee identified by the Board in its discretion . The key objectives of the Incentive Policy are as follows:
 - a. to recognize the significant contributions made by the Employees to the success of the Company and to further align their interests to the long term strategic goals of the Company;
 - b. to provide additional incentives and rewards to the Employees for their personal performance;
 - c. to encourage Employees to help drive the Company's long term growth and share in success; and
 - d. to align Employees' goals and interests with those of the Company and Shareholders.
2. Term of the Incentive Policy: The Incentive Policy shall continue to be in force until it is cancelled by the Board of Directors.
3. Aggregate issuance under the Incentive Policy and the ESOP Policy: Subject to the terms of the Amended and Restated Share Subscription and Shareholders' Agreement dated 27 May 2022 (and as amended from time to time), the Shares and Other Equity Linked Instruments to be issued pursuant to the Incentive Policy together with the shares issued and allotted in terms of the ESOS 2024 shall represent in aggregate a total of 6.56% shareholding of the Company on a Fully Diluted Basis.
4. Administration: All administrative decision making, questions of interpretation, dispute, ambiguity, discrepancy or disagreement, arising in relation to the Incentive Policy shall be determined at the sole discretion of the Board of Directors or any committee identified by the Board of Directors.



5. Eligibility and Applicability: Only those Employees, meeting the Eligibility Criteria as determined by the Board of Directors, will be eligible to receive the incentives under the Incentive Policy including the Other Equity Linked Instruments under the Incentive Policy.
6. Transferability of shares: The terms of transfer shall be in accordance with the Incentive Policy and, accordingly, an Employee is required to intimate the Board of Directors of the details of any proposal that an Employee receives for purchase of Shares or if the Employee intends to sell the Shares. In such an event, the Board of Directors has the right to require, any other person to acquire the Shares, and in case the Board of Directors are not able to identify a person, Mr. Kabirjeet Singh has the right to acquire the Shares.
7. Valuation method: The Company shall follow the fair value method, or such other method as may be required under the Applicable Laws for computing the compensation cost for Other Equity Linked Instrument issued.
8. Other terms and conditions
 - (a) The Board of Directors or any committee identified by the Board of Directors will have the authority to modify/amend the terms of the Incentive Policy.
 - (b) The issue of Other Equity Linked Instrument does not form part of the Subscriber's entitlement to compensation or benefits under their contract of employment.
 - (c) The rights and obligations arising under the Incentive Policy are not intended to affect the employment or other contractual relationships that otherwise exists between the Company and the Subscriber.
 - (d) The Company shall be entitled to set off the amounts due and payable by the Employee against the entitlements under the Incentive Policy.
 - (e) The Incentive Policy does not confer upon the Employee any rights with respect to continuation of employment or interfere with the right of the Company to terminate the employment of such an Employee.

Accordingly, the Board of Directors recommends the resolution as specified in Item No. 2 for the approval of the members by way of a special resolution.



Other than any Directors or Key Managerial Employees which may satisfy the threshold of an 'Employee' under the Incentive Policy, none of the Directors, Key Managerial Persons of the Company or their relatives, are in any way, concerned or interest in the said resolution.

Item No. 3:

TO APPROVE THE AMENDMENT OF ESOS 2018 BY WAY OF ADOPTION OF ESOS 2024

The Board has decided to amend the ESOS 2018 by way of adoption of ESOS 2024 for making the terms under the Employee Stock Option Scheme more robust for all the beneficiaries under the scheme as well as for the administration of the scheme by the Company. As required by Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, a summary of key variations/modifications introduced by the ESOS 2024 have been summarized hereunder and draft of the policy is made available to the shareholders at the meeting. All capitalized terms have the meaning assigned to them in ESOS 2024, draft of which is made available to the shareholders:

1. Alterations to definitions in Clause 2.1 (*Definitions*) by way of revisions and additions thereto.
2. Ceiling: Subject to the terms of the Amended and Restated Share Subscription and Shareholders' Agreement dated 27 May 2022 (and as amended from time to time), the ceiling under the ESOS 2024 is an aggregate of Employee Stock Options under the ESOS 2024, the Other Equity Linked Instruments under the Incentive Policy.
3. Terms of Corporate Restructuring: The policy provides for an indicative list of events which will amount to corporate restructuring and the rights with the Board to make adjustments in case of such events. The provisions take into account interests of the Option Grantee as well.
4. Determination by the Board: The determinations in relation to disputes, interpretation and administration of ESOS 2024, subject to Applicable Laws, shall lie solely with the Board and such determination shall be final, conclusive and binding on all parties concerned (including the Option Grantee and their beneficiaries).
5. The ESOS 2024 provides an indicative list of matters under ESOS 2024 which shall be determined by the Board or any committee identified by the Board. These, inter alia, include: (a) determination of the Eligibility Criteria; (b) the quantum of, and number of tranches in which, the Options are to be Granted.



the timing of Grant of the Options; (c) the terms for Grant of Options, including the Vesting Period (and any extensions thereto on a case to case basis), the Vesting Conditions, the Exercise Period (and any extensions thereto on a case to case basis), the Exercise Price; (d) conditions for forfeiture of Options; (e) treatment of Options, in the event of termination of employment of an Employee or an Employee ceasing to hold his/ her office; (f) manner and process for surrender and cancellation of Options, if required, etc.

6. Additional provisions for eligibility of Employees under Clause 5.1: The Board may grant to eligible Employees, select Options on the terms and conditions as it may decide, based on the eligibility criteria specified by the Board. Further, the process to be followed by such an employee accepting the Grant has also been provided.
7. Revision of terms of Vesting Schedule: Discretionary powers given to the Board to introduce new schedules for Vesting for identified Employees, introduce performance parameters based on which the Options shall Vest, conditions in relation to continued employment of the Employees, etc.
8. Exercise of Options: The tenure of exercise of options will be as set out in the Letter of Grant. Further, Clause 5.3 sets out the Exercise Period for specific cases such as death, permanent incapacity, retirement, resignation, termination, etc.
9. Addition to Clause 6 (Rights of the Option Grantee): Provisions have been added to the Clause in relation to the rights and obligations of Option Grantee including the right to surrender the options. The Options granted shall be considered personal to the Option Grantee and the Options cannot be assigned, alienated, mortgaged, pledged, attached, hypothecated, sold, or otherwise transferred or encumbered otherwise than by will or to the extent permitted under the Applicable Laws.
10. Transferability of shares allotted on exercise of Options: The ESOS 2024 prescribes the manner in which the shares allotted to employees shall be transferred by such employee shareholders. This provision seeks to limit possibility of transfer of shares of the Company with the employee shareholders to any competitor or any other third party. Further, ESOS 2024 clarifies that any employee who is allotted shares on exercise of employee stock options, shall only be entitled to rights offered to an equity shareholder under Applicable Law and shall not have any special rights offered to other equity shareholders of the Company pursuant to any arrangements inter se between the shareholders and/or with the Company.



11. Addition of Clause 8 (Lock-in period): The Board may prescribe lock-in period in respect of the Shares which may be issued and allotted on Exercise of the Options
12. Addition of Clause 11 (*Option Parking*), Clause 15 (*Severability*), Clause 16 (*New Scheme*), Clause 18 (Set-off) and revision of Clause 12 (*Confidentiality*).

Accordingly, the Board of Directors recommends the resolution as specified in Item No. 3 for the approval of the members by way of a special resolution.

Other than any Directors or Key Managerial Employees which may satisfy the threshold of an 'Employee' under the ESOS 2024, none of the Directors, Key Managerial Persons of the Company or their relatives, are in any way, concerned or interest in the said resolution.

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

Name: Kabirjeet Singh
Designation: Director
Address: House No. GH-16, Garden Home,
Celebrity Homes, Palam Vihar, Gurugram-122017, Haryana
DIN: 03559313
Date: May 22, 2024



ANNEXURE B

ATTENDANCE SLIP

TIPPING MR PINK PRIVATE LIMITED

Extra Ordinary General Meeting No. 01/2024-25

No of shares held: _____

I certify that I am a registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting No. 01/2024-25 of the Company being held on Sunday, 16th day of June, 2024 at 9:00 AM (IST) at Burger Singh HQ, 6th floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018.

Name in BLOCK letters: _____

Signature:



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

2. 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. 01/2024-25 of the Company, to be held on Sunday, 16th day of June, 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:

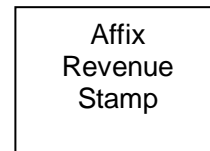


1. To consider and approve exploring of potential investors for equity investment in the Company
2. To consider and approve the adoption of the Incentive Policy
3. To approve the amendment of ESOS 2018 by way of adoption of ESOS 2024

Signed this..... day of 2024

Signature of shareholder

Signature of Proxy holder(s)

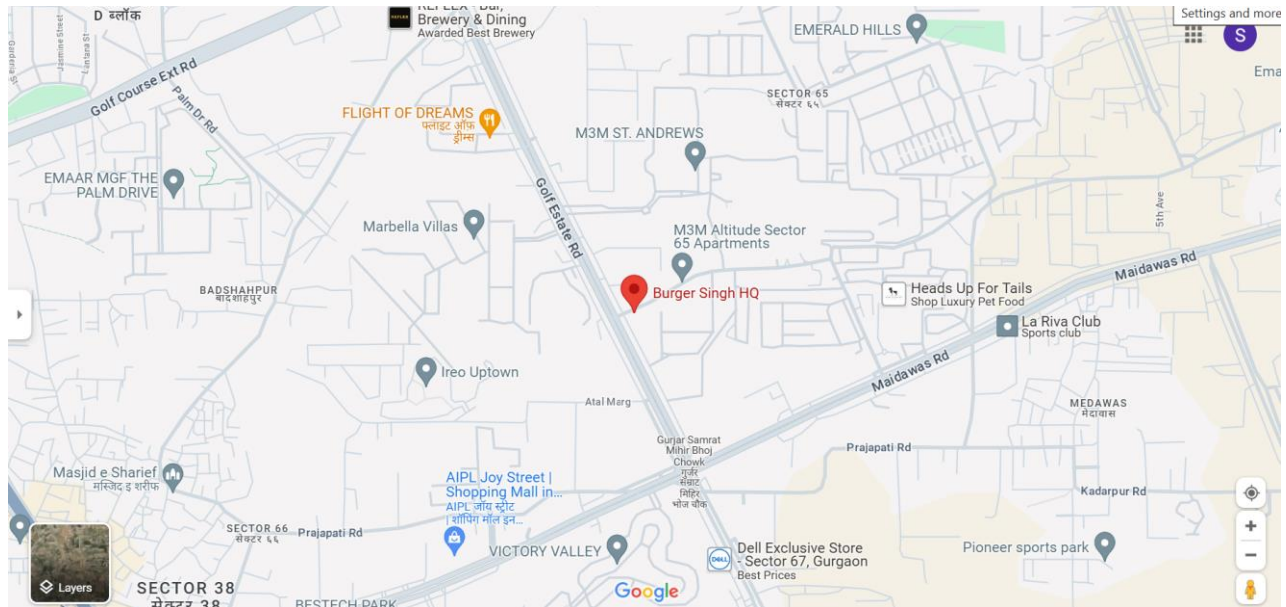


Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than forty-eight hours before the commencement of the Meeting.



ANNEXURE D

ROUTE MAP OF THE VENUE OF THE EGM



(Courtesy: Google Maps)