



## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

June 24, 2025

Dear Members/Directors/Auditors/Debenture Trustee,

You are cordially invited to attend the Extra-Ordinary General Meeting (“**the EGM**”) No. 01/FY 2025-26 of Tipping Mr Pink Private Limited (“**the Company**”) scheduled on Wednesday, June 25, 2025 at 9:00 AM at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana - 122102, at a shorter notice.

Notice of the meeting containing the business to be transacted, is enclosed.

Thanking you.

**For Tipping Mr Pink Private Limited**

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

### **Enclosures:**

1. Notice of the EGM



## **EXTRA-ORDINARY GENERAL MEETING NO. 01/FY 2025-26 OF THE MEMBERS OF TIPPING MR PINK PRIVATE LIMITED**

Notice is hereby given that the **Extra-Ordinary General Meeting No. 01/FY 2025-26** of **Tipping Mr Pink Private Limited** ("the Company") will be held on **Wednesday, June 25, 2025, at 9:00 AM**, at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018, at a **shorter notice**, to transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM NO 1:**

### **TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKING CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 13, Section 61, Section 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), if any read with Rule 15 of Companies (Share Capital and Debentures) Rules, 2014, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR 11,20,000/- (Indian Rupees Eleven Lakhs and Twenty Thousand only) divided into 80,000 (Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 8,00,000/- (Indian Rupees Eight Lakhs only) and 32,000 (Thirty Two Thousand) Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 3,20,000/- (Indian Rupees Three Lakhs and Twenty Thousand only) to INR 14,00,000/- (Indian Rupees Fourteen Lakh only) divided into 80,000 (Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 8,00,000/- (Indian Rupees Eight Lakh only) and 60,000 (Sixty Thousand) Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 6,00,000/- (Indian Rupees Six Lakh only);

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the



Company be and is hereby substituted as follows:

V. “The Authorised Share Capital of the Company is INR 14,00,000/- (Indian Rupees Fourteen Lakh only) divided into 80,000 (Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 8,00,000/- (Indian Rupees Eight Lakh only) and 60,000 (Sixty Thousand) Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 6,00,000/- (Indian Rupees Six Lakh only).”

**RESOLVED FURTHER THAT** the draft amended MOA as placed before the Members be and is hereby approved;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorised to sign and file e-Form SH-7 and such other relevant documents, forms, return, as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be required for giving effect to the aforesaid resolution.”

#### **ITEM NO 2:**

**TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF SERIES A4 COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE UNDER PRIVATE PLACEMENT AND RECORD THE NAMES OF THE OFFEREE AND INCIDENTAL MATTERS THERETO:**

**To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the: (i) provisions of Sections 23, 42, 55 and 62(1)(c) of the Companies Act 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force); and (ii) Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules 2014, as amended from time to time, and subject to the: (i) terms and conditions specified from time to time under the Foreign Exchange Management Act 1999; and (ii) Memorandum of Association and Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to make a private placement offer and raise funds up to INR 47,15,83,420/- (Indian Rupees Forty Seven Crore



Fifteen Lakh Eighty Three Thousand Four Hundred and Twenty only) by offering and issuing 4,994 (Four Thousand Nine Hundred and Ninety Four only) Series A4 Compulsorily Convertible Preference Shares (“Series A4 CCPS”) having a face value of INR 10/- (Indian Rupees Ten only) each for a consideration of INR 94,430/- (Indian Rupees Ninety Four Thousand Four Hundred and Thirty only) per Series A4 CCPS on a private placement basis by way of preferential issue (“Offer”) in the following manner:

S. No.	Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
1.	Negen Undiscovered Value Fund, Scheme of Negen Investment Trust – Category III AIF (SEBI Registration No. – IN/AIF3/22-23/1254)	<b>Series A4 Compulsorily Convertible Preference Shares having face value of INR 10/- each and a premium of INR 94,420/- each</b>	1,271 (One Thousand Two Hundred and Seventy One) Series A4 CCPS	INR 12,00,20,530/- (Indian Rupees Twelve Crore Twenty Thousand Five Hundred and Thirty only)
2.	Nine Rivers Capital Holdings Private Limited		1,271 (One Thousand Two Hundred and Seventy One) Series A4 CCPS	INR 12,00,20,530/- (Indian Rupees Twelve Crore Twenty Thousand Five Hundred and Thirty only)
3.	Rhodium Trust		901 (Nine Hundred and One) Series A4 CCPS	INR 8,50,81,430/- (Indian Rupees Eight Crore Fifty Lakh Eighty-One Thousand Four Hundred and Thirty only)
4.	Turner Morrison Ltd.		373 (Three Hundred and Seventy Three) Series A4 CCPS	INR 3,52,22,390/- (Indian Rupees Three Crore Fifty-Two Lakh Twenty-Two Thousand Three Hundred and Ninety only)
5.	Vikramaditya Mohan Thapar Family Trust		220 (Two Hundred and	INR 2,07,74,600/- (Indian Rupees Two



S. No.	Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
			Twenty) Series A4 CCPS	Crore Seven Lakh Seventy-Four Thousand Six Hundred only)
6.	Vikas Kapur	<b>Series A4 Compulsorily Convertible Preference Shares having face value of INR 10/- each and a premium of INR 94,420/- each</b>	220 (Two Hundred and Twenty) Series A4 CCPS	INR 2,07,74,600/- (Indian Rupees Two Crore Seven Lakh Seventy-Four Thousand Six Hundred only)
7.	Nomita Kapur		220 (Two Hundred and Twenty) Series A4 CCPS	INR 2,07,74,600/- (Indian Rupees Two Crore Seven Lakh Seventy-Four Thousand Six Hundred only)
8.	Images Multimedia Pvt. Ltd.		84 (Eighty Four) Series A4 CCPS	INR 79,32,120/- (Indian Rupees Seventy-Nine Lakh Thirty-Two Thousand One Hundred and Twenty only)
9.	Sarfaraz Singh Nakai		65 (Sixty Five) Series A4 CCPS	INR 61,37,950/- (Indian Rupees Sixty-One Lakh Thirty-Seven Thousand Nine Hundred and Fifty only)
10.	Gujral Design Plus Overseas Pvt Ltd.		64 (Sixty Four) Series A4 CCPS	INR 60,43,520/- (Indian Rupees Sixty Lakh Forty-Three Thousand Five Hundred and Twenty only)
11.	Rohit Khattar		48 (Forty Eight) Series A4 CCPS	INR 45,32,640/- (Indian Rupees Forty-Five Lakh Thirty-Two Thousand Six Hundred and Forty



S. No.	Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
				only)
12.	Survam Partners LLP	<b>Series A4 Compulsorily Convertible Preference Shares having face value of INR 10 each and a premium of INR 94420 each</b>	45 (Forty Five) Series A4 CCPS	INR 42,49,350/- (Indian Rupees Forty-Two Lakh Forty-Nine Thousand Three Hundred and Fifty only)
13.	Homage Ventures LLP		37 (Thirty Seven) Series A4 CCPS	INR 34,93,910/- (Indian Rupees Thirty-Four Lakh Ninety-Three Thousand Nine Hundred and Ten only)
14.	Kirti Sinha		31 (Thirty One) Series A4 CCPS	INR 29,27,330/- (Indian Rupees Twenty-Nine Lakh Twenty-Seven Thousand Three Hundred and Thirty only)
15.	Anshul Singhal		31 (Thirty One) Series A4 CCPS	INR 29,27,330/- (Indian Rupees Twenty-Nine Lakh Twenty-Seven Thousand Three Hundred and Thirty only)
16.	Manish Vijay Yadav		21 (Twenty One) Series A4 CCPS	INR 19,83,030/- (Indian Rupees Nineteen Lakh Eighty-Three Thousand and Thirty only)
17.	Rajesh Chaudhuri		14 (Fourteen) Series A4 CCPS	INR 13,22,020/- (Indian Rupees Thirteen Lakh Twenty-Two Thousand and Twenty only)
18.	Nishanth Kanaka Rajan		11 (Eleven) Series	INR 10,38,730/- (Indian



S. No.	Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
			A4 CCPS	Rupees Ten Lakh Thirty-Eight Thousand Seven Hundred and Thirty only)
19.	Rajeswari Shanmugam		11 (Eleven) Series A4 CCPS	INR 10,38,730/- (Indian Rupees Ten Lakh Thirty-Eight Thousand Seven Hundred and Thirty only)
20.	Gaurav Jalan		10 (Ten) Series A4 CCPS	INR 9,44,300/- (Indian Rupees Nine Lakh Forty-Four Thousand Three Hundred only)
21.	Dinesh Kumar		9 (Nine) Series A4 CCPS	INR 8,49,870/- (Indian Rupees Eight Lakh Forty-Nine Thousand Eight Hundred and Seventy only)
22.	Mrinaal Mittal		9 (Nine) Series A4 CCPS	INR 8,49,870/- (Indian Rupees Eight Lakh Forty-Nine Thousand Eight Hundred and Seventy only)
23.	Atul Agarwal		9 (Nine) Series A4 CCPS	INR 8,49,870/- (Indian Rupees Eight Lakh Forty-Nine Thousand Eight Hundred and Seventy only)
24.	Bhupender Singh		7 (Seven) Series A4 CCPS	INR 6,61,010/- (Indian Rupees Six Lakh Sixty-One Thousand and Ten only)





S. No.	Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
25.	Akash Biswas		5 (Five) Series A4 CCPS	INR 4,72,150/- (Indian Rupees Four Lakh Seventy-Two Thousand One Hundred and Fifty only)
26.	Sasha Gulu Mirchandani		3 (Three) Series A4 CCPS	INR 2,83,290/- (Indian Rupees Two Lakh Eighty-Three Thousand Two Hundred and Ninety only)
27.	Roman Saini		2 (Two) Series A4 CCPS	INR 1,88,860/- (Indian Rupees One Lakh Eighty-Eight Thousand Eight Hundred and Sixty only)
28.	Barkha Bajaj		2 (Two) Series A4 CCPS	INR 1,88,860/- (Indian Rupees One Lakh Eighty-Eight Thousand Eight Hundred and Sixty only)

**RESOLVED FURTHER THAT** the valuation reports dated May 30, 2025 (under Companies Act 2013) obtained from the Registered Valuer, Saurabh Kumar Barik, Registered Valuer (IBBI No. IBBI/RV/11/2019/12454), procured by the Company in this regard, as circulated and tabled at the Shareholder's meeting, are hereby taken on record by the members;

**RESOLVED FURTHER THAT** the Series A4 CCPS to be issued by the Company shall always be subject to the terms and conditions contained in the: (i) memorandum of association and articles of association of the Company; (ii) terms and conditions of the Series A4 CCPS under the Shareholders' Agreement to be executed by and amongst the Company and all of its Shareholders, as amended from time to time, and (iii) the terms and conditions of the Series A4 CCPS;





**RESOLVED FURTHER THAT** pursuant to the provision 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, 2013, and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules (including any statutory modifications/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 hereby approved;

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Form PAS 4 (Offer Letter) as may be required under the applicable laws and/or for smooth completion of the proposed offer of the Subscription Series A4 CCPS, and further to give any information, explanation, declaration and confirmations in relation to the Subscription Series A4 CCPS as may be required by the concerned authorities;

**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized by the Company to sign the Private Placement Offer cum application letter and circulate the same to such persons whose name is recorded in the draft Form PAS-5 as per the requirements of the Companies Act 2013;

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies (including filing of the Form MGT-14 and Form PAS-3), and to take such necessary action as may be required in connection with the offer and issuance of the Series A4 CCPS, and to submit all documents to the concerned authorities with respect to the same;



**RESOLVED FURTHER THAT** a certified true copy of the above resolutions be delivered under the signature of any one Director to all the concerned parties for their record.”

**For and on behalf of the Board of Directors of  
Tipping Mr Pink Private Limited**

**Mr Kabirjeet Singh  
Managing Director & Chief Executive Officer  
DIN: 03559313  
Address: House No. GH 16, Celebrity Homes,  
Near Ansal Plaza, Palam Vihar, Gurugram – 122017, Haryana  
Date: 24.06.2025  
Place: Gurugram**



NOTES:

1. Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form, duly completed and stamped, must reach the venue of the meeting before the time for holding the aforesaid meeting.

3. Attendance slips and proxy form are annexed hereto.
4. Corporate members intending to send their authorized representative(s) to attend the EGM are requested to forward a certified copy of board resolution / authorisation letter, authorizing their representative to attend and vote at the EGM either to the company in advance or send the same via mail before the EGM starts.
5. The Memorandum and Articles of Association of the Company and other statutory registers will be open for inspection at the registered office of the Company during business hours on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice until the date of this EGM.
6. Members are requested to notify change in their address, if any, to the Company at the earliest
7. Route map for the venue of Extra-Ordinary General Meeting is enclosed.



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013  
WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED**

**ITEM NO 1:**

**TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY  
AND MAKING CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF  
ASSOCIATION**

The present Authorized Share Capital of the Company is INR 11,20,000/- (Indian Rupees Eleven Lakhs and Twenty Thousand only) divided into 80,000 (Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 8,00,000/- (Indian Rupees Eight Lakhs only) and 32,000 (Thirty Two Thousand) Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 3,20,000/- (Indian Rupees Three Lakhs and Twenty Thousand only).

In order to issue Preference shares, it is required to increase the Authorised share capital to INR. 14,00,000/- (Indian Rupees Fourteen Lakh only) divided into 80,000 (Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 8,00,000/- (Indian Rupees Eight Lakh only) and 60,000 (Sixty Thousand) Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 6,00,000/- (Indian Rupees Six Lakh only).

The Board of Directors of the Company in their Board Meeting held on 20<sup>th</sup> June, 2025 have provided their approval for the aforesaid increase in the Authorised Share Capital of the Company and to make consequent alteration in the Capital Clause of the Memorandum of Association of the Company.

According to Section 13 read with Section 61 and 64 of the Companies Act, 2013, Members approval by way of Ordinary Resolution is required for alteration of Memorandum of Association of the Company.

Amended MOA is available for inspection at the current Registered Office of the Company on all its working days during the working hours.

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.

## ITEM NO 2:

### **TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF SERIES A4 COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE UNDER PRIVATE PLACEMENT AND RECORD THE NAMES OF THE OFFEREE AND INCIDENTAL MATTERS THERETO:**

Offer and issuance of Series A4 Compulsorily Convertible Preference Shares by way of preferential issue under private placement. The details of the issue as per Rule 9 and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 are as follows:

1.	<b>Objects/Purpose of the Issue</b>	To raise funds for the operations, for capital expenditure for business expansion and for meeting requirements of funds for other general corporate purposes of the Company.
2.	<b>Nature/kind of securities, Total number of shares or other securities to be issued</b>	4,994 (Four Thousand Nine Hundred and Ninety Four Only) Series A4 Compulsorily Convertible Preference Share (Series A4 CCPS) each for a consideration of INR 94,430/- (Indian Rupees Ninety Four Thousand Four Hundred Thirty only) having a face value of INR 10/- (Indian Rupees Ten only) and a premium of INR 94,420/- (Indian Rupees Ninety Four Thousand Four Hundred Twenty only)
3.	<b>The Price or price band at/within which the allotment is proposed</b>	INR 94,430/- (Indian Rupees Ninety Four Thousand Four Hundred Thirty only) per Series A4 CCPS
4.	<b>Manner of Issue of shares</b>	Preferential Issue via Private Placement



5.	<b>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made</b>	Fair market value based on the valuation report dated May 30, 2025 (under Companies Act, 2013) obtained from Saurabh Kumar Barik, Registered Valuer (IBBI No. IBBI/RV/11/2019/12454)
6.	<b>Relevant date on which the price has been arrived at</b>	May 15, 2025
7.	<b>Name and Address of the valuer</b>	Name: Saurabh Kumar Barik, Registered Valuer (IBBI No. IBBI/RV/11/2019/12454)  Address: Anandlok', Block-A, 2nd Floor, Room No.-207, 227-A.J.C Bose Road, Kolkata-700020, West Bengal, India
8.	<b>Amount which the company intends to raise by way of such securities</b>	INR 47,15,83,420/- (Indian Rupees Forty Seven Crore Fifteen Lakh Eighty Three Thousand Four Hundred and Twenty only)
9.	<b>Class or classes of persons to whom the allotment is proposed to be made</b>	Existing Shareholders and other Individuals, Firms, Body Corporates
10.	<b>Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer</b>	Promoters, Directors or Key Managerial Personnel are not subscribing to the offer
11.	<b>Change in control, if any, in the Company that would occur consequent to the preferential offer</b>	No change in control since the Series A4 CCPS will not have voting rights
12.	<b>Number of persons to whom allotment on preferential basis have been already made during the year, in terms of number of securities as well as price</b>	Nil
13.	<b>Expected dilution in equity share capital upon conversion of preference shares</b>	The equity share capital (on a fully diluted basis, assuming conversion of the remaining preference shares) is expected to increase by



		approximately 10.30% upon conversion of the proposed Series A4 CCPS into equity shares.				
14.	Current Shareholding pattern of the Company	Please refer <b>Annexure-2</b>				
15.	Material terms of the securities, proposed time schedule, contribution from promoters, or directors either as a part of the offer or separately in furtherance of the object, principal terms of the assets charged as securities	<p>The offer is proposed to be closed within the statutorily permissible periods. The offer will open for 30 (thirty) days from the date of issuance of offer letter and allotment will be made maximum within 60 days of receipt of remittance.</p> <p>No contribution will be made by Promoters, or directors either as a part of the offer or separately in furtherance of the object.</p> <p>The Series A4 CCPS are being offered to the persons identified in Table 1 of this Explanatory Statement. No assets are being charged as security for the purpose of this offer.</p> <p>Other terms:</p> <table><tr><th>Particulars</th><th>Details</th></tr><tr><td>Issue price</td><td>INR 94,430/- per Series A4 CCPS (INR 10/- face value and INR 94,420/- premium per Series A4 CCPS). Out of the aforesaid consideration, INR 10/- shall be considered towards the face value and the balance INR 94,420/- shall be considered towards</td></tr></table>	Particulars	Details	Issue price	INR 94,430/- per Series A4 CCPS (INR 10/- face value and INR 94,420/- premium per Series A4 CCPS). Out of the aforesaid consideration, INR 10/- shall be considered towards the face value and the balance INR 94,420/- shall be considered towards
Particulars	Details					
Issue price	INR 94,430/- per Series A4 CCPS (INR 10/- face value and INR 94,420/- premium per Series A4 CCPS). Out of the aforesaid consideration, INR 10/- shall be considered towards the face value and the balance INR 94,420/- shall be considered towards					





			the share premium.
		<b>Terms</b>	<ol style="list-style-type: none"> <li>1. INR 94,430/- (<b>Upfront Price</b>) per Series A4 CCPS shall be paid upfront at the time of subscription.</li> <li>2. The holder(s) of the Series A4 CCPS will have preference to receive dividends or repayment of capital in preference to the holders of the equity shares.</li> <li>3. The Series A4 CCPS holders will be entitled to participate in surplus as if converted into equity shares and shall rank pari passu with equity shares.</li> <li>4. The dividend shall be paid @ 0.01% on a non-cumulative basis.</li> <li>5. The Series A4 CCPS shall be compulsorily convertible into equity shares at 1:1 ratio.</li> <li>6. The Series A4 CCPS holder shall be entitled to voting rights in accordance with Companies Act, 2013.</li> </ol>



			<p>7. The Series A4 CCPS shall be converted into equity shares after 19 years 11 months of the issuance unless converted earlier by the relevant Series A4 CCPS holder.</p> <p>8. Series A4 CCPS holders will be entitled to voting right as per Companies Act, 2013. There is no redemption of Series A4 CCPS for cash, as these are compulsorily convertible into equity shares.</p>
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The pre and post shareholding pattern of the Company is as follows:

S. No.	Category	Pre-issue				Post-issue			
		Equity		Preference		Equity		Preference	
		No. of Shares of held	% of shares holding	No. of Shares of held	% of shares holding	No. of shares held	% of shares holding	No. of shares held	% of shares holding
<b>A</b>	Promoters' holding								
<b>1</b>	Indian			-	-			-	-
	Individual	10,250	71.01	-	-	10,250	71.01	-	-
	Bodies corporate	-	-	-	-	-	-	-	-
	<b>Sub-total</b>	<b>10,250</b>	<b>71.01</b>	<b>-</b>	<b>-</b>	<b>10,250</b>	<b>71.01</b>	<b>-</b>	<b>-</b>



2	Foreign promoters	-	-	-	-	-	-	-	-
	<b>Sub-total (A)</b>	<b>10,250</b>	<b>71.01</b>	-	-	<b>10,250</b>	<b>71.01</b>	-	-
<b>B</b>	Non-promoters' holding								
1	Institutional investors	-	-	-	-	-	-		
2	Non-institutional Investors								
	Private corporate bodies	118	0.82	6,463	22.24	118	0.82	7,927	23.28
	Directors and relatives	2,866	19.85	210	0.72	2,866	19.85	210	0.62
	Indian public	950	6.58	11,206	38.57	950	6.58	11,903	34.96
	others [including Non-resident Indians (NRIs)]	251	1.74	11,179	38.47	251	1.74	14,012	41.14
	<b>Sub-total (B)</b>	<b>4,185</b>	<b>26.30</b>	<b>29,058</b>	<b>100</b>	<b>4,185</b>	<b>26.30</b>	<b>34,052</b>	<b>100</b>
	<b>GRAND TOTAL</b>	<b>14,435</b>	<b>100</b>	<b>29,058</b>	<b>100</b>	<b>14,435</b>	<b>100</b>	<b>34,052</b>	<b>100</b>



**Table 1**

The names of the proposed allottees and the percentage of post preferential offer capital that they may hold:

S. No.	Name of the proposed allottees	Number and nature of security	Percentage
1.	Negen Undiscovered Value Fund, Scheme of Negen Investment Trust – Category III AIF (SEBI Registration No. – IN/AIF3/22-23/1254)	1271 (one thousand two hundred and seventy one) Series A4 CCPS	25.45
2.	Nine Rivers Capital Holdings Private Limited	1271 (one thousand two hundred and seventy one) Series A4 CCPS	25.45
3.	Rhodium Trust	901 (nine hundred and one) Series A4 CCPS	18.04
4.	Turner Morrison Ltd.	373 (three hundred and seventy three) Series A4 CCPS	7.47
5.	Vikramaditya Mohan Thapar Family Trust	220 (two hundred and twenty) Series A4 CCPS	4.41
6.	Vikas Kapur	220 (two hundred and twenty) Series A4 CCPS	4.41
7.	Nomita Kapur	220 (two hundred and twenty) Series A4 CCPS	4.41
8.	Images Multimedia Pvt. Ltd.	84 (eighty four) Series A4 CCPS	1.68
9.	Sarfaraz Singh Nakai	65 (sixty five) Series A4 CCPS	1.30
10.	Gujral Design Plus Overseas Pvt Ltd.	64 (sixty four) Series A4 CCPS	1.28
11.	Rohit Khattar	48 (forty eight) Series A4 CCPS	0.96
12.	Survam Partners LLP	45 (forty five) Series A4 CCPS	0.90
13.	Homage Ventures LLP	37 (thirty seven) Series A4 CCPS	0.74
14.	Kirti Sinha	31 (thirty one) Series A4 CCPS	0.62



15.	Anshul Singhal	31 (thirty one) Series A4 CCPS	0.62
16.	Manish Vijay Yadav	21 (twenty one) Series A4 CCPS	0.42
17.	Rajesh Chaudhuri	14 (fourteen) Series A4 CCPS	0.28
18.	Nishanth Kanaka Rajan	11 (eleven) Series A4 CCPS	0.22
19.	Rajeswari Shanmugam	11 (eleven) Series A4 CCPS	0.22
20.	Gaurav Jalan	10 (ten) Series A4 CCPS	0.20
21.	Dinesh Kumar	9 (nine) Series A4 CCPS	0.18
22.	Mrinaal Mittal	9 (nine) Series A4 CCPS	0.18
23.	Atul Agarwal	9 (nine) Series A4 CCPS	0.18
24.	Bhupender Singh	7 (seven) Series A4 CCPS	0.14
25.	Akash Biswas	5 (five) Series A4 CCPS	0.10
26.	Sasha Gulu Mirchandani	3 (three) Series A4 CCPS	0.06
27.	Roman Saini	2 (two) Series A4 CCPS	0.04
28.	Barkha Bajaj	2 (two) Series A4 CCPS	0.04
<b>Total</b>		<b>4994 (Four Thousand Nine Hundred and Ninety Four) Series A4 CCPS</b>	<b>100</b>

The Board of Directors at its meeting held on 20<sup>th</sup> June, 2025, has subject to the approval of the members approved the issuance of Series A4 CCPS on a preferential basis through private placement to the aforesaid identified person.

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.



For and on behalf of the Board of Directors of Tipping Mr Pink Private Limited

**Mr Kabirjeet Singh**  
**Managing Director & Chief Executive Officer**  
**DIN: 03559313**  
**Address: House No. GH 16, Celebrity Homes,**  
**Near Ansal Plaza, Palam Vihar, Gurugram – 122017, Haryana**  
**Date: 24.06.2025**  
**Place: Gurugram**



**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. 01/FY 2025-26 of Tipping Mr Pink Private Limited (“**the Company**”) held at shorter notice on Wednesday, June 25, 2025, at 9:00 AM 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\_\_\_\_\_.





**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]*

**CIN:** U55101DL2012PTC238232

**Name of the Company:** Tipping Mr Pink Private Limited

**Registered office:** H-45, Block-H, Connaught Circus, New Delhi-110001

Name of the Member(s):  
Registered address:  
E-mail Id:  
Folio No./Client ID:  
DP ID:

I/ We being the Member of **Tipping Mr Pink Private Limited**, holding .... shares, 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 Extra Ordinary General Meeting 01/FY 2025-26 of **the Company** to be held at shorter notice on Wednesday, June 25, 2025, at 9:00 AM, 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:



**Resolution No.:**

1. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKING CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION
2. TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF SERIES A4 COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE UNDER PRIVATE PLACEMENT AND RECORD THE NAMES OF THE OFFEREE AND INCIDENTAL MATTERS THERETO

Signed this ..... day of ....., 2025

Signature of Shareholder

Affix  
Revenue  
Stamp

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, before the scheduled time for the Extra-Ordinary General Meeting of the Company.***



## ROUTE MAP FOR THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

