



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

July 22, 2025

Dear Members/Directors/Auditors/Debenture Trustee,

You are cordially invited to attend the Extra-Ordinary General Meeting (“**the EGM**”) No. 02/FY 2025-26 of Tipping Mr Pink Private Limited (“**the Company**”) scheduled on **July 22, 2025 at 5:00 PM** at Burger Singh HQ, 6th 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

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. 02/FY 2025-26 OF THE MEMBERS OF TIPPING MR PINK PRIVATE LIMITED

Notice is hereby given that the **Extra-Ordinary General Meeting No. 02/FY 2025-26** of **Tipping Mr Pink Private Limited** (“the Company”) will be held on **July 22, 2025**, at 5:00 PM, at Burger Singh HQ, 6th 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 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 preferential offer via private placement and raise funds up to INR 40,47,26,980/- (Indian Rupees Forty Crore Forty Seven Lakh Twenty Six Thousand and Nine Hundred and Eighty only) by offering and issuing 4,286 (Four Thousand Two Hundred and Eighty Six 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)	Series A4 Compulsorily Convertible Preference Shares having face value of	1483 (One Thousand Four Hundred and Eighty Three) Series A4 CCPS	INR 14,00,39,690/- (Indian Rupees Fourteen Crore Thirty Nine Thousand Six Hundred and Ninety only)
2.	Aurum Rising India Fund – Category II AIF (SEBI Registration Number IN/AIF2/24-25/1630)		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)



S. No.	Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
3.	Rhodium Trust	INR 10/- each and a premium of INR 94,420/- each Series A4 Compulsorily Convertible Preference Shares having face value of INR 10/- each and a premium of INR 94,420/- each	530 (Five Hundred Thirty) Series A4 CCPS	INR 5,00,47,900/- (Indian Rupees Five Crore Forty Seven Thousand Nine Hundred only)
4.	Turner Morrison Ltd.		287 (Two Hundred and Eighty Seven) Series A4 CCPS	INR 2,71,01,410/- (Indian Rupees Two Crore Seventy One Lakh One Thousand Four Hundred and Ten only)
5.	Virendra Mahendra Agarwal and Tarini Agarwal (Jointly)		320 (Three Hundred and Twenty) Series A4 CCPS	INR 3,02,17,600/- (Indian Rupees Three Crore Two Lakh Seventeen Thousand and Six Hundred only)
6.	Vikramaditya Mohan Thapar Family Trust		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.	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)
8.	Homage Ventures LLP		29 (Twenty Nine) Series A4 CCPS	INR 27,38,470/- (Indian Rupees Twenty Seven Lakh Thirty Eight Thousand Four Hundred and Seventy only)
9.	Prasad Rao		27 (Twenty Seven) Series A4 CCPS	INR 25,49,610 (Indian Rupees Twenty Five Lakh Forty Nine Thousand Six Hundred and Ten only)
10.	Nishanth Kanaka Rajan		11 (Eleven) Series A4 CCPS	INR 10,38,730/- (Indian Rupees Ten Lakh Thirty-Eight Thousand Seven Hundred and Thirty only)
11.	Sasha Gulu Mirchandani		08 (Eight) Series A4 CCPS	INR 7,55,440/- (Indian Rupees Seven Lakh Fifty Five Thousand Four Hundred and Forty only)
12.	Rajeswari Shanmugam		11 (Eleven) Series A4 CCPS	INR 10,38,730/- (Indian Rupees Ten Lakh Thirty-Eight Thousand Seven Hundred and Thirty only)



S. No.	Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
13.	Mrinaal Mittal		9 (Nine) Series A4 CCPS	INR 8,49,870/- (Indian Rupees Eight Lakh Forty-Nine Thousand Eight Hundred and Seventy only)
14.	Atul Agarwal		9 (Nine) Series A4 CCPS	INR 8,49,870/- (Indian Rupees Eight Lakh Forty-Nine Thousand Eight Hundred and Seventy only)
15.	Bhupendra Singh		7 (seven) Series A4 CCPS	INR 6,61,010 (Indian Rupees Six Lakh Sixty One Thousand and Ten only)

RESOLVED FURTHER THAT the valuation reports dated May 30, 2025 (under Companies Act 2013) obtained from the Registered Valuer, Saurobh Kumar Barick, 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 Shareholders;

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**

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: 22.07.2025

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 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.	Objects/Purpose of the Issue	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.	Nature/kind of securities, Total number of shares or other securities to be issued	4,286 (Four Thousand Two Hundred and Eighty Six) 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.	The Price or price band at/within which the allotment is proposed	INR 94,430/- (Indian Rupees Ninety Four Thousand Four Hundred Thirty only) per Series A4 CCPS
4.	Manner of Issue of shares	Preferential Issue via Private Placement
5.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Fair market value based on the valuation report dated May 30, 2025 (under Companies Act, 2013) obtained from Saurobh Kumar Barick, Registered Valuer (IBBI No. IBBI/RV/11/2019/12454)
6.	Relevant date on which the price has been arrived at	May 15, 2025
7.	Name and Address of the valuer	Name: Saurobh Kumar Barick, 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.	Amount which the company intends to raise by way of such securities	INR 40,47,26,980/- (Indian Rupees Forty Crores Forty Seven Lakh Twenty Six Thousand and Nine Hundred Eighty only)
9.	Class or classes of persons to whom the	Existing Shareholders and other Individuals,



	allotment is proposed to be made	Firms, Trust, Fund, Body Corporates				
10.	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer	Promoters, Directors or Key Managerial Personnel are not subscribing to the offer				
11.	Change in control, if any, in the Company that would occur consequent to the preferential offer	No change in control since the Series A4 CCPS will not have voting rights				
12.	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	Nil				
13.	Expected dilution in equity share capital upon conversion of preference shares	The equity share capital (on a fully diluted basis, assuming conversion of the remaining preference shares) is expected to increase by approximately 9.82% (approx.) upon conversion of the proposed Series A4 CCPS into equity shares				
14.	Current Shareholding pattern of the Company	Please refer Annexure-2				
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 15 (Fifteen) 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 the share premium.</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 the share premium.
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.					



		Terms <ol style="list-style-type: none"> 1. INR 94,430/- (Upfront Price) per Series A4 CCPS shall be paid upfront at the time of subscription. 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. 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. 4. The dividend shall be paid @ 0.01% on a non-cumulative basis. 5. The Series A4 CCPS shall be compulsorily convertible into equity shares at 1:1 ratio. 6. The Series A4 CCPS holder shall be entitled to voting rights in accordance with Companies Act, 2013. 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. 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.
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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
A	Promoters' holding								
1	Indian			-	-			-	-
	Individual	10,250	71.01	-	-	10,250	71.01	-	-
	Bodies corporate	-	-	-	-	-	-	-	-
	Sub-total	10,250	71.01	-	-	10,250	71.01	-	-
2	Foreign promoters	-	-	-	-	-	-	-	-
	Sub-total (A)	10,250	71.01	-	-	10,250	71.01	-	-
B	Non-promoters' holding								
1	Institutional investors	-	-	-	-	-	-		
2	Non-institutional Investors								
	Private corporate bodies	118	0.82	6,508	22.30	118	0.82	6,601	19.72
	Directors and relatives	2,866	19.85	210	0.72	2,866	19.85	210	0.62
	Indian public	950	6.58	11,288	38.68	950	6.58	11,690	34.92
	others [including Non-resident Indians (NRIs)]	251	1.74	11,179	38.30	251	1.74	14,970	44.72
	Sub-total (B)	4,185	28.99	29,185	100	4,185	28.99	33,471	100
	GRAND TOTAL	14,435	100	29,185	100	14,435	100	33,471	100



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)	1483 (One Thousand Four Hundred and Eighty Three) Series A4 CCPS	34.60
2.	Aurum Rising India Fund – Category II AIF (SEBI Registration Number IN/AIF2/24-25/1630)	1,271 (One Thousand Two Hundred and Seventy One) Series A4 CCPS	29.65
3.	Rhodium Trust	530 (Five Hundred Thirty) Series A4 CCPS	12.36
4.	Turner Morrison Ltd.	287 (Two Hundred and Eighty Seven) Series A4 CCPS	6.69
5.	Virendra Mahendra Agarwal and Tarini Agarwal (Jointly)	320 (Three Hundred and Twenty) Series A4 CCPS	7.46
6.	Vikramaditya Mohan Thapar Family Trust	220 (Two Hundred and Twenty) Series A4 CCPS	5.13
7.	Gujral Design Plus Overseas Pvt Ltd.	64 (Sixty Four) Series A4 CCPS	1.49
8.	Homage Ventures LLP	29 (Twenty Nine) Series A4 CCPS	0.67
9.	Pramod Rao	27 (Twenty Seven) Series A4 CCPS	0.63
10.	Nishanth Kanaka Rajan	11 (Eleven) Series A4 CCPS	0.25
11.	Sasha Gulu Mirchandani	08 (Eight) Series A4 CCPS	0.18
12.	Rajeswari Shanmugam	11 (Eleven) Series A4 CCPS	0.25
13.	Mrinaal Mittal	9 (Nine) Series A4 CCPS	0.21
14.	Atul Agarwal	9 (Nine) Series A4 CCPS	0.21
15.	Bhupendra Singh	7 (Seven) Series A4 CCPS	0.16
Total		4,286 (Four Thousand Two Hundred and Eighty Six Only)	100

The Board of Directors at its meeting held on July 21, 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

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: 22.07.2025
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. 02/FY 2025-26 of Tipping Mr Pink Private Limited ("the Company") held at shorter notice on **July 22, 2025 at 5:00PM** 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_____.



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 02/FY 2025-26 of **the Company** to be held at shorter notice on **July 22, 2025 at 5:00 PM** at Burger Singh HQ, 6th 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 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

