



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

Date: February 07, 2026

Dear Members/Directors/Auditors/Debenture Trustee,

You are cordially invited to attend the Extra-Ordinary General Meeting (“**the EGM**”) No. 03/FY 2025-26 of Tipping Mr Pink Private Limited (“**the Company**”) scheduled on Friday, February 13, 2026 at 10 A.M. at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana - 122018, 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



### **NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

**Shorter notice is hereby given that the Extra-Ordinary General Meeting No. 03/FY 2025-26 of Tipping Mr Pink Private Limited (“the Company”) will be held on Friday, February 13, 2026 at 10 A.M., at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018, to transact the following business:**

#### **SPECIAL BUSINESS:**

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

#### **TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF SERIES A5 COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE UNDER PRIVATE PLACEMENT AND RECORD THE NAMES OF THE OFFEREES 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(2)(b), 42, 55, 62(1)(c), 179 and any other applicable provisions 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, other statutory provisions, and subject to the: (i) terms and conditions specified from time to time under the Foreign Exchange Management Act 1999; (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 10,23,62,120/- (Indian Rupees Ten Crore Twenty Three Lakhs Sixty Two Thousand One Hundred Twenty only) by offering and issuing 1,084 (One Thousand Eighty Four) Series A5 Compulsorily Convertible Preference Shares (“Series A5 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 A5 CCPS on a private placement basis by way of preferential issue (“Offer”) in the following manner:

<b>S. No.</b>	<b>Details of the proposed Allotees</b>	<b>Nature of Security</b>	<b>No. of Security</b>	<b>Total Consideration (To be paid up-front)</b>
1.	Rhodium Trust	Series A5 Compulsorily Convertible	530	INR 5,00,47,900/- (Indian Rupees Five Crore Forty-Seven



S. No.	Details of the proposed Allotees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
		Preference Shares having face value of INR 10/- each and a premium of INR 94,420/- each		Thousand Nine Hundred Only)
2.	Turner Morrison Ltd		287	INR 2,71,01,410/- (Indian Rupees Two Crore Seventy-One Lakh One Thousand Four Hundred Ten Only)
3.	Vikramaditya Mohan Thapar Family Trust		220	INR 2,07,74,600/- (Indian Rupees Two Crore Seven Lakh Seventy-Four Thousand Six Hundred Only)
4.	Homage Ventures LLP		29	INR 27,38,470/- (Indian Rupees Twenty-Seven Lakh Thirty-Eight Thousand Four Hundred Seventy Only)
5.	Ms. Mrinaal Mittal		9	INR 8,49,870/- (Indian Rupees Eight Lakh Forty-Nine Thousand Eight Hundred Seventy Only)
6.	Mr. Atul Agarwal		9	INR 8,49,870/- (Indian Rupees Eight Lakh Forty-Nine Thousand Eight Hundred Seventy Only)

**RESOLVED FURTHER THAT** the valuation report dated February 03, 2026 (under Companies Act 2013) obtained from the Mr. Siddharth Gupta, Registered Valuer (IBBI No. IBBI/RV/05/2019/11261), 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 A5 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; and (ii) terms and conditions of the Series A5 CCPS under the Amended



and Restated Shareholders' Agreement executed/to be executed by and amongst the Company, Mr. Kabirjeet Singh, and all of other existing shareholders of the Company, as amended from time to time

**RESOLVED FURTHER THAT** pursuant to the provision of Section 42, 62(1) (c), 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 with other related documents, as placed before the meeting of the members and initialled by the Chairperson for identification, be and hereby approved;

**RESOLVED FURTHER THAT** any of the Director 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 Series A5 CCPS, and further to give any information, explanation, declaration and confirmations in relation to the Series A5 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 Director 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 A5 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.”

**ITEM NO 2:**

**TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF SERIES B COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE UNDER PRIVATE PLACEMENT AND RECORD THE NAMES OF THE OFFEREES 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(2)(b), 42, 55 and 62(1)(c), 179 and any other applicable provisions of the Companies Act 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) (“Act”); 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: (a) terms and conditions specified from time to time under the Foreign Exchange Management Act 1999; and (b) 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 40,00,05,480/- (Indian Rupees Forty Crore Five Thousand Four Hundred Eighty only) by offering and issuing 4,236 (Four Thousand Two Hundred Thirty Six) Series B Compulsorily Convertible Preference Shares (“Series B 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 B CCPS on a private placement basis by way of preferential issue (“Offer”) in the following manner:

Details of the proposed Allottees	Nature of Security	No. of Security	Total Consideration (To be paid up-front)
Artal Asia Pte. Ltd.	<b>Series B Compulsorily Convertible Preference Shares having face value of INR 10/- each and a premium of INR 94,420/- each</b>	4,236	INR 40,00,05,480/- (Indian Rupees Forty Crore Five Thousand Four Hundred Eighty Only)

**RESOLVED FURTHER THAT** the valuation report dated February 03, 2026 (under the Act) obtained from the Mr. Siddharth Gupta, Registered Valuer (IBBI No. IBBI/RV/05/2019/11261), procured by the Company in this regard, as circulated and tabled at the meeting of the members, are hereby taken on record by the members;

**RESOLVED FURTHER THAT** the Series B 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; and (ii) terms and conditions of the Series B CCPS under the Amended and Restated Shareholders’ Agreement executed/to be executed by and amongst the Company, Mr. Kabirjeet Singh, Artal Asia Pte. Ltd. and all of other existing shareholders of the Company, as amended from time to time;

**RESOLVED FURTHER THAT** pursuant to the provision of Section 42, 62(1)(c), and other applicable provisions of the Act, 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 meeting of the members and initialled by the Chairperson for identification, be and hereby approved;

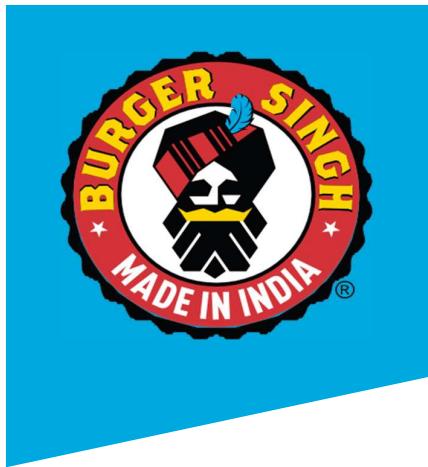
**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Form PAS 4 (Offer Letter) as may be required under the applicable laws and/or for smooth completion of the proposed offer of the Series B CCPS, and further to give any information, explanation, declaration and confirmations in relation to the Series B 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** the members do and hereby approve the terms of issuance of Series B CCPS including the following disclosures in terms of Rule 9(2) of Companies (Share Capital and Debentures) Rules, 2014, with respect to:

- (i) the priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares;
- (ii) participation in the surplus fund;
- (iii) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- (iv) the payment of dividend;
- (v) the conversion of Series B CCPS into equity shares;
- (vi) the voting rights; and
- (vii) the redemption of preference shares.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 42(6) of the Act, the share application money of INR 40,00,05,480/- (Indian Rupees Forty Crore Five Thousand Four Hundred Eighty only) which shall be received from the proposed Allottee for the issue of 4,236 Series B CCPS of Rs. 10/- (Rupees Ten only) each, at the premium of INR 94,420/- (Indian Rupees Ninety-Four Thousand Four Hundred and Twenty only) per share, will be kept in a separate bank account maintained with HDFC Bank Limited (having bank account number 50200114903761 and IFSC code HDFC0004050);



**RESOLVED FURTHER THAT** the Company shall not utilize the proceeds of the issue till the filing of e-Form PAS 3 with the ROC;

**RESOLVED FURTHER THAT** any of the Director 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 B CCPS, and to submit all documents to the concerned authorities with respect to the same; and

**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: February 07, 2026

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 A5  
COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL  
ISSUE UNDER PRIVATE PLACEMENT AND RECORD THE NAMES OF THE OFFEREES  
AND INCIDENTAL MATTERS THERETO**

Offer and issuance of Series A5 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>	1,084 Series A5 Compulsorily Convertible Preference Share (Series A5 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 A5 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 February 03, 2026 (under Companies Act, 2013) obtained from Mr. Siddharth Gupta, Registered Valuer (IBBI No. IBBI/RV/05/2019/11261)  The valuation report is annexed herewith as <b>Annexure-1</b>



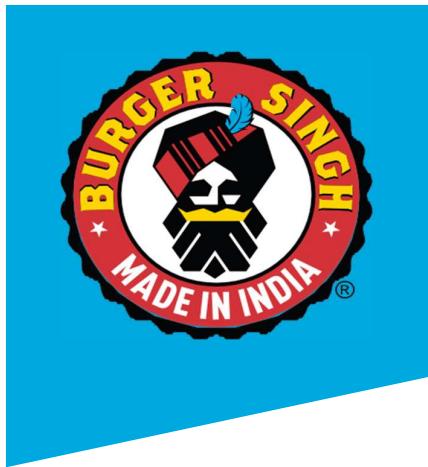
6.	<b>Relevant date on which the price has been arrived at (Relevant Date means a date atleast thirty days prior to the date on which the general meeting of the Company is scheduled to be held)</b>	January 31, 2026
7.	<b>Name and Address of the valuer</b>	Name: Mr. Siddharth Gupta, Registered Valuer (IBBI No. IBBI/RV/05/2019/11261)  Address: U.G.F-52, Aarohi Complex (Sahara Center), Kapoorthala, Lucknow, Uttar Pradesh-226024, India.
8.	<b>Amount which the company intends to raise by way of such securities</b>	INR 10,23,62,120/- (Indian Rupees Ten Crore Twenty-Three Lakhs Sixty-Two Thousand One Hundred Twenty only)
9.	<b>Class or classes of persons to whom the allotment is proposed to be made</b>	Offer is being made to few Existing Shareholders
10.	<b>Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer</b>	Promoters, Directors or Key Managerial Personnel will not subscribe 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 of the Company will occur pursuant to the issuance of the Series A5 CCPS, as such CCPS carry voting rights only in the limited circumstances specified under Section 47 of the Companies Act, 2013.
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>	12 (Twelve)  1. 127 Series A4 CCPS were allotted to five Investors on 21 <sup>st</sup> July, 2025 through preferential basis via private placement basis at issue price of Rs. 94,430/- 2. 1,271 Series A4 CCPS were allotted to one Investor on 14 <sup>th</sup> August, 2025 through preferential basis via private placement basis at issue price of Rs. 94,430/-. 3. 1,912 Series A4 CCPS were allotted to six Investors on 19 <sup>th</sup> September, 2025 through



		preferential basis via private placement basis at issue price of Rs. 94,430/-.				
13.	<b>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.</b>	Not Applicable				
14.	<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 1.97% (approx.), assuming that Series A5 and Series B CCPS gets subscribed and allotted in its entirety, and increase in ESOP Pool as per the terms of amended and restated shareholders agreement dated February 04, 2026.				
15.	<b>Current Shareholding pattern of the Company</b>	Please refer <b>Annexure-5</b>				
16.	<b>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; principle terms of assets charged as securities:</b>	<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 A5 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 border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center; background-color: #cccccc;">Particulars</th> <th style="text-align: center; background-color: #cccccc;">Details</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Issue price</td> <td style="text-align: center;">INR 94,430/- per Series A5 CCPS (INR 10/- face value</td> </tr> </tbody> </table>	Particulars	Details	Issue price	INR 94,430/- per Series A5 CCPS (INR 10/- face value
Particulars	Details					
Issue price	INR 94,430/- per Series A5 CCPS (INR 10/- face value					



			<p>and INR 94,420/- premium per Series A5 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.</p> <p><b>Terms</b></p> <ol style="list-style-type: none"><li>1. INR 94,430/- (<b>Upfront Price</b>) per Series A5 CCPS shall be paid upfront at the time of subscription.</li><li>2. The holder(s) of the Series A5 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 A5 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%</li><li>5. The Series A5 CCPS shall be compulsorily convertible into equity shares at 1:1 ratio.</li><li>6. The Series A5 CCPS holder shall be entitled to voting rights in accordance with Companies Act, 2013.</li><li>7. The Series A5 CCPS shall be converted into equity shares after 19 years 11</li></ol>
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			months of the issuance unless converted earlier by the relevant Series A5 CCPS holder.
17.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion, the manner and modes of redemption;	Not applicable	

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>10,250</b>	<b>71.01</b>	-	-
<b>2</b>	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								
<b>1</b>	Institutional investors	-	-	-	-	-	-		



<b>2</b>	Non-institutional Investors								
	Private corporate bodies	12	0.08	5,819	17.98	12	0.08	5,819	17.39
	Directors and relatives	2,382	16.50	210	0.65	2,382	16.50	210	0.63
	Indian public	766	5.31	11592	35.81	766	5.31	11,610	34.71
	others [including Non-resident Indians (NRIs)]	1,025	7.10	14747	45.56	1,025	7.10	15813	47.27
	<b>Sub-total (B)</b>	<b>4,185</b>	<b>28.99</b>	<b>32,368</b>	<b>100</b>	<b>4,185</b>	<b>28.99</b>	<b>33,452</b>	<b>100</b>
	<b>GRAND TOTAL</b>	<b>14,435</b>	<b>100</b>	<b>32,368</b>	<b>100</b>	<b>14,435</b>	<b>100</b>	<b>33,452</b>	<b>100</b>

**Table 1**

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

<b>S. No.</b>	<b>Name of the proposed allottees</b>	<b>Number and nature of security</b>	<b>Percentage</b>
1.	Rhodium Trust	530 (Five Hundred Thirty) Series A5 CCPS	48.89
2.	Turner Morrison Ltd.	287 (Two Hundred Eighty Seven) Series A5 CCPS	26.48
3.	Vikramaditya Mohan Thapar Family Trust	220 (Two Hundred Twenty) Series A5 CCPS	20.30
4.	Homage Ventures LLP	29 (Twenty Nine) Series A5 CCPS	2.67
5.	Ms. Mrinal Mittal	9 (Nine) Series A5 CCPS	0.83
6.	Mr. Atul Agarwal	9 (Nine) Series A5 CCPS	0.83
<b>Total</b>			<b>100</b>



The Board of Directors at its meeting held on February 04, 2026, has subject to the approval of the members approved the issuance of Series A5 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.

**ITEM NO 2:**

**TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF SERIES B 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 B Compulsorily Convertible Preference Shares by way of preferential issue under private placement. The details of the issue as per Section 42 of the Companies Act 2014, 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>	4,236 Series B Compulsorily Convertible Preference Share (Series B 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).



		The Series B CCPS shall be non-cumulative, participative, with voting rights and compulsorily convertible into equity.
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 B 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>	<p>Fair market value based on the valuation report dated February 3, 2026 (under Companies Act, 2013) obtained from Mr. Siddharth Gupta, Registered Valuer (IBBI No. IBBI/RV/05/2019/11261)</p> <p>The valuation report is annexed herewith as <b>Annexure-1</b></p>
6.	<b>Relevant date on which the price has been arrived at</b>	January 31, 2026
7.	<b>Name and address of the valuer</b>	<p>Name: Mr. Siddharth Gupta, Registered Valuer (IBBI No. IBBI/RV/05/2019/11261)</p> <p>Address: U.G.F-52, Aarohi Complex (Sahara Center), Kapoorthala, Lucknow, Uttar Pradesh-226024, India.</p>
8.	<b>Amount which the company intends to raise by way of such securities</b>	INR 40,00,05,480 /- (Indian Rupees Forty Crore Five Thousand Four Hundred and Eighty only)
9.	<b>Class or classes of persons to whom the allotment is proposed to be made</b>	Foreign body corporate
10	<b>Intention of promoters, directors or key managerial personnel to subscribe to the offer</b>	Promoters, directors or key managerial personnel will not subscribe 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 of the Company will occur pursuant to the issuance of the Series B CCPS
12	<b>The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</b>	Artal Asia Pte Ltd holding 7.59% (approx.) on a fully diluted basis, assuming that Series A5 and Series B CCPS gets subscribed and allotted in its entirety, and increase in ESOP Pool as per the terms of amended and restated shareholders agreement dated February 04, 2026.
13	<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>	12 (Twelve) <ol style="list-style-type: none"> <li>127 Series A4 CCPS were allotted to five investors on 21<sup>st</sup> July, 2025 through preferential basis via private placement basis at issue price of Rs. 94,430/-.</li> <li>1,271 Series A4 CCPS were allotted to one investor on 14<sup>th</sup> August, 2025 through preferential basis via private placement basis at issue price of Rs. 94,430/-.</li> <li>1,912 Series A4 CCPS were allotted to six investors on 19<sup>th</sup> September, 2025 through preferential basis via private placement basis at issue price of Rs. 94,430/-.</li> </ol>
14	<b>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.</b>	Not Applicable
14	<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 7.59% (approx.) upon



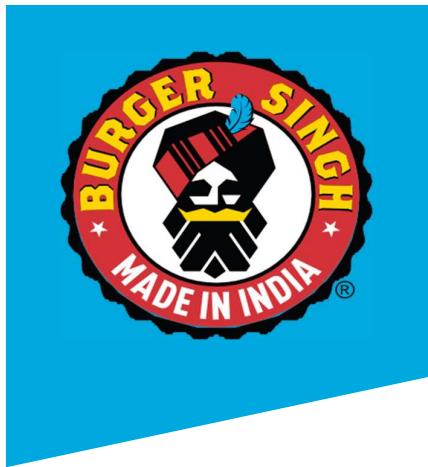
		conversion of the proposed Series B CCPS into equity shares. This dilution is on a fully diluted basis, assuming that Series A5 and Series B CCPS gets subscribed and allotted in its entirety, and increase in ESOP Pool as per the terms of amended and restated shareholders agreement dated February 04, 2026.
<b>15</b>	<b>Current shareholding pattern of the Company</b>	Please refer <b>Annexure-5</b>
<b>16</b>	<b>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; principle terms of assets charged as securities.</b>	<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 B CCPS are being offered to the persons identified in Table 2 of this Explanatory Statement. No assets are being charged as security for the purpose of this offer.</p> <p>Other terms: As per <b>Annexure-4</b></p>
<b>17</b>	<b>The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion, the manner and modes of redemption.</b>	Not applicable
<b>18</b>	<b>The manner and modes of redemption.</b>	Not applicable



<b>19</b>	<b>The terms of issue, including terms and rate of dividend on each share, etc.</b>	Please refer to Annexure-4
<b>20</b>	<b>Date of passing the board resolution</b>	February 04, 2026

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>10,250</b>	<b>71.01</b>	-	-
<b>2</b>	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								
<b>1</b>	Institutional investors	-	-	-	-	-	-		



<b>2</b>	Non-institutional Investors								
	Private corporate bodies	12	0.08	5,819	17.98	12	0.08	5,819	15.90
	Directors and relatives	2,382	16.50	210	0.65	2,382	16.50	210	0.57
	Indian public	766	5.31	11592	35.81	766	5.31	11,592	31.67
	others [including Non-resident Indians (NRIs)]	1025	7.10	14747	45.56	1,025	7.10	18,983	51.86
	<b>Sub-total (B)</b>	<b>4,185</b>	<b>28.99</b>	<b>32,368</b>	<b>100</b>	<b>4,185</b>	<b>28.99</b>	<b>36,604</b>	<b>100</b>
	<b>GRAND TOTAL</b>	<b>14,435</b>	<b>100</b>	<b>32,368</b>	<b>100</b>	<b>14,435</b>	<b>100</b>	<b>36,604</b>	<b>100</b>

**Table 2**

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

<b>S. No.</b>	<b>Name of the proposed allottees</b>	<b>Number and nature of security</b>	<b>Percentage</b>
1.	Artal Asia Pte. Ltd.	4,236 (Four Thousand Two Hundred Thirty Six) Series B CCPS	100

The Board of Directors at its meeting held on February 04, 2026, has subject to the approval of the members approved the issuance of Series B 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: February 07, 2026  
Place: Gurugram



### Attendance Slip

Time:

Place:

**FULL NAME OF THE FIRST SHAREHOLDER:** .....

Joint Shareholders, if any .....

Father's/ Husband name.....

Address in full .....

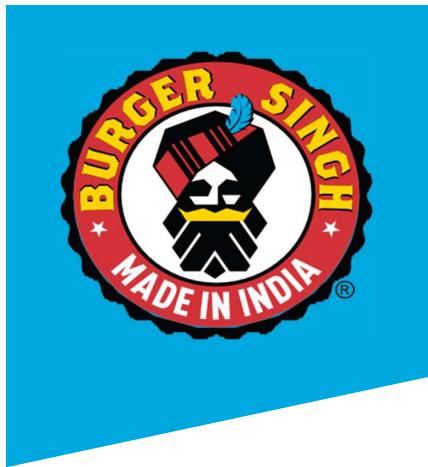
**FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY -----**

I/ We hereby record my/ our attendance at the Extra Ordinary General Meeting No. 03/FY 2025-26 of Tipping Mr Pink Private Limited ("the Company") held at shorter notice on **Friday, February 13 2026 at 10 A.M.** 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 03/FY 2025-26 of **the Company** to be held at shorter notice on Friday, February 13, 2026, at 10 A.M. 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 CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF SERIES A5 COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE UNDER PRIVATE PLACEMENT AND RECORD THE NAMES OF THE OFFEREES AND INCIDENTAL MATTERS THERETO



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

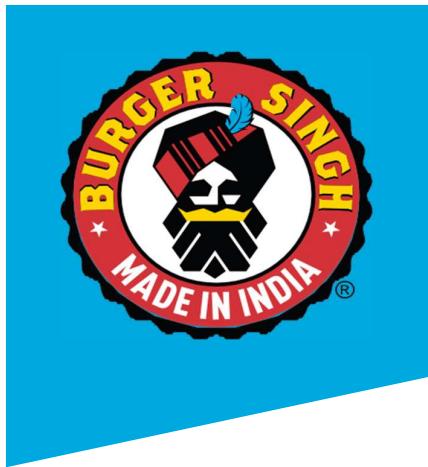
Signed this ..... day of ....., 2026

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



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

